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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Suntien Green Energy Corporation Limited, you should at once hand this circular, the enclosed proxy form and the reply slip for the EGM to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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China Suntien Green Energy Corporation Limited*
新天綠色能源股份有限公司

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 00956)

AMENDMENTS TO
THE A SHARE OFFERING PLAN AND RELATED MATTERS

China Suntien Green Energy Corporation Limited will convene the EGM at the Conference Room, 5th Floor, Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC at 9:00 a.m. on Tuesday, 18 September 2018. A notice convening the EGM was dispatched to the Shareholders on 3 August 2018.

If you intend to appoint a proxy to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. H Shareholders shall return the form of proxy to Computershare Hong Kong Investor Services Limited, and Domestic Shareholders shall return the form of proxy to the Company's registered office and headquarters in the PRC by hand or by post no later than 24 hours before the time appointed for holding the EGM or any adjournment thereof (for the purpose of the EGM, at or before 9:00 a.m. on Monday, 17 September 2018). Completion and return of the form of proxy shall not preclude you from attending in person and voting at the EGM or any adjournment thereof.

If you intend to attend the EGM in person or by proxy, you are requested to complete and return the enclosed reply slip to Computershare Hong Kong Investor Services Limited (if you are a H Shareholder) or the Company's registered office and headquarters in the PRC (if you are a Domestic Shareholder) on or before Wednesday, 29 August 2018.

* For identification purpose only

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DEFINITIONS

In this circular, unless the context requires otherwise, the following terms shall have the following meanings:

“2017 EGM”	the first extraordinary general meeting of the Company for 2017 convened on 10 November 2017
“A Shares”	the ordinary shares proposed to be issued by the Company under its A Share Offering plan and to be subscribed for in RMB
“A Share Offering”	the proposed initial public offering by the Company of no more than 134,750,000 A Shares which are proposed to be listed on the Shanghai Stock Exchange
“Board of Directors” or “Board”	the board of directors of the Company
“Company”	China Suntien Green Energy Corporation Limited (新天綠色能源股份有限公司), a joint stock limited company incorporated in the PRC with limited liability
“connected person(s)”	shall have the meaning ascribed to it under the Listing Rules
“Controlling Shareholder” or “HECIC”	Hebei Construction & Investment Group Co., Ltd. (河北建設投資集團有限責任公司), a wholly state-owned enterprise incorporated in the PRC, which is under the direct supervision of the State-owned Assets Supervision and Administration Commission of the People’s Government of Hebei Province
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“Domestic Shares”	ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB
“Domestic Shareholder(s)”	the holder(s) of Domestic Shares
“EGM”	the second extraordinary general meeting of the Company for 2018 to be convened at the Conference Room, 5th Floor, Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC at 9:00 a.m. on Tuesday, 18 September 2018 in relation to the matters set out in this circular

DEFINITIONS

“General Mandate”	the general mandate granted to the Board of Directors by the Shareholders at the 2017 annual general meeting convened on 8 June 2018 to issue Domestic Shares and H Shares representing no more than 20% of the total number of Domestic Shares and H Shares of the Company, respectively, in issue at the date of the passing of the relevant resolution by the Shareholders
“H Shares”	the overseas listed foreign invested shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in HKD
“HKD” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“H Shareholder(s)”	the holder(s) of H Shares
“Latest Practicable Date”	20 August 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time
“PRC”	the People’s Republic of China, which, for the purposes of this circular only, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SASAC”	the State-owned Assets Supervision and Administration Commission of the State Council
“Share(s)”	share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, including the Domestic Shares and H Shares
“Shareholder(s)”	the holder(s) of Share(s)

LETTER FROM THE BOARD



China Suntien Green Energy Corporation Limited* **新天綠色能源股份有限公司**

(A joint stock limited company incorporated in the People's Republic of China with limited liability)
(Stock Code: 00956)

Board of Directors:

Non-executive Directors:

Dr. Cao Xin (*Chairman*)

Dr. Li Lian Ping

Mr. Qin Gang

Ms. Sun Min

Mr. Wu Hui Jiang

Executive Directors:

Mr. Mei Chun Xiao (*President*)

Mr. Wang Hong Jun

Independent Non-executive Directors:

Mr. Qin Hai Yan

Mr. Ding Jun

Mr. Wang Xiang Jun

Mr. Yue Man Yiu Matthew

Registered office and headquarters:

9th Floor, Block A, Yuyuan Plaza

No. 9 Yuhua West Road

Shijiazhuang City, Hebei Province
the PRC

Principal place of business in Hong Kong:

Suite 2103, Prudential Tower

The Gateway, Harbour City

Kowloon

Hong Kong

24 August 2018

To the Shareholders

Dear Sir or Madam,

AMENDMENTS TO THE A SHARE OFFERING PLAN AND RELATED MATTERS

1. INTRODUCTION

Reference is made to the announcement of the Company dated 2 August 2018, in relation to the proposed amendments to the certain resolutions relating to A Share Offering. The purpose of this circular is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the EGM.

* For identification purpose only

LETTER FROM THE BOARD

2. MATTERS TO BE TRANSACTED AT THE EGM

Details of the matters to be transacted at the EGM are set out in the notice convening the EGM, which was despatched to the Shareholders on 3 August 2018.

The resolutions to be proposed at the EGM for consideration by the Shareholders include the following:

- 2.1 the resolution on the amendments to the existing A Share Offering plan;
- 2.2 the resolution on the amendments to the proposed grant by the general meeting of the authorisation to the Board of Directors to handle all matters relating to the A Share Offering of the Company;
- 2.3 the resolution on the amendments to the plan for distribution of accumulated profits of the Company prior to the A Share Offering; and
- 2.4 the resolution on the report on the use of proceeds previously raised by the Company;

For the aforesaid resolutions, resolutions 2.1 to 2.3 will be considered as special resolutions, and resolution 2.4 will be considered as an ordinary resolution. In addition, items under resolution 2.1 will be voted upon individually.

3. PROPOSED A SHARE OFFERING AND RELEVANT MATTERS

References are made to the announcement dated 25 September 2017 titled “A Share Offering Plan and Relevant Matters”, the notice of the 2017 EGM dated 25 September 2017, the Shareholders’ circular dated 20 October 2017 and the announcement on the poll results of the 2017 EGM dated 10 November 2017, in relation to, among others, the relevant resolutions on the A Share Offering, including the resolutions on the A Share Offering plan, the grant of authorisation to the Board of Directors to handle all matters relating to the A Share Offering, the plan for distribution of accumulated profits prior to the A Share Offering and the report on the use of proceeds previously raised by the Company, etc.

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In order to expand its financing channels, optimise its capital structure and further improve its competitiveness and economic benefits, the Company intends to apply to the CSRC for the initial public offering and the listing of the A Shares. The resolutions in relation to the A Share Offering were considered and approved by the Shareholders at the 2017 EGM. Given the extensive effort required for due diligence, time required for the preparation of filing materials, and the expected time required for getting the CSRC clearance for the A Share Offering, the Company requires more time to complete the A Share Offering.

Considering that the valid period of the A Share Offering related resolutions will soon expire, while some resolutions have been updated, the Board passed resolutions in relation to the amended A Share Offering plan and other relevant matters related to the A Share Offering at the Board meeting convened on 2 August 2018, and hereby proposes the same for the Shareholders' consideration and approval, details of which are as follows:

3.1 Resolution on the amendments to the existing A Share Offering plan

Considering that the valid period of the existing A Share Offering plan will soon expire and in order to ensure the on-going proceeding of the A Share Offering, it is proposed to the EGM to consider the extension of the valid period of the resolution on the existing A Share Offering plan to 12 months following the approval at of the EGM.

In addition, the State Council promulgated the Circular on Issuing the Implementation Plan for Transferring Certain State-Owned Capital to Enrich the Social Security Funds (Guo Fa [2017] No. 49) (《關於印發劃轉部分國有資本充實社保基金實施方案的通知》(國發[2017]49號)) on 9 November 2017, pursuant to which the target of the state-owned share transfer has been changed from the equities of a listed company to the equities of such listed company's parent group. Such circular was effective on the date of its promulgation. Therefore, the removal of the state-owned share transfer plan from the existing A Share Offering plan is proposed at the EGM for Shareholders' approval.

Except for the extension of the valid period and the removal of the state-owned shares transfer plan, the A Share Offering plan remains unchanged. Details of the A Share Offering plan are as follows:

- (1) Class of shares to be issued: RMB ordinary shares (A Shares).
- (2) Number of shares to be issued: the number of A Shares to be issued under the A Share Offering will be no more than 134,750,000 A Shares. The exact number of A Shares to be issued shall be determined by the Board of Directors and the sponsor through negotiations and book building under the authorisation to be granted at the general meeting and in view of the capital needs of the project to be financed with the proceeds from the A Share Offering. The final number of A Shares to be issued shall be subject to the approval of the CSRC. The A Share Offering is limited to the issue of new A

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Shares by the Company only and does not involve any transfer of Shares of the Company (the existing Shares) by the existing Shareholders of the Company to investors.

- (3) Nominal value of shares to be issued: RMB ordinary shares (A Shares) with a nominal value of RMB1.00 each.
- (4) Target subscribers of the shares to be issued: places that satisfy the requirements under national laws and regulations and the provisions of regulators, and domestic natural persons, legal persons and other investors which have maintained accounts at the Shanghai Stock Exchange (other than those prohibited under national laws and regulations).

The Company will take appropriate steps to ascertain the eligibility of the A-Share subscribers and to ensure that no A Shares will be allotted and issued to its connected persons and/or their associates.

- (5) Price of shares to be issued: the initial price range will be determined first by the Board of Directors and the sponsor through promotion and initial book building under the authorisation to be granted at the general meeting, and the offer price will then be determined in accordance with laws and regulations and the relevant requirements of the CSRC.
- (6) Proposed place of listing: the Shanghai Stock Exchange.
- (7) Methods of offering of shares: combination of the offline placing to specified investors through book building and the online subscription, or any other methods specified by the CSRC.
- (8) Use of proceeds: the proceeds from the A Share Offering, after deduction of the offering expenses undertaken by the Company, will be used for the investment in the HECIC Fengning Senjitu wind farm (phase 3) project (150MW). The total investment of such project shall be RMB1,473,351,900, of which RMB442,005,600 is intended to be financed with the proceeds. In the event that the actual proceeds, after deduction of the corresponding offering expenses, are insufficient to meet the investment needs for such project, the shortfall will be financed by the internal resources of the Company. If initial investment is required for the aforesaid project to be financed before the proceeds from the offering are available due to factors such as operational needs or market competition, the Company will fund the project by way of injecting its own funds, obtaining bank loans and/or financing leases, etc. Once the proceeds from the offering are available, the Company will replace its initial investment, such as self-owned funds and/or bank loans and/or financing leases, with the proceeds from the offering. In the event that the actual proceeds, after deduction of the corresponding offering expenses, are more than those required for the aforesaid project to

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be financed, the excess will be applied to replenish the working capital of the Company through legal procedures in accordance with the national laws, regulations and the relevant requirements of the CSRC.

- (9) Conversion into a joint stock limited liability company with Shares issued and listed domestically and overseas: after the A Shares are issued and listed with the approval of the CSRC, the Company will apply for the conversion into a joint stock limited liability company with Shares issued and listed domestically and overseas.
- (10) valid period of the resolution on the A Share Offering plan: 12 months following the approval at the EGM.

These resolutions are subject to consideration and approval at the EGM as special resolutions, among which, each item of the A Share Offering plan shall be voted upon individually.

3.2 Resolution on the amendments to the proposed grant by the general meeting of the authorisation to the Board of Directors to handle all matters relating to the A Share Offering by the Company

The resolution on the grant of the authorisation to the Board of Directors to handle all matters relating to the A Share Offering was passed at the Company's first extraordinary general meeting for 2017 with a valid period of 12 months following the approval at such extraordinary general meeting. Considering that the valid period of the above mentioned resolution will soon expire and in order to ensure the on-going proceeding of the A Share Offering, it is proposed to the EGM to extend the valid period of the proposed grant by the general meeting of the authorisation to the Board of Directors to handle all matters relating to the A Share Offering to 12 months following the approval at the EGM. In addition, it is proposed to remove the authorisation in relation to the state-owned share transfer plan corresponding to the amendments to the A Share Offering plan. Details are as follows:

The Board of Directors is authorised to handle all the matters relating to the offering and listing at the general meeting, including but not limited to the following:

- (1) negotiation with the sponsor(s) to determine and implement the proposal for the offering and listing of A Shares of the Company in accordance with the principles approved at the general meeting and the requirements of the regulatory authorities for the issue of securities in view of the prevailing conditions of the Company within the scope permitted by laws, regulations and the Company's articles of association, including but not limited to: offering size, offer price, offering method, date of issuance, target subscribers, and the place of listing;

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- (2) issue, review, amendment and/or signing of legal documents relating to the offering and listing, including but not limited to the material contracts, prospectus and its summary, offer letter of intent, announcement on the offering and other relevant documents for the project to be financed with the proceeds;
- (3) preparation of application materials for the offering and listing of shares;
- (4) amendments and supplements to the Articles of Association (Draft) considered and passed at the general meeting in view of the practical situations of the Company after the offering and listing;
- (5) completion of the procedures in relation to capital verification and change of registration for registered capital with the department in charge of industrial and commercial administration after the offering and listing;
- (6) amendment to and adjustment of the plan for use of the proceeds from the offering considered and approved at the general meeting in accordance with the requirements of the CSRC, the actual situations of the Company and market conditions;
- (7) determination of the special account for the proceeds as necessary prior to the offering;
- (8) upon completion of the offering, handling of the matters regarding the registration and settlement of equity interest at China Securities Depository and Clearing Company Limited, including but not limited to equity custody registration and restriction on trading;
- (9) drafting, amendment, signing and submission of the application, memorandum of understanding, reports or materials relating to the A Share Offering to the government authorities and regulatory authorities in connection with the A Share Offering (including but not limited to the SASAC, the CSRC, the Shanghai Stock Exchange, the CSRC Hebei Office and China Securities Depository and Clearing Company Limited, Shanghai Branch), completion of the procedures for approval, registration, filing, authorisation and consent relating to the A Share Offering, making of statements and undertakings relating to the A Share Offering, and carrying out of any actions in relation to the A Share Offering as it deems necessary, suitable or appropriate;
- (10) delegation of its power to other Directors or relevant persons as necessary to individually or jointly handle the matters regarding the offering and listing;
- (11) engagement or appointment of the relevant intermediaries for the A Share Offering, determination of service fees and signing of the relevant engagement or appointment agreements;

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(12) handling of other matters relating to the offering and listing which are not specified but are necessary for the offering and listing; and

(13) the authorisation shall be effective for 12 months following the date of the EGM.

The resolution is subject to consideration and approval at the EGM as a special resolution.

3.3 Resolution on the amendments to the plan for distribution of accumulated profits of the Company prior to the A Share Offering

The resolution on the plan for distribution of accumulated profits of the Company prior to the A Share Offering has been passed at the 2017 EGM. Considering that the valid period of such resolution will soon expire and in order to specify the attribution of the accumulated profits of the Company prior to the completion of the A Share Offering, the distribution plan is revised as follows:

The accumulated undistributed profits of the Company before the completion of the A Share Offering will be shared by the new and existing Shareholders, in proportion to their respective shareholdings after the A Share Offering.

The Company will decide whether or not to declare and distribute dividends according to the relevant laws, regulations and the requirements under the Company's articles of association, taking into account the practical situation of the Company. Therefore, the accumulative undistributed profits prior to the A Share Offering may or may not be distributed to the Shareholders.

The resolution is subject to consideration and approval at the EGM as a special resolution.

3.4 Resolution on the report on the use of proceeds previously raised by the Company

After the use of proceeds previously raised by the Company as of 30 June 2018 being verified, the Company prepared the "Report on the Use of Proceeds Previously Raised", and Ernst & Young Hua Ming LLP audited the use of proceeds previously raised and prepared the "Assurance Report on the Use of Proceeds Previously Raised". The full text of these reports is set out in Appendix I to this circular.

The resolution is subject to consideration and approval at the EGM as an ordinary resolution.

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4. RELEVANT EXPLANATION RELATING TO A SHARE OFFERING

4.1 The matters regarding the A Share Offering are subject to the approval of the Shareholders at the EGM, securities regulatory authorities (including the CSRC) and other relevant regulatory authorities (including the relevant stock exchange). The final proposal for the A Share Offering is subject to the approval of regulatory authorities. Upon completion of the A Share Offering, the Domestic Shares in issue will become domestic listed shares. The date of completion of the A Share Offering depends on the PRC policies in relation to the offering and listing of A shares, the date of approval and the actual situation of the domestic capital market. As such, as at the Latest Practicable Date, the date of completion of the A Share Offering had not been determined.

4.2 In determining the offer price of A Shares, the Company will take into account the followings: (i) the operational and financial position of the Company; (ii) prevailing market conditions; (iii) market demand for A Shares; (iv) the industry in which the Company operates; (v) the requirements of applicable laws and regulations; and (vi) the average price/earnings ratio of other listed issuers of A shares in the same industry as the Company. In accordance with the relevant requirements of the SASAC, the offer price of A Shares shall not be less than the net assets value per Share available as at the date of determination of the offer price. As at 31 December 2017, the net assets value per Share were RMB2.32 (calculated based on the equity interests attributable to the owners of the parent company as in the audited consolidated statements as of 31 December 2017). As the price for the A Share Offering is likely to be determined after the announcement of the audited financial statements of the Company as of 31 December 2018, the above is for information purpose only. In addition, the Company will comply with the requirements of Rule 13.36(5) of the Listing Rules and the offer price of A Shares issued under the General Mandate will not represent a discount of 20% or more to the applicable benchmark price as determined in accordance with Rule 13.36(5) of the Listing Rules.

4.3 Effect of the A Share Offering on the shareholding structure of the Company

The A Share Offering will be conducted pursuant to the General Mandate. In accordance with the General Mandate, the Board of Directors may issue Domestic Shares representing no more than 20% of the total number of Domestic Shares of the Company in issue at the date of the annual general meeting for 2017 (being 375,231,200 Domestic Shares). In accordance with the A Share Offering plan, the Company intends to issue no more than 134,750,000 A Shares, representing approximately 7.18% and 3.63%, respectively, of the Domestic Shares in issue and the entire issued share capital of the Company as at the Latest Practicable Date.

Assuming all the 134,750,000 A Shares under the A Share Offering plan are issued in full with approval and the share capital of the Company will remain unchanged prior to the completion of the plan for the A Share Offering, the

LETTER FROM THE BOARD

Company's shareholding structure as at the Latest Practicable Date and immediately following the completion of the A Share Offering plan was/will be as follows:

	As at the Latest Practicable Date		Immediately following the completion of the A Share Offering	
	Number of Shares	Approximate percentage of the issued share capital of the Company	Number of Shares	Approximate percentage of the issued share capital of the Company
Domestic Shares				
Domestic Shares in issue	1,876,156,000	50.50%	1,876,156,000	48.73%
New A Shares to be issued under the A Share Offering	–	–	134,750,000	3.50%
Sub-total of Domestic Shares:	<u>1,876,156,000</u>	<u>50.50%</u>	<u>2,010,906,000</u>	<u>52.23%</u>
H Shares	<u>1,839,004,396</u>	<u>49.50%</u>	<u>1,839,004,396</u>	<u>47.77%</u>
Total	<u><u>3,715,160,396</u></u>	<u><u>100.00%</u></u>	<u><u>3,849,910,396</u></u>	<u><u>100.00%</u></u>

Notes:

1. As at the Latest Practicable Date, all the Domestic Shares in issue were directly held by HECIC, the Controlling Shareholder. Following the completion of the A Share Offering, the existing Domestic Shares in issue will be converted into A Shares. However, in accordance with the relevant requirements including the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, HECIC shall not transfer or appoint any other person to manage the shares held by it prior to the A Share Offering or cause the Company to repurchase such shares within 36 months from the date of listing of the A Shares of the Company.
 2. Due to rounding adjustments, the figures shown as total may not represent the arithmetic sum of the previous figures.
- 4.4 During the 12 months up to the Latest Practicable Date, the Company had not conducted any fund raising activities involving the issue of share capital.
- 4.5 Assuming that (i) all the 134,750,000 A Shares under the A Share Offering are issued in full with approval; (ii) save for the A Shares to be converted from the existing Domestic Shares following the completion of the A Share Offering; and (iii) the share capital of the Company will remain unchanged prior to the completion of the A Share Offering, the Company expects that its public float will continue to meet the requirements of Rule 8.08 of the Listing Rules immediately following the completion of the A Share Offering.

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5. EGM

The matters to be considered at the EGM are set out in the notice convening the EGM, which was despatched on 3 August 2018. The form of proxy and reply slip for the EGM were despatched together with the notice convening the EGM.

If you intend to appoint a proxy to attend the EGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. The H Shareholders shall return the form of proxy to Computershare Hong Kong Investor Services Limited, and the Domestic Shareholders shall return the form of proxy to the Company's registered office and headquarters in the PRC by hand or by post no later than 24 hours before the time appointed for holding the EGM and any adjournment thereof (for the purpose of the EGM, at or before 9:00 a.m. on Monday, 17 September 2018). Completion and return of the form of proxy shall not preclude you from attending in person and voting at the EGM or any adjournment thereof.

If you intend to attend the EGM in person or by proxy, you are requested to complete and return the enclosed reply slip to Computershare Hong Kong Investor Services Limited (if you are a H Shareholder) or the Company's registered office and headquarters in the PRC (if you are a Domestic Shareholder) on or before Wednesday, 29 August 2018.

6. VOTING BY POLL

In accordance with the requirements of Rule 13.39(4) of the Listing Rules, any voting by the Shareholders at the general meeting shall be conducted by poll. As such, the chairman of the EGM will request all resolutions to be proposed at the EGM to be voted by poll in accordance with the power conferred by the Company's articles of association.

7. RECOMMENDATION

The Board of Directors is of the view that all resolutions to be proposed at the EGM are in line with the interests of the Company and its Shareholders as a whole and recommend you to vote for all the resolutions to be proposed at the EGM.

By order of the Board
China Suntien Green Energy Corporation Limited
Cao Xin
Chairman

The Assurance Report on the Use of Proceeds Previously Raised

Ernst & Young Hua Ming (2018) Zhuan Zi No.60809266_A05

To the Board of Directors of China Suntien Green Energy Corporate Limited,

We have been engaged by China Suntien Green Energy Corporation Limited (hereinafter referred to as the “Company”) to provide assurance on the attached Report on the Use of Proceeds Previously Raised as of 30 June 2018. It is the responsibility of the Board of Directors of the Company to prepare the Report on the Use of Proceeds Previously Raised in accordance with the Rules Governing the Report on the Use of Proceeds from Previous Fund Raising Activity (Zheng Jian Fa Xing Zi [2007] No.500) issued by the China Securities Regulatory Commission, and to ensure its truthfulness, accuracy and completeness as well as the absence of false statements, misleading representations or material omissions. Our responsibility is to express our assurance opinion on the Report on the Use of Proceeds Previously Raised based on the assurance work we have performed.

We have conducted our assurance work in accordance with the requirements as set out in Chinese CPAs’ Standard on Other Assurance Engagements No.3101 – Assurance Engagements other than Audits or Reviews of Historical Financial Information. This standard requires us to plan and conduct our assurance work in order to obtain a reasonable assurance on whether the Report on the Use of Proceeds Previously Raised as aforementioned is free from material misstatements. In the process of performing our assurance work, we have carried out various procedures, including inquiries, random inspections and examinations as well as other procedures we deemed necessary. We are of the opinion that our assurance work has provided a reasonable basis for our opinion.

In our opinion, the Company’s Report on the Use of Proceeds Previously Raised as mentioned above has been prepared in accordance with the Rules Governing the Report on the Use of Proceeds from Previous Fund Raising Activity (Zheng Jian Fa Xing Zi [2007] No.500) issued by the China Securities Regulatory Commission, and has, in all material aspects, reflected the Company’s use of proceeds previously raised as of 30 June 2018.

This Report is provided solely for the application by the Company to the China Securities Regulatory Commission in connection with its initial public offering of A shares and should not be used for any other purpose without our prior written consent.

Ernst & Young Hua Ming LLP

CPA of China

Chen Jing

CPA of China

Zhang Wen Li

Beijing, China
2 August 2018

China Suntien Green Energy Corporation Limited***Report on the Use of Proceeds Previously Raised****1. About the previous fund raising**

Upon the approval by the China Securities Regulatory Commission via Zheng Jian Xu Ke [2014] No.100, China Suntien Green Energy Corporation Limited (hereinafter referred to as the “Company”) has conducted private placing of H shares outside the PRC. On 28 January 2014, the Company issued 476,725,396 H shares at the nominal value of RMB1 per share through the Hong Kong Stock Exchange; the offer price was HKD3.35 per share, and the money received due to subscriptions from shareholders amounted to HKD1,597,030,077.00 (equivalent to RMB1,255,585,046.54); the actual net amount of proceeds from the H share offering (after deducting the securities firm’s underwriting commission and other costs incurred as a result of the offering) was HKD1,564,044,356.00 (equivalent to RMB1,229,651,672.69).

Upon the verification by the Lianda Yan Zi (2014) No.W004 Verification Report issued by the Hebei branch of the Lianda Certified Public Accountants LLP, the actual proceeds drawn from the H share issuance by the Company (after deducting the securities firm’s underwriting commission), which amounted to HKD1,564,044,356.00, were deposited into the specific deposit account (account no.: 012-875-1-154149-1) of the Company at Bank of China (Hong Kong) Limited on 28 January 2014.

As of 30 June 2018, the total balance of the specific account for proceeds from the H share offering was HKD165,754,704.24 (equivalent to RMB139,747,791.15), in which the balance of the specific account outside the PRC was HKD9,386,929.39 (equivalent to RMB7,914,120.17), and the balance of the specific account inside the PRC was HKD156,367,774.85 (equivalent to RMB131,833,670.98).

2. Changes to the actual investment projects and the total investment amount in relation to proceeds from the previous fund raising

Net proceeds from the placing were intended to be used for the following purposes: (1) approximately 70% to be invested in wind power generation projects in the PRC; (2) approximately 20% to be used for developing the Company’s natural gas businesses in the PRC, including but not limited to natural gas pipelines, city gas projects, liquefied natural gas projects and compressed natural gas stations; (3) approximately 10% to be used for replenishing the Company’s working capital. As of 30 June 2018, the net proceeds from the placing of H shares of the Company in January 2014 amounted to RMB1,230 million, in which approximately RMB790 million was utilised by the Company in the investment in wind power generation projects in the PRC; approximately RMB208 million was utilised in the development of natural gas businesses of the Company in the PRC; and approximately RMB145 million was utilised to replenish the working capital of the Company.

As of 30 June 2018, no changes were made in relation to the purpose of the proceeds from the previous fund raising of the Company.

* For identification purpose only

APPENDIX I REPORT ON THE USE OF PROCEEDS PREVIOUSLY RAISED

3. Actual utilisation of proceeds from the previous fund raising

Pursuant to the plan for the use of proceeds from the placing of H shares as disclosed in the prospectus of the private placing of H shares, after deducting the issue cost, approximately 70% of the total net proceeds from H share issuance was used for the capital requirement for the wind power generation projects in the PRC; approximately 20% of the total net proceeds was used for the development of natural gas businesses in the PRC, including but not limited to the required capital for natural gas pipelines, city gas projects, liquefied natural gas projects and the projects on compressed natural gas filling stations; and approximately 10% of the total net proceeds was used to replenish working capital.

As of 30 June 2018, the actual utilisation of proceeds from the previous fund raising is set out on “Checklist on the use of proceeds from previously raised proceeds” and “Checklist on the benefits realised from the projects invested with proceeds from the previous fund raising” as below.

Checklist on the use of proceeds from previously raised proceeds										
<i>Unit: RMB</i>										
Net proceeds (after deducting securities firm's underwriting commission and other costs as a result of the offering): 1,229,651,672.69				Cumulative total amount of proceeds used: 1,143,147,458.23			Interest income and exchange gain: 53,243,576.68			
Total amount of proceeds used for a changed purpose:		N/A			Total amount of proceeds used in each year:					
Percentage of the total amount of proceeds used for a changed purpose:		N/A			2014: 595,749,435.11 2015: 178,859,027.67 2016: 272,162,381.08 2017: 73,498,518.32 January to June 2018: 22,878,096.05					
Investment projects			Total amount of proceeds invested			Cumulative amount of proceeds invested as of 30 June 2018				
S/N	Promised investment projects	Actual investment projects	Promised investment amount before fund-raising	Promised investment amount after fund-raising	Actual investment amount	Promised investment amount before fund-raising	Promised investment amount after fund-raising	Actual investment amount	Difference between the actual investment amount and the promised investment amount after fund-raising	Date for project being ready for its intended use
1	Wind power segment	Wind power segment	70% of the proceeds	860,756,170.88	789,646,608.52	70% of the proceeds	860,756,170.88	789,646,608.52	71,109,562.36	N/A
2	Natural gas segment	Natural gas segment	20% of the proceeds	245,930,334.54	208,200,000.00	20% of the proceeds	245,930,334.54	208,200,000.00	37,730,334.54	N/A
3	Replenishment of working capital ^(INB/e)	Replenishment of working capital	10% of the proceeds	122,965,167.27	145,300,849.71	10% of the proceeds	122,965,167.27	145,300,849.71	(22,335,682.44)	N/A
	Total			1,229,651,672.69	1,143,147,458.23		1,229,651,672.69	1,143,147,458.23	86,504,214.46	N/A

Note: The Company replenished its working capital with part of the interest income and exchange gains generated from the proceeds.

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Checklist on the benefits realised from the projects invested with proceeds from the previous fund raising

Unit: RMB

S/N	Actual investment projects	Cumulative production capacity utilisation of the investment projects as of 30 June 2018	Promised benefits	Actual benefits for 2014, 2015, 2016, 2017 and January to June 2018					Cumulative benefits realised as of 30 June 2018	Whether the expected benefits are achieved
				2014	2015	2016	2017	January to June 2018		
1	Wind power segment	N/A	N/A	-	9,976,704.50	65,745,177.90	311,014,433.48	315,631,102.21	702,367,418.09	N/A
2	Natural gas segment	N/A	N/A	-	(8,807,313.98)	(28,783,078.71)	(19,418,415.91)	(4,843,627.17)	(61,852,435.77)	N/A
3	Replenishment of working capital	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

4. Comparisons between the actual utilisation of proceeds from the previous fund raising and the relevant contents disclosed in the regular reports of the Company

The comparisons between the actual utilisation of proceeds from the previous fund raising as aforementioned and the actual utilisation of proceeds from the previous fund raising as disclosed in the annual reports of 2014, 2015, 2016 and 2017 of the Company are set out as below:

Unit: RMB million

S/N	Actual investment projects	Actual amount of proceeds utilised as of the end of the reporting period				Investment amount with proceeds as disclosed in the annual reports of the Company				Differences			
		2014	2015	2016	2017	2014	2015	2016	2017	2014	2015	2016	2017
1	Wind power segment	343.30	126.99	230.96	69.40	343.30	126.99	230.96	69.40	-	-	-	-
2	Natural gas segment	208.20	-	-	-	208.20	-	-	-	-	-	-	-
3	Replenishment of working capital	44.25	51.87	41.20	4.10	44.25	51.87	41.20	4.10	-	-	-	-
	Total	595.75	178.86	272.16	73.50	595.75	178.86	272.16	73.50	-	-	-	-

No differences were found between the actual utilisation of proceeds from the previous fund raising and the relevant contents on the actual utilisation of proceeds from the previous fund raising as disclosed in the annual reports of 2014, 2015, 2016 and 2017 of the Company.

5. Conclusion

The Board of Directors is of the view that the Company has utilised the proceeds from the previous fund raising in accordance with the plan for the use of proceeds from the H share issuance as disclosed in the prospectus of the previous H share issuance. The Company has fulfilled its obligation of disclosure in relation to its investment and progress of proceeds from the previous fund raising in accordance with the Rules Governing the Report on the Use of Proceeds from Previous Fund Raising Activity (Zheng Jian Fa Xing Zi [2007] No.500) issued by the China Securities Regulatory Commission.

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The Directors of the Company undertake that this Report does not contain any false statements, misleading representations or material omissions, and jointly and severally accept legal liability for the truthfulness, accuracy and completeness hereof.

China Suntien Green Energy Corporation Limited

Board of Directors

2 August 2018