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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt as to 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, and, if applicable, the 2022 annual report to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale 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)**

**2022 ANNUAL GENERAL MEETING**

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China Suntien Green Energy Corporation Limited will convene the 2022 annual general meeting at 9:30 a.m. on Tuesday, 16 May 2023 at the Conference Room, 5/F, Yun-Ray Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC. The notice of AGM is set out on pages AGM-1 to AGM-4 of this circular.

If you intend to appoint a proxy to attend the annual general meeting, you are required to complete and return the accompanying proxy form despatched with the notice of annual general meeting in accordance with the instructions printed thereon. For holders of H shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited in person or by post not less than 24 hours before the time fixed for holding the annual general meeting (i.e. on or before 9:30 a.m. on Monday, 15 May 2023 in respect of the annual general meeting) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or at any other adjourned meeting should you so wish.

\* For identification purposes only

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“A Shares(s)”	means ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each subscribed for and paid up in RMB, which is listed on the Main Board of the Shanghai Stock Exchange and traded in Renminbi
“AGM” or “Annual General Meeting”	means the 2022 annual general meeting of the Company to be held at 9:30 a.m. on Tuesday, 16 May 2023 at the Conference Room, 5/F, Yun-Ray Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC
“Articles of Association”	means the articles of association of the Company, as amended from time to time
“Audit and Valuation Reference Date”	means 31 December 2022
“Board of Directors” or “Board”	means the board of directors of the Company
“Board of Supervisors”	means the board of supervisors of the Company
“Company”	means China Suntien Green Energy Corporation Limited* (新天綠色能源股份有限公司), a joint stock limited company incorporated on 9 February 2010 in the PRC with limited liability
“controlling Shareholder”	has the same meaning ascribed to it under the Listing Rules
“Directors”	means directors of the Company
“General Mandate”	means the general mandate to be granted to the Board of Directors by the Shareholders to issue A Shares and H Shares representing no more than 20% of the respective total number of A Shares and H Shares of the Company in issue at the date of the passing of the relevant resolution
“Group”	means the Company and its subsidiaries

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## DEFINITIONS

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“H Share(s)”	means overseas listed foreign share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is listed on The Stock Exchange of Hong Kong Limited and traded in Hong Kong dollars
“HECIC”	means 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 established in the PRC, being one of the promoters and the controlling Shareholder of the Company
“HK\$”	means Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	means the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Directors”	means the independent non-executive Directors of the Company
“Latest Practicable Date”	means 19 April 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	means 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” or “China”	means the People’s Republic of China, excluding, for the purpose of this circular only, Hong Kong, Macau Special Administrative Region, and Taiwan region
“RMB”	means Renminbi, the lawful currency of the PRC
“SFO”	means the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shares”	means shares in the share capital of the Company, with a nominal value of RMB1.00 each, comprising the A Shares and H Shares
“Shareholders”	means holders of the Shares
“subsidiaries”	has the same meaning ascribed to it under the Listing Rules
“Supervisors”	means the supervisors of the Company

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## LETTER FROM THE BOARD OF DIRECTORS

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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)

**Board of Directors:**

*Non-executive Directors:*

Dr. Cao Xin (*Chairman*)

Dr. Li Lian Ping

Mr. Qin Gang

Mr. Wu Hui Jiang

*Executive Directors:*

Mr. Mei Chun Xiao (*President*)

Mr. Wang Hong Jun

*Independent Non-executive Directors:*

Mr. Guo Ying Jun

Mr. Wan Yim Keung, Daniel

Dr. Lin Tao

**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

25 April 2023

*To the Shareholders*

Dear Sirs and Madams

### 2022 ANNUAL GENERAL MEETING

#### I. INTRODUCTION

On behalf of the Board of Directors, I invite you to attend the AGM to be held at 9:30 a.m. on Tuesday, 16 May 2023 at the Conference Room, 5/F, Yun-Ray Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC.

The purpose of this circular is to provide you with the notice of AGM and the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

\* For identification purposes only

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## LETTER FROM THE BOARD OF DIRECTORS

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### II. BUSINESSES TO BE CONSIDERED AT THE AGM

A resolution will be proposed at the AGM as a special resolution to approve the following:

- (1) resolution on the authorization to the Board of Directors to exercise the General Mandate to issue Shares

Resolutions will be proposed at the AGM as ordinary resolutions to approve the following:

- (2) resolution on the 2022 annual report of the Company
- (3) resolution on the report of the Board of Directors of the Company for 2022
- (4) resolution on the report of the Board of Supervisors of the Company for 2022
- (5) resolution on the financial report of the Company for 2022
- (6) resolution on the report of the final accounts of the Company for 2022
- (7) resolution on the 2022 profit distribution proposal of the Company
- (8) resolution on the appointment of the audit institution of the Company for 2023
- (9) resolution on the election of Mr. Wang Tao as a non-executive director of the fifth session of the Board of Directors of the Company

In order to enable you to have a better understanding of the resolutions to be proposed at the AGM and to make a decision with sufficient and necessary information, we have provided detailed information to the Shareholders in this circular.

### III. BUSINESSES OF THE AGM

#### 1. Resolution on the authorization to the Board of Directors to exercise the General Mandate to issue Shares

At the 2021 annual general meeting held on 14 June 2022, the Board of Directors was granted the General Mandate to issue new Shares. The authorization, if not exercised before the AGM to be held on 16 May 2023, shall lapse upon the conclusion of the AGM.

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## LETTER FROM THE BOARD OF DIRECTORS

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In order to ensure flexibility and discretion for the Board of Directors to issue new Shares, the Company proposes to grant a new General Mandate to the Board of Directors by way of a resolution at the AGM to allot, issue or deal with additional A Shares and H Shares not exceeding 20% of the respective total number of A Shares and H Shares of the Company in issue as at the date of the passing of the resolution. As at the Latest Practicable Date, the Shares in issue of the Company comprised 2,348,088,677 A Shares and 1,839,004,396 H Shares. Subject to the passing of the resolution to approve the General Mandate and assuming that no additional Shares will be issued before the AGM, the Company will be allowed to issue a maximum of 469,617,735 A Shares and 367,800,879 H Shares in accordance with the General Mandate.

The General Mandate shall be effective from the passing of the resolution until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held in accordance with the Articles of Association or other relevant laws; (iii) the revocation or variation of the mandate granted under the above-mentioned resolution by a special resolution passed by the Shareholders of the Company at a general meeting. Any exercise of the power by the Board of Directors under the General Mandate shall comply with the relevant requirements of the Listing Rules, the Articles of Association and the relevant laws and regulations of the PRC. On 5 January 2023, the Company announced its intention to issue Global Depositary Receipts (“GDR”) and apply for listing on the SIX Swiss Exchange. The new A Shares represented by the GDRs as underlying securities to be issued by the Company shall be no more than 334,967,446 Shares (including the securities issued upon exercise of any over-allotment option, if any) and shall not account for more than 8.00% of the total share capital of ordinary Shares and 14.27% of the A Shares of the Company prior to the issuance. The plan for issuance of GDR was approved by the Board of Directors of the Company and the extraordinary general meeting of the Company held on 14 February 2023. Further details of the GDR issuance are set out in the relevant announcements of the Company on the Hong Kong Stock Exchange and the Shanghai Stock Exchange. Other than the issuance of GDRs, the Board currently has no plans to issue new Shares under the General Mandate.

### **2. Resolution on the 2022 annual report of the Company**

In accordance with the relevant requirements of laws and regulations, the Listing Rules and the Articles of Association, the 2022 annual report has been published on the website of the Shanghai Stock Exchange (<http://www.sse.com.cn>), the website of the HKEXnews of the Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the website of the Company (<http://www.suntien.com>), and despatched to the holders of H Shares of the Company on 25 April 2023.

### **3. Resolution on the report of the Board of Directors of the Company for 2022**

The full text of the Report of the Board of Directors for 2022 is set out in Appendix I of this circular.

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## LETTER FROM THE BOARD OF DIRECTORS

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#### **4. Resolution on the report of the Board of Supervisors of the Company for 2022**

The full text of the Report of the Board of Supervisors for 2022 is set out in Appendix II of this circular.

#### **5. Resolution on the financial report of the Company for 2022**

The full text of the financial report of the Company for 2022 is set out in the section headed “Financial Report” in the 2022 annual report of the Company.

#### **6. Resolution on the report of the final accounts of the Company for 2022**

A summary of the final accounts of the Company for 2022 prepared under the Chinese Accounting Standards for Business Enterprises is as follows:

##### ***(1) Completion of production and operation of the Group***

In 2022, the Group had wind power consolidated installed capacity of 5,811.85 MW, installed capacity under management of 6,072.45 MW, as well as attributable installed capacity of 5,482.49 MW. In 2022, the Group’s gross wind power generation was 14.031 billion kWh with 2,485 utilisation hours. The Group had a photovoltaic consolidated installed capacity of 126.12 MW, an installed capacity under management of 296.12 MW, as well as an attributable installed capacity of 202.58 MW; in 2022, its photovoltaic power generation was 167 million kWh with 1,404 utilization hours. In 2022, the Group recorded a natural gas transmission volume of 4,501 million cubic meters and sales volume of 3,885 million cubic meters.

##### ***(2) Scope of consolidation for the overall financial position (consolidated statements) of Suntien***

Based on the Chinese Accounting Standards for Business Enterprises, as at the end of the year, the Company’s consolidated total assets amounted to RMB77,409 million and total liabilities amounted to RMB52,223 million. The gearing ratio was 67.46% and net asset amounted to RMB25,185 million. Consolidated total liabilities amounted to RMB52,223 million, of which current liabilities amounted to RMB19,209 million and non-current liabilities amounted to RMB33,014 million. Total Shareholders’ equity amounted to RMB25,185 million, of which equity attributable to owners of parent company amounted to RMB20,465 million and minority interests amounted to RMB4,720 million. Comparing the indicators in the Consolidated Income Statement with those of last year, the Company recorded operating revenue of RMB18,561 million, representing an increase of 15.01% as compared with last year; profit before tax of RMB3,295 million, representing an increase of 0.73% as compared with last year; and net profit attributable to Shareholders of the Company of RMB2,294 million, representing a decrease of 0.04% as compared with last year.

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## LETTER FROM THE BOARD OF DIRECTORS

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### *(3) Use of proceeds*

In order to enhance the profitability and sustainability, lower the gearing ratio and enhance risk resistance, the Company commenced a non-public offering of A shares in 2021 (the “A Share Offering”). The A Share Offering was completed on 29 December 2021 and the registration of additional shares was completed on 6 January 2022. The pricing benchmark date of the A Share Offering was 9 December 2021, the trading day following the delivery date of the invitation of subscription and the first day of the period of the A Share Offering, on which the Company’s A shares were closed at RMB18.34 per share. The subscribers to the offering are HECIC, the controlling shareholder of the Company, and 21 legal persons, natural persons or other lawful investment organizations that meet the requirements of the CSRC and other relevant laws and regulations. Other than HECIC, the other subscribers and their respective ultimate beneficial owners are third parties independent of and not connected with the Company or its connected persons. The par value of the additional A shares in the A Share Offering was RMB1 per share and the issue price was RMB13.63 per share. The number of shares issued was 337,182,677, raising total proceeds of RMB4,595,799,887.51. The actual net proceeds raised were RMB4,545,055,183.47 after deducting the expenses related to the offering. Upon completion of the A Share Offering, the total number of Shares in issue of the Company increased from 3,849,910,396 shares to 4,187,093,073 shares, and the total number of A Shares increased from 2,010,906,000 to 2,348,088,677.

For details of the A Share Offering, please refer to the circular of the Company dated 1 April 2021 and the announcements dated 5 March 2021, 23 April 2021, 7 May 2021, 18 May 2021, 28 June 2021, 15 July 2021, 26 July 2021, 24 August 2021, 6 January 2022 and 9 January 2022.

As at 31 December 2022, the Company has used RMB3,067,083,296.69 of the proceeds, of which RMB1,212,526,762.15 was used to replenish working capital and repay bank loans; RMB285,600,000.00 was used for replacement of the Company’s preliminary investment in projects with its own funds; RMB1,568,956,534.54 was used for investment in the construction of fundraising projects; the balance of the proceeds was RMB1,529,687,662.12 (including wealth management products of RMB520,000,000.00).

## LETTER FROM THE BOARD OF DIRECTORS

As at 31 December 2022, the use of proceeds from the Company's A Share Offering was as follows:

*Currency: RMB*

No.	Items	Proceeds to be invested	Actual use of proceeds during the reporting period <sup>(1)</sup>	Unutilized net proceeds as at 31 December 2022 <sup>(1)</sup>	Expected timetable
1.	Tangshan LNG Project (Phase I and Phase II)	2,397,971,114.80	1,462,085,356.27	935,885,758.53	By the end of 2027
2.	Tangshan LNG Terminal Outbound Pipelines Project (Caofeidian-Baodi section)	699,029,487.22	221,117,372.50	477,912,114.72	December 2023
3.	Tangshan LNG Terminal Outbound Pipelines Project (Baodi-Yongqing section)	236,797,375.06	171,353,805.77	65,443,569.29	December 2023
4.	Replenishment of working capital and repayment of bank loans <sup>(2)</sup>	1,211,257,206.39	699,999,400.00	-1,269,555.76	-
<b>Total</b>		<b><u>4,545,055,183.47</u></b>	<b><u>2,554,555,934.54</u></b>	<b><u>1,477,971,886.78</u></b>	<b>-</b>

*Note:* (1) The amounts set out in these columns are the proceeds and the accrued bank interest (including wealth management gain) generated therefrom. The related bank interest was also applied to the corresponding use of the proceeds in accordance with the regulations.

(2) The net unused proceeds as of 31 December 2022 were negative, mainly due to the Company's use of interest income from bank deposits, gain on wealth management and the amount of paid but unreplaced issuance expense to replenish liquidity.

(3) As at 31 December 2022, interest income (including gain on wealth management) accrued on the proceeds amounted to RMB50.4664 million.

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## LETTER FROM THE BOARD OF DIRECTORS

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### **7. Resolution on the 2022 profit distribution proposal of the Company**

In 2022, the Company's net profit attributable to shareholders of parent company was RMB2,294,116,322.38 and undistributed profits were RMB7,823,373,780.42 as presented in the audited consolidated statements. The Company proposed to distribute a cash dividend of RMB1.93 (tax inclusive) for every 10 Shares, and based on the total number of issued Shares of the Company on the date of the meeting of the Board of Directors at which the 2022 profit distribution proposal was approved, being 4,187,093,073 Shares, the total cash dividend will amount to RMB808,108,963.09 (tax inclusive). The balance of the undistributed profits of the Company will be carried forward to the next year. The total cash dividend proposed in the plan accounts for 35.23% of the net profit attributable to shareholders of parent company in the Company's consolidated statements for 2022.

Subject to the approval of the above profit distribution proposal by the shareholders at the AGM, the Company will make further announcement on the dividend payment arrangement in a timely manner in accordance with the relevant regulations of the place where the shares are listed.

### **8. Resolution on the appointment of the audit institution of the Company for 2023**

The Company proposes to re-appoint Ernst & Young Hua Ming LLP as the auditor of the Company for 2023 for a term until the conclusion of the 2023 annual general meeting. The financial statement audit fee for 2023 is RMB2.5 million in total (tax inclusive).

The Company proposes to appoint Ernst & Young Hua Ming LLP as the internal control auditor of the Company for 2023 for a term until the conclusion of the 2023 annual general meeting. The internal control audit fee for 2023 is RMB0.75 million in total (tax inclusive).

### **9. Resolution on the election of Mr. Wang Tao as a non-executive director of the fifth session of the Board of Directors of the Company**

Reference is made to the announcement of the Company dated 19 April 2023 in relation to the change of non-executive Directors. Mr. Wu Hui Jiang has recently submitted a written resignation report to the Board of Directors of the Company to apply for resignation as a non-executive director due to a change in work arrangements. His resignation will be effective upon the formal appointment of the next non-executive director to fill the vacant directorship of the Company. For this purpose, the Board passed a resolution at the Board meeting held on 19 April 2023 to recommend Mr. Wang Tao to be a non-executive director of the fifth session of the Board.

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## LETTER FROM THE BOARD OF DIRECTORS

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The biography of Mr. Wang Tao is as follows:

Mr. Wang Tao, aged 41, holding a PHD degree in Physical Chemistry from Beijing University, is the General Manager of Investment and Development Department of Hebei Construction & Investment Group Co., Ltd.. He consecutively served as Deputy General Manager of the Investment and Development Department of Hebei Construction & Investment Group Co., Ltd., and Deputy Party Branch Secretary and Deputy General Manager (presiding over work), Deputy General Manager, Assistant to General Manager and Director of SNG Project Department, and Deputy Director of SNG Project Department of CIC Tongtai Investment Co., Ltd. and Assistant to Manager of CDM Office of HECIC New Energy Co., Ltd.

The resolution on the election of Mr. Wang Tao as a non-executive Director is subject to the consideration and approval of the Shareholders by way of an ordinary resolution. Subject to the approval of his appointment by the Shareholders of the Company, the Company will enter into a service contract with Mr. Wang for a term commencing from the date of the AGM until the expiration of the term of the fifth session of the Board, upon which he will be eligible for re-election in accordance with the Articles of Association of the Company. As a non-executive director of the Company, Mr. Wang Tao does not receive any director's fee or remuneration from the Company.

To the best knowledge of the directors of the Company and save as disclosed above, Mr. Wang did not hold any directorships in other public companies whose securities are listed on any securities market in Hong Kong or overseas in the past three years; He does not have any relationship with the Directors, Supervisors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules) of the Company and does not hold any positions with the Company or any of its subsidiaries. As of the Latest Practicable Date, Mr. Wang does not have any interest in the Shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information in relation to the appointment of Mr. Wang that needs to be disclosed pursuant to the requirements set out in Rule 13.51(2) of the Listing Rules, nor are there any other matters that need to be brought to the attention of the Shareholders.

### **10. The duty report of independent non-executive directors**

According to the Articles of Association, independent non-executive Directors are required to issue a report on their work at the annual general meeting of the Company. The report will be submitted to the Shareholders for consideration, but no Shareholders' approval is required. The duty report of the independent non-executive directors of the Company is set out in Appendix III to this circular for the information of the shareholders.

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## LETTER FROM THE BOARD OF DIRECTORS

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### IV. AGM

The Company will convene the AGM on Tuesday, 16 May 2023 at the Conference Room, 5/F, Yun-Ray Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC. A notice convening the AGM was sent to shareholders on 25 April 2023.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the form of proxy in accordance with the instructions printed thereon. Holders of H Shares shall return the form of proxy to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in person or by post not less than 24 hours before the time fixed for holding the AGM (i.e. on or before 9:30 a.m. on Monday, 15 May 2023) or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or at any other adjourned meeting should you so wish.

Arrangements for holders of A Shares to attend the AGM will be separately announced by the Company on the website of the Shanghai Stock Exchange as and when appropriate.

### V. VOTING BY POLL

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the Chairman of the AGM will exercise his power under the Articles of Association to demand a poll in relation to all the proposed resolutions at the AGM.

### VI. RECOMMENDATIONS

The Board considers that all the resolutions proposed at the AGM are in the interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of those resolutions to be proposed at the AGM.

Yours faithfully,  
**Cao Xin**  
*Chairman*

**China Suntien Green Energy Corporation Limited**  
**Work Report of the Board of Directors for 2022**

In 2022, in accordance with the requirements of the Company Law, Securities Law and other laws and regulations, regulatory documents, the Articles of Association and other rules of China Suntien Green Energy Corporation Limited (the “Company”), we earnestly performed the duties of the Board of Directors conferred by the general meeting, effectively facilitated the implementation of the resolutions passed at general meetings, promoted the standardized operation of the Company to ensure its scientific decision-making and promote the improvement in its corporate governance standard and the carrying out of various businesses. The work of the Board of Directors during the year is hereby reported as follows:

## **I. OPERATIONAL PERFORMANCE OF THE COMPANY IN 2022**

The year 2022 marked a milestone in the history of the CPC and our country. The 20th National Congress of the Communist Party of China (CPC), a nationally and internationally notable event, depicted the grand blueprint for building a modern socialist country in an all-round way and promoting the great rejuvenation of the Chinese nation. It also indicated the direction we will be heading towards and offered fundamental guidance for our future initiatives. The year was also of significance in the development history of the Company. The Company’s employees and management efficiently coordinated the prevention and control of the pandemic as well as the safety development, minimizing the adverse impacts of the pandemic, and made the utmost effort in respect of development, risk prevention, safety and stability, thus creating the healthy and positive development conditions, a harmonious and stable in-house environment, as well as a clean and upbeat political ecology, and delivering prominent results featuring “acting amid difficulties, accomplishing goals with continued efforts and progressing while ensuring stability”.

In 2022, the profit before tax recorded RMB3,295 million, an increase of 0.73% over the previous year. Net profit reached RMB2,819 million, a year-on-year decrease of 1.25%, of which net profit attributable to shareholders of the Company was RMB2,294 million, a year-on-year decrease of 0.04%. The weighted average return on net assets after deducting non-recurring gain or loss was 11.83%. As at the end of 2022, the Company’s consolidated total assets amounted to RMB77.409 billion.

## **II. BASIC INFORMATION AND WORK OF THE BOARD OF DIRECTORS**

### **(I) Composition and changes of the Board of Directors**

The Board of Directors comprises 9 Directors, including 4 non-executive Directors, 2 executive Directors and 3 independent non-executive Directors. During the reporting period, there was no change in the Board of Directors of the Company.

**(II) Standardized operation**

In 2022, the Company's Board of Directors held 20 meetings, and convened one annual general meeting and three extraordinary general meetings. A number of resolutions were considered, including regular reports, final accounts for the year, profit distribution, connected transactions, external guarantees, management of proceeds, and appointment of senior management.

The procedures for convening and holding of all meetings, qualifications of attendants, qualifications of conveners and the voting procedures complied with the requirements of the laws, regulations and the Articles of Association, and the resolutions passed were legal and valid. During the reporting period, the Board of Directors strictly followed the requirements of the Company Law and Articles of Association and earnestly implemented the resolutions passed at general meetings and meetings of the Board of Directors.

**(III) Performance of duties of dedicated committees under the Board of Directors**

In 2022, the Audit Committee, the Remuneration and Appraisal Committee, the Nomination Committee and the Strategy and Investment Committee under the Board of Directors conscientiously performed their duties and convened meetings of various committees according to their respective duties and authorities and the relevant requirements of the rules of the Company, gave professional opinions and suggestions on the scientific decision-making of the Board of Directors, and played a positive role in promoting the development of the Company. During the reporting period, the Audit Committee held nine meetings; the Remuneration and Appraisal Committee held two meetings; the Nomination Committee held two meetings; and the Strategy and Investment Committee held one meeting.

**(IV) Performance of duties of Directors**

All Directors of the Company conscientiously and diligently performed their duties by attending all the meetings in person, understanding and reviewing the resolutions and relevant materials for the meetings, gave advice and suggestions on the operation and development of the Company, and carefully voted on the resolutions at the meetings. Their decisions were made based on the interests and demands of minority shareholders. The scientific decision-making of the Board of Directors was actually improved in this way. In addition, they earnestly implemented the resolutions passed by the Board of Directors and general meetings to promote the Company to carry out work in a smooth and orderly manner.

Independent directors of the Company independently performed their duties and actively participated in the decision-making of major issues of the Company in compliance with the requirements of laws and regulations including the Company Law, the Securities Law, the Articles of Association and the Independent Directors Working System. During the reporting period, all independent directors attended meetings on time, strictly reviewed the resolutions and made independent, objective and fair judgment for the resolutions, and issued written opinions on the material issues

requiring prior consents or independent opinions from independent directors, which gave full play to the important role of independent directors, provided effective support for the scientific decision-making of the Board of Directors, and effectively safeguarded the legitimate interests of the Company and its shareholders.

During the reporting period, no objections were raised by any Director of the Company to the resolutions and other relevant matters considered by the Board of Directors.

#### **(V) Risk management and internal controls**

In 2022, the Company completed the amendments to the Internal Control Manual and Comprehensive Risk Management Manual so as to fully improve the level of internal control and risk control capabilities of the Company. Specifically, amendments were made to the risk points and standard control activities involved in 22 business processes. By sorting out risk assessment, risk warning, and risk response workflow, we further clarified the approval and responsibilities of each workflow node, and improved and optimized the risk prevention and control mechanism.

Based on the risk response strategy formulated at the beginning of the year and actual risk management practice of the Company, the original risk warning indicators were extensively revised and optimized. And risk warning indicators regarding engineering construction safety, engineering construction quality and ecological environment were added. In 2022, we implemented a comprehensive risk inspection of the Company's system. Currently, relevant risks of the Company are generally manageable.

#### **(VI) Investor relations management**

The Company is dedicated to maintaining a higher degree of transparency, timely providing investors with comprehensive and accurate information in compliance with the Listing Rules, and continuously performing its obligation of information disclosure as a listed company. Through multiple methods including annual and semi-annual performance roadshows, the Shanghai Stock Exchange E interaction platform, hotline and independent information disclosure, the Company strengthened the communication with investors, kept investors informed of the corporate strategies and business operation of the Company, and effectively maintained the confidentiality of undisclosed information. Through the methods above, the Company conveyed its investment value to the capital market in an objective and fair manner, improved its image in the market, and strengthened investors' confidence in investing in the Company.

### III. MAIN WORK PLANS FOR FUTURE DEVELOPMENT

**(I) Adhere to the strategy of “based in Hebei and expanding the presence across the country”, and continue to strengthen the development of new energy.**

The Company will proceed with the deployment of wind power and photovoltaic projects within and outside Hebei Province and actively promote the integrated development of multiple energy sources in line with the proposal of regional large-scale development.

In terms of onshore wind power, the Company will continue to adhere to the strategy of “based in Hebei and expanding the presence across the country”, further explore new resource reserves, closely track the comprehensive energy base projects in Hebei Province, and promote the implementation of existing reserve projects and the technical transformation as well as the upgrading of existing old wind farms. Outside Hebei Province, the Company will focus on the projects that have been put into production and further expand the projects leveraging on the existing and planned delivery channels. Meanwhile, the Company will step up its efforts in promoting the transformation and implementation of reserve resources, while leveraging on its diversified resources and project experience to develop inter-provincial cooperation. In addition, the Company will also plan to promote a number of “gas turbine+new energy” multi-energy complementary integration projects, give full play to the synergy between the Company’s two main business sectors, i.e. new energy and natural gas, and achieve the “double peak regulation” effect on the power grid and gas grid.

In terms of offshore wind power, building on the Puti Island offshore wind power project in Laoting, Tangshan, which has already been put into operation, the Company will integrate new business forms such as marine ranching and offshore wind power hydrogen production, and actively develop offshore wind power projects with well-developed base and better construction conditions in Hebei Province. In addition, the Company has also carried out preliminary work of offshore wind power projects in other provinces and cities, striving to make breakthroughs in offshore wind power projects in Hebei Province in the near future.

In terms of photovoltaic power generation business, on the one hand, on the premise of ensuring power grid transmission, we will step up our efforts in resources reserve and development, and promote the construction of large-scale centralized photovoltaic power stations, such as the agriculture-, fishery- and forestry- photovoltaic power symbiosis projects. On the other hand, moderately develop distributed or building-integrated photovoltaic projects. The Company will also actively explore a variety of photovoltaic development modes, such as wind-solar coupling hydrogen production, photovoltaic hydrogen storage, wind-solar-gas multi-energy complementary integration, and steadily develop its photovoltaic power generation business.

**(II) Improve the layout of natural gas industry chain and improve the capacity of stable gas supply.**

Building on its own geographical advantages, the Company will actively plan to participate in the upstream market, promote and improve the establishment of the midstream pipeline network, steadily develop the downstream segment on a merit basis, and gradually build a domestic leading comprehensive operation mode in respect of natural gas.

In terms of the upstream markets, we will accelerate the production of Tangshan LNG terminal and supporting gas transmission pipeline project, gradually build a comprehensive operation mode that focuses on gasification and pipeline transportation services, supplemented by liquid distribution, tank capacity leasing, LNG procurement and sales and other businesses commenced at the same time, extend and improve the layout of the natural gas industry chain, and strengthen the natural gas storage and peak regulation capacity.

In the midstream markets, we will continue to promote the interconnection of existing pipelines, Tangshan LNG outbound pipeline and other newly built main trunk lines with national gas source pipelines and pipelines in neighboring provinces, and speed up the construction of pipeline network in the province, form the “one network in the province” pattern as soon as possible, enhance the flexibility of natural gas resource allocation, and steadily improve the natural gas support capacity of the Company. Meanwhile, the Company will continue to increase its invest in digital intelligence, further improve the gas transmission efficiency of the pipeline network and reduce the operating costs of the pipeline network.

In the downstream markets, we will steadily promote regional market development and expand urban gas projects within the scope of pipeline network. The Company will take advantage of its sophisticated management capabilities and rich operation experience, steadily promote the M&A and integration of relevant urban natural gas enterprises, and further grow the market share on the downstream market. In addition, in the existing regional market, further tap the potential, accelerate the expansion of the scale of industrial and commercial users, public welfare users and residential users, and adopt diversified sales strategies to improve the penetration of the Company’s existing market.

**(III) Lay out diversified energy storage business market and solve the problem of new energy consumption through multiple channels.**

The Company will plan for the construction of multi-energy complementary bases for wind and photovoltaic power storage integration project, actively construct the pumped storage and the renewable energy hydrogen production project, while exploring other new energy storage modes to promote the efficient consumption of new energy.

The Company will leverage on the resources strength in Hebei Province, steadily promote the approval, construction and production of pumped storage projects on the basis of maintaining a reasonable rate of return. We will promote the construction of Fengning pumped storage power station and put it into operation on schedule, and promote the preliminary work of pumped storage power stations that have signed development agreements on a merit basis, and strive for early approval, and strive to provide strong support for the construction of a strong province of new energy.

Meanwhile, the Company will take the hydrogen business as one of the key points for diversified development, seek to further expand the advantages of wind power and photovoltaic resources to the hydrogen industry chain. The Company will make use of the experience accumulated from the wind power to hydrogen comprehensive utilization project and the scenic coupling to hydrogen project, etc. to continuously expand the renewable energy to hydrogen project and explore feasible business models and further realize the coordinated development of the Company's renewable energy and hydrogen business.

In addition, the Company is also exploring the investment of other new energy storage projects, such as projects using all-vanadium liquid-flow battery energy storage, flywheel energy storage and other technologies, and gradually improving its diversified energy storage business presence.

#### **(IV) Steadily expand overseas business presence.**

In order to meet domestic demand for natural gas and ensure stable natural gas prices and supply, the Company will continue to seize the industry opportunities and actively explore cooperation opportunities with international natural gas suppliers, strive for overseas upstream high-quality gas sources, and expand the long-term natural gas procurement channels in the international market, securing diversified natural gas suppliers and price options for the Company. In 2021, the Company entered into a long-term LNG purchase and sales agreement with Qatar Liquefied Gas Company Limited. With the relatively flexible financing policies abroad, the Company will actively develop overseas LNG trading business by relying on the advantages of the internationalised platform of its Hong Kong subsidiary.

In addition, the Company adheres to the implementation of the national carbon peak and carbon neutrality strategic plan. Based on domestic new energy development experience and advanced technology, it actively seeks suitable overseas investment projects and M&A targets, strengthens the Global expansion of the Company's business, and promotes the expansion of overseas projects under the principle of pragmatism and stability.

**(V) Fully perform environmental, social and governance responsibilities, and continue to promote high-quality development of the society.**

The Company will continue to fully fulfill its environmental, social and governance responsibilities and strive to set a model for the industry. On the one hand, the Company will continue to focus on developing wind power, photovoltaic and other new energy in the future, and promote the initiative of the country to accelerate the transformation to clean energy and low-carbon. On the other hand, the Company adheres to the concept of “people-oriented and harmonious development”, devotes itself to creating a diverse and equal work platform, and provides competitive benefits for the its employees according to law and regulations. In addition, the Company focuses on maintaining a high level of corporate governance, constantly optimizing and improving the internal management mechanism, improving shareholder value and protecting shareholder rights and interests. It has also been actively participating in social activities such as poverty alleviation and love giving, and continuously promoting the high-quality development of society.

The report is subject to consideration and approval of the Company’s general meeting.

*Board of Directors*

**China Suntien Green Energy Corporation Limited**

23 March 2023

**China Suntien Green Energy Corporation Limited**  
**Work Report of the Board of Supervisors for 2022**

In 2022, in strict accordance with the requirements and stipulations of the Company Law, Articles of Association of China Suntien Green Energy Corporation Limited (the “Company”) and Rules of Procedure for the Board of Supervisors, the Board of Supervisors conscientiously performed its duties and comprehensively supervised various work of the Company including standardized operation, financial position, major decision-making, the procedures for convening general meetings and the performance of duties by the directors and senior management, actively safeguarded the interests of the Company and shareholders, and promoted the healthy and sustainable development of the Company. The work of the Board of Supervisors during the year is hereby reported as follows:

**I. BASIC INFORMATION OF THE BOARD OF SUPERVISORS AND THE CONVENING OF MEETINGS**

The Board of Supervisors comprises three members, among whom Ms. Gao Jun and Mr. Zhang Dongsheng serve as external Supervisor (the chairman of the Board of Supervisors) and independent Supervisor of the Company, respectively. Mr. Qiao Guojie was staff Supervisor of the Company before October 8, 2022, and Mr. Cao Zhijie serves as staff Supervisor from then on.

During the year, ten meetings were held by the Company, details of which are as follows:

- (I) On 11 January 2022, the Company held the twelfth extraordinary meeting of the fourth session of the Board of Supervisors, at which the “Resolution on Depositing the Proceeds by Way of Agreed Deposit” was considered and approved.
- (II) On January 18, 2022, the Company held the thirteenth extraordinary meeting of the fourth session of the Board of Supervisors, and considered and approved the “Resolution on the Participation of the Company’s Wholly-owned Subsidiary in Investing in the Establishment of Hebei Xintian Green Water Development Carbon Neutral Equity Investment Fund”.
- (III) On 23 February 2022, the Company convened the fourteenth extraordinary meeting of the fourth session of the Board of Supervisors, and considered and approved the “Resolution on Adjusting the Amount of Funds Proposed to be Invested in the Investment Projects with the Proceeds from the Non-public Issuance of A Shares” and “Resolution on Using the Proceeds to Replace the Self-financing Funds Pre-invested in the Investment Projects with the Proceeds and the Issuance Expenses Paid”.

- (IV) On 23 March 2022, the Company convened the sixth meeting of the fourth session of the Board of Supervisors, at which the “Resolution on Nomination of Candidates for Supervisors of the Fifth Session of the Board of Supervisors of the Company”, “Resolution on Consideration of the Remuneration Package for Supervisors of the Fifth Session of the Board of Supervisors”, “Resolution on the 2021 Work Report of the Board of Supervisors of the Company”, “Resolution on the 2021 Work Report of the President of the Company”, “Resolution on the 2021 Financial Report of the Company”, “Resolution on the Report on the 2021 Final Accounts of the Company”, “Resolution on the Explanation of the Company’s Operation and Financing for 2022”, “Resolution on the Provision for Impairment and Recognition of Asset Loss by the Company for 2021”, “Resolution on the 2021 Profit Distribution Proposal of the Company”, “Resolution on the Placement and Actual Use of the Proceeds of the Company for 2021”, and “Resolution on the 2021 Annual Report Summary and Report and Result Announcement” were considered and approved.
- (V) On 20 April 2022, the Company convened the fifteenth extraordinary meeting of the fourth session of the Board of Supervisors, and considered and approved the “Resolution on the Use of Part of the Idle Proceeds for Cash Management”.
- (VI) On April 28, 2022, the Company held the sixteenth extraordinary meeting of the fourth session of the Board of Supervisors, and considered and approved the “Resolution on the First Quarterly Report of the Company for 2022” and “Motion on Changing the Implementation Method of the Investment Projects of the Proceeds”.
- (VII) On 14 June 2022, the Company held the first extraordinary meeting of the fifth session of the Board of Supervisors, at which the “Resolution on the Election of the Chairman of the Fifth Session of the Board of Supervisors” was considered and approved.
- (VIII) On 25 August 2022, the Company held the first meeting of the fifth session of the Board of Supervisors, at which the “Resolution on the 2022 President Half-year Work Report of the Company”, “Resolution on the Placement and Actual Use of the Proceeds for First Half of 2022 of the Company”, and “Resolution on Reviewing the Interim Results Announcement and Report as at 30 June 2022 and Summary and Report of 2022 Interim Report” were considered and approved.
- (IX) On 28 October 2022, the Company held the second extraordinary meeting of the fifth session of the Board of Supervisors, at which the “Resolution on Reviewing the 2022 Third Quarterly Report of the Company” was considered and approved.
- (X) On 30 November 2022, the Company held the third extraordinary meeting of the fifth session of the Board of Supervisors, at which the “Resolution on Change of Accounting Estimates” was considered and approved.

**II. OPINIONS OF THE BOARD OF SUPERVISORS ON THE RELATED MATTERS OF THE COMPANY****(I) Monitoring the Company's operation**

Members of the Board of Supervisors of the Company attended meetings of the Board of Directors and shareholders' general meetings to review each resolution submitted to those meetings and supervised the business activities of the Company. The Board of Supervisors is of the opinion that the Company has strictly complied with all laws and regulations and the Articles of Association of the Company when conducting its business activities, and that the Company has not involved in business activities which violate laws and regulations or fall beyond its legally approved scope of business.

**(II) Monitoring the performance of the Company's Directors and senior management**

Members of the Board of Supervisors of the Company attended meetings of the Board of Directors to review each resolution of the Board of Directors and supervised the performance of the Company's Directors and senior management by inspecting the Company's routine management of operations. The Board of Supervisors is of the opinion that the Company's Directors and senior management have diligently and dutifully fulfilled their duties, and no illegal, non-compliant behavior or behavior which harms the interests of the Company and its shareholders in the course of discharging their duties has been found.

**(III) Monitoring the Company's financial condition**

The Board of Supervisors carefully reviewed the relevant financial information and auditors' report of the Company. The Board of Supervisors is of the opinion that the preparation of the financial statements has been in conformity with the financial reporting standards, and the report was consistent with past practice that presented an accurate, complete, true and fair view to the financial conditions and operating results of the Company.

**(IV) Monitoring the Company's related (connected) transactions**

The Board of Supervisors reviewed the information of the related (connected) transactions between the Company and the controlling Shareholder. The Board of Supervisors is of the opinion that such related (connected) transactions are conducted on normal commercial terms, are fair, justified and reasonable and have not caused any harm to the interests of the Company and other shareholders of the Company.

**(V) Monitoring the Company's information disclosure**

The Board of Supervisors reviewed the relevant documents publicly disclosed by the Company. The Board of Supervisors is of the opinion that the Company has conducted information disclosure strictly in accordance with laws and regulations including the Hong Kong Listing Rules, and the information publicly disclosed is true, accurate and complete without false or misleading statements.

**III. WORK PLAN OF THE BOARD OF SUPERVISORS FOR THE YEAR 2023**

In 2023, the Board of Supervisors will continue to perform supervisory duties faithfully and diligently in strict accordance with the rules and regulations including the Company Law, Articles of Association and Rules of Procedure of the Board of Supervisors. We will standardize the work of the Board of Supervisors, further improve the corporate governance structure of the Company, standardize the operation and management of the Company, and safeguard the interests of the Company and its shareholders.

**(I) Conscientiously perform duties and do a good job in daily supervision**

We will be present at the meetings of the Board of Directors and general meetings, supervise and inspect the production and operation management, financial position and conducts of directors and senior management of the Company, convene meetings of the Board of Supervisors in accordance with the relevant rules, consider material matters of the Company and issue opinions of the Board of Supervisors to prevent unfair transactions from encroaching on the interests of investors and the Company.

**(II) Actively participate in trainings to improve duty performance standard**

Members of the Board of Supervisors will actively participate in relevant trainings and earnestly study the relevant laws, regulations and rules, have an in-depth understanding of the operation and management of the Company, and supervise various aspects of the operation of the Company. We will continue to promote the self-construction of the Board of Supervisors, give full play to our due functions, actively supervise the construction and effective operation of the Company's internal control system, and effectively improve our duty performance standard, so as to promote the sustainable, stable and healthy development of the Company.

The report is subject to consideration and approval of the Company's general meeting.

*Board of Supervisors*

**China Suntien Green Energy Corporation Limited**

23 March 2023

**China Suntien Green Energy Corporation Limited  
Duty Report of Independent Directors for 2022**

In accordance with the relevant regulations and requirements of the Company Law, the Rules for Independent Directors of Listed Companies, the Articles of Association of China Suntien Green Energy Corporation Limited (hereinafter referred to as the Articles of Association) and the Work Policy for Independent Directors of China Suntien Green Energy Corporation Limited (hereinafter referred to as the Work Policy for Independent Directors), as independent directors of China Suntien Green Energy Corporation Limited (hereinafter referred to as “Suntien Green Energy” or the “Company”), we would like to report on our performance of duties in the year 2022 as follows:

**I. BASIC INFORMATION OF INDEPENDENT DIRECTORS**

**(1) Basic personal Information of Independent Directors**

1. Mr. Guo Yingjun, aged 49, is currently an independent non-executive Director of the Company, an associate professor and a supervisor of postgraduates for master’s degree at the School of Electrical Engineering, Hebei University of Science and Technology, and the director of Hebei Engineering Laboratory for Wind Power/Photovoltaic Coupling Hydrogen Production and Comprehensive Utilization. Mr. Guo worked in the Mechatronics Engineering Technology Center of Hebei University of Science and Technology from July 1996 to August 2001, and studied for a master’s degree in control theory and control engineering at Beijing Institute of Technology from September 2001 to March 2004. He has been working at the School of Electrical Engineering, Hebei University of Science and Technology since April 2004 and was a visiting scholar at the University of Manchester, UK, from August 13 to September 12, 2011.
2. Mr. Wan Yim Keung, aged 64, is currently an independent non-executive Director of the Company, the vice chairman and chief executive officer of Haifu International Finance Holding Group Limited. He obtained master’s degrees in business administration from The Chinese University of Hong Kong and the University of Wales. He is a Fellow of the Institute of Chartered Accountants, a Fellow of the Hong Kong Institute of Certified Public Accountants, and a Fellow of the Institute of Chartered Accountants in England and Wales. Mr. Wan was the managing director and chief financial officer of Shui On Land Limited, the general manager of The Bank of East Asia, Ltd. and the Chief financial officer of the BEA Group, and the chief executive officer of First Pacific Bank Limited. Besides, Mr. Wan also served as a part-time member of the Central Policy Unit of Hong Kong, chairman of the Investment Committee of the Travel Industry Compensation Fund, member of the Advisory Board of CFO Asia Magazine, member of the Travel Industry Compensation Fund Management Board, member of the Board of Review (Inland Revenue), member of the Small and Medium Enterprises Committee, member of the Auditing Standards Committee of the Hong Kong Society of Accountants, member of the Accounting Standards Advisory Panel of the Hong Kong Society of Accountants, member of the Taxation Committee of the Taxation Institute of Hong Kong and newly appointed member of the Tax Liaison Committee.

3. Dr. Lin Tao, aged 52, is currently an independent non-executive Director of the Company. He is a professor of the Department of Internet of Things Engineering of the School of Artificial Intelligence and Data Science, and tutor of master's students of the Department of Computer Science and Technology, Control Theory and Control Engineering of Hebei University of Technology, and obtained a doctoral degree in control theory and control engineering from Hebei University of Technology. Dr. Lin has been working at the School of Artificial Intelligence and Data Science of Hebei University of Technology since July 1993. Dr. Lin studied at Tianjin University for a master's degree from September 1996 to October 1999, and at Hebei University of Technology for a doctoral degree from April 2003 to April 2007. From September 2010 to August 2013, he completed his post-doctoral research work at the post-doctoral research station of Hebei University of Technology.

## (2) Description of Independence

As independent Directors of Suntien Green Energy, we do not hold any position in the Company other than that of an independent director, nor do we hold any position in a major shareholder of the Company. And we also strictly comply with the relevant requirements of the Guideline for Self-Regulation of Companies Listed on the Shanghai Stock Exchange No. 1 – Regulation of Operation. The number of listed companies in which we act as independent directors does not exceed five, and there are no matters or circumstances which may affect our independence as Independent Directors of the Company.

## II. OVERVIEW OF PERFORMANCE OF DUTIES OF INDEPENDENT DIRECTORS IN THE YEAR

### (1) Attendance at Meetings

During the reporting period, the Company held a total of 20 meetings of the Board of Directors, 4 general meetings, 9 meetings of the Audit Committee, 2 meetings of the Remuneration and Appraisal Committee, 2 meetings of the Nomination Committee, and 1 meeting of the Strategy and Investment Committee. Details of the attendance by Independent Directors are as follows:

Name of Independent Director	Required attendance at meetings during the reporting period		Attendance in person		Attendance by proxy		Absence		Attendance at general meetings
	Board of Directors	Dedicated committee	Board of Directors	Dedicated committee	Board of Directors	Dedicated committee	Board of Directors	Dedicated committee	
Guo Ying Jun	20	13	20	13	0	0	0	0	4
Wan Yim Keung	20	13	20	13	0	0	0	0	3
Lin Tao	20	4	20	4	0	0	0	0	3

**(2) Resolutions and voting results**

During the reporting period, we faithfully performed our duties as Independent Directors, and we are of the view that the convening and holding of the meetings of the Board of Directors and general meetings complied with statutory procedures and that the relevant consideration and review procedures have been performed for all material matters. We have carefully considered and reviewed the resolutions of the Board of Directors and considered that these resolutions were not detrimental to the interests of the Shareholders, especially minority interests, and we voted for all these resolutions.

**(3) Expressing of independent opinions**

During the reporting period, we issued independent opinions on the following matters in accordance with the relevant requirements of the Guideline for Self-Regulation of Companies Listed on the Shanghai Stock Exchange No. 1 – Regulation of Operation and the Independent Directors Working System of the Company:

No.	Date and session of the meeting	Main content of the independent opinion
1.	11 January 2022 28th extraordinary meeting of the fourth session of the Board of Directors	Consent to the Resolution on Depositing the Proceeds by Way of Agreed Deposit
2.	18 January 2022 29th extraordinary meeting of the fourth session of the Board of Directors	Consent to the Resolution on the Participation of the Company's Wholly-owned Subsidiary in Investing in the Establishment of Hebei Xintian Green Water Development Carbon Neutral Equity Investment Fund
3.	23 February 2022 30th extraordinary meeting of the fourth session of the Board of Directors	<ol style="list-style-type: none"> <li data-bbox="740 1455 1366 1623">1. Consent to the Resolution on Adjustment to the Amount of Proceeds Proposed to be Invested in the Investment Projects Funded by Proceeds Raised from the Non-Public Issuance of A Shares</li> <li data-bbox="740 1668 1366 1802">2. Consent to the Resolution on Using the Proceeds to Replace the Self-financing Funds Pre-invested in the Investment Projects of the Proceeds and the Issue Expenses Paid</li> </ol>

No.	Date and session of the meeting	Main content of the independent opinion
4.	23 March 2022 12th meeting of the fourth session of the Board of Directors	<ol style="list-style-type: none"> <li data-bbox="740 342 1370 442">1. Consent to the Resolution on the Report of the Profit Distribution Proposal of the Company for 2021</li> <li data-bbox="740 485 1370 585">2. Consent to the Resolution on the Placement and Actual Use of the Proceeds of the Company for 2021</li> <li data-bbox="740 627 1370 697">3. Consent to the Resolution on the Internal Control Assessment Report for the Year 2021</li> <li data-bbox="740 740 1370 840">4. Consent to the Resolution on the Nomination of Candidates for the Fifth Session of the Board of Directors of the Company</li> <li data-bbox="740 883 1370 981">5. Consent to the Resolution on the Review of the Remuneration Package for Directors of the fifth Session of the Board of Directors</li> </ol>
5.	20 April 2022 32nd extraordinary meeting of the fourth session of the Board of Directors	<ol style="list-style-type: none"> <li data-bbox="740 1023 1370 1093">1. Consent to the Resolution on the Use of Part of the Idle Proceeds for Cash Management</li> <li data-bbox="740 1136 1370 1229">2. Consent to the Resolution on the Use of Part of the Idle Proceeds for Temporary Replenishment of Working Capital</li> </ol>
6.	28 April 2022 33rd extraordinary meeting of the fourth session of the Board of Directors	<ol style="list-style-type: none"> <li data-bbox="740 1272 1370 1372">1. Consent to the Resolution on Changing the Implementation Method of the Investment Projects of the Proceeds</li> <li data-bbox="740 1415 1370 1549">2. Consent to the Resolution on the Provision of Interest-bearing Loans to a Subsidiary for the Implementation of Investment in Funded Projects by Using the Fund-raising Proceeds</li> </ol>
7.	20 May 2022 34th extraordinary meeting of the fourth session of the Board of Directors	Consent to the Resolution on the Appointment of the Audit Institution of the Company for 2022

No.	Date and session of the meeting	Main content of the independent opinion
8.	14 June 2022 1st extraordinary meeting of the fifth session of the Board of Directors	<ol style="list-style-type: none"> <li data-bbox="740 342 1370 434">1. Consent to the Resolution on Appointment of Mr. Mei Chun Xiao as President of the Company</li> <li data-bbox="740 470 1370 591">2. Consent to the Resolution on Appointment of Mr. Sun Xin Tian, Ms. Ding Peng, Mr. Lu Yang, Mr. Tan Jian Xin and Mr. Ban Ze Feng as Vice Presidents of the Company</li> <li data-bbox="740 627 1370 719">3. Consent to the Resolution on Appointment of Ms. Fan Wei Hong as Chief Accountant of the Company</li> <li data-bbox="740 755 1370 838">4. Consent to the Resolution on Appointment of Mr. Ban Ze Feng as Secretary to the Board of the Company</li> </ol>
9.	29 June 2022 1st meeting of the fifth session of the Board of Directors	Consent to the Resolution on Review of Risk Disposal Plan for Financial Business with HECIC Group Finance Co., Ltd.
10.	16 August 2022 3rd extraordinary meeting of the fifth session of the Board of Directors	Consent to the Resolution on the 2021 and 2019-2021 Term Remuneration Plan for the Company's Managers
11.	25 August 2022 2nd meeting of the fifth session of the Board of Directors	<ol style="list-style-type: none"> <li data-bbox="740 1236 1370 1327">1. Consent to the Resolution on the Provision of Guarantee for Joint and Several Liability by the Company for Huihai</li> <li data-bbox="740 1364 1370 1506">2. Consent to the Resolution on the Estimated Amount of Guarantee to be Provided by the Company to Its Holding Subsidiary, S&amp;T International Natural Gas Trading Company Limited</li> </ol>
12.	27 September 2022 4th extraordinary meeting of the fifth session of the Board of Directors	Consent to the Resolution on Increasing the Registered Capital of Caofeidian Suntien Liquefied Natural Gas Co., Ltd. by RMB230.01 million by the Company based on the Proportion of Shareholding
13.	20 October 2022 5th extraordinary meeting of the fifth session of the Board of Directors	Consent to the Resolution on Increasing the Registered Capital of Hebei Gas Co., Ltd. by RMB30.25 million by the Company based on the Proportion of Shareholding

No.	Date and session of the meeting	Main content of the independent opinion
14.	30 November 2022 7th extraordinary meeting of the fifth session of the Board of Directors	Consent to the Resolution on Change of Accounting Estimates
15.	5 December 2022 8th extraordinary meeting of the fifth session of the Board of Directors	Consent to the Resolution on the Non-exercise of the Pre-emptive Right in respect of Caofeidian Suntien Liquefied Natural Gas Co., Ltd.

#### **(4) The Company's cooperation with our work**

During the reporting period, the Company actively cooperated with our work and provided necessary conditions for us to perform our duties as Independent Directors.

### **III. KEY ISSUES FOR INDEPENDENT DIRECTORS IN THE PERFORMANCE OF DUTIES IN THE YEAR**

#### **(1) Information on connected transactions**

During the reporting period, the Company had obtained our prior consent for all connected transactions. Such transactions met the business development needs of the Company, were on normal commercial terms, in the interests of the Company and its Shareholders as a whole, and were not detrimental to the interests of the Company and its Shareholders, especially minority interests.

#### **(2) External guarantees and capital occupation**

During the reporting period, we carefully verified the external guarantees and capital occupation of the Company. We are of the view that the guarantees are based on the capital needs of the Company for production, operation and investment, determined on the basis of reasonable expectations, in line with the operational conditions and overall development strategies of the Company, and the risk of guarantees is within the control of the Company. The decision-making procedures and voting results for the guarantees are legal and valid, comply with the requirements of the relevant laws, regulations and the Articles of Association, there is no circumstance which is detrimental to the interests of the Company and its shareholders, especially the minority interests.

**(3) Uses of proceeds**

During the reporting period, we carefully considered and reviewed the deposit and use of the Company's proceeds, the change of the method of implementation of the proceeds, and the use of idle proceeds for cash management or temporary replenishment of liquidity, and issued our independent opinions. We are of the view that the Company had disclosed the relevant information on proceeds in a timely, truthful, accurate and complete manner, and that there were no false statements, misleading information or material omissions. The deposit and use of proceeds by the Company in 2022 has complied with the Guideline for Regulation of Listed Companies No. 2 – Regulatory Requirements for the Management and Utilization of Proceeds by Listed Companies and the Management Measures for Proceeds by Companies Listed on the Shanghai Stock Exchange. There is no irregular use of proceeds, no disguised change in the purpose of use of proceeds or any circumstance which is detrimental to the legitimate interests of the shareholders, especially the minority interests.

**(4) Remuneration of senior management**

During the reporting period, the Company completed the realization of the 2021 and 2019-2021 remuneration of senior management.

We have reviewed and expressed independent opinions on the above-mentioned remuneration related matter. The procedures for the consideration of such matter were in compliance with the requirements of the relevant laws, regulations and the relevant rules of the Company, in accordance with the Company's criteria for remuneration management and appraisal and in line with the actual situation of the Company, which were beneficial to the development of the remuneration system of the Company and its sustained and stable development, and there was no circumstance which was detrimental to the interests of the Company and its minority interests.

**(5) Performance forecast and preliminary results**

In the year of 2022, in accordance with the relevant regulations, the Company did not constitute or trigger any circumstances that would require the release of results announcement and results flash report to the public, taking into account the Company's current operating results and market conditions.

**(6) Appointment or change of accounting firm**

During the reporting period, the Company appointed Ernst & Young Hua Ming LLP as the audit institution for the financial report and internal control of the Company for 2022, mainly attributable to its qualification for the engagement in securities services related business and its experience and ability to provide audit services to listed companies, which meets the Company's needs for the audit of financial report and internal control, as well as the maintenance of continuity of the Company's audit work. We are of the view that the consideration and voting procedures for the above-mentioned matter complied with the relevant laws, regulations and the Articles of Association, and that there was no circumstance which was detrimental to the interests of the Company and its Shareholders as a whole, especially the minority interests.

**(7) Cash dividends and other returns for investors**

During the reporting period, the Company distributed cash dividends of RMB1.67 (tax inclusive) for every 10 Shares to all Shareholders, based on a total of 4,187,093,073 issued Shares. We are of the view that such profit distribution plan had been determined based on reasonable returns for investors and the long-term development of the Company to adopt cash dividends in profit distribution, that the contents and decision-making procedures for the profit distribution plan of the Company complied with the requirements of the Guideline for Regulation of Listed Companies No. 3 – Cash Dividends of Listed Companies, the laws, regulations and other regulatory documents and the Articles of Association of China Suntien Green Energy Corporation Limited, and that there was no obviously unreasonable circumstance or any abuse of rights by any shareholder to interfere in the decision-making of the Company.

**(8) Fulfillment of undertakings by the Company and its Shareholders**

During the reporting period, all undertakings made by the Company and its Shareholders had been effectively fulfilled, and there was no breach of any undertaking by the Company or its Shareholders.

**(9) Implementation of information disclosure**

During the reporting period, the Company had fulfilled its obligation of information disclosure in strict accordance with the Measures for the Administration of Information Disclosure of Listed Companies issued by the CSRC, the Listing Rules, laws, regulations and the Information Disclosure Management Requirements of the Company, had disclosed the relevant information in a truthful, accurate, complete and timely manner, and that no false statements, misleading information or material omissions had been identified.

**(10) Implementation of internal control system**

During the reporting period, in strict accordance with the regulatory requirements and in light of its business needs, the Company continued to deepen and improve the development of internal control system, established and improved the internal control system, and strengthened the implementation, execution and supervision of the internal control system. The internal control system of the Company complies with relevant laws and regulations and the requirements of the securities regulatory authority, without major defects.

**(11) Operation of the Board of Directors and its dedicated committees**

The Board of Directors has established four dedicated committees, being the Audit Committee, the Remuneration and Appraisal Committee, the Nomination Committee and the Strategy and Investment Committee, which diligently and conscientiously performed their duties in accordance with the relevant laws and regulations and the rules of the Company, carefully considered the resolutions and submitted them to the Board of Directors for consideration.

**(12) Other matters**

During the reporting period, the Company nominated candidates for Director of the new session, appointed senior management and changed accounting estimates for the Company. We have carefully reviewed the relevant documents and concluded that the relevant matters were in compliance with the requirements of relevant laws, regulations and regulatory documents such as the Company Law, the Securities Law, the Administrative Measures for the Issuance of Securities by Listed Companies and the Guideline for Self-Regulation of Companies Listed on the Shanghai Stock Exchange No. 1 – Regulation of Operation, and were in line with the actual situation of the Company, and there were no circumstances prejudicial to the interests of the Company and the minority shareholders.

**IV. OVERALL CONCLUSIONS AND SUGGESTIONS**

As Independent Directors of Suntien Green Energy, in 2022, we faithfully, diligently and dutifully performed our duties as Independent Directors in accordance with the provisions and requirements of the relevant laws and regulations, played an independent role, and made due efforts in promoting the improvement and optimization of corporate governance structure as well as safeguarding the interests of the Company as a whole and the legitimate rights and interests of all Shareholders, especially the minority interests.

In 2023, we will continue to conscientiously fulfill our obligations as independent Directors in the spirit of honesty and diligence. We will further improve our communication, exchange and cooperation with the Board of Directors, the Board of Supervisors and management of the Company, give full play to our role of expertise and independence, promote the standardized operation of the Company and safeguard the interests of the Company.

Report is hereby given.

Independent Directors: **Guo Ying Jun, Wan Yim Keung  
and Lin Tao**

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## NOTICE OF ANNUAL GENERAL MEETING

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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)

#### NOTICE OF 2022 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 2022 annual general meeting (the “**AGM**”) of China Suntien Green Energy Corporation Limited (the “**Company**”) will be held at 9:30 a.m. on Tuesday, 16 May 2023 at the Conference Room, 5/F, Yun-Ray Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC, for the consideration and approval of the following matters:

#### AS SPECIAL RESOLUTIONS

1. Resolution on the authorization to the Board of Directors to exercise the general mandate to issue shares

In respect to the general mandate granted by the Company to the board of directors to allot, issue or deal with additional A shares and H shares not exceeding 20% of the respective total number of A shares and H shares of the Company in issue and to authorize the board of directors to make such amendments to the articles of association of the Company as it thinks fit to reflect the new capital structure following the allotment or issuance of shares pursuant to such mandate:

#### THAT:

- A. (a) Subject to paragraph (c) and the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), the articles of association of the Company and the relevant laws and regulations of the People's Republic of China (the “**PRC**”), the board of directors be and is hereby generally and unconditionally authorized to exercise all the rights of the Company during the Relevant Period (as defined below) to allot, issue or deal with, either separately or in combination, additional A shares and H shares of the Company, and may make or grant such offers, agreements, options and rights to exchange or convert shares as may be necessary for the exercise of such rights;

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## NOTICE OF ANNUAL GENERAL MEETING

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(b) The approval in paragraph (b) shall confer upon the board of directors during the Relevant Period (as defined below) the power to enter into or grant such offers, agreements, options and rights to convert or exchange shares which might require the exercise of such power after the expiry of the Relevant Period;

i. the number of A shares and H shares which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to share options or otherwise) as approved by the board of directors pursuant to paragraph (a) shall not exceed 20% of the respective total number of A shares and H shares of the Company in issue as at the date of the passing of this resolution;

ii. the board of directors may exercise such power only in compliance with the Company Law of the PRC and the Listing Rules, as amended from time to time, and subject to the approval of the China Securities Regulatory Commission and/or other relevant government authorities of the PRC; and

iii. for the purpose of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until the earliest of:

1. the conclusion of the next annual general meeting of the Company; or
2. the expiration of the period within which the next annual general meeting of the Company is required to be held in accordance with the articles of association of the Company or other relevant laws; or
3. the date on which the mandate set out in this resolution is revoked or varied by a special resolution of the shareholders of the Company at a general meeting.

B. the board of directors be and is hereby authorized to make such relevant amendments to the articles of association of the Company as may be necessary to reflect the new capital structure following the allotment or issuance of shares as provided in sub-paragraph (a) of paragraph (A) of this resolution.”

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## NOTICE OF ANNUAL GENERAL MEETING

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### AS ORDINARY RESOLUTIONS

2. Resolution on the 2022 annual report of the Company
3. Resolution on the report of the Board of Directors of the Company for 2022
4. Resolution on the report of the Board of Supervisors of the Company for 2022
5. Resolution on the financial report of the Company for 2022
6. Resolution on the report of the final accounts of the Company for 2022
7. Resolution on the 2022 profit distribution proposal of the Company
8. Resolution on the appointment of the audit institution of the Company for 2023
9. Resolution on the election of Mr. Wang Tao as a non-executive director of the fifth session of the Board of Directors of the Company

### THE MATTER TO BE LISTENED TO

10. To listen to the duty report of independent non-executive directors for 2022

By order of the Board  
**China Suntien Green Energy Corporation Limited**  
**Mr. Mei Chun Xiao**  
*Executive Director/President*

Shijiazhuang City, Hebei Province, the PRC, 25 April 2023

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. Pursuant to the Listing Rules, any vote taken by shareholders at a general meeting must be taken by poll. Accordingly, voting on the resolutions set out in the notice of the AGM will be conducted by way of poll. Results of the poll voting will be published on the Company's website at [www.suntien.com](http://www.suntien.com) and the HKExnews website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) after the AGM.
2. Any shareholder entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxies to attend and vote on behalf of him/her. Such proxy need not be a shareholder of the Company.
3. In order to be valid, the proxy form together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and returned to the Company's registered office and headquarters in the PRC (for holders of A shares) or the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited (for holders of H shares), at least 24 hours (i.e. on or before 9:30 a.m. on 15 May 2023 in respect of the AGM) before the AGM or any adjourned meeting thereof. Computershare Hong Kong Investor Services Limited is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of a proxy form will not preclude a shareholder from attending and voting at the AGM or any adjourned meeting thereof should he/she so wish.
4. The H share register of members of the Company will be closed, for the purpose of determining the entitlement of holders of H shares to attend the AGM, from Thursday, 11 May 2023 to Tuesday, 16 May 2023 (both days inclusive), during which period no transfer of H shares will be registered. In order to attend the AGM, all instruments of transfers, accompanied by the relevant share certificates, must be lodged for registration with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Wednesday, 10 May 2023. H-Share holders who are registered with Computershare Hong Kong Investor Services Limited on or before the aforementioned date are entitled to attend the AGM.
5. In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
6. The AGM is expected to be held for less than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.
7. A shareholder or his proxy should produce proof of identity when attending the AGM.
8. The Company's registered office and headquarters in the PRC is 9th Floor, Block A, Yuyuan Plaza, No. 9 Yuhua West Road, Shijiazhuang City, Hebei Province, the PRC.

*As at the date of this notice, the non-executive directors of the Company are Dr. Cao Xin, Dr. Li Lian Ping, Mr. Qin Gang and Mr. Wu Hui Jiang; the executive directors of the Company are Mr. Mei Chun Xiao and Mr. Wang Hong Jun; and the independent non-executive directors of the Company are Mr. Guo Ying Jun, Mr. Wan Yim Keung, Daniel and Dr. Lin Tao.*

\* *For identification purposes only*