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

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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, 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 the accompanying proxy form and the reply slip for the Extraordinary General Meeting 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)**

**Election of Non-executive Directors and Independent Supervisor  
and  
Notice of First Extraordinary General Meeting in 2014**

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China Suntien Green Energy Corporation Limited will convene its first extraordinary general meeting in 2014 ("EGM") at 9:00 a.m. on Friday, 17 October 2014 at the Conference Room, 5/F, Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC. Notice of EGM is set out on pages 8 to 9 of this circular.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying proxy form 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 and for holders of Domestic Shares, the proxy form should be returned to the Company's registered office and headquarters in the PRC by hand or by post not less than 24 hours before the time fixed for holding the EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any other adjourned meeting should you so wish.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the accompanying reply slip to Computershare Hong Kong Investor Services Limited (for holders of H Shares) or to the Company's registered office and headquarters in the PRC (for holders of Domestic Shares) on or before Friday, 26 September 2014.

\* 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:*

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board of Directors” or “Board”	the board of Directors of the Company
“Board of Supervisors”	the board of Supervisors 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
“Director(s)”	director(s) of the Company
“Domestic Shares”	ordinary shares in the Company’s capital, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“EGM” or “Extraordinary General Meeting”	the first extraordinary general meeting for the year 2014 to be held by the Company at the Conference Room, 5th Floor, Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC at 9:00 a.m. on Friday, 17 October 2014 in relation to matters referred to in this circular
“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 and directly supervised by State-owned Assets Supervision and Administration Commission of the People’s Government of Hebei Province, and one of the promoters and the controlling shareholder of the Company
“H Share(s)”	overseas listed foreign shares in the Company’s share capital with a nominal value of RMB1.00 each, which is traded in Hong Kong dollars and listed on The Stock Exchange of Hong Kong Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Supervisor(s)”	the Supervisor(s) of the Company who is/are independent from the Shareholders of the Company and do not hold internal positions in the Company (save for acting as independent supervisor of the Company)

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## DEFINITIONS

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“Latest Practicable Date”	28 August 2014, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Non-executive Director(s)”	the non-executive Director(s) of the Company
“PRC” or “China”	the People’s Republic of China, excluding, for the purpose of this circular only, Hong Kong, Macau Special Administrative Region and Taiwan region
“Shares”	shares in the share capital of the Company, with a nominal value of RMB1.00 each, comprising the Company’s Domestic Shares and H Shares
“Shareholders”	holders of Shares
“RMB”	the lawful currency of the PRC
“Supervisor(s)”	supervisor(s) of the Company

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## LETTER FROM THE BOARD

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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*)  
Mr. Xiao Gang (*Vice Chairman*)  
Mr. Ma Guo Qing (*Vice Chairman*)  
Mr. Zhao Hui Ning  
Mr. Zhao Hui

*Registered Office and Headquarters:*

9th Floor, Block A, Yuyuan Plaza  
Yuhua West Road  
Shijiazhuang City  
Hebei Province  
the PRC

*Executive Directors:*

Mr. Gao Qing Yu (*President*)  
Mr. Wang Hong Jun

*Principal place of business in Hong Kong:*

Suite 2103, 21st floor, Prudential Tower  
The Gateway, Harbour City  
Kowloon, Hong Kong

*Independent Non-executive Directors:*

Mr. Qin Hai Yan  
Mr. Ding Jun  
Mr. Wang Xiang Jun  
Mr. Yue Man Yiu Matthew

2 September 2014

*To the shareholders*

Dear Sir or Madam,

### **Election of Non-executive Directors and Independent Supervisor and Notice of First Extraordinary General Meeting in 2014**

#### **1. INTRODUCTION**

The purposes of this circular are to provide you with the notice of the EGM and to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions on the election of the Non-executive Directors and Independent Supervisor at the EGM.

\* For identification purposes only.

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## LETTER FROM THE BOARD

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### 2. ELECTION OF NON-EXECUTIVE DIRECTORS

At the sixth meeting of the second session of the Board of Directors held on 28 August 2014, the Board of Directors considered and approved the proposals in relation to the nomination of Dr. Liu Zheng (劉錚) and Mr. Qin Gang (秦剛) as Non-executive Directors of the second session of the Board of Directors of the Company in order to fill the casual vacancy left by the resignation of Mr. Zhao Hui Ning and Mr. Ma Guo Qing.

The biographical details of Dr. Liu Zheng and Mr. Qin Gang are set out as follows:

Dr. Liu Zheng, aged 40, has been the general manager, vice-chairman and chief legal counsel of HECIC since April 2013 and a director of Jointo Energy Investment Co. Ltd. Hebei (河北建投能源股份有限公司) since July 2013. From March 2010 to April 2013, Dr. Liu was a director, deputy general manager and chief legal counsel of HECIC. From July 2009 to March 2010, he was the chief economist and chief legal counsel of HECIC. From January 2006 to July 2009, he served as a chief economist and chief legal counsel of Hebei Construction Investment Company, the predecessor of HECIC. From September 2003 to January 2006, he served as a chief economist in Hebei Securities Company Limited. From August 2002 to September 2003, he was the deputy general manager of Hong Kong China Pharmacy Investment Company Limited (香港中國製藥投資有限公司). From November 2000 to August 2002, he was the researcher of Cradle, a financial research institute in Canada. From August 1995 to September 1997, he worked as a business manager and then as a division manager of China Insurance Trust Investment Company (中國保險信託投資公司). Dr. Liu obtained a doctorate in the management science and engineering of the School of Civil Engineering from Tsinghua University in June 2008.

Mr. Qin Gang, aged 39, has been the general manager of capital operation department of HECIC and deputy general manager of Yanshan Development (Yanshan International Investment) Company Limited (燕山發展(燕山國際投資)有限公司) since March 2013. From October 2009 to March 2013, he worked as a deputy division supervisor and then as the division supervisor of capital operation department of HECIC. From February 2004 to October 2009, he worked as an assistant to the manager and then as a deputy manager of financial management department of Hebei Construction Investment Company. Mr. Qin obtained a master's degree in corporate management from Nankai University (南開大學) in July 2005 and he is a senior economist.

The Company will enter into a service contract with each of Dr. Liu Zheng and Mr. Qin Gang and their terms of office shall be effective from the date of the general meeting on which both Dr. Liu Zheng and Mr. Qin Gang are to be appointed and end on the expiry of the term of the second session of the Board of Directors. They will be eligible for re-election upon expiry of their terms in accordance with the Articles of Association. As Non-executive Directors, Dr. Liu Zheng and Mr. Qin Gang will not be entitled to any director fees or remuneration.

To the best of the knowledge of the Directors and save as disclosed above, Dr. Liu Zheng and Mr. Qin Gang did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Dr. Liu Zheng and Mr. Qin Gang do not have any relationship with any

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## LETTER FROM THE BOARD

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Director, senior management or substantial or controlling shareholder of the Company, nor do they hold any position in the Company or any of its subsidiaries. As of the Latest Practicable Date, Dr. Liu Zheng and Mr. Qin Gang did not have any interest in the Shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong.

Save as disclosed above, there is no other information in relation to the appointments of Dr. Liu Zheng and Mr. Qin Gang 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.

### 3. ELECTION OF INDEPENDENT SUPERVISOR

At the third meeting of the second session of the Board of Supervisors held on 28 August 2014, the Board of Supervisors considered and approved the proposal in relation to the nomination of Professor Yao Changhui (姚長輝) as an Independent Supervisor of the Company.

The biographical details of Professor Yao Changhui are set out as follows:

Professor Yao Changhui, aged 50, is a professor and PhD supervisor in finance at the Guanghua School of Management, Peking University. His research is focusing on the capital market and fixed-income securities. Professor Yao is a councilor of the China Society for Finance and Banking (中國金融學會), Beijing Society for Finance and Banking (北京金融學會) and Beijing Investment Society (北京投資學會) and an independent director of BOCI Securities Limited (中銀國際證券有限公司), Bank of Yingkou (營口銀行), Shanghai Luxin Packing Materials Co., Ltd. (上海綠新包裝材料股份有限公司), Jin Zhou New China Dragon Moly Co., Ltd. (錦州新華龍鉬業股份有限公司), Wu Bridge Heavy Industry Co., Ltd. (武橋重工股份有限公司) and Shanghai Amarsoft Information & Technology Co., Ltd (上海安碩資訊技術股份有限公司). From 2002 to 2007, Professor Yao was the director of MBA Affairs of Guanghua School of Management, Peking University and visiting scholar in the University of New South Wales in Australia, the Wharton School in the United States, Kellogg School of Management in the United States and the Chinese University of Hong Kong. Professor Yao obtained a doctorate in finance from Peking University in December 2000.

The Company will enter into a service contract with Professor Yao Changhui and his term of office shall be effective from the date of the general meeting on which Professor Yao Changhui is to be appointed and end on the expiry of the term of the second session of the Board of Supervisors. He will be eligible for re-election upon expiry of his term in accordance with the Articles of Association. Upon the approval of the general meeting, as an Independent Supervisor, Professor Yao Changhui will receive HK\$50,000 (or equivalent amount in RMB with tax inclusive) per annum as remuneration of supervisor.

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## LETTER FROM THE BOARD

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To the best of the knowledge of the Directors and save as disclosed above, Professor Yao Changhui did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. He does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company, nor does he hold any position in the Company or any of its subsidiaries. As of the Latest Practicable Date, he did not have any interest in the Shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong.

Save as disclosed above, there is no other information in relation to the appointment of Professor Yao Changhui 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.

#### **4. THE EGM**

The business to be considered at the EGM is described in more details in the notice of EGM set out on pages 8 to 9 of this circular. Resolutions will be proposed at the EGM as ordinary resolutions to consider and approve the election of the Non-executive Directors and Independent Supervisor.

The proxy form and the reply slip of the EGM are enclosed.

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying proxy form 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 and for holders of Domestic Shares, the proxy form should be returned to the Company's registered office and headquarters in the PRC by hand or by post not less than 24 hours before the time fixed for holding the EGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or at any other adjourned meeting should you so wish.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the accompanying reply slip to Computershare Hong Kong Investor Services Limited (for holders of H Shares) or to the Company's registered office and headquarters in the PRC (for holders of Domestic Shares) on or before Friday, 26 September 2014.

#### **5. 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 EGM will exercise his power under the Articles of Association to demand a poll in relation to all the proposed resolutions at the EGM.



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## LETTER FROM THE BOARD

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### 6. RECOMMENDATION

The Board considers that all resolutions proposed for consideration and approval by the shareholders at the EGM are in the best interests of the Company and its shareholders as a whole. Accordingly, the Board recommends shareholders to vote in favour of all the proposed resolutions at the EGM.

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

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## NOTICE OF EXTRAORDINARY 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 THE FIRST EXTRAORDINARY GENERAL MEETING IN 2014**

**NOTICE IS HEREBY GIVEN** that the First Extraordinary General Meeting in 2014 (the "EGM") of China Suntien Green Energy Corporation Limited (the "Company") will be held at 9:00 a.m. on Friday, 17 October 2014 at the Conference Room, 5/F., Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC, for the following purposes:

#### **ORDINARY RESOLUTIONS**

1. To consider and elect:
  - (a) Dr. Liu Zheng as Non-executive Director of the second session of the Board of Directors of the Company; and
  - (b) Mr. Qin Gang as Non-executive Director of the second session of the Board of Directors of the Company.
2. To consider and approve the election of Professor Yao Changhui as Independent Supervisor of the Company.

By order of the Board of  
**China Suntien Green Energy Corporation Limited**  
**Gao Qing Yu**  
*Executive Director and President*

Shijiazhuang City, Hebei Province, the PRC, 2 September 2014

*Notes:*

1. Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by way of a poll. As such, each of the resolutions set out in this notice of EGM will be voted by 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 EGM.
2. Any shareholder entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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3. In order to be valid, the instrument appointing a proxy 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 domestic shares) or the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited (for holders of H shares), at least 24 hours before the EGM 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 EGM 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 EGM, from Wednesday, 17 September 2014 to Friday, 17 October 2014 (both days inclusive), during which period no transfer of H shares will be registered. In order to attend the EGM, 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, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 16 September 2014. Holders of H Shares who are registered with Computershare Hong Kong Investor Services Limited on or before the aforementioned date are entitled to attend the EGM.
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. Shareholders of the Company intending to attend the EGM in person or by their proxies should return the reply slip for attending the EGM by hand or by post to the Company's registered office and headquarters in the PRC (for holders of domestic Shares) or the Company's H Share Registrar, Computershare Hong Kong Investors Services Limited (for holders of H Shares) on or before Friday, 26 September 2014. The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
7. The EGM 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.
8. A shareholder or his proxy should produce proof of identity when attending the EGM.
9. Our 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 are Dr. Cao Xin, Mr. Xiao Gang, Mr. Ma Guo Qing, Mr. Zhao Hui Ning and Mr. Zhao Hui; the executive Directors are Mr. Gao Qing Yu and Mr. Wang Hong Jun; and the independent non-executive Directors are Mr. Qin Hai Yan, Mr. Ding Jun, Mr. Wang Xiang Jun and Mr. Yue Man Yiu Matthew.*

\* For identification purposes only