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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)

INSIDE INFORMATION ANNOUNCEMENT
PROPOSED NON-PUBLIC ISSUANCE OF DOMESTIC SHARES TO HECIC

This announcement is made by the Company pursuant to the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 13.09 of the Listing Rules.

The Board is pleased to announce that, in order to satisfy the capital requirements of the Company's business development and to facilitate the sustainable and stable development of the Company, after taking into account the current financial position of the Company, on 24 March 2016, the Board passed a resolution regarding the preliminary proposal of the non-public issuance of domestic shares to HECIC, the controlling shareholder of the Company. It is expected that the total proceeds raised will not exceed RMB2,000 million.

HECIC is the controlling shareholder of the Company and directly holds a 50.5% equity interest in the Company. Pursuant to the requirement under Chapter 14A of the Listing Rules, HECIC is a connected person of the Company. If the Company finalizes the definitive proposal for the Proposed Share Issuance, it is expected that the non-public issuance of domestic shares to HECIC by the Company will constitute a connected transaction of the Company, and will be subject to the reporting, announcement and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As the definitive proposal of the Proposed Share Issuance has not been finalised yet, the Company will submit the definitive proposal to the Board for consideration and approval. Further details of the Proposed Share Issuance will be disclosed pursuant to the requirements of the Listing Rules in due course. Furthermore the Company will convene a general meeting and an H share class meeting to seek the Independent Shareholder's approval for the Proposed Share Issuance as and when required.

Shareholders and potential investors should be aware that the definitive proposal of the Proposed Share Issuance may or may not be finalized and that the Proposed Share Issuance and potential connected transaction are subject to the approval of the SASAC of Hebei Province and the approvals of the Independent Shareholders at the general meeting and H Share class meeting. Accordingly, the Proposed Share Issuance may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the securities of the Company.

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Proposed Share Issuance

Details of the preliminary proposal of the Proposed Share Issuance are set out below:

1. Class of shares and nominal value

Class of shares to be issued is domestic share and the nominal value of each domestic share is RMB1.

2. Issuance method

The Company will issue domestic shares to HECIC by way of a non-public private placement, subject to the approvals of the SASAC of Hebei Province, the general meeting of shareholders, and the class meeting of H shareholders.

3. Investor and method of subscription

HECIC is the investor under the Proposed Share Issuance and will subscribe for the domestic shares in cash.

4. Pricing

The issue price of the domestic shares will be determined after having fully considered the interest of the Company and its shareholders as a whole and according to international practice and regulatory requirements. It is expected that the domestic shares will be issued at a premium based on one of the following prices, and the definitive issue price will be determined after arm's length negotiation between the Company and HECIC:

- (1) the closing price of the H shares of the Company on the date which the subscription agreement is entered into between the Company and HECIC;

- (2) the average closing price of the H shares of the Company for the last month immediately prior to the date on which the subscription agreement is entered into between the Company and HECIC;
- (3) the average closing price of the H shares of the Company for the last three months immediately prior to the date on which the subscription agreement is entered into between the Company and HECIC; and
- (4) the average closing price of the H shares of the Company for the last six months immediately prior to the date on which the subscription agreement is entered into between the Company and HECIC.

5. Amount of proceeds raised and use of proceeds

The amount of proceeds raised will not exceed RMB2,000 million, and it is intended that the proceeds will be mainly used to (i) fund the investment in the Company's wind farms and the development of the Company's natural gas businesses in the PRC; (ii) replenish the Company's working capital; (iii) further optimize the Company's capital structure; and (iv) support the sustainable growth of the Company's business.

The above information is only a preliminary proposal. The definitive proposal and details of the Proposed Share Issuance will be further finalized by the Company and submitted to the Board for consideration and approval.

Reasons for the Proposed Share Issuance

The Proposed Share Issuance can satisfy the capital requirements of the Company's business development which would allow the Company to seek new growth drivers for its business and to ensure the sustainable growth in the Company's revenue and shareholders' return. Meanwhile, since 1 January 2016, the NDRC has started to implement the new benchmark on-grid price for onshore wind power. Currently, the Company's wind power projects have been approved. In order for the Company to adopt the adjusted benchmark on-grid price and to enjoy a higher benchmark on-grid price, the Company requires funding to ensure that the construction of its wind power projects will start within two years after the approval. After taking into account the Company's current financial position, the capital market condition and related laws, regulations and regulatory requirements, the Board considers that issuing new domestic shares to the controlling shareholder is a more appropriate and feasible way of raising equity financing for the Company in the short run while it can also reduce the Company's gearing ratio and optimize the Company's capital structure at the same time.

Potential connected transaction

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DEFINITIONS

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

“associate(s)”	has the meaning ascribed to it in the Listing Rules;
“Board”	the board of Directors;
“Company”	China Suntien Green Energy Corporation Limited (新天綠色能源股份有限公司), a joint stock company incorporated in the PRC with limited liability on 9 February 2010, whose H shares are listed on the Main Board of the Stock Exchange;
“connected person(s)”	has the meaning ascribed to it in the Listing Rules;
“controlling shareholder”	has the meaning ascribed to it in the Listing Rules;
“Director(s)”	the director(s) of the Company;

“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 one of the promoters and the controlling shareholder of the Company, which is primarily engaged in the investment in and development of projects in the foundation industries, infrastructures and pillar industries of Hebei Province, including energy, transportation, water supply and commercial real estate;
“Independent Shareholders”	has the meaning ascribed to it in the Listing Rules and for the purpose of the Proposed Share Issuance, refers to the shareholders of the Company other than HECIC and its associates;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Proposed Share Issuance”	proposed non-public private placement of domestic shares to HECIC by the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“subsidiaries”	has the meaning ascribed to it in the Listing Rules.

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

Shijiazhuang, Hebei Province, the PRC
24 March 2016

As at the date of this announcement, the non-executive Directors of the Company are Dr. Cao Xin, Dr. Liu Zheng, Mr. Qin Gang, Ms. Sun Min and Mr. Wu Huijiang; the executive Directors of the Company are Mr. Gao Qing Yu and Mr. Wang Hong Jun; and the independent non-executive Directors of the Company are Mr. Qin Hai Yan, Mr. Ding Jun, Mr. Wang Xiang Jun and Mr. Yue Man Yiu Matthew.

* *For identification purposes only*