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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 2016 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2016 annual general meeting (the “**AGM**”) of China Suntien Green Energy Corporation Limited (the “**Company**”) will be held at 9:00 a.m. on Thursday, 8 June 2017 at the Conference Room, 5/F, Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC, for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the Report of the Board of Directors of the Company (the “**Board**”) for 2016.
2. To consider and approve the Report of the Board of Supervisors of the Company for 2016.
3. To consider and approve the final accounts of the Company for the year ended 31 December 2016.
4. To consider and approve the audited financial statements of the Company and the independent auditors’ report for the year ended 31 December 2016.
5. To consider and approve the profit distribution plan of the Company for 2016.
6. To consider and approve the budget report of the Company for the year ending 31 December 2017.
7. To consider and approve the re-appointment of Reanda Certified Public Accountants (利安達會計師事務所) and Ernst & Young as the Company’s PRC auditors and international auditors, respectively, for 2017 for a term until the conclusion of the next annual general meeting of the Company, and to authorise the Board to determine their respective remunerations.
8. To elect Mr. Mei Chun Xiao as an executive director of the third session of the Board (see annex for his brief biographical details).

9. To approve, confirm and ratify the transaction in respect of transfer part of equity interests in Shenzhen Suntien Huihai Financial Leasing Co., Ltd. (深圳新天匯海融資租賃有限公司) and capital contribution (“**Huihai Transaction**”) and relevant agreements and documents, including but not limited to the Equity Transfer Agreements (as defined in the Announcement of the Company dated 12 April 2017 (the “**Huihai Transaction Announcement**”) and the Capital Contribution Agreement (as defined in the Huihai Transaction Announcement); and to authorize the Board or any executive director of the Company to do all such acts and things and execute all such documents and to take all such steps as it considers necessary or expedient or desirable in connection with or to give effect to the Huihai Transaction.

SPECIAL RESOLUTION

10. To consider and approve the granting of a general mandate to the Board to allot, issue and deal with additional domestic shares and H shares not exceeding 20% of each of the total number of issued domestic shares and H shares of the Company, respectively, and to authorise the Board to make amendments to the articles of association of the Company (the “**Articles of Association**”) as it thinks fit so as to reflect the new share capital structure upon the allotment or issue of additional shares pursuant to such mandate:

THAT:

- (A) (a) subject to paragraph (c) and in accordance with 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 and the relevant laws and regulations of the People’s Republic of China (the “**PRC**”), the exercise by the Board during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or deal with, either separately or concurrently, additional domestic shares and H shares of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Board during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the expiration of the Relevant Period;
- (c) each of the total number of domestic shares and H shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval granted in paragraph (a) shall not exceed 20% of each of the total number of domestic shares and H shares of the Company respectively in issue at the date of passing this resolution;
- (d) the Board will only exercise the above powers in accordance with the Company Law of the PRC and the Listing Rules (as amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained; and

(e) for the purpose of this resolution:

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

- i. the conclusion of the next annual general meeting of the Company; or
- ii. the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or other applicable laws to be held; or
- iii. the date of revocation or variation of the authority given under this resolution by a special resolution of the Company in general meeting.

(B) the Board be authorised to make amendments to the Articles of Association as necessary so as to reflect the new share capital structure of the Company upon the allotment or issue of shares pursuant to the sub-paragraph (A)(a) of this resolution.

By order of the Board of
China Suntien Green Energy Corporation Limited
Wang Hong Jun
Executive Director

Shijiazhuang City, Hebei Province, the PRC

21 April 2017

Notes:

1. The Board recommends the distribution of a final dividend of RMB0.063 per share (tax inclusive) (which equates to approximately RMB234 million in total) for the year ended 31 December 2016 subject to the shareholders’ approval at the AGM.
2. For the details of Huihai Transaction, please refer to the Huihai Announcement dated 12 April 2017 and titled “Connected Transaction and Disclosable Transaction-Equity Transfer and Capital Contribution of Shenzhen Huihai”.
3. Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by way of a poll. Accordingly, each of the resolutions set out in this notice of AGM will be voted by poll. Results of the poll voting will be published on the Company’s website at www.suntien.com and the HKExnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the AGM.
4. 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 instead of him/her. A proxy need not be a shareholder of the Company.

5. 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 AGM or any adjourned meeting thereof. Computershare Hong Kong Investor Services Limited is located at Shops 1712-1716, 17th 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.
6. 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 Tuesday, 9 May 2017 to Thursday, 8 June 2017 (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, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 8 May 2017. 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.
7. 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.
8. Shareholders of the Company intending to attend the AGM in person or by their proxies should return the reply slip for attending the AGM by courier 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 Thursday, 18 May 2017. The address of Computershare Hong Kong Investor Services Limited is Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
9. 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.
10. A shareholder or his proxy should produce proof of identity when attending the AGM.
11. 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 are Dr. Cao Xin, Dr. Li Lian Ping, Mr. Qin Gang, Ms. Sun Min and Mr. Wu Hui Jiang; the executive Director is 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*

ANNEX BRIEF BIOGRAPHICAL DETAILS OF MR. MEI CHUN XIAO

Mr. Mei Chun Xiao (梅春曉), aged 48, joined the Group in August 2006. He obtained a master's degree in electrical engineering from Beijing Jiaotong University (北京交通大學), and is a professorate senior engineer. He was appointed as a vice president of the Company on 6 June 2013 and was promoted to the president of the Company on 31 March 2017. Mr. Mei is also the general manager of HECIC New-energy Co., Ltd. In the past, Mr. Mei successively served as deputy general manager and chief engineer, an assistant to the general manager and chief engineer of HECIC New-energy Co., Ltd.

The Company will enter into a service contract with Mr. Mei Chun Xiao and his term of office shall be effective from the date of the AGM and end on the expiry of the term of the third session of the Board. He is eligible for reelection upon expiry of their term according to the Articles of Association.

As an executive director of the Company, Mr. Mr. Mei Chun Xiao will not receive any director's emoluments from the Company, and his remuneration will be determined in accordance with the criteria of the Company's remuneration management in relation to the performance evaluation measures of operators, which includes basic salary, performance bonuses and other benefits. Basic salary will be determined in accordance with the position of the executive director in the Company, performance bonus will be determined with reference to the Company's business performance and other benefits will include statutory pension, medical and housing funds. The annual remuneration of Mr. Mr. Mei Chun Xiao will be determined at the year end and will be disclosed in the Company's annual report of the corresponding year.

To the best of the knowledge of the directors of the Company and save as disclosed above, Mr. Mei Chun Xiao 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. Mr. Mei 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 date of this notice, Mr. Mei does 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 (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information in relation to the appointment of Mr. Mei Chun Xiao 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.