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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)**

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The board of directors (the “**Board**”) of China Suntien Green Energy Corporation Limited (the “**Company**”) announces that, in accordance with the “Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to Overseas Listed Companies”, the “Rules Governing the Listing of Stocks on the Shanghai Stock Exchange”, the “Securities Law of the People’s Republic of China” and other relevant provisions, the Company proposes to amend the provisions of the Articles of Association of the Company (the “**Articles of Association**”) with respect to the notice period for general meetings, procedures for convening general meetings and guarantees, etc. The specific proposed amendments are as follows:

<b>Current provision</b>	<b>Provision after amendments</b>
<b>Article 1</b> In order to safeguard the lawful rights and interests of China Suntien Green Energy Corporation Limited (hereinafter referred to as the “Company”) and its shareholders and creditors, regulate the Company’s organization and behaviour, the Articles of Association are stipulated in accordance with the “Company Law of the People’s Republic of China” (hereinafter referred to as the “Company Law”), the “Securities Law of the People’s Republic of China” (hereinafter referred to as the “Securities Law”), the “Special Regulations of the State Council Concerning the Overseas Share Subscription and Listing of Joint Stock Limited Companies” (hereinafter referred to as the “Special Regulations”), the “Articles of Association of Companies Seeking a	<b>Article 1</b> In order to safeguard the lawful rights and interests of China Suntien Green Energy Corporation Limited (hereinafter referred to as the “Company”) and its shareholders and creditors, regulate the Company’s organization and behaviour, the Articles of Association are stipulated in accordance with the “Company Law of the People’s Republic of China” (hereinafter referred to as the “Company Law”), the “Securities Law of the People’s Republic of China” (hereinafter referred to as the “Securities Law”), the “Special Regulations of the State Council Concerning the Overseas Share Subscription and Listing of Joint Stock Limited Companies” (hereinafter referred to as the “Special Regulations”), the “Articles of Association of Companies Seeking a

<p>Listing Outside the PRC Prerequisite Clauses” (hereinafter referred to as the “Prerequisite Clauses”), the “Letter of Supplementary Amendment Advice on the Articles of Association of Companies Seeking a Listing in Hong Kong”, the “Guidelines for Articles of Association of Listed Companies” (hereinafter referred to as the “Guidelines for Articles of Association”), the “Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited” (hereinafter referred to as the “Hong Kong Listing Rules”), the “Rules Governing the Listing of Stocks on the Shanghai Stock Exchange” (hereinafter referred to as the “SSE Listing Rules”) and other relevant requirements.</p>	<p>Listing Outside the PRC Prerequisite Clauses” (hereinafter referred to as the “Prerequisite Clauses”), the “Letter of Supplementary Amendment Advice on the Articles of Association of Companies Seeking a Listing in Hong Kong”, <b><u>the “Reply of the State Council on the Adjustment of the Notice Period of the General Meeting and Other Matters Applicable to Overseas Listed Companies”</u></b>, the “Guidelines for Articles of Association of Listed Companies” (hereinafter referred to as the “Guidelines for Articles of Association”), the “Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited” (hereinafter referred to as the “Hong Kong Listing Rules”), the “Rules Governing the Listing of Stocks on the Shanghai Stock Exchange” (hereinafter referred to as the “SSE Listing Rules”) and other relevant requirements.</p>
<p><b>Article 7</b> The Articles of Association are passed by the special resolution of the general meeting of the Company, and shall become effective on the <b><u>date on which the A Shares of the Company become listed on the Shanghai Stock Exchange.</u></b></p> <p>Once the Articles of Association have become effective, it shall become a legally binding document to standardize the organization and activities of the Company, the rights and obligations between the Company and its shareholders, and among its shareholders.</p>	<p><b>Article 7</b> The Articles of Association shall become effective on the date when a special resolution of the general meeting of the Company is passed.</p> <p>Once the Articles of Association have become effective, it shall become a legally binding document to standardize the organization and activities of the Company, the rights and obligations between the Company and its shareholders, and among its shareholders.</p>
<p><b>Article 18</b> Shares issued by the Company in RMB to domestic investors are called domestic shares. Shares issued by the Company to overseas investors and subscribed in foreign currency are called foreign invested shares. Foreign invested shares which are listed overseas are called foreign invested shares listed overseas.</p> <p>“Foreign currency” as mentioned in the preceding paragraph shall refer to other countries’ or regions’ legal currencies approved by the national competent department in charge of foreign exchange and payable for the Company’s shares other than renminbi.</p>	<p><b>Article 18</b> Shares issued by the Company in RMB to domestic investors are called domestic shares. Shares issued by the Company to overseas investors and subscribed in foreign currency are called foreign invested shares. Foreign invested shares which are listed overseas are called foreign invested shares listed overseas.</p> <p>“Foreign currency” as mentioned in the preceding paragraph shall refer to other countries’ or regions’ legal currencies approved by the national competent department in charge of foreign exchange and payable for the Company’s shares other than renminbi.</p>

The foreign listed shares of the Company listed in Hong Kong are called H shares. H share represents the share to be listed on the Hong Kong Stock Exchange after approval, with nominal value in renminbi, subscribed and traded in Hong Kong dollars.

Subject to the approval by the securities regulatory authority of the State Council, the holders of the domestic shares of the Company may transfer their shares to overseas investors, and such transferred shares may be listed and traded on an overseas stock exchange. The listing and trading of the transferred shares on an overseas stock exchange shall also comply with the regulatory procedures, regulations and requirements of the overseas stock market. The listing and trading of the transferred shares on an overseas stock exchange is not subject to voting by separate class meeting.

The foreign listed shares of the Company listed in Hong Kong are called H shares. H share represents the share to be listed on the Hong Kong Stock Exchange after approval, with nominal value in renminbi, subscribed and traded in Hong Kong dollars.

Subject to the approval by the securities regulatory authority of the State Council, the holders of the domestic shares of the Company may transfer **all or part of** their shares to overseas investors, and such transferred shares may be listed and traded on an overseas stock exchange.

**All or part of the domestic shares may be converted into foreign invested shares, and the converted foreign invested shares may be listed and traded on an overseas stock exchange.**

The listing and trading of the transferred **or converted** shares on an overseas stock exchange shall also comply with the regulatory procedures, regulations and requirements of the overseas stock market. The listing and trading of the transferred shares on an overseas stock exchange, **or the conversion of domestic shares into foreign invested shares for listing and trading on an overseas stock exchange,** are not subject to voting by **a general meeting or** separate class meeting. **The foreign invested shares listed overseas converted from domestic shares shall be of the same class as the original foreign invested shares listed overseas.**

**Article 27** Any gains from the sale of shares of the Company by any Company's director, supervisor, senior management or shareholders holding 5% or more of the shares in the Company within six (6) months after purchasing such shares, or any gains from repurchasing such shares in the Company within six (6) months after the sale thereof, shall be vested in by the Company. The board of the Company shall seize such gains from the abovementioned parties. If the transfer restriction provision hereof involves H shares, then approval from the Hong Kong Stock Exchange is needed. However if a securities

**Article 27** Any gains from the sale of shares **or other securities with the nature of equity interests** of the Company by any Company's director, supervisor, senior management or shareholders holding 5% or more of the shares in the Company within six (6) months after purchasing such **shares or other securities,** or any gains from repurchasing such shares **or other securities** in the Company within six (6) months after the sale thereof, shall be vested in by the Company. The board of the Company shall seize such gains from the abovementioned parties. If the transfer restriction provision hereof involves

<p>company underwrites the unsold shares, thereby holding more than 5% of the shares, the sale of these shares shall not be subject to the said 6 months restriction.</p> <p>If the board of directors fails to comply with the provision set forth in the preceding paragraph, the shareholders shall have the right to request the board to do so within 30 days. If the board fails to comply within the aforesaid period, the shareholders shall be entitled to bring legal actions directly to the court in their own names for the interest of the Company.</p> <p>If the board of directors fails to comply with the first paragraph, the responsible directors shall bear the joint and several liabilities according to law.</p>	<p>H shares, then approval from the Hong Kong Stock Exchange is needed, <b><u>except for the circumstance where</u></b> a securities company underwrites the unsold shares and then holds more than 5% of the shares, <b><u>and other circumstances stipulated by the securities regulatory authority under the State Council.</u></b></p> <p><b><u>The shares or other securities with the nature of equity interests held by directors, supervisors, senior management and individual shareholders as referred to in the preceding paragraph include the shares or other securities with the nature of equity interests held by their spouse, parents, and children in their own name and under others' accounts.</u></b></p> <p>If the board of directors fails to comply with the provision set forth in the <b><u>first</u></b> paragraph, the shareholders shall have the right to request the board to do so within 30 days. If the board fails to comply within the aforesaid period, the shareholders shall be entitled to bring legal actions directly to the court in their own names for the interest of the Company.</p> <p>If the board of directors fails to comply with the first paragraph, the responsible directors shall bear the joint and several liabilities according to law.</p>
<p><b>Article 46</b> The change of registration of shareholders register resulting from an assignment of shares shall not be carried out within thirty (30) days before the convening of a general meeting or within five (5) days prior to the benchmark date of the Company for determination of dividend distribution. This Article is not applicable when the Company issues new shares under Article 23 and then register the changes in the shareholders register.</p>	<p><b><u>Article 46 Where laws, administrative regulations, departmental rules, regulatory documents and the relevant stock exchange or the regulatory authority of the place where the Company's shares are listed stipulate on the period of closure of the register of members prior to the convening of a general meeting or the benchmark date of the Company for determination of dividend distribution, such provisions shall prevail.</u></b></p>

**Article 62** The following external guarantees to be provided by the Company shall be reviewed and passed at the general meeting:

(1) any external guarantee to be provided after the total amount of guarantees provided by the Company and its holding subsidiaries has reached or exceeded 50% of the Company's latest audited net assets;

(2) any external guarantee to be provided after the total amount of guarantees provided by the Company has reached or exceeded 30% of the Company's latest audited total assets;

(3) any guarantee to be provided for a party which has a gearing ratio in excess of 70%;

(4) any guarantee with a single guarantee amount in excess of 10% of the Company's latest audited net assets;

(5) any guarantee to be provided in favour of shareholders, actual controller and their related parties (as defined in the SSE Listing Rules);

(6) other guarantees required by the stock exchange on which the shares of the Company are listed and the Articles of Association to be considered and approved by the shareholders at general meetings.

Where the general meeting is reviewing a resolution on guarantees to be provided to shareholders, actual controller and their related parties, such shareholders, or shareholders under the control of such actual controller, shall abstain from voting. Such resolution is subject to the approval of more than half of the voting rights held by the other shareholders present at the meeting.

External guarantees other than above shall be reviewed and approved by the board of directors under authorisation, but shall be reviewed, agreed and resolved by more than two-thirds of the directors present at the meeting of the board of directors and passed by more than half of all directors of the Company.

**Article 62** The following external guarantees to be provided by the Company shall be reviewed and passed at the general meeting:

(1) any external guarantee to be provided after the total amount of guarantees provided by the Company and its holding subsidiaries has reached or exceeded 50% of the Company's latest audited net assets;

(2) **based on the principle of aggregation of guarantees within 12 consecutive months**, any external guarantee to be provided after the total amount of guarantees provided by the Company has reached or exceeded 30% of the Company's latest audited total assets;

(3) any guarantee to be provided for a party which has a gearing ratio in excess of 70%;

(4) any guarantee with a single guarantee amount in excess of 10% of the Company's latest audited net assets;

(5) **based on the principle of aggregation of guarantees within 12 consecutive months, any guarantee to be provided after the total amount of guarantees provided by the Company has reached or exceeded 50% of the Company's latest audited net assets, with the absolute amount exceeding RMB50 million;**

(6) any guarantee to be provided in favour of shareholders, actual controller and their related parties (as defined in the SSE Listing Rules);

(7) other guarantees required by the stock exchange on which the shares of the Company are listed and the Articles of Association to be considered and approved by the shareholders at general meetings.

**The guarantee mentioned in item (2) of the preceding paragraph shall be approved by more than two-thirds of the voting rights held by shareholders present at the meeting.** Where

the general meeting is reviewing a resolution on guarantees to be provided to shareholders, actual controller and their related parties, such shareholders, or shareholders under the control of such actual controller, shall abstain from voting. Such resolution is subject to the approval of more than half of the voting rights held by the other shareholders present at the meeting.



	<p>External guarantees other than above shall be reviewed and approved by the board of directors under authorisation, but shall be reviewed, agreed and resolved by more than two-thirds of the directors present at the meeting of the board of directors and passed by more than half of all directors of the Company.</p>
<p><b>Article 66</b> When convening a general meeting, written notification shall be made to the shareholders registered in the shareholders register forty-five (45) days before the convening of the meeting of those matters to be discussed at the meeting and the date and location of the meeting. Shareholders intending to attend the general meeting shall send their written replies to the Company twenty (20) days before the convening of the meeting.</p> <p>The date of the meeting <b><u>and the date when the notice is dispatched</u></b> shall not be included in the calculation of the period for issuing such notice.</p> <p>In relation to the issuance of the notice under this provision, the date of dispatch of notice represents the date that the Company or the share registrar as appointed by the Company delivers the relevant notice at the post office for posting.</p>	<p><b>Article 66</b> When convening <b><u>an annual</u></b> general meeting, written notification shall be made to the shareholders registered in the shareholders register <b><u>twenty (20) days (or (when convening an extraordinary general meeting, then) fifteen (15) days)</u></b> before the convening of the meeting of those matters to be discussed at the meeting and the date and location of the meeting. <b><u>Where laws, administrative regulations, departmental rules, regulatory documents and the relevant stock exchange or the regulatory authority of the place where the Company’s shares are listed stipulate otherwise on the notice period of annual general meeting and/or extraordinary general meeting, such provisions shall prevail.</u></b></p> <p>The date of meeting shall not be included in the calculation of the period for issuing such notice.</p> <p>In relation to the issuance of the notice under this provision, the date of dispatch of notice represents the date that the Company or the share registrar as appointed by the Company delivers the relevant notice at the post office for posting <b><u>(for holders of H shares) or the date on which the Company issue an official notice of the meeting (for holders of domestic shares).</u></b></p>
<p><b>Article 67</b> When the Company convene a general meeting, the shareholder(s) holding more than 3% (including 3%) of the total number of shares of the Company carrying voting right shall have the right to put forward written provisional proposals to the Company. The Company shall add the provisional proposals which relate to the scope of duties of the general meeting to agenda of the meeting.</p>	<p><b>Article 67</b> When the Company convene a general meeting, the shareholder(s) holding more than 3% (including 3%) of the total number of shares of the Company carrying voting right shall have the right to put forward written provisional proposals to the Company. The Company shall add the provisional proposals which relate to the scope of duties of the general meeting to agenda of the meeting.</p>

Shareholders individually or collectively holding 3% or more of the shares in the Company may put forward a provisional proposal and submit it in writing to the convener 20 days prior to the convening of the general meeting. The convener shall issue a supplementary notice of the general meeting with the content of such provisional proposal within 2 days upon receipt of the proposal.

The provisional proposals as raised by the shareholders shall fulfill the following conditions:

(1) the contents should not be in breach of laws, and regulations and be within the business scope of the Company and the scope of duties of the shareholders' meetings;

(2) should have a clear topic and have concert resolutions; and

(3) should be proposed to and submitted or delivered to the board of directors in writing 10 days before the convening of the shareholders' meetings.

Shareholders individually or collectively **holding more than 3% (including 3%) of the total number of shares of the Company carrying voting right may put forward a provisional proposal and submit it in writing to the convener ten (10) days prior to the convening of the general meeting or before the period of issuance of a supplementary circular of the general meeting as required by the Hong Kong Listing Rules, whichever is the earlier. The convener shall issue a supplementary circular or notice of the general meeting with the content of such provisional proposal within two (2) days upon receipt of the proposal and in accordance with the Hong Kong Listing Rules.**

The provisional proposals as raised by the shareholders shall fulfill the following conditions:

(1) the contents should not be in breach of laws and regulations and be within the business scope of the Company and the scope of duties of the shareholders' meetings;

(2) should have a clear topic and have concert resolutions; and

(3) should be submitted or delivered to the board of directors in writing **pursuant to item (2) of this Article.**

**Article 71** The notice of a general meeting shall be delivered to the shareholders (whether or not such shareholders are entitled to vote at the meeting) by hand or by prepaid mail; the recipient's address shall be the address as shown in the register of shareholders of the Company. For the holders of domestic shares, the notice of the meeting may also be given by way of public announcement.

The aforesaid public announcement shall, **within forty-five (45) to fifty (50) days** before the convening of the meeting, be published in one or several newspapers designated by the competent securities authority of the State Council. Once a public announcement has been made, this shall be regarded as notice received by all holders of domestic shares.

**Article 71** The notice of a general meeting shall be delivered to the shareholders (whether or not such shareholders are entitled to vote at the meeting) by hand or by prepaid mail; the recipient's address shall be the address as shown in the register of shareholders of the Company. For the holders of domestic shares, the notice of the meeting may also be given by way of public announcement.

The aforesaid public announcement shall, before the convening of the meeting, be published in one or several newspapers designated by the competent securities authority of the State Council. Once a public announcement has been made, this shall be regarded as notice received by all holders of domestic shares.

<p>Subject to laws, administrative regulations, regulatory documents and the relevant rules of the securities regulatory authority of the place where the shares of the Company are listed and the fulfilment of the necessary procedures under the relevant rules, for the shareholders of foreign invested shares listed overseas, the Company may also issue a notice of the shareholders' meeting by publishing an announcement on the website of the Company and the website designated by the Hong Kong Stock Exchange or other means permitted under the Hong Kong Listing Rules and the Articles of Association, in lieu of sending notices to the shareholders of foreign invested shares listed overseas by personal delivery or prepaid mail.</p>	<p>Subject to laws, administrative regulations, regulatory documents and the relevant rules of the securities regulatory authority of the place where the shares of the Company are listed and the fulfilment of the necessary procedures under the relevant rules, for the shareholders of foreign invested shares listed overseas, the Company may also issue a notice of the shareholders' meeting by publishing an announcement on the website of the Company and the website designated by the Hong Kong Stock Exchange or other means permitted under the Hong Kong Listing Rules and the Articles of Association, in lieu of sending notices to the shareholders of foreign invested shares listed overseas by personal delivery or prepaid mail.</p>
<p><b>Article 94</b> Special resolutions shall be passed with respect to the following matters at a general meeting:</p> <ol style="list-style-type: none"> <li>(1) increase or decrease of share capital of the Company, repurchase of shares of the Company and issue of any types of shares, warrants and other similar securities;</li> <li>(2) the issue of corporate bonds;</li> <li>(3) company demerger, merger, dissolution and liquidation or changing the form of the Company;</li> <li>(4) amendments to the Articles of Association;</li> <li>(5) any acquisition or disposal of material assets by the Company or the amount of guarantees exceeding 30% of the total assets of the Company within one year;</li> <li>(6) share incentive plans; and</li> <li>(7) other matters considered to have a material impact on the Company that by an ordinary resolution at the general meeting is required to be passed by a special resolution.</li> </ol>	<p><b>Article 94</b> Special resolutions shall be passed with respect to the following matters at a general meeting:</p> <ol style="list-style-type: none"> <li>(1) increase or decrease of share capital of the Company, repurchase of shares of the Company and issue of any types of shares, warrants and other similar securities;</li> <li>(2) the issue of corporate bonds;</li> <li>(3) company demerger, merger, dissolution and liquidation or changing the form of the Company;</li> <li>(4) amendments to the Articles of Association;</li> <li>(5) any acquisition or disposal of material assets by the Company or the amount of guarantees exceeding 30% of the total assets of the Company within one year;</li> <li>(6) share incentive plans; and</li> <li>(7) other matters <b><u>required by laws, administrative regulations, the listing rules of the place where the shares of the Company are listed or the Articles of Association to be passed by a special resolution and</u></b> considered to have a material impact on the Company that by an ordinary resolution at the general meeting is required to be passed by a special resolution.</li> </ol>



**Article 121** The following circumstances shall be deemed to be a variation or abrogation of the rights of a class of shareholders:

- (1) to increase or decrease the number of shares of such class, or increase or decrease the number of shares of a class having voting or distribution rights or other privileges equal or superior to the shares of such class;
- (2) to effect an exchange of all or part of the shares of such class into those of another class or to effect an exchange or grant a right of exchange of all or part of the shares of another class into the shares of such class;
- (3) to remove or reduce the rights to accrued dividends or cumulative dividends attached to the shares of such class;
- (4) to reduce or remove the right with a priority to acquire dividends or property distribution during the liquidation of the Company attached to shares of such class;
- (5) to add, remove or reduce the conversion, options, voting, transfer or pre-emptive rights or rights to acquire securities of the Company attached to the shares of such class;
- (6) to remove or reduce the rights to receive payables from the Company in a particular currency attached to the shares of such class;
- (7) to create a new class of shares having voting or distribution rights or other privileges equal or superior to the shares of such class;
- (8) to restrict the transfer or ownership of the shares of such class or to impose additional restrictions thereon;
- (9) to grant the right to subscribe for, or convert into, the shares of such class or another class;
- (10) to increase the rights or privileges of the shares of another class;
- (11) to cause the holders of different classes of shares to bear a disproportionate burden of obligations in the restructuring as a result of the restructuring scheme of the Company; and
- (12) to amend or abrogate any provision in this Chapter.

**Article 121** The following circumstances shall be deemed to be a variation or abrogation of the rights of a class of shareholders:

- (1) to increase or decrease the number of shares of such class, or increase or decrease the number of shares of a class having voting or distribution rights or other privileges equal or superior to the shares of such class;
- (2) to effect an exchange of all or part of the shares of such class into those of another class or to effect an exchange or grant a right of exchange of all or part of the shares of another class into the shares of such class;
- (3) to remove or reduce the rights to accrued dividends or cumulative dividends attached to the shares of such class;
- (4) to reduce or remove the right with a priority to acquire dividends or property distribution during the liquidation of the Company attached to shares of such class;
- (5) to add, remove or reduce the conversion, options, voting, transfer or pre-emptive rights or rights to acquire securities of the Company attached to the shares of such class;
- (6) to remove or reduce the rights to receive payables from the Company in a particular currency attached to the shares of such class;
- (7) to create a new class of shares having voting or distribution rights or other privileges equal or superior to the shares of such class;
- (8) to restrict the transfer or ownership of the shares of such class or to impose additional restrictions thereon;
- (9) to grant the right to subscribe for, or convert into, the shares of such class or another class;
- (10) to increase the rights or privileges of the shares of another class;
- (11) to cause the holders of different classes of shares to bear a disproportionate burden of obligations in the restructuring as a result of the restructuring scheme of the Company; and
- (12) to amend or abrogate any provision in this Chapter.

	<p><b><u>No approval by a class meeting is required for variation or abrogation of rights of class shareholders resulting from any change in domestic and overseas laws and regulations, and the listing rules of the place where the Company's shares are listed, and those resulting from decisions made by domestic and overseas regulatory authorities.</u></b></p>
<p><b>Article 124</b> When convening a class meeting, the Company shall issue a written notice forty-five (45) days in advance of the meeting to notify that class of registered shareholders of those matters to be discussed at the meeting and the date and location of the meeting. <b><u>A shareholder who intends to attend the meeting shall send a written reply concerning the attendance at the meeting to the Company twenty (20) days before the convening of the meeting.</u></b></p>	<p><b>Article 124</b> When convening a class meeting, <b><u>the period of issuance of the written notice shall be the same as that of the non-class meeting proposed to be convened together with the class meeting. The notice of the meeting shall</u></b> notify that class of registered shareholders of those matters to be discussed at the meeting and the date and location of the meeting.</p>
<p><b>Article 127</b> Apart from shareholders with other classes of shares, holders of domestic shares and holders of foreign invested shares listed overseas shall be recognised as different classes of shareholder.</p> <p>The special procedures for voting by a class of shareholders shall not be applied in the following circumstances:</p> <p>(1) Subject to approval by a special resolution of general meeting, the Company issues domestic shares and/or foreign invested shares listed overseas independently or simultaneously once every twelve (12) months, and each of the number of domestic shares and foreign invested shares listed overseas to be issued does not exceed 20% of the shares of this class already issued;</p> <p>(2) The scheme for the issue of domestic shares and/or foreign invested shares listed overseas when establishing the Company has been completed within fifteen (15) months from the date of approval by the competent securities authority of the State Council; or</p> <p>(3) Subject to the approval by the securities regulatory authority of the State Council, holders of domestic shares of the Company may transfer their shares to foreign investors and such shares may be listed or traded on an overseas stock exchange.</p>	<p><b>Article 127</b> Apart from shareholders with other classes of shares, holders of domestic shares and holders of foreign invested shares listed overseas shall be recognised as different classes of shareholder.</p> <p>The special procedures for voting by a class of shareholders shall not be applied in the following circumstances:</p> <p>(1) Subject to approval by a special resolution of general meeting, the Company issues domestic shares and/or foreign invested shares listed overseas independently or simultaneously once every twelve (12) months, and each of the number of domestic shares and foreign invested shares listed overseas to be issued does not exceed 20% of the shares of this class already issued;</p> <p>(2) The scheme for the issue of domestic shares and/or foreign invested shares listed overseas when establishing the Company has been completed within fifteen (15) months from the date of approval by the competent securities authority of the State Council; or</p> <p>(3) Subject to the approval by the securities regulatory authority of the State Council, holders of domestic shares of the Company may transfer <b><u>all or part</u></b> of their shares to foreign investors and such shares may be listed or traded on an overseas stock exchange; <b><u>or convert all or part of domestic shares into foreign invested shares listed overseas for listing and trading on an overseas stock exchange.</u></b></p>

Shareholders' approval of the above resolution on the proposed amendments to the Articles of Association will be sought at the first extraordinary general meeting in 2021, first class meeting of A Shares in 2021 and first class meeting of H Shares in 2021 to be held on 8 February 2021. A circular containing details of the aforementioned resolution will be sent to shareholders in due course.

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

Shijiazhuang City, Hebei Province, the PRC, 21 December 2020

*As at the date of this announcement, 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*