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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, the reply slip for the Annual General Meeting and, if applicable, the 2012 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)**

**Report of the Board of Directors for the Year 2012,  
Report of the Board of Supervisors for the Year 2012,  
Final Accounts for the Year Ended 31 December 2012,  
Audited Financial Statements and Independent Auditors' Report  
for the Year Ended 31 December 2012,  
Profit Distribution Plan for the Year 2012,  
Budget Arrangement Report for the Year Ended 31 December 2013,  
Re-appointment of PRC Auditors and Overseas Auditors and Authorization of  
the Board of Directors to Determine their Respective Remunerations,  
Election of Directors of the Second Session of the Board of Directors,  
Election of Non-Employee Representative Supervisors of the Second Session of the Board of  
Supervisors,  
Directors and Supervisors Remuneration Package of the Second Session of  
the Board of Directors and the Board of Supervisors,  
General Mandate to Issue Shares,  
Amendment to the Articles of Association,  
and  
Notice of Annual General Meeting**

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China Suntien Green Energy Corporation Limited will convene the Annual General Meeting ("AGM") at 9:00 a.m. on Thursday, 6 June 2013 at the Ambassador Hotel, Shijiazhuang City, Hebei Province, PRC. Notice of the AGM is set out on pages 6 to 10 of this circular.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For holders of H Shares, the form of proxy should be returned to Computershare Hong Kong Investor Services Limited and for holders of Domestic Shares, the form of proxy should be returned to the Company's registered office and headquarters in the PRC in person or by post not less than 24 hours before the time fixed for holding the AGM 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.

If you intend to attend the AGM in person or by proxy, you are required to complete and return the accompanying reply slip to (for holders of H Shares) Computershare Hong Kong Investor Services Limited or (for holders of Domestic Shares) to the Company's registered office and headquarters in the PRC on or before Thursday, 16 May 2013.

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## DEFINITIONS

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

“AGM” or “Annual General Meeting”	the 2012 AGM of the Company to be held at 9:00 a.m. on Thursday, 6 June 2013 at the Ambassador Hotel, Shijiazhuang City, Hebei Province, PRC
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board” or “Board of Directors”	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
“Directors”	directors 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
“General Mandate”	a general mandate to be granted to the Board for issuing Domestic Shares and H Shares representing up to the limit of 20% of each of the aggregate nominal values of the Domestic Shares and H Shares of the Company, respectively, in issue on the date of passing the related resolution
“Group”	the Company and its subsidiaries
“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, which is under the direct supervision of the State-owned Assets Supervision and Administration Commission of the Government of Hebei Province (河北省人民政府國有資產監督管理委員會), and one of the promoters of the Company and its controlling shareholder
“H Shares”	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

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## DEFINITIONS

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“Independent Non-executive Directors”	independent non-executive Directors of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	15 April 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“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
“Supervisors”	supervisors 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:**

*Chairman and Non-executive Director:*

Dr. Cao Xin

*Non-executive Directors:*

Mr. Zhao Hui Ning

Mr. Xiao Gang

*President and Executive Director:*

Mr. Gao Qing Yu

*Vice Presidents and Executive Directors:*

Mr. Zhao Hui, Mr. Sun Xin Tian

*Independent Non-executive Directors:*

Mr. Qin Hai Yan, Mr. Ding Jun,

Mr. Wang Xiang Jun,

Mr. Yue Man Yiu Matthew

*Registered Office and Headquarters:*

9th Floor, Block A, Yuyuan Plaza

No. 9 Yuhua West Road

Shijiazhuang City

Hebei Province

PRC

*Principal place of business in Hong Kong:*

Suite 2103, 21st floor, Prudential Tower,

The Gateway, Harbour City,

Kowloon, Hong Kong

22 April 2013

*To the shareholders*

Dear Sir or Madam,

#### 1. INTRODUCTION

On behalf of the Board of Directors, I invite you to attend the AGM to be held at 9:00 a.m. on Thursday, 6 June 2013 at the Ambassador Hotel, Shijiazhuang City, Hebei Province, PRC.

The purpose of this circular is to provide you with the notice of the AGM 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 at the AGM.

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## LETTER FROM THE BOARD

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### 2. BUSINESS TO BE CONSIDERED AT THE AGM

The business to be considered at the AGM is described in more detail in the Notice of Annual General Meeting set out on pages 6 to 10 of this circular.

Resolutions will be proposed at the AGM as ordinary resolutions to approve: (a) the Report of the Board of Directors for the Year 2012, (b) the Report of the Board of Supervisors for the Year 2012, (c) the Final Accounts for the Year Ended 31 December 2012, (d) the Audited Financial Statements and Independent Auditors' Report for the Year Ended 31 December 2012, (e) the Profit Distribution Plan for the Year 2012, (f) the Budget Arrangement Report for the Year Ended 31 December 2013, (g) the Re-appointment of PRC Auditors and Overseas Auditors and Authorization of the Board of Directors to Determine their Respective Remunerations, (h) the Election of Directors of the Second Session of the Board of Directors, including the election of Mr. Zhao Hui Ning, Mr. Xiao Gang and Mr. Ma Guo Qing as the non-executive Directors of the Company; Dr. Cao Xin, Mr. Gao Qing Yu, Mr. Wang Hong Jun and Mr. Zhao Hui as the executive Directors of the Company; and Mr. Qin Hai Yan, Mr. Ding Jun, Mr. Wang Xiang Jun and Mr. Yue Man Yiu Matthew as the independent non-executive Directors of the Company, (i) the election of Mr. Yang Hong Chi and Mr. Liu Jin Hai as the non-employee representative Supervisors of the Second Session of the Board of Supervisors, and (j) Directors and Supervisors remuneration package of the Second Session of the Board of Directors and the Board of Supervisors.

Resolutions will be proposed at the AGM as special resolutions to approve: (k) the General Mandate to issue Shares, and (l) the amendment to the Articles of Association.

In order to enable you to have a better understanding of the resolutions to be proposed at the AGM and to make an informed decision in the circumstance where sufficient and necessary information are available, we have provided detailed information in this circular, including explanatory information to the proposed resolutions to be approved and reviewed at the AGM (see Appendix I), the biographical details of proposed Directors of the second session of the Board (see Appendix II) and the biographical details of proposed Supervisors of the second session of the Board of Supervisors (see Appendix III).

### 3. THE AGM

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

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For holders of H Shares, the form of proxy should be returned to Computershare Hong Kong Investor Services Limited and for holders of Domestic Shares, the form of proxy should be returned to the Company's registered office and headquarters in the PRC in person or by post not less than 24 hours before the time fixed for holding the AGM 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.

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## LETTER FROM THE BOARD

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If you intend to attend the AGM in person or by proxy, you are required to complete and return the accompanying reply slip to (for holders of H Shares) Computershare Hong Kong Investor Services Limited or (for holders of Domestic Shares) to the Company's registered office and headquarters in the PRC on or before Thursday, 16 May 2013.

#### **4. 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.

#### **5. RECOMMENDATION**

The Board considers that all resolutions proposed for consideration and approval by the shareholders at the AGM 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 AGM.

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

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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 2012 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (the “AGM”) of China Suntien Green Energy Corporation Limited (the “Company”) will be held at 9:00 a.m. on Thursday, 6 June 2013 at the Ambassador Hotel, Shijiazhuang City, Hebei Province, PRC, for the following purposes:

#### **ORDINARY RESOLUTIONS**

1. To consider and approve the Report of the Board of Directors (the “Board”) of the Company for the Year 2012.
2. To consider and approve the Report of the Board of Supervisors of the Company for the Year 2012.
3. To consider and approve the Final Accounts of the Company for the Year Ended 31 December 2012.
4. To consider and approve the Audited Financial Statements of the Company and the Independent Auditors’ Report for the Year ended 31 December 2012.
5. To consider and approve the Profit Distribution Plan of the Company for the Year 2012.
6. To consider and approve the Budget Arrangement Report of the Company for the Year Ended 31 December 2013.
7. To consider and approve the re-appointment of Zhong Lei Certified Public Accountants Co., Ltd. (中磊會計師事務所有限公司) and Ernst & Young as the Company’s PRC auditors and overseas auditors, respectively, for the year 2013 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 consider and elect the Directors of the second session of the Board, including:
  - (a) To consider and elect Mr. Zhao Hui Ning as a non-executive director of the second session of the Board;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) To consider and elect Mr. Xiao Gang as a non-executive director of the second session of the Board;
  - (c) To consider and elect Mr. Ma Guo Qing as a non-executive director of the second session of the Board;
  - (d) To consider and elect Dr. Cao Xin as an executive director of the second session of the Board;
  - (e) To consider and elect Mr. Gao Qing Yu as an executive director of the second session of the Board;
  - (f) To consider and elect Mr. Wang Hong Jun as an executive director of the second session of the Board;
  - (g) To consider and elect Mr. Zhao Hui as an executive director of the second session of the Board;
  - (h) To consider and elect Mr. Qin Hai Yan as an independent non-executive director of the second session of the Board;
  - (i) To consider and elect Mr. Ding Jun as an independent non-executive director of the second session of the Board;
  - (j) To consider and elect Mr. Wang Xiang Jun as an independent non-executive director of the second session of the Board; and
  - (k) To consider and elect Mr. Yue Man Yiu Matthew as an independent non-executive director of the second session of the Board.
9. To consider and elect the non-employee representative Supervisors of the second session of the Board of Supervisors, including:
- (a) To consider and elect Mr. Yang Hong Chi as a non-employee representative supervisor of the second session of the Board of Supervisors; and
  - (b) To consider and elect Mr. Liu Jin Hai as a non-employee representative supervisor of the second session of the Board of Supervisors.
10. To consider and approve the Directors and Supervisors remuneration package of the second session of the Board of Directors and the Board of Supervisors.

### SPECIAL RESOLUTION

11. To consider and approve the granting of a general mandate to the Board to issue, allot and deal with additional domestic shares and H shares not exceeding 20% of each of the aggregate nominal values of the domestic shares and H shares of the Company respectively in issue, and to authorise the Board to make amendments to

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## NOTICE OF ANNUAL GENERAL MEETING

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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 of the Company and 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 aggregate nominal values 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 aggregate nominal values 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

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## NOTICE OF ANNUAL GENERAL MEETING

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(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.”

12. To consider and approve the amendment of Article 101 of the Articles of Association to read as:

“The Company shall have a Board of Directors. The Board of Directors shall consist of 11 Directors, of which four shall be independent non-executive directors. The Board of Directors shall have one Chairman and two Vice Chairmen.”

By order of the Board of  
**China Suntien Green Energy Corporation Limited**  
**Zhao Hui**  
*Executive Director and Joint Company Secretary*

Shijiazhuang City, Hebei Province, PRC, 22 April 2013

*Notes:*

- 1. The Board recommends the distribution of a final dividend of RMB0.02 per share (tax inclusive) (RMB64,768,700 in total) for the year ended 31 December 2012 subject to the shareholders’ approval at the AGM.
- 2. 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 the 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](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.
- 3. 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, 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.
5. 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 Saturday, 4 May 2013 to Thursday, 6 June 2013 (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, Wan Chai, Hong Kong, not later than 4:30 p.m. on Friday, 3 May 2013. 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.
6. 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.
7. 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, 16 May 2013. The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
8. 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.
9. A shareholder or his proxy should produce proof of identity when attending the AGM.
10. Our registered office and headquarters in the PRC is 9 Floor, Block A, Yuyuan Plaza, No. 9 Yuhua West Road, Shijiazhuang City, Hebei Province, PRC.

*As at the date of this notice, the non-executive directors of the Company are Dr. Cao Xin, Mr. Zhao Hui Ning and Mr. Xiao Gang; the executive directors of the Company are Mr. Gao Qing Yu, Mr. Zhao Hui and Mr. Sun Xin Tian; 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 purpose only*

**(A) ORDINARY RESOLUTIONS****1. To consider and approve the Report of the Board of Directors of the Company for the Year 2012**

The text of the Report of the Board of Directors for the Year 2012 is set out in the section headed “Report of the Board of Directors” in the Company’s 2012 annual report to be dispatched with the circular on the same day.

**2. To consider and approve the Report of the Board of Supervisors of the Company for the Year 2012**

The text of the Report of the Board of Supervisors for the Year 2012 is set out in the section headed “Report of the Board of Supervisors” in the Company’s 2012 annual report to be dispatched with the circular on the same day.

**3. To consider and approve the Final Accounts of the Company for the Year Ended 31 December 2012**

A summary of the report relating to the Company’s 2012 final accounts prepared under the International Financial Reporting Standards is as follows:

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

In 2012, the consolidated installed capacity of wind power of the Group increased by 145MW to 1,346.3MW; annual utilization hours was 2,290 hours; net power delivered to grid during the year was 2,443 million KWh. Sales volume of natural gas was 1,246 million cubic meters.

*(2) Scope of consolidation for the overall financial position (consolidated statements) of Suntien (新天公司)*

As at the end of the year, the Company’s total assets was approximately RMB15,263 million and its total liabilities was approximately RMB8,640 million, of which current liabilities was approximately RMB2,096 million and non-current liabilities was approximately RMB6,544 million. Total equity was approximately RMB6,623 million, of which equity attributable to parent company was approximately RMB5,568 million and non-controlling interest was approximately 1,055 million. Indicators in the income statement increased as compared to last year, and the Company recorded sales revenue of approximately RMB3,702 million, representing an increase of 16.8% from last year, and net profit of approximately RMB803 million, representing an increase of 14.6% from last year. Net profit attributable to shareholders of the Company was approximately RMB550 million, representing an increase of 22.5% from last year.

(3) *Dividend distribution*

A distribution of final dividend of RMB0.02 per share (tax inclusive) (RMB64,768,700 in total (tax inclusive)) for the year was proposed subject to the shareholders' approval at the AGM.

(4) *Use of proceeds*

The Company first issued shares to the public on the Hong Kong Stock Exchange in October 2010 and exercised its overallotment option. The net proceeds raised was RMB2,658 million. As of now, RMB2,408 million of the net proceeds has been used for investment in the Group's wind power and natural gas projects, representing 90.6% of the net proceeds.

**4. To consider and approve the Audited Financial Statements of the Company and the Independent Auditors' Report for the Year ended 31 December 2012**

The audited financial statements and independent auditors' report for the year ended 31 December 2012 are set out in the sections headed "Independent Auditors' Report", "Consolidated Statement of Comprehensive Income", "Consolidated Statement of Financial Position", "Consolidated Statement of Changes in Equity", "Consolidated Statement of Cash Flows", "Statement of Financial Position" and "Notes to Financial Statements" in the Company's 2012 annual report to be dispatched with the circular on the same day.

**5. To consider and approve the Profit Distribution Plan of the Company for the Year 2012**

The Board proposed the distribution of a final dividend of RMB0.02 per share (tax inclusive) (RMB64,768,700 in total (tax inclusive)) to all shareholders for the year ended 31 December 2012. Such dividends will be paid to holders of Domestic Shares in Renminbi and to holders of H Shares in Hong Kong dollars. The actual amount of H Share dividend paid in Hong Kong dollars will be calculated according to the average benchmark exchange rate of Renminbi against Hong Kong dollars as published by the People's Bank of China for the five business days preceding the date of AGM. If the proposed profit distribution plan is approved in the AGM, the final dividend will be paid to Shareholders whose names are registered in the Company's register of members on Monday, 17 June 2013.

In order to determine the holders of shares who are entitled to the receipt of the abovementioned final dividend, the register of members of the Company will be closed from Wednesday, 12 June 2013 to Monday, 17 June 2013, both days inclusive. To be eligible to receive the final dividend for the year ended 31 December 2012 (subject to the approval of the Company's shareholders), unregistered holders of H Shares of the Company shall lodge relevant share transfer documents with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shop 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 11 June 2013.

We hereby recommend Shareholders at the AGM to authorise the Board and its authorized persons to implement the above profit distribution plan, and recommend the Board to delegate its authority to the Company's management for implementing all relevant matters relating to the above profit distribution plan at the time when it obtains the above authority.

Pursuant to the Enterprise Income Tax Law of the PRC and its implementation rules, which came into force on 1 January 2008 and other relevant rules, where the Company distributes the proposed 2012 final dividend to non-resident enterprise shareholders whose names appear on the register of members for H Shares of the Company, it is required to withhold and pay enterprise income tax at the rate of 10%. Any H Shares registered in the name of non-individual registered shareholders, including HKSCC Nominees Limited, other nominees or trustees, or other organisations or groups, will be treated as shares being held by non-resident enterprise shareholders, and consequently will be subject to the withholding of the enterprise income tax.

According to the requirements of the State Administration of Taxation (Guo Shui Han [2011] No.348) and the relevant laws and regulations, if the individual holders of H shares are residents of Hong Kong or Macau or those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of these shareholders. If the individual holders of H shares are residents of those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of less than 10%, the Company will make applications on their behalf to seek entitlement of the relevant agreed preferential treatments pursuant to the relevant tax treaty. If the individual holders of H shares are residents of those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the actual tax rate stipulated in the relevant tax treaty. If the individual holders of H shares are residents of those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of 20%, or those countries which have not entered into any tax treaties with the PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of these shareholders.

The Company will determine the resident status of the individual holders of H shares based on the registered address as recorded in the register of members of the Company on Monday, 17 June 2013 (the "Registered Address"). If the resident status of any individual holders of H shares is not in consistency with that indicated by the Registered Address, such individual holders of H shares shall notify the Company's H Share registrar not later than 4:30 p.m. on Tuesday, 11 June 2013, and provide relevant supporting documents to the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Any individual holders of H shares who fails to provide relevant supporting documents within the time period stated above, may either personally or appoint an agent to attend to the relevant procedures in accordance with the requirements under the tax treaty notice.

The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the individual holders of H shares and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the individual holders of H shares or any disputes over the withholding mechanism or arrangements.

**6. To consider and approve the Budget Arrangement Report of the Company for the Year Ended 31 December 2013**

For 2013, the Company will have 16 key fixed assets construction and investment projects with an estimated investment of RMB2,753.13 million, of which with an estimated investment of RMB2,295.24 million in the new energy sector; with an estimated investment of RMB457.89 million in the natural gas sector.

**7. To consider and approve the re-appointment of Zhong Lei Certified Public Accountants Co., Ltd. (中磊會計師事務所有限公司) and Ernst & Young as the Company's PRC auditors and overseas auditors, respectively, for the year 2013 for a term until the conclusion of the next annual general meeting of the Company, and to the Board of the Company to determine their respective remunerations.**

**8. To consider and the election of Directors of the second session of the Board**

The term of the first session of the Board will come to an end soon. At the thirteenth meeting of the first session of the Board held on 28 March 2013, the Board considered and approved the proposals in relation to the nomination of Mr. Zhao Hui Ning, Mr. Xiao Gang and Mr. Ma Guo Qing as the non-executive directors of the second session of the Board; Dr. Cao Xin, Mr. Gao Qing Yu, Mr. Wang Hong Jun and Mr. Zhao Hui as the executive directors of the second session of the Board; Mr. Qin Hai Yan, Mr. Ding Jun, Mr. Wang Xiang Jun and Mr. Yue Man Yiu Matthew as the independent non-executive directors of the second session of the Board.

The Board considers that all the proposed Independent Non-executive Directors possess the basic knowledge of operations of listed companies, are familiar with the relevant laws, administrative regulations, departmental rules and other regulatory documents and have over five years of working experience in finance, management or other experiences necessary for serving as Independent Non-executive Directors. Moreover, each of the Independent Non-executive Directors has given to the Company an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board also considers that each of the Independent Non-executive Directors continues to meet the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

The biographical details of the proposed Directors are set out in Appendix II to this circular.

**9. To consider and elect the non-employee representative Supervisors of the second session of the Board of Supervisors**

The term of the first session of the Board of Supervisors will come to an end soon. At the sixth meeting of the first session of the Board of Supervisors held on 28 March 2013, the Board of Supervisors considered and approved the proposals in relation to the nomination of Mr. Yang Hong Chi and Mr. Liu Jin Hai as the non-employee representative supervisors. In addition, Mr. Qiao Guo Jie was elected as the employee representative Supervisor of the second session of the Board of Supervisors by the employee representatives meeting of the Company.

The biographical details of the proposed non-employee Supervisors are set out in Appendix III to this circular.

**10. To consider and approve the Directors and Supervisors remuneration package of the Second Session of the Board of Directors and the Board of Supervisors**

The remuneration of the Directors and Supervisors of the second session of the Board and the Board of Supervisors will be determined in accordance with the following:

1. Independent Non-executive Directors of the Company will receive their remuneration from the Company. The Company will pay each Independent Non-executive Director of the Second Session of the Board HKD100,000 or Renminbi equivalent annually (tax inclusive, paid on quarterly basis, the Company being responsible for withholding personal income tax). Travel expenses incurred for the purposes of attending Board meetings of the Company, shareholders' general meetings and relevant activities organised by the Board will be borne by the Company;
2. Non-executive Directors without holding offices in the Company will not receive any remuneration from the Company;
3. Executive Directors holding offices in the Company will receive their remuneration from the Company. The remuneration of an executive Director 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 was determined in accordance with the positions of the Executive Directors in the Company, performance bonus was determined with reference to the Company's business performance and other benefits included statutory pension, medical and housing fund; and
4. Non-employee representative supervisors of the second session of the Board of Supervisors without holding offices in the Company will not receive any remuneration from the Company. The remuneration of an employee representative supervisor holding offices in the Company will be determined in accordance with the criteria of the remuneration management measures of

the Company, which includes basic salary, performance bonuses and other benefits. Basic salary is determined in accordance with the positions of the employee representative supervisor in the Company; performance bonus is determined with reference to the Company's business performance and other benefits include statutory pension, medical and housing fund.

**(B) SPECIAL RESOLUTIONS**

**11. General Mandate to Issue Shares**

The Board had been granted a general mandate at the annual general meeting of 2011 held on 4 June 2012 to issue new Shares. The authorization, if not exercised before the AGM to be held on 6 June 2013, shall lapse upon the conclusion of the AGM.

To ensure flexibility and discretion for the Board to issue new Shares, the Company proposes to grant the new General Mandate to the Board by way of resolution at the AGM to allot, issue or deal with additional Domestic Shares and H Shares not exceeding 20% of the aggregate nominal values of the Domestic Shares and H Shares of the Company respectively in issue on the date of passing such resolution. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,876,156,000 Domestic Shares and 1,362,279,000 H Shares. Subject to the passing of the resolution related to the granting of the General Mandate and on the basis that no further Shares will be issued before the AGM, the Company will be allowed to issue a maximum of 375,231,200 Domestic Shares and 272,455,800 H Shares in accordance with the General Mandate. The General Mandate shall be effective from the time the resolution is passed 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 by the Articles of Association or other applicable laws to be held; (iii) the revocation or variation of the authority given under above-mentioned resolution by a special resolution of the Company in a general meeting. Any exercise of the power by the Board under the General Mandate shall comply with relevant requirements of the Listing Rules, the Articles of Association and relevant laws and regulations of the PRC. The Board has no plans to issue new Shares pursuant to the General Mandate at present.

**12. To consider and approve the proposed amendment to the Articles of Association**

To consider and approve the amendment of Article 101 of the Articles of Association to read as:

“The Company shall have a Board of Directors. The Board of Directors shall consist of 11 Directors, of which four shall be independent non-executive directors. The Board of Directors shall have one Chairman and two Vice Chairmen.”

The amendment to the Articles of Association will provide more flexibility in the governance structure of the Board (the proportion of executive directors to non-executive directors) comparing to the original provisions of the Articles of Association.

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## APPENDIX II BIOGRAPHICAL DETAILS OF PROPOSED DIRECTORS

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### 1. Particulars of the proposed non-executive Directors:

**Mr. Zhao Hui Ning**, aged 45, obtained a master's degree from Flinders University in a post-graduate course on international trade relations jointly offered by Nankai University and Flinders University, Australia. He is currently a non-executive Director and vice chairman of the Board. He was appointed as non-executive Director on 9 February 2010. Since October 2012, he has also been acting as chairman and general manager of HECIC. Mr. Zhao successively acted as an executive director and general manager of both Hebei Economic and Trade Investment Co., Ltd. and Hebei Information Industry Investment Co., Ltd., and vice chairman and general manager of HECIC.

**Mr. Xiao Gang**, aged 54, obtained a master's degree in business administration from Beijing Jiaotong University. He is a non-executive Director and vice chairman of the Board. He was appointed as non-executive Director on February 9, 2010. Since June 2007, he has been acting as deputy general manager of HECIC and manager of its Beijing operation. Mr. Xiao successively held various positions of HECIC, including cadre, deputy manager of capital department, manager of agricultural projects and manager and assistant to general manager of Beijing operation.

**Mr. Ma Guo Qing**, aged 44, obtained an executive MBA from Tianjin University. He is a full-time member of the board of directors of HECIC. He successively acted as deputy manager, manager and department head of the investment and development department of HECIC.

The Company will enter into a service contract with each of Mr. Zhao Hui Ning, Mr. Xiao Gang and Mr. Ma Guo Qing and their term of office shall be effective from the date of the AGM and end on the expiry of the term of the second session of the Board. They are eligible for re-election upon expiry of their term according to the Articles of Association. As non-executive Directors, Mr. Zhao Hui Ning, Mr. Xiao Gang and Mr. Ma Guo Qing will not receive any Director's fee or salary from the Company.

To the best of the knowledge of the Directors and save as disclosed above, Mr. Zhao Hui Ning, Mr. Xiao Gang and Mr. Ma Guo Qing 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. They do not have any relationship with any 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 date of this circular, they do 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 Mr. Zhao Hui Ning, Mr. Xiao Gang and Mr. Ma Guo Qing 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.

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## APPENDIX II BIOGRAPHICAL DETAILS OF PROPOSED DIRECTORS

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### 2. Particulars of the proposed Executive Directors:

**Dr. Cao Xin**, aged 41, obtained a doctorate in economics from Renmin University of China. He is currently a non-executive Director and chairman of the first session of the Board. He had acted as an executive Director and president of the Company from 9 February 2010 to 27 March 2013. Since June 2006, he has been acting as general manager of HECIC New-energy Co., Ltd. Dr. Cao successively served as the manager of the second public utilities department and the assistant to the general manager of HECIC.

**Mr. Gao Qing Yu**, aged 49, obtained a master's degree in business administration from The Open University of Hong Kong. He has been an executive Director and vice president of the Company since 9 February 2010. He has been acting as general manager of Hebei Natural Gas Company Limited from April 2010 to March 2013 and chairman of the labour union in such company from October 2004 to March 2013. From October 2004 to April 2010, Mr. Gao was the deputy general manager of Hebei Natural Gas Company Limited.

**Mr. Wang Hong Jun**, aged 48, obtained an MBA from Tianjin University. He is the Party Secretary of the Company. He successively acted as deputy office director and office director of HECIC.

**Mr. Zhao Hui**, aged 40, is an executive Director, vice president, secretary to the Board and the joint company secretary of the Company. He obtained a master's degree in business administration from Nankai University. He was appointed as executive Director of the Company on 9 February 2010. Mr. Zhao successively acted as the director of the board office of Shijiazhuang International Building (Group) Co., Ltd. and the secretary to the board of Joints Energy Investment Co., Ltd. and manager of its investment development department.

The Company will enter into a service contract with each of Dr. Cao Xin, Mr. Gao Qing Yu, Mr. Wang Hong Jun and Mr. Zhao Hui and their term of office shall be effective from the date of the AGM and end on the expiry of the term of the second session of the Board. They are eligible for re-election upon expiry of their term according to the Articles of Association.

As executive Directors, Dr. Cao Xin, Mr. Gao Qing Yu, Mr. Wang Hong Jun and Mr. Zhao Hui will not receive any Director's fee from the Company but will receive corresponding remuneration in accordance with the criteria of the Company's remuneration management in relation to the performance evaluation measures of operators, which include basic salary, performance bonuses and other benefits. Basic salary is determined in accordance with their positions in the Company, performance bonus is determined with reference to the Company's business performance and other benefits include statutory pension, medical and housing fund. The remuneration of Dr. Cao Xin, Mr. Gao Qing Yu, Mr. Wang Hong Jun and Mr. Zhao Hui will be determined at the end of each year and disclosed in the Company's annual report of the corresponding year.

To the best of the knowledge of the Directors and save as disclosed above, Dr. Cao Xin, Mr. Gao Qing Yu, Mr. Wang Hong Jun and Mr. Zhao Hui did not hold any directorship in other public companies the securities of which are listed on any securities market in Hong

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## APPENDIX II BIOGRAPHICAL DETAILS OF PROPOSED DIRECTORS

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Kong or overseas in the last three years. They do not have any relationship with any 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 date of this circular, they do 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 Dr. Cao Xin, Mr. Gao Qing Yu, Mr. Wang Hong Jun and Mr. Zhao Hui 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. Particulars of the proposed Independent Non-executive Directors:

**Mr. Qin Hai Yan**, aged 42, obtained a master's degree in business administration from Renmin University of China. He was appointed as Independent Non-executive Director on 5 March 2010 and he also serves as an independent non-executive director of Huaneng Renewables Corporation Limited. Mr. Qin is the standing director of China Renewable Energy Society, the secretary-general to the Wind Power Committee of China Renewable Energy Society, the deputy director of Climatic Resources Utilization Research Institute of Chinese Meteorological Society, the deputy director of Renewable Energy Committee of China Association of Resource Comprehensive Utilization and the honorary president of Wind Energy Industry Association of Huishan District, Wuxi City. In addition, he is a member of the National Wind Power Machinery Standardization and Technology Commission. Mr. Qin is also a part-time professor of Nanjing University of Technology.

**Mr. Ding Jun**, aged 50, graduated from the graduate school of China Academy of Social Sciences and obtained a master's degree in economics. He was appointed as Independent Non-executive Director on 5 March 2010. Mr. Ding is an associate researcher of Beijing Academy of Social Sciences Economics Research Institute, which he joined in 1992. Mr. Ding was also appointed as standing director and vice secretary-general of China Association for Studying the Construction of Well-off Society.

**Mr. Wang Xiang Jun**, aged 48, obtained a bachelor's degree in economics from Central University of Finance and Economics. He was appointed as Independent Non-executive Director on 5 March 2010. Since November 2005, Mr. Wang has been acting as associate professor of Hebei University of Economics and Business and is a part-time teacher of Accountant Service Centre of Hebei Finance Office. He is currently also a financial consultant of Hebei Information Industry and Accounting Association, Hebei Grain Group Co., Ltd., China Construction Bank (Hebei Branch), Finance Department of Hebei Publishing Group and Hebei Products (Group) Co., Ltd.

**Mr. Yue Man Yiu Matthew**, aged 51, graduated from the Chinese University of Hong Kong and obtained a bachelor's degree in business administration. He was appointed as Independent Non-executive Director on 28 June 2010. Mr. Yue has been acting as chief financial officer of Ko Shi Wai Holdings Limited since September 2009. He is currently an independent non-executive director of Asia Cassava Resources Holdings Limited and Royale

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## **APPENDIX II BIOGRAPHICAL DETAILS OF PROPOSED DIRECTORS**

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Furniture Holdings Limited. He is a fellow of the Association of Chartered Certified Accountants, a fellow of the Hong Kong Institute of Certified Public Accountants and a member of the Hong Kong Securities Institute.

The Company will enter into a service contract with each of Mr. Qin Hai Yan, Mr. Ding Jun, Mr. Wang Xiang Jun and Mr. Yue Man Yiu Matthew and their term of office shall be effective from the date of the AGM and end on the expiry of the term of the second session of the Board. They are eligible for re-election upon expiry of their term according to the Articles of Association.

As Independent Non-executive Directors, each of Mr. Qin Hai Yan, Mr. Ding Jun, Mr. Wang Xiang Jun and Mr. Yue Man Yiu Matthew will receive annual Director fees of HKD100,000 or RMB equivalent (tax inclusive, paid on quarterly basis, the Company being responsible for withholding personal income tax). Travel expenses incurred for the purposes of attending Board meetings of the Company, shareholders' general meetings and relevant activities organised by the Board will be borne by the Company.

To the best of the knowledge of the Directors and save as disclosed above, Mr. Qin Hai Yan, Mr. Ding Jun, Mr. Wang Xiang Jun and Mr. Yue Man Yiu Matthew 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. They do not have any relationship with any 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 date of this circular, they do 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 Mr. Qin Hai Yan, Mr. Ding Jun, Mr. Wang Xiang Jun and Mr. Yue Man Yiu Matthew 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.

**Particulars of the proposed non-employee representative Supervisors:**

**Mr. Yang Hong Chi**, aged 56, is the chairman of the first session of the Board of Supervisors. He graduated from Tianjin University. Since January 2006, Mr. Yang has been acting as chairman of the labour union of HECIC. From July 2000 to January 2006, he successively served as director of the general office of the Organization Department of Hebei Provincial Committee.

**Mr. Liu Jin Hai**, aged 40, obtained a master degree of business administration from Hebei University of Technology. Mr. Liu is a senior accountant in China. He is currently the general manager of HECIC Water investment Co., Ltd. From October 2009 to March 2013, he acted as the department head of the financial management department of HECIC. From May 2004 to October 2009, he successively acted as deputy chief accountant, head of finance and manager of finance department of Jointo Energy Investment Co., Ltd. From May 2001 to May 2004, he acted as manager of finance department of Shijiazhuang International Building (Group) Co., Ltd. From July 1996 to May 2001, he worked in the planning and finance department and finance department of Hebei Construction & Investment Corporation.

The Company will enter into a service contract with each of Mr. Yang Hong Chi and Mr. Liu Jin Hai and their term of office shall be effective from the date of the AGM and end on the expiry of the term of the second session of the Board of Supervisors. They are eligible for re-election upon expiry of their term according to the Articles of Association. As non-employee representative Supervisors, Mr. Yang Hong Chi and Mr. Liu Jin Hai will not receive any supervisors remuneration from the Company.

To the best of the knowledge of the Directors and save as disclosed above, Mr. Yang Hong Chi and Mr. Liu Jin Hai 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. They do not have any relationship with any 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 date of this circular, they do 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 Mr. Yang Hong Chi and Mr. Liu Jin Hai 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.