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CHINA SUNTIEN GREEN ENERGY CORPORATION LIMITED*
新天綠色能源股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 00956)

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2016

NOTICE IS HEREBY GIVEN that the First Extraordinary General Meeting in 2016 (the “**EGM**”) of China Suntien Green Energy Corporation Limited (the “**Company**”) will be held at 9:30 a.m. on Friday, 23 December 2016 at the Conference Room, 5/F., Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC, for the purpose of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the resolution in relation to the issuance of no more than RMB1.5 billion renewable corporate bonds by the Company (see the Appendix of this notice for details).
2. To consider and approve the resolution in relation to the issuance of no more than RMB1.5 billion super short-term commercial papers by the Company (see the Appendix of this notice for details).

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

Shijiazhuang City, Hebei Province, the PRC, 4 November 2016

Notes:

1. Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by way of a poll. As such, each of the resolutions set out in this notice of EGM will be voted by poll. Results of the poll voting will be published on the Company's website at www.suntien.com and the HKExnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the EGM.

2. Any shareholder (in case of a Corporate Shareholder, its duly authorised representative) entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.
3. In order to be valid, the proxy form together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and returned to the Company's registered office and headquarters in the PRC (for holders of domestic shares) or the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited (for holders of H shares), at least 24 hours before the EGM or any adjourned meeting thereof. Computershare Hong Kong Investor Services Limited is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. Completion and return of a proxy form will not preclude a shareholder from attending and voting at the EGM or any adjourned meeting thereof should he/she so wish.
4. The register of members of the Company will be closed, for the purpose of determining the entitlement of Shareholders to attend the EGM, from Wednesday, 23 November 2016 to Friday, 23 December 2016 (both days inclusive), during which period no transfer of shares will be registered. In order to attend the EGM, all instruments of transfers, accompanied by the relevant share certificates, must be lodged for registration with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for H shareholders) or the Company's registered office and headquarters in PRC (for domestic shareholders), not later than 4:30 p.m. on Tuesday, 22 November 2016. Shareholders who are registered with Computershare Hong Kong Investor Services Limited or the Company's registered office and headquarters in the PRC on or before the aforementioned date are entitled to attend the EGM.
5. In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
6. Shareholders of the Company intending to attend the EGM in person or by their proxies should return the reply slip for attending the EGM by 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 Investor Services Limited (for holders of H Shares) on or before Friday, 2 December 2016. The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.
7. The EGM is expected to be held for less than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.
8. A shareholder or his proxy should produce proof of identity when attending the EGM.
9. The Company's registered office and headquarters in the PRC is 9th Floor, Block A, Yuyuan Plaza, No. 9 Yuhua West Road, Shijiazhuang City, Hebei Province, the PRC.

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

* For identification purposes only

APPENDIX: DETAILS OF THE SPECIAL RESOLUTIONS

I. The resolution in relation to the issuance of no more than RMB1.5 billion renewable corporate bonds by the Company

In order to further optimise its debt structure, reduce funding cost, satisfy the funding requirement for the construction of wind farm projects, and enhance its economic efficiency and comprehensive competitiveness, the Company plans to issue renewable corporate bonds with an aggregate principal amount of no more than RMB1.5 billion in the PRC (the “**Corporate Bonds**”). Details of the proposal are as follows:

- (1) Issuer: China Suntien Green Energy Corporation Limited
- (2) Size of issuance: The aggregate principal amount of the Corporate Bonds shall be no more than RMB1.5 billion, which may be issued in one or multiple tranches
- (3) Method of issuance: Public issuance to qualified investors
- (4) Term: There is an option available to the Issuer to renew the Corporate Bonds at the end of each agreed term. The Corporate Bonds will be extended for 1 term if the option to renew is exercised by the Issuer, and will mature upon full payment if the option to renew is not exercised
- (5) Use of proceeds: The proceeds raised will be used to fund project investment, repay interest bearing debts, replenish liquidity, etc. The specific uses and the proportion of the proceeds to be allocate thereto will be determined by the Company according to its actual needs
- (6) Interest rate and determination method: The annual coupon rate and method of interest payment shall be determined by the Company in accordance with the requirements of laws, the market conditions as well as the relevant requirements under the corporate bonds
- (7) Trading and exchange markets: The Corporate Bonds are proposed to be listed and traded on the Shanghai Stock Exchange or other domestic stock exchanges recognised by the competent authorities
- (8) Guarantee: Guarantee will be given by Hebei Construction & Investment Group Co., Ltd. The specific guarantee arrangement will be determined in accordance with the market environment and regulatory requirements

- (9) Method of underwriting: The lead underwriter will organise an underwriting syndicate to underwrite the Corporate Bonds by taking up the unsubscribed Corporate Bonds
- (10) Terms for deferring interest payment: Save for the occurrence of any mandatory interest payment event, on every interest payment date of the Corporate Bonds, the Company has an option to defer the interest payment for the current period, and all the interest deferred and brought forward from prior periods and the yields thereby arising according to this term, to the next interest payment date, and there is no limitation on the number of times of deferring interest payment; such interest deferral shall not constitute failure of the Company to pay interest fully as agreed. Interest shall be accrued on each deferred interest at the coupon rate prevailing at the current period
- (11) Mandatory interest payment and restrictions on interest deferral: In the event that any of the following matters occurred in the 12 months prior to the interest payment date, the Company is prohibited from deferring the payment of interest for the current period and all the interest deferred and brought forward from prior periods and the yields thereby arising:
- a) dividend distribution to holders of ordinary shares
 - b) reduction of registered capital
- In the event that the Company has deferred any interest payment, it is prohibited from taking any of the following actions until all the interest deferred and the yields thereby arising are fully settled:
- a) dividend distribution to holders of ordinary shares
 - b) reduction of registered capital,
- save for redemption and cancellation of shares as a result of the stock incentive scheme or redemption and cancellation of ordinary shares with the proceeds from issuing preference shares
- (12) Validity period of the resolution: 12 months commencing from the date of approval of the resolution at the general meeting of the Company

It is proposed that the general meeting authorises the Board, and the Board will further authorise Mr. Gao Qing Yu, President, (the “**Board’s Authorised Person**”) to handle with absolute discretion, all the relevant matters regarding the issuance and listing of the Corporate Bonds, in accordance

with requirements of the relevant laws and regulations as well as the opinions and recommendations of the regulatory authorities, under the framework and principles of the Corporate Bonds issuance proposal as approved by the general meeting and based on the principle of maximizing the Company's interests, including but without limitation:

1. To the extent permitted by the laws and regulations, formulating the specific issuance proposal and amending and adjusting the terms of the issuance based on the specific conditions of the Company and the market, including but without limitation the specific quantity to be issued, whether to issue in tranches and in various types, arrangement of the amount to be issued and the period of each tranche and type, the issue price, the targeted subscribers, the coupon rate or its method of determination, the timing of issuance, time and method of principal and interest payments, whether to provide repurchase terms or redemption terms, particulars of the use of proceeds, the measures to ensure debt repayment, the measures to mitigate repayment risks, matters relating to guarantee, listing of the bonds, place of issuing and listing of the bonds, the specific subscription method, the specific placement arrangement, etc. and all matters relating to the terms of issuance;
2. Engaging intermediaries, signing, executing, amending and completing all agreements and documents relating to the issuance and listing of the Corporate Bonds, and matters related to reporting, listing application and disclosure;
3. Selecting trustee(s) for the Corporate Bonds, executing the trust agreement(s) and formulating rules for meetings of the bondholders;
4. Undertaking negotiations relating to the issuance and listing of the Corporate Bonds on behalf of the Company, executing all relevant agreements and other necessary documents and making appropriate disclosures;
5. In case there is any change in policies of the regulatory authorities in respect of the issuance of the Corporate Bonds or change in market condition, authorising the Board or the Board's Authorised Person to make relevant adjustments to matters relating to the specific proposal for the issuance of the Corporate Bonds in accordance with the opinions of the regulatory authorities, or to determine whether to continue to proceed with all or part of the work in respect of the issuance of the Corporate Bonds based on the actual circumstances, except for matters which requires re-approval by the shareholders at the general meeting pursuant to the relevant laws, regulations and the articles of association of the Company;
6. After completion of the issuance, handling matters relating to the listing application of the Corporate Bonds;
7. Handling all other matters relating to the issuance and listing of the Corporate Bonds; and
8. This authorisation is valid from the date of approval at the general meeting to the date the resolution of the EGM relating to the issuance of the Corporate Bonds has lapsed or the above authorised matters are completed, whichever earlier.

II. The resolution in relation to the issuance of no more than RMB1.5 billion super short-term commercial papers by the Company

In order to further optimise its debt structure, increase the proportion of short-term debt financing, replenish liquidity and reduce funding cost effectively, the Company plans to issue super short-term commercial papers of no more than RMB1.5 billion in the PRC (the “SSCP”). Details of the proposal are as follows:

- (1) Size of issuance: The total registered amount of the SSCP shall be no more than RMB1.5 billion
- (2) Date of issuance: To be issued in one or multiple tranches within the valid period of the registration notice issued by the National Association of Financial Market Institutional Investors based on the actual operation condition of the Company
- (3) Term: The term of each tranche of the SSCP will be no more than 270 days
- (4) Use of proceeds: The proceeds from the SSCP will be used to replenish liquidity, repay bank borrowings, etc., and the specific uses and the proportion of the proceeds to be allocated thereto will be determined by the Company according to its actual needs
- (5) Interest rate and determination method: To be determined by the Company in accordance with the requirements of laws, market conditions as well as the relevant requirements on interest rate management for debt financing instruments
- (6) Guarantee: There is no guarantee for the SSCP
- (7) Method of underwriting: The lead underwriter will organise an underwriting syndicate to underwrite the SSCP by taking up the unsubscribed SSCP
- (8) Trading and exchange markets: After completion of each commercial paper issuance, the commercial papers will be traded in the interbank bond market of the PRC from the next business day following the registration date of the creditors’ rights
- (9) Registrar and Depository: The SSCP will be in registered form and to be registered with and under the custody of Shanghai Clearing House. Shanghai Clearing House will be the authorised debt registrar of the SSCP, which will be responsible for, after the completion of the issuance, the creditors’ rights management, protection of interests, acting as the paying agent and providing relevant information to investors

- (10) Measures to ensure debt repayment: The Company undertakes to at least implement the following measures in case the Company anticipates that it is unable to repay the principal and interest of the SSCP as scheduled, or it is unable to repay the principal and interest of the bonds when they become due:
- a) Not to distribute dividends to the shareholders;
 - b) Suspend the implementation of projects that incur capital expenditure such as material external investments, mergers and acquisitions, etc.;
 - c) Adjust, reduce or cease to pay the salary and bonus of the Directors and senior management; and
 - d) Prohibit re-designation of key personnel who are accountable for such event.
- (11) Valid period of the resolution: After the approval of the issuance of the SSCP at the EGM, the resolution will be valid within the registered term of the SSCP

It is proposed that the general meeting authorises the Board, and the Board will further authorise Mr. Gao Qing Yu, President, (the “**Board’s Authorised Person**”) to handle with absolute discretion, all the relevant matters regarding the registration, issuance and listing of the SSCP, in accordance with requirements of the relevant laws and regulations as well as the opinions and recommendations of the regulatory authorities, under the framework and principles of the SSCP issuance proposal as approved by the general meeting and based on the principle of maximizing the Company’s interests, including but without limitation:

1. To the extent permitted by the laws and regulations, formulating the specific issuance proposal of the SSCP and amending and adjusting the terms of the issuance based on the specific conditions of the Company and the market, including but without limitation whether to issue in tranches, the arrangement relating to the quantity, amount and period of each issuance, the terms of the issuance, issue price, targeted subscribers, coupon rate or its determination method, timing of issuance, time and method of principal and interest payments, whether to provide repurchase terms or redemption terms, particulars of the use of proceeds, the measures to ensure debt repayment, the measures to mitigate repayment risks, matters relating to guarantee, listing, issuance, registration and custody of the commercial papers, the specific subscription method, the specific placement arrangement, etc. and all matters relating to the terms of issuance;
2. Engaging intermediaries, signing, executing, amending and completing all agreements and documents relating to the registration, issuance and listing of the SSCP, and matters related to reporting, listing application and disclosure;

3. Formulating management rules on the disclosures relating to debt financing instruments;
4. Undertaking negotiations relating to the registration, issuance and listing of the SSCP on behalf of the Company, executing all relevant agreements and other necessary documents and making appropriate disclosures;
5. In case there is any change in policies of the regulatory authorities in respect of the registration and issuance of the SSCP or change in market condition, authorising the Board or the Board's Authorised Person to make relevant adjustments to matters relating to the specific proposal for the registration and issuance of the SSCP in accordance with the opinions of the regulatory authorities, or to determine whether to continue to proceed with all or part of the work in respect of the issuance of the SSCP based on the actual circumstances, except for matters which requires re-approval by the shareholders at the general meeting pursuant to the relevant laws, regulations and the articles of association of the Company;
6. Deciding/handling all other specific matters relating to the registration and issuance of the SSCP; and
7. This authorisation is valid from the date of approval at the general meeting to the date the SSCP registration expires or the above authorised matters are completed, whichever earlier.

III. Recommendation

The Board believes that the special resolutions in relation to the issuance of the renewable corporate bonds and the super short-term commercial papers to be proposed at the EGM are in the best interests of the Company and the shareholders. As such, the Board recommends the shareholders to vote in favour of the special resolutions to be proposed at the EGM.