

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

CONNECTED TRANSACTION AND DISCLOSABLE TRANSACTION – EQUITY TRANSFER AND CAPITAL CONTRIBUTION OF SHENZHEN HUIHAI

The Board hereby announces that Shenzhen Huihai, a wholly-owned subsidiary of the Company, proposes to increase its registered capital and to convert into a joint stock company with limited liability. The Huihai Transaction will be conducted in two steps: (i) the Group will first dispose part of its equity interests in Shenzhen Huihai to connected persons; and (ii) secondly, the connected person will subscribe for the increased registered capital of Shenzhen Huihai. Upon completion of the Huihai Transaction, the total equity interests of Shenzhen Huihai held by the Group will reduce from 100% to 30% and Shenzhen Huihai will cease to be a subsidiary of the Company. Subsequently, Shenzhen Huihai will be converted from a limited liability company into a joint stock company with limited liability.

THE HUIHAI EQUITY TRANSFER

As at the date of this announcement, Suntien Shenzhen and Suntien HK, both of which are subsidiaries of the Company, hold 75% and 25% equity interests in Shenzhen Huihai, respectively. On 12 April 2017, Suntien Shenzhen entered into the Equity Transfer Agreement 1 with JEI, pursuant to which Suntien Shenzhen agrees to dispose a 26.25% equity interest in Shenzhen Huihai to JEI. On the same day, Suntien HK entered into the Equity Transfer Agreement 2 with Yanshan International, pursuant to which Suntien HK agrees to dispose a 8.75% equity interest in Shenzhen Huihai to Yanshan International. Upon completion of the Huihai Equity Transfer, the Company will hold an aggregate of 65% equity interest in Shenzhen Huihai through Suntien Shenzhen and Suntien HK.

THE HUIHAI CAPITAL CONTRIBUTION

Upon completion of the Huihai Equity Transfer, JEI, Yanshan International, Suntien Shenzhen, Maotian Capital, HECIC and Suntien HK will enter into the Capital Contribution Agreement, pursuant to which JEI, Yanshan International, Maotian Capital and HECIC will subscribe for RMB121.25 million, RMB123.75 million, RMB55 million and RMB50 million of the increased registered capital of Shenzhen Huihai, respectively.

Upon completion of the Huihai Capital Contribution, the registered capital of Shenzhen Huihai will increase from RMB300 million to RMB650 million and the shareholding of Shenzhen Huihai held by the Company through Suntien Shenzhen and Suntien HK will decrease to 30%.

IMPLICATION UNDER THE LISTING RULES

HECIC is the controlling shareholder of the Company. JEI, Yanshan International and Maotian Capital are subsidiaries of HECIC, and accordingly, are associates of HECIC. Therefore, according to the requirements under the Listing Rules, HECIC, JEI, Yanshan International and Maotian Capital are connected persons of the Company. The Huihai Transaction constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio of the Huihai Transaction exceeds 5% but is less than 25%, the Huihai Transaction is subject to the reporting, announcement, annual review and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. Furthermore, the Huihai Transaction is also a discloseable transaction under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements, but is exempt from the shareholders' approval requirements thereunder.

The Company has formed the Independent Board Committee comprising all of its independent non-executive Directors (namely, Mr. Qin Hai Yan, Mr. Ding Jun, Mr. Wang Xiang Jun and Mr. Yue Man Yiu Matthew) in relation to the Huihai Transaction. Furthermore, Gram Capital Limited (a licensed corporation licensed to carry on type 6 (advising on corporate finance) regulated activities under the SFO) has been appointed as the independent financial advisor by the Company to advise the Independent Board Committee and Independent Shareholders in relation to the Huihai Transaction.

The Company shall seek approval from the Independent Shareholders in relation to the Huihai Transaction at the AGM. According to the Listing Rules, the Company is required to dispatch a circular to its shareholders within 15 business days after the publication of this announcement, which will set out, among other things, (i) details of the Huihai Transaction; (ii) the letter from the Independent Board Committee setting out its recommendations to the Independent Shareholders; and (iii) the letter of advice from the independent financial advisor to the Independent Board Committee and the Independent Shareholders.

As the Huihai Transaction is conditional upon the satisfaction of certain conditions as set out in the Equity Transfer Agreements and the Capital Contribution Agreement, the Huihai Transaction may or may not proceed. Shareholders of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company.

The Board hereby announces that Shenzhen Huihai, a wholly-owned subsidiary of the Company, proposes to increase its registered capital and to convert into a joint stock company with limited liability. The Huihai Transaction will be conducted in two steps: (i) the Group will first dispose part of its equity interests in Shenzhen Huihai; and (ii) secondly, the connected persons will subscribe for the increased registered capital of Shenzhen Huihai. Upon completion of the Huihai Transaction, the shareholding of Shenzhen Huihai held by the Group will reduce from 100% to 30% and Shenzhen Huihai will cease to be a subsidiary of the Company. Subsequently, Shenzhen Huihai will be converted from a limited liability company into a joint stock company with limited liability.

I. THE HUIHAI EQUITY TRANSFER

As at the date of this announcement, Suntien Shenzhen and Suntien HK, both of which are subsidiaries of the Company, hold 75% and 25% equity interests in Shenzhen Huihai, respectively. On 12 April 2017, Suntien Shenzhen entered into the Equity Transfer Agreement 1 with JEI, pursuant to which Suntien Shenzhen agrees to dispose a 26.25% equity interest in Shenzhen Huihai to JEI. On the same day, Suntien HK entered into the Equity Transfer Agreement 2 with Yanshan International, pursuant to which Suntien HK agrees to dispose a 8.75% equity interest in Shenzhen Huihai to Yanshan International. Upon completion of the Huihai Equity Transfer, the Company will hold an aggregate of a 65% equity interest in Shenzhen Huihai through Suntien Shenzhen and Suntien HK.

The salient terms of the Equity Transfer Agreements are as follows:

Parties

- (a) Equity Transfer Agreement 1: Suntien Shenzhen (as Transferor) and JEI (as Transferee); and
- (b) Equity Transfer Agreement 2: Suntien HK (as Transferor) and Yanshan International (as Transferee).

The execution and effective date of the agreement

The Equity Transfer Agreements were signed and sealed by the parties on 12 April 2017, and shall become effective only upon obtaining the approvals from the shareholders at a general meeting of the Company and from the competent regulatory authorities.

Salient terms

(1) The price of the Huihai Equity Transfer and the deadline and method of payment for the consideration

According to the audited financial statements of Shenzhen Huihai, which was prepared based on the Generally Accepted Accounting Principles of the PRC, the audited net assets value of Shenzhen Huihai as at the Audit and Valuation Reference Date was approximately RMB196.6906 million, and according to the assets valuation of Shenzhen Huihai undertaken by an independent third-party valuer using the asset-based approach, its net assets value was approximately RMB196.6941 million. The valuation amount is approximately RMB3,500 higher than the book value of Shenzhen Huihai. Given the insignificant difference, the parties recognized the audited net assets value of Shenzhen Huihai as RMB196.6906 million, by reference to which to determine the price of the Huihai Equity Transfer.

Suntien Shenzhen holds a 75% equity interest in Shenzhen Huihai and has contributed RMB146.25 million to the registered capital, while the outstanding contribution amount of RMB78.75 million remains unpaid. Suntien HK holds a 25% equity interest in Shenzhen Huihai and has contributed RMB48.75 million to the registered capital, while the outstanding contribution amount of RMB26.25 million remains unpaid.

Pursuant to the Equity Transfer Agreements, Suntien Shenzhen agrees to transfer to JEI a 26.25% equity interest in Shenzhen Huihai which corresponds to RMB78.75 million unpaid capital at the price of RMB78.75 million, while Suntien HK agrees to transfer a 8.75% equity interest in Shenzhen Huihai which corresponds to RMB26.25 million unpaid capital to Yanshan International at the price of RMB26.25 million. The Transferees will deposit their payments directly to the designated bank account of Shenzhen Huihai for paying up the unpaid capital.

(2) Subsequent arrangement on capital contribution and subscription

Shenzhen Huihai has made arrangements to introduce new shareholders subsequent to its increase of registered capital and on joint stock reformation. The Transferees have unconditionally undertaken to give its consent to, and will cooperate with, such arrangements.

(3) Share of profit and loss (indebtedness of debenture inclusive) of Shenzhen Huihai

In the event that, at the time of signing of the Equity Transfer Agreement, the Transferor fails to honestly disclose to the Transferee the existing debts and liabilities of Shenzhen Huihai prior to the signing and, in the ensuing event if, the Transferee suffers a loss after it becomes a shareholder of Shenzhen Huihai, the Transferee has a right to seek compensation from the Transferor.

II. THE HUIHAI CAPITAL CONTRIBUTION

Upon completion of the Huihai Equity Transfer, JEI, Yanshan International, Suntien Shenzhen, Maotian Capital, HECIC and Suntien HK will enter into the Capital Contribution Agreement, pursuant to which JEI, Yanshan International, Maotian Capital and HECIC will subscribe for RMB121.25 million, RMB123.75 million, RMB55 million and RMB50 million of the increased registered capital of Shenzhen Huihai, respectively. Upon completion of the Huihai Capital Contribution, the registered capital of Shenzhen Huihai will increase from RMB300 million to RMB650 million and the shareholding of Shenzhen Huihai held by the Company through Suntien Shenzhen and Suntien HK will reduce to 30%.

The salient terms of the Capital Contribution Agreement are as follows:

Parties

- a. JEI;
- b. Yanshan International;
- c. Suntien Shenzhen;
- d. Maotian Capital;
- e. HECIC; and
- f. Suntien HK.

The execution and effective date of the Capital Contribution Agreement

Upon completion of the Huihai Equity Transfer, the Capital Contribution Agreement will be signed and sealed by each party therein and shall become effective only upon obtaining the approvals from the governing body of the parties and the approval from the Company's Independent Shareholders.

Salient terms

(1) Increase of Registered Capital and Issue of Shares

Shenzhen Huihai will increase its registered capital by RMB350 million, for which JEI, Yanshan International, Maotian Capital and HECIC will subscribe for RMB121.25 million, RMB123.75 million, RMB55 million and RMB50 million, respectively.

Upon completion of the Huihai Capital Contribution, the registered capital of Shenzhen Huihai will increase from RMB300 million to RMB650 million. JEI, Yanshan International, Suntien Shenzhen, Maotian Capital, HECIC and Suntien HK will each hold a 30.769%, 23.077%, 22.50%, 8.462%, 7.692% and 7.50% equity interest in Shenzhen Huihai, respectively.

The parties recognized the net assets value of Shenzhen Huihai as RMB196.6906 million according to the audited book value of Shenzhen Huihai, which was used as the basis to determine the value of the equity interests of Shenzhen Huihai, and to further determine the shareholding of each party after the Huihai Capital Contribution.

The subscribers shall pay their respective subscription amounts into the designated bank account of Shenzhen Huihai within 20 days after the the Capital Contribution Agreement is signed and takes effect and the Change of AIC Registration is completed.

(2) *Transition Arrangement*

During the transition period commencing from the Audit and Valuation Reference Date to the completion date of the Change of AIC Registration:

- (i) Suntien Shenzhen and Suntien HK shall perform its management obligations in good faith to manage the business of Shenzhen Huihai, and shall not carry out any acts that may be harmful to Shenzhen Huihai.
- (ii) Prior to the completion of the Change of AIC Registration in respect of the Huihai Capital Contribution, Shenzhen Huihai shall not distribute any profit. Upon completion of the Change of AIC Registration, its shareholders are entitled to, based on their respective proportions of capital contributed, share the profit of Shenzhen Huihai for the month in which the Change of AIC Registration is completed and thereafter. The profit of Shenzhen Huihai (which shall be determined according to the financial statements of Shenzhen Huihai for the preceding month) before the completion date of the Change of AIC Registration shall be shared by Suntien Shenzhen and Suntien HK in the proportion of 75 : 25 respectively.

(3) *Corporate Governance*

Upon completion of the Huihai Capital Contribution, the arrangements on the nomination of the relevant personnel of Shenzhen Huihai are as follows:

- (i) The board of directors shall comprise seven directors: JEI shall be entitled to appoint two directors while each of Yanshan International, Suntien Shenzhen, Maotian Capital and Suntien HK shall be entitled to appoint one director; and one director will be elected by the staff representative meeting. The board shall have one chairman and one vice chairman, which the chairman will be elected from the directors appointed by JEI.
- (ii) The supervisory committee shall comprise three supervisors: each of Maotian Capital and Suntien HK shall appoint one supervisor while the staff representative supervisor shall be elected by the staff representative meeting. The supervisory committee will have one chairman who will be elected by the majority of all supervisors.

- (iii) The general manager and deputy general managers shall be appointed or dismissed by the board of directors, and the candidate for the role of general manager will be nominated by Yanshan International.

(4) Rights of the parties

The parties are entitled to share the profit, risk and loss of Shenzhen Huihai according to their respective proportions of capital contributed. In the event that Shenzhen Huihai further increases its registered capital, the parties shall have the pre-emptive right to subscribe for the increased capital (excluding the Huihai Capital Contribution) according to their respective proportions of capital contributed.

III. INFORMATION OF SHENZHEN HUIHAI

Shenzhen Huihai was established on 27 August 2015 under the laws of the PRC. Prior to the completion of the Huihai Capital Contribution, it is a subsidiary of the Company. It is primarily engaged in financial leasing, leasing, purchase of leased properties in the PRC and overseas, disposal of residual value of leased properties, maintenance and consultation on leasing transactions, and the provision of guarantees.

Pursuant to the audited financial statements of Shenzhen Huihai prepared under the Generally Accepted Accounting Principles of the PRC, the audited net profit/loss before and after tax and extraordinary items of Shenzhen Huihai for the financial years ended 31 December 2015 and 2016 were as follows:

	For the financial year ended 31 December 2015 (RMB)	For the financial year ended 31 December 2016 (RMB)
Audited net profit (before tax and extraordinary items) (“-” for loss)	-254,092.53	2,568,501.21
Audited net profit (after tax and extraordinary items) (“-” for loss)	-254,092.53	1,944,656.38

The shareholdings of Shenzhen Huihai before and after Huihai Transaction are as follow:

Contributor	Before completion of the Huihai Equity Transfer		After completion of the Huihai Equity Transfer and before the Huihai Capital Contribution		After the Huihai Capital Contribution			Method of contribution
	Subscribed registered capital	Proportion of capital contributed	Subscribed registered capital	Proportion of capital contributed	Subscribed registered capital	Contributed amount	Proportion of capital contributed	
	(RMB million)		(RMB million)		(RMB million)	(RMB million)		
JEI	-	-	78.75	26.25%	121.25	200.00	30.769%	Cash
Yanshan International	-	-	26.25	8.75%	123.75	150.00	23.077%	Cash
Suntien Shenzhen	225.00	75%	146.25	48.75%	-	146.25	22.5%	Cash
Maotian Capital	-	-	-	-	55.00	55.00	8.462%	Cash
HECIC	-	-	-	-	50.00	50.00	7.692%	Cash
Suntien HK	75.00	25%	48.75	16.25%	-	48.75	7.5%	Cash
Total	300.00	100%	300.00	100.00%	350.00	650.00	100.00%	

In accordance with the Equity Transfer Agreements and the Capital Contribution Agreement, the undistributed profits of Shenzhen Huihai will be distributed to Suntien Shenzhen and Suntien HK prior to the completion of the Huihai Transaction. However, according to the relevant PRC laws, the surplus reserves of RMB0.19 million retained in Shenzhen Huihai cannot be distributed to shareholders, and is required to be retained in Shenzhen Huihai. As the amount is relatively small, the losses sustained as a result of the Huihai Transaction will have no material impact on the Group's financial position. Upon completion of the Huihai Transaction, Shenzhen Huihai will cease to be a subsidiary of the Company and will become an associated company of the Company, and the accounts of Shenzhen Huihai attributable to the Group will be recorded in the financial statements of the Group based on the equity method.

Upon completion of the Huihai Transaction, Shenzhen Huihai will be converted to a joint stock company with limited liability. If any agreement, document or arrangement is required to be entered into, signed or proceeded with in relation to the joint stock reformation of Shenzhen Huihai and contains material terms that are not disclosed in this announcement, or leads to any substantial amendment to the agreements disclosed herein, the Company will make further announcement(s) as and when appropriate.

IV. REASONS FOR AND BENEFITS OF THE HUIHAI TRANSACTION

As the principal businesses of the Group are new energy and the principal business of Shenzhen Huihai is financial leasing, the disposal of Shenzhen Huihai will allow the Company to better concentrate its capital in the development of its wind power and natural gas businesses which is in line with the Company's development strategy.

With the addition of various shareholders with different backgrounds, it is expected that the asset scale of Shenzhen Huihai will enlarge significantly while the Group will be able to access more potential funding through financial leasing to finance its future new energy projects. In future, the Group will also be able to make use of the financial lease platform of Shenzhen Huihai to raise fund by other means to the extent permitted by applicable laws and regulations, so as to reduce the cost of financing.

Having considered the above, the Board (excluding the independent non-executive Directors whose views will be given after taking into account the advice by the independent financial advisor) considers that the Equity Transfer Agreements and the Capital Contribution Agreement and the transactions thereunder are fair and reasonable, on normal commercial terms and in the interests of the Company and its Shareholders as a whole.

V. GENERAL

Information of the Company

The Company is one of the leading clean energy companies in Northern China. Its scope of business includes: (i) investment in exploration and utilization projects of natural gas, liquefied natural gas, compressed natural gas, coalbed methane and coal-made natural gas; (ii) investment in the development of new energy projects such as wind power, solar power and nuclear energy; and (iii) development of new energy technology and technical services.

JEI

JEI is a company listed on the Shenzhen Stock Exchange (stock code: 000600), in which HECIC has a controlling interest. The principal business of JEI is investment, construction, operation and management of energy projects (mainly in the power generation industry).

Yanshan International

Yanshan International is a company incorporated in Hong Kong and is a wholly-owned subsidiary of HECIC. As an overseas investment and financing entity of HECIC, Yanshan International leverages the advantage of Hong Kong as an international financial center to integrate all sorts of resources and allocating funds to invest in overseas as well as domestic markets.

Suntien Shenzhen

Suntien Shenzhen is a company established in Shenzhen, the PRC and is primarily engaged in the industrial investment management of new energy and clean energy projects; assets and supply chain management of new energy and clean energy projects; research and technology development, consultation, provision of service and technology transfer of the new energy and clean energy projects.

Maotian Capital

Maotian Capital is a company established in Shijiazhuang, the PRC and is primarily engaged in investment by means of equity investment and entrusted loan, provision of pledge and guarantee for the enterprises, investment management for investment projects, assets entrusted management, investment consultation services, and lease of real estate.

HECIC

HECIC is a wholly state-owned enterprise incorporated under the approval of the People's Government of Hebei Province and is under the direct supervision of the State-owned Assets Supervision and Administration Commission of the People's Government of Hebei Province. It is primarily engaged in the investment in, and construction of, infrastructure industries and pillar industries of Hebei Province, such as energy and transportation.

Suntien HK

Suntien HK is a company incorporated in Hong Kong and is primarily engaged in domestic and overseas investment projects of new energy, overseas financing business and relation maintenance with overseas investors.

VI. IMPLICATION UNDER THE LISTING RULES

HECIC is the controlling shareholder of the Company. JEI, Yanshan International and Maotian Capital are subsidiaries of HECIC, and accordingly, are associates of HECIC. Therefore, according to the requirements under the Listing Rules, HECIC, JEI, Yanshan International and Maotian Capital are connected persons of the Company. The Huihai Transaction constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratio of the Huihai Transaction exceeds 5% but is less than 25%, the Huihai Transaction is subject to the reporting, announcement, annual review and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. Furthermore, the Huihai Transaction is also a discloseable transaction under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements, but is exempt from the shareholders' approval requirements thereunder.

Given that five Directors, namely Dr. Cao Xin, Dr. Li Lian Ping, Mr. Qin Gang, Ms. Sun Min and Mr. Wu Hui Jiang hold office in HECIC, they have abstained from voting on the Board resolution on approving the Huihai Transaction as required under the Articles of Association of the Company. Save as disclosed, none of the Directors has any material interests in the Huihai Transaction and hence no other Director is required to abstain from voting in the relevant Board resolution.

The Company has formed the Independent Board Committee comprising all of its independent non-executive Directors (namely, Mr. Qin Hai Yan, Mr. Ding Jun, Mr. Wang Xiang Jun and Mr. Yue Man Yiu Matthew) in relation to the Huihai Transaction. Furthermore, Gram Capital Limited (a

licensed corporation licensed to carry on type 6 (advising on corporate finance) regulated activities under the SFO) has been appointed as the independent financial advisor by the Company to advise the Independent Board Committee and Independent Shareholders in relation to the Huihai Transaction and the transactions thereunder.

The Company shall seek the approval from the Independent Shareholders in relation to the Huihai Transaction at the AGM. According to the Listing Rules, the Company is required to dispatch a circular to its shareholders within 15 business days after the publication of this announcement, which will set out, among other things, (i) details of the Huihai Transaction; (ii) the letter from the Independent Board Committee setting out its recommendations to the Independent Shareholders; and (iii) the letter of advice from the independent financial advisor to the Independent Board Committee and the Independent Shareholders.

As the Huihai Transaction is conditional upon the satisfaction of certain conditions as set out in Equity Transfer Agreements and Capital Contribution Agreement, the Huihai Transaction may or may not proceed. Shareholders of the Company and potential investors are advised to exercise caution when dealing in the securities of the Company.

VII. DEFINITIONS

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

“AGM”	means the Company’s annual general meeting for 2016 to be held at the Conference Room, 5/F., Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC at 9:00 a.m., Thursday, 8 June 2017;
“associate (s)”	has the meaning ascribed to it in the Listing Rules;
“Audit and Valuation Reference Date”	means 31 December 2016;
“Board”	means the board of directors of the Company;
“Capital Contribution Agreement”	means the capital contribution and subscription agreement to be entered into by and among JEI, Yanshan International, Suntien Shenzhen, Maotian Capital, HECIC and Suntien HK in relation to the increase of registered capital of Shenzhen Huihai upon completion of the Huihai Equity Transfer;
“Change of AIC Registration”	means Shenzhen Huihai’s change of company registration records with the competent Industry and Commerce Administration Bureau in the PRC in connection with the Huihai Transaction according to the PRC laws;

“Company”	means China Suntien Green Energy Corporation Limited (新天綠色能源股份有限公司), a joint stock company incorporated in the PRC with limited liability on 9 February 2010, whose H shares are listed on the Main Board of the Stock Exchange;
“connected person (s)”	has the meaning ascribed to it in the Listing Rules;
“controlling shareholder”	has the meaning ascribed to it in the Listing Rules;
“Director (s)”	means the director (s) of the Company;
“Equity Transfer Agreement”	means the Equity Transfer Agreement 1 or Transfer Agreement 2, or both of them, as the context requires;
“Equity Transfer Agreement 1”	means the Equity Transfer Agreement dated 12 April 2017 to be entered into by and between Suntien Shenzhen and JEI;
“Equity Transfer Agreement 2”	means the Equity Transfer Agreement dated 12 April 2017 entered into by and between Suntien HK and Yanshan International;
“Group”	means the Company and its subsidiaries;
“HECIC”	means Hebei Construction & Investment Group Co., Ltd. (河北建設投資集團有限責任公司), a wholly state-owned enterprise incorporated in the PRC, and one of the promoters, the controlling shareholder and a connected person of the Company;
“Independent Board Committee”	means an independent board committee of the Company, comprising all of the independent non-executive Directors, namely, Mr. Qin Hai Yan, Mr. Ding Jun, Mr. Wang Xiang Jun and Mr. Yue Man Yiu Matthew, which is formed to advise the Independent Shareholders in respect of the Huihai Transaction;
“Independent Shareholders”	refers to the shareholders of the Company other than HECIC and its associates;
“Hong Kong”	means the Hong Kong Special Administrative Region of the PRC;
“Huihai Capital Contribution”	means the increase in the registered capital of Shenzhen Huihai by RMB 350 million, which will be subscribed by JEI, Yanshan International, Maotian Capital and HECIC, following the completion of the Huihai Equity Transfer;

“Huihai Equity Transfer”	means the transactions in relation to the transfer of a 26.25% equity interest in Shenzhen Huihai to JEI by Suntien Shenzhen and the transfer of a 8.75% equity interest in Shenzhen Huihai to Yanshan International by Suntien HK;
“Huihai Transaction”	means the Huihai Equity Transfer and the Huihai Capital Contribution;
“JEI”	means Jointo Energy Investment Co., Ltd. (河北建投能源投資股份有限公司) (formerly known as Shijiazhuang International Building (Group) Co., Ltd. (石家莊國際大廈(集團)股份有限公司)), a company listed on the Shenzhen Stock Exchange (stock code: 000600), which is controlled by HECIC and a connected person of the Company;
“Listing Rules”	means the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time;
“Maotian Capital”	means Maotian Capital Company Limited (茂天資本有限責任公司), a company established in Shijiazhuang, the PRC with limited liability and a connected person of the Company;
“PRC”	means the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong, Macau Special Administrative Region and Taiwan;
“RMB”	means Renminbi, the lawful currency of the PRC;
“SFO”	means the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
“Shenzhen Huihai”	means Shenzhen Suntien Huihai Financial Leasing Co., Ltd. (深圳新天匯海融資租賃有限公司), a company established in Shenzhen, the PRC and a subsidiary of the Company before the completion of the Huihai Transaction;
“Stock Exchange”	means The Stock Exchange of Hong Kong Limited;
“subsidiaries”	has the meaning ascribed to it in the Listing Rules;
“Suntien HK”	means Suntien Green Energy (Hong Kong) Corporation Limited (新天綠色能源(香港)有限公司), a company incorporated in Hong Kong with limited liability and a subsidiary of the Company;

“Suntien Shenzhen”	means Shenzhen Suntien Green Energy Investment Company Limited (深圳新天綠色能源投資有限公司), a company established in Shenzhen, the PRC with limited liability and a subsidiary of the Company prior to the completion of the Huihai Transaction;
“Transferor”	means Suntien Shenzhen or Suntien HK, or both of them, as the context requires;
“Transferee”	means JEI or Yanshan International, or both of them, as the context requires; and
“Yanshan International”	means Yanshan International Investment Company Limited (燕山國際投資有限公司), a company incorporated in Hong Kong with limited liability and a connected person of the Company.

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

Shijiazhuang City, Hebei Province, the PRC
12 April 2017

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, Ms. Sun Min and Mr. Wu Hui Jiang; the executive Director of the Company is 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*