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

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

**(Stock Code: 00956)**

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
PROPOSED ELECTION OF THE FOURTH SESSION OF THE BOARD  
OF DIRECTORS AND THE SUPERVISORY COMMITTEE**

**I. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Board of Directors announces that it is proposed to amend the Articles of Association. The amendments mainly include two aspects. First, according to the new provisions on the repurchase of shares under the PRC Company Law, the provisions on the share repurchase arrangements under the Articles of Association will be revised; second, in consideration of the large number of directors and supervisors of the Company currently and for the purpose of enhancing work efficiency and further improving the corporate governance system, the number of members of the Board of Directors and the Supervisory Committee will be adjusted in accordance with the provisions of the PRC Company Law by taking into account the actual situation of the Company provided that the requirements of the listing rules of H shares and future A shares are fully complied with. The proposal for the proposed amendments to the Articles of Association is still subject to the consideration and approval at the 2018 AGM.

**II. PROPOSED ELECTION OF THE FOURTH SESSION OF THE BOARD OF DIRECTORS**

Given that the term of the third session of the Board of Directors is about to expire, the Board of Directors has approved a resolution proposing to nominate Dr. Cao Xin, Dr. Li Lian Ping, Mr. Qin Gang and Mr. Wu Hui Jiang as non-executive directors of the fourth session of the Board of Directors; Mr. Mei Chun Xiao and Mr. Wang Hong Jun as executive directors of the fourth session of the Board of Directors; Mr. Xie Wei Xian, Mr. Wan Yim Keung, Daniel and Dr. Lin Tao as independent non-executive directors of the fourth session of the Board of Directors of the Company. The proposals for the election of members of the fourth session of the Board of Directors are still subject to the consideration and approval at the 2018 AGM.

### **III. PROPOSED ELECTION OF THE FOURTH SESSION OF THE SUPERVISORY COMMITTEE**

Given that the term of the third session of the Supervisory Committee is about to expire, the Supervisory Committee passed a resolution proposing to nominate Mr. Wang Chun Dong as an external supervisor of the fourth session of the Supervisory Committee; and Mr. Shao Jing Chun as an independent supervisor of the fourth session of the Supervisory Committee. The proposals for the election of members of the fourth session of the Supervisory Committee are still subject to the consideration and approval at the 2018 AGM.

In addition, Mr. Qiao Guo Jie was elected as an employee representative supervisor of the fourth session of the Supervisory Committee at the employee representative meeting of the Company.

### **I. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The board of directors (the “**Board**” or “**Board of Directors**”) of China Suntien Green Energy Corporation Limited (the “**Company**”) announces that it is proposed to amend the Articles of Association of the Company. The amendments mainly include two aspects. First, according to the new provisions on the repurchase of shares under applicable laws such as the “Company Law of the People’s Republic of China (revised in 2018)” (the “**PRC Company Law**”), the provisions on the share repurchase arrangements under the Articles of Association will be revised; second, in consideration of the large number of directors and supervisors of the Company currently and for the purpose of enhancing work efficiency and further improving the corporate governance system, the numbers of members of the Board of Directors and the Supervisory Committee will be adjusted in accordance with the provisions of the PRC Company Law by taking into account the actual situation of the Company, provided that with the requirements the listing rules of H shares and future A shares are fully complied with. Details of the amendments are as follows:

Existing version	Amended version
<p><b>Article 31</b> In the following circumstances, the Company can buy back shares of the Company pursuant to the statutory procedures and in accordance with laws, regulations, departmental regulations and these Articles:</p> <p>(1) when canceling shares in order to reduce its capital;</p> <p>(2) when merging with other companies which hold the Company’s shares;</p> <p>(3) to give shares to staff of the Company as a reward;</p> <p>(4) because a shareholder opposes the Company’s merger or division during the shareholders’ meeting, he requests the Company to buy back his shares; and</p> <p>(5) in other circumstances as stipulated in laws and statutory regulations.</p> <p>Except for the above circumstances, the Company is not allowed to buy or sell its own shares.</p>	<p><b>Article 31</b> In the following circumstances, the Company can buy back shares of the Company pursuant to the statutory procedures and in accordance with laws, regulations, departmental regulations, <u>the rules governing the listing of securities on securities exchanges</u> and these Articles:</p> <p>(1) when canceling shares in order to reduce its capital;</p> <p>(2) when merging with other companies which hold the Company’s shares;</p> <p><b><u>(3) to utilize shares in the employee share ownership plan or for share incentive;</u></b></p> <p>(4) because a shareholder opposes the Company’s merger or division during the shareholders’ meeting, he requests the Company to buy back his shares;</p> <p><b><u>(5) to utilise the shares for conversion of corporate bonds issued by the Company that are convertible into shares;</u></b></p> <p><b><u>(6) where it is necessary for the Company to safeguard the value of the Company and the interests of its shareholders.</u></b></p> <p>Except for the above circumstances, the Company is not allowed to buy or sell its own shares.</p>
<p><b>Article 32</b> Subject to approval by the State department in charge, the following methods may be adopted to buy back shares:</p> <p>(1) issue a buy back offer to all shareholders according to an equal percentage;</p> <p>(2) through means of open trading at the stock exchange;</p> <p>(3) through means of an agreement outside the stock exchange; or</p> <p>(4) through other means approved by related supervisory department.</p>	<p><b>Article 32</b> <u>Subject to the fulfillment of provisions of laws, administrative regulations, departmental rules, the rules governing the listing of securities on securities exchanges and these Articles,</u> and upon approval by the State department in charge, the following methods may be adopted to buy back shares:</p> <p>(1) issue a buy back offer to all shareholders according to an equal percentage;</p> <p>(2) through means of open trading at the stock exchange;</p> <p>(3) through means of an agreement outside the stock exchange; or</p> <p>(4) through other means approved by related supervisory department.</p> <p><b><u>If the Company acquires its own shares under the circumstances described in items (3), (5) and (6) of Article 31 of these Articles, it shall conduct such buybacks through centralized public transaction.</u></b></p>

**Article 34** After purchasing shares as stipulated in items (1), (2) and (4) of Article 31, the Company shall cancel or transfer such shares within the period prescribed by laws and administrative regulations, and shall make an application to its original registration authority to modify the registration on its registered capital and have a relevant announcement published. If the Company repurchases its own shares in accordance with item (3) of Article 31, the shares so repurchased shall not exceed the maximum proportion prescribed by laws and administrative regulations, the capital used for the acquisition shall be deducted from the profits after tax of the Company, and shall be transferred to the employees within the time prescribed by laws and administrative regulations.

The Company shall cancel that portion of shares due to repurchase of shares and shall make an application to its original registration authority to modify the registration on its registered capital. The aggregate par value of the cancelled shares shall be offset against the registered capital of the Company.

**Article 34** **If the Company acquires its own shares under the circumstances described in (1) and (2) of Article 31 of these Articles, it shall obtain approval of the general meeting by way of resolution; if the Company acquires its own shares in (3), (5) and (6) of Article 31 of these Articles, it shall obtain approval by way of resolution at the Board meeting attended by more than two-thirds directors.**

**After the Company acquires its own shares according to Article 31 of these Articles, it shall cancel the shares it has acquired within 10 days after the acquisition if such acquisition is made under the circumstances as described in (1) of Article 31; if the acquisition is made under the circumstances as described in (2) or (4) of Article 31, it shall transfer or cancel the shares it has acquired within 6 months after the acquisition. In case of the circumstances as stated in (3), (5) or (6) of Article 31, the total shares of the Company held by the Company shall not exceed 10% of its total shares in issue and the shares it has acquired shall be transferred or cancelled within 3 years after the acquisition. However, if laws, administrative regulations, departmental regulations, and the rules governing the listing of securities on securities exchanges requires otherwise, such provisions shall apply.**

The Company shall cancel that portion of shares due to repurchase of shares and shall make an application to its original registration authority to modify the registration on its registered capital. The aggregate par value of the cancelled shares shall be offset against the registered capital of the Company.

**Article 105** 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.

**Article 105** The Company shall have a Board of Directors. The Board of Directors shall consist of **nine** directors, of which **three** shall be independent non-executive directors. The Board of Directors shall have one Chairman and two Vice Chairmen.

**Article 144** The supervisory committee shall comprise six (6) supervisors, of which two (2) are external supervisors, two (2) are staff representative supervisors and two (2) are independent supervisors. A supervisor's term of appointment is three (3) years. He/She can be reappointed for consecutive terms.

**Article 144** The supervisory committee shall comprise three (3) supervisors, of which one (1) is an external supervisor, one (1) is staff representative supervisor and one (1) is an independent supervisor. A supervisor's term of appointment is three (3) years. He/She can be reappointed for consecutive terms.

Save for the proposed amendments, the contents of other chapters and articles of the Articles of Association will remain unchanged. The proposed amendments to the Articles of Association are prepared in Chinese, the English version of which is only the translation. In the event of any discrepancy between the English translation and the Chinese version of the Articles of Association, the Chinese version shall prevail.

Despite the amendments to the Articles of Association with respect to the share repurchase by the Company, the Company shall remain subject to the relevant requirements and restrictions of the Listing Rules for any share repurchase, including but not limited to the relevant provisions of Chapters 10 and 19A of the Listing Rules. In particular, pursuant to Rule 10.06(5) and Rule 19A.24 of the Listing Rules, the listing status of all H shares repurchased by the Company shall be automatically cancelled upon repurchase, and the Company must apply for listing of any further issues of H shares in the normal way, and the Company shall ensure that the documents of title of the repurchased H shares are cancelled and destroyed as soon as possible following the settlement of any such purchase. Besides, Rule 19A.25 of the Listing Rules further provides that the Company's share repurchase in the future shall be subject to (i) the approval by shareholders of the Company at the general meeting by way of special resolution; (ii) the approval by holders of domestic shares at the domestic shares class meeting by way of special resolution; and (iii) the approval by H shareholders at H shareholders class meeting by way of special resolution. When the Company publishes the notice of meeting and circular, it will also despatch a letter of explanation to the shareholders, which contains all the information as required by Rule 10.06(1)(b) of the Listing Rules. Besides, when the Company carries out any shares repurchase in the future, it will also comply with the reporting obligations set out in Rule 10.06(4) of the Listing Rules. The Company will also ensure compliance with the public float requirement under the Listing Rules when conducting share repurchase.

## **II. PROPOSED ELECTION OF THE FOURTH SESSION OF THE BOARD OF DIRECTORS**

Given that the term of the third session of the Board of Directors is about to expire, the Board of Directors passed resolutions proposing to nominate Dr. Cao Xin, Dr. Li Lian Ping, Mr. Qin Gang and Mr. Wu Hui Jiang as non-executive directors of the fourth session of the Board of Directors; Mr. Mei Chun Xiao and Mr. Wang Hong Jun as executive directors of the fourth session of the Board of Directors; Mr. Xie Wei Xian, Mr. Wan Yim Keung, Daniel and Dr. Lin Tao as independent non-executive directors of the fourth session of the Board of Directors. After the new session of the Board of Directors is elected and approved at the general meeting and the change of the Board of Directors is successfully completed, Ms. Sun Min, Mr. Qin Hai Yan, Mr. Ding Jun, Mr. Wang Xiang Jun and Mr. Yue Man Yiu Matthew will retire as directors of the Company.

The biographies of all proposed candidates are as follows:

## 1. Non-Executive Directors

**Dr. Cao Xin (曹欣)**, aged 47, joined the Group in June 2006, is a non-executive director and the chairman of the Board of the Company. He obtained a doctorate in economics from Renmin University of China (中國人民大學) and is a chief senior economist. Currently, Dr. Cao also serves as a non-executive director of Datang International Power Generation Co., Ltd (stock code for H share: 991). He has been a deputy general manager of Hebei Construction & Investment Group Co., Ltd.\* (河北建設投資集團有限責任公司, “**HECIC**”) since January 2014. He successively served as the executive director, chairman and president of the Company; general manager of HECIC New-energy Co., Ltd\* (河北建投新能源有限公司); and assistant to the general manager of HECIC; and manager of the Public Utilities Department II of Hebei Construction & Investment Company\* (the predecessor of HECIC).

**Dr. Li Lian Ping (李連平)**, aged 56, served the Group from February 2010 to March 2013, resigned the directorship in March 2013 due to job transfer and rejoined the Group in June 2016. He is the chairman and secretary of the Party Committee of HECIC. He obtained a doctorate in materials processing engineering from the University of Science and Technology Beijing (北京科技大學) and is a chief senior engineer. Currently, Dr. Li serves as a director of Jointo Energy Investment Co., Ltd. Hebei\* (河北建投能源投資股份有限公司, “**JEI**”) (stock code for A share: 000600). He was a non-executive director and chairman of the Company from February 2010 to March 2013. Since September 2015, he has been the chairman and secretary of the Party Committee of HECIC and the chairman of Yanshan Development (Yanshan International Investment) Company Limited\* (燕山發展(燕山國際投資)有限公司). He successively served as the deputy secretary of the Party Committee, deputy officer (departmental level) of the State-owned Assets Supervision & Administration Commission of the People’s Government of Hebei Province, chairman and secretary of the Party committee of HECIC, chairman of Yanshan Development Company Limited, director, deputy general manager and a member of the standing committee of the Party committee of Hebei Iron & Steel Group Co., Ltd. and general manager, deputy chairman and deputy secretary of the Party Committee of Handan Iron & Steel Group Co., Ltd.

**Mr. Qin Gang (秦剛)**, aged 44, joined the Group in October 2014, is currently a non-executive director of the Company. He obtained a master’s degree in corporate management from Nankai University (南開大學) and is a senior economist. Currently, Mr. Qin serves as the vice chairman of JEI. He has been an assistant to the general manager and the general manager of the capital operation department of HECIC and the executive deputy general manager of Yanshan Development (Yanshan International Investment) Company Limited\* (燕山發展(燕山國際投資)有限公司) since April 2015. He successively served as the deputy departmental manager of the capital operation department of HECIC and deputy manager of the financial management department of Hebei Construction Investment Company (the predecessor of HECIC).



**Mr. Wu Hui Jiang (吳會江)**, aged 39, joined the Group in June 2015, is currently a non-executive director of the Company. He has a master's degree in political economy from Zhejiang University (浙江大學) and is a senior economist. He has been the general manager of the investment development department of HECIC since June 2015. Prior to this, he was deputy general manager of the investment development department of HECIC, deputy general manager of CIC Huaxin Capital Co., Ltd.\* (建投華信資本有限公司), manager of the Investment development department of HECIC Water Investment Co., Ltd. and project manager of the Public Utilities Department I of Hebei Construction Investment Company.

The Company will enter into a service contract with each of Dr. Cao Xin, Dr. Li Lian Ping, Mr. Qin Gang and Mr. Wu Hui Jiang, and their respective term of office shall be effective from the date of the 2018 Annual General Meeting (the “**2018 AGM**”) and end on the expiry of the term of the fourth session of the Board of Directors. They are eligible for re-election upon expiry of their term according to the Articles of Association. As a non-executive director of the Company, Dr. Cao Xin, Dr. Li Lian Ping, Mr. Qin Gang and Mr. Wu Hui Jiang will not receive any director's fee or remuneration from the Company.

To the best of the knowledge of the directors and save as disclosed above, Dr. Cao Xin, Dr. Li Lian Ping, Mr. Qin Gang and Mr. Wu Hui Jiang 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 and they do not have any relationship with any director, senior management or substantial or controlling shareholder of the Company and they do not hold any other positions in the Company or any of its subsidiaries. As at the date of this announcement, 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 (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”)).

Save as disclosed above, there is no other information in relation to the appointments of Dr. Cao Xin, Dr. Li Lian Ping, Mr. Qin Gang and Mr. Wu Hui Jiang 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.

## 2. Executive Directors

**Mr. Mei Chun Xiao (梅春曉)**, aged 50, joined the Group in August 2006, is currently an executive Director, president and deputy secretary of the Party Committee of the Company. He obtained a master's degree in electrical engineering from Beijing Jiaotong University (北京交通大學) and is a chief senior engineer. Mr. Mei successively served as vice president of the Company, general manager, deputy general manager and chief engineer, and an assistant to the general manager of HECIC New-energy Co., Ltd.. Co., Ltd. In addition, Mr. Mei is currently serving in a number of subsidiaries and affiliated companies of the Group, including (a) acting as chairman of the companies below: HECIC New-energy Co., Ltd., Hebei Natural Gas Company Ltd., Hebei Fengning CIC New Energy Co., Ltd., Suntien Green Energy (Fengning) Co., Ltd., Suntien Green Energy (Hong Kong) Corporation Limited, Shenzhen Suntien Green Energy Investment Co.,Ltd., Ruoqiang Suntien Green Energy Co., Ltd., Fuping Jixin Suntien Green Energy Co., Ltd., Hejing Suntien Green Energy Co., Ltd and Caofeidian Suntien Liquefied Natural Gas Co.,Ltd.; (b) acting as vice-chairman of the companies below: Chengde Dayuan New Energy Co., Ltd., Hebei Jinjianjia Natural Gas Co., Ltd. and Hebei Fengning Pumped Storage Co., Ltd.; (c) acting as director of the companies below: Suntien Green Energy Investment (Beijing) Co., Ltd. and Huihai Financial Leasing Co., Ltd.; and (d) acting as chairman and general manager of the company below: Hebei Gas Co., Ltd.

**Mr. Wang Hong Jun (王紅軍)**, aged 54, joined the Group in March 2013, is an executive director of the Company. He obtained a master's degree in business administration from Tianjin University (天津大學). Mr. Wang successively served as director of the general office of HECIC, and director of the general manager office of Hebei Construction Investment Company (the predecessor of HECIC). In addition, Mr. Wang Hong Jun is currently serving in a number of subsidiaries and affiliated companies of the Group, including (a) acting as chairman of the companies below: Wulian County Suntien Wind Energy Co., Ltd., Ruian Xin Yun New Energy Co., Ltd., Junan Suntien Wind Energy Co., Ltd., Fuliang Zhongling Suntien Green Energy Co., Ltd., Suntien Green Energy Xuyi Co., Ltd.and Suntien Green Energy Lianyungang Co.,Ltd.; and (b) acting as director of the companies below: Caofeidian Suntien Liquefied Natural Gas Co., Ltd., Hebei Fengning Pumped Storage Co., Ltd. and Hebei Gas Co.,Ltd.

The Company will enter into a service contract with each of Mr. Mei Chun Xiao and Mr. Wang Hong Jun, and their respective term of office shall be effective from the date of the 2018 AGM and end on the expiry of the term of the fourth session of the Board of Directors. They are eligible for re-election upon expiry of their term according to the Articles of Association. As the executive directors of the Company, Mr. Mei Chun Xiao and Mr. Wang Hong Jun will not receive any director's fee from the Company, and their remuneration will be determined in accordance with the criteria of the Company's remuneration management in relation to the performance evaluation measures of operators, which includes basic salary, performance bonuses and other benefits. Basic salary will be determined in accordance with their respective positions in the Company, performance bonus will be determined with reference to the Company's business performance, and other benefits will include statutory pension, medical and housing fund. The annual remuneration of Mr. Mei Chun Xiao and Mr. Wang Hong Jun will be determined at the year end and disclosed in the Company's annual report of that year.



To the best of the knowledge of the directors and save as disclosed above, Mr. Mei Chun Xiao and Mr. Wang Hong Jun 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 and they do not have any relationship with any director, senior management or substantial or controlling shareholder of the Company and they do not hold any other positions in the Company or any of its subsidiaries. As at the date of this announcement, they do not have any interest in the shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information in relation to the appointments of Mr. Mei Chun Xiao and Mr. Wang Hong Jun 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. Independent Non-Executive Directors**

**Mr. Xie Wei Xian (謝維憲)**, aged 63, is the senior consultant of Beijing Zhongguancun Science City Construction Co., Ltd.\* (北京中關村科學城建設股份有限公司) He obtained a bachelor's degree in law from Peking University and is a senior engineer. Mr. Xie served as the director of Chongqing Guoxin Investment Holding Co., Ltd.\* (重慶國信投資控股有限公司), president of Beijing Zhongguancun Science City Construction Co., Ltd.\*, chairman of Chongqing Zhixin Asset Management Co., Ltd.\* (重慶置信資產管理有限公司), deputy general manager and general manager of Beijing Xinhua Industry & Commerce Corporation\* (北京新華實業總公司), general manager of Shenzhen Xinhua Industrial Co., Ltd.\* (深圳新華實業有限公司) and general manager of Beijing Daye Electronic Technology Co., Ltd.\* (北京市大業電子技術公司).

**Mr. Wan Yim Keung, Daniel (尹焯強)**, aged 61, is the vice chairman and chief executive officer of Haifu International Finance Holding Group Limited, and obtained master's degrees in business administration from The Chinese University of Hong Kong and the University of Wales. Mr. Wan is a fellow member of each of the Association of Chartered Certified Accountants, the Hong Kong institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales. At present, Mr. Wan is an executive director of Bonjour Holdings Limited (Stock code for H shares: 00653). Mr. Wan was the managing director and chief financial officer of Shui On Land Limited, the general manager of The Bank of East Asia, Ltd. and the Chief financial officer of the BEA Group, and the chief executive officer of First Pacific Bank Limited. Besides, Mr. Wan also served as a part-time member of the Central Policy Unit of Hong Kong, chairman of the Investment Committee of the Travel Industry Compensation Fund, member of the Advisory Board of CFO Asia Magazine, member of the Travel Industry Compensation Fund Management Board, member of the Board of Review (Inland Revenue), member of the Small and Medium Enterprises Committee, member of the Auditing Standards Committee of the Hong Kong Society of Accountants, member of the Accounting Standards Advisory Panel of the Hong Kong Society of Accountants, member of the Taxation Committee of the Taxation Institute of Hong Kong and newly appointed member of the Tax Liaison Committee.

**Dr. Lin Tao (林濤)**, aged 49, is a professor of the Department of Internet of Things Engineering of the School of Artificial Intelligence and Data Science, and tutor of master students of the Department of Computer Science and Technology, Control Theory and Control Engineering of Hebei University of Technology (河北工業大廈), and obtained a doctoral degree in control theory and control engineering from Hebei University of Technology. Dr. Lin has been working at the the School of Artificial Intelligence and Data Science of Hebei University of Technology since July 1993. Dr. Lin studied at Tianjin University for a master's degree from September 1996 to October 1999, and at Hebei University of Technology for a doctoral degree from April 2003 to April 2007. From September 2010 to August 2013, he completed his post-doctoral research work at the post-doctoral research station of Hebei University of Technology.

The Company will enter into a service contract with each of Mr. Xie Wei Xian, Mr. Wan Yim Keung, Daniel and Dr. Lin Tao, and their respective term of office shall be effective from the date of the 2018 AGM and end on the expiry of the term of the fourth session of the Board of Directors. They are eligible for re-election upon expiry of their term according to the Articles of Association. As independent non-executive directors of the Company, each of Mr. Xie Wei Xian, Mr. Wan Yim Keung, Daniel and Dr. Lin Tao will receive annual director fees of HK\$100,000 or RMB equivalent (which are tax inclusive and payable on a quarterly basis with the Company being responsible for withholding individual income tax). All traveling expenses incurred by the independent non-executive directors for attending Board meetings of the Company, shareholders' general meetings and relevant activities organised by the Board shall be borne by the Company.

To the best of the knowledge of the directors and save as disclosed above, Mr. Xie Wei Xian, Mr. Wan Yim Keung, Daniel and Dr. Lin Tao 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 and they do not have any relationship with any director, senior management or substantial or controlling shareholder of the Company and they do not hold any other positions in the Company or any of its subsidiaries. As at the date of this announcement, they do not have any interest in the shares of the Company or its associated corporations within the meaning of Part XV of the SFO).

Save as disclosed above, there is no other information in relation to the appointment of Mr. Xie Wei Xian, Mr. Wan Yim Keung, Daniel and Dr. Lin Tao 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.

### III. PROPOSED ELECTION OF NON-EMPLOYEE REPRESENTATIVE SUPERVISORS OF THE FOURTH SESSION OF THE SUPERVISORY COMMITTEE

Given that the term of the third session of the Supervisory Committee of the Company (the “**Supervisory Committee**”) is about to expire, the Supervisory committee approved a resolution proposing to nominate Mr. Wang Chun Dong as an external supervisor of the fourth session of the Supervisory Committee and Dr. Shao Jing Chun as an independent supervisor of the fourth session of the Supervisory Committee.

In addition, Mr. Qiao Guo Jie was elected as an employee representative supervisor of the fourth session of the Supervisory Committee at the employee representatives meeting of the Company.

After the non-employee representative supervisor is elected and approved at the general meeting and the change of the Supervisory Committee is successfully completed, Mr. Liu Jin Hai, Ms. Wang Xiu Ce, Mr. Xiao Yan Zhao and Mr. Liang Yong Chun will retire as supervisors of the Company.

The biographies of Mr. Wang Chun Dong, Dr. Shao Jing Chun and Mr. Qiao Guo Jie are as follows:

**Mr. Wang Chun Dong (王春東)**, aged 52, joined the Group in November 2017, is the chairman of the Supervisory Committee. He obtained a master’s degree in business administration from the University of Illinois in the United States and is a senior political analyst. He has been a member of the standing committee of the Party Committee and the secretary of the discipline inspection committee of HECIC since October 2016. He successively served as a deputy secretary of the Party Committee, the secretary of the discipline inspection committee and the chairman of the board of supervisors of Tangsteel Company of Hebei Iron & Steel Group Co. Ltd.\* (河北鋼鐵集團唐鋼公司), a deputy secretary of the discipline inspection committee and the director of the general office of the State-owned Assets Supervision and Administration Commission of the People’s Government of Hebei Province (the “**Hebei SASAC**”), a member of the discipline inspection committee of the Hebei SASAC, a disciplinary inspector and ombudsman of the Office of the Ombudsman and the director of the general office of Hebei Provincial Supervision Department in the Hebei SASAC.

**Dr. Shao Jing Chun (邵景春)**, aged 62, is the dean, a professor and doctoral supervisor of the International Economic Law Department of Peking University. He obtained a doctorate in law from Peking University. At present, Dr. Shao also acts as an independent director of China Huarong Asset Management Co., Ltd. (Stock code for H shares: HK.2799). Besides, Dr. Shao concurrently serves as an advisor of All China Lawyers Association, a member of the Translation and Interpretation Division in the Commission of Legislative Affairs of the National People’s Congress of the People’s Republic of China, the vice president of the International Economic Law Research Group of the China Law Society and the vice president of International Construction Law Association. Dr. Shao was the director of WTO Law Research Center of Peking University, the director of the teaching and research section for international economic law of the Law School of Peking University, and an associate professor of the Faculty of Law of Peking University, post-doctoral researcher at the European University Institute in 1989, worked as a guest researcher of the European University Institute in 1990, and travelled, studied and practiced law in Europe from 1991 to 1994.

**Mr. Qiao Guo Jie (喬國傑)**, aged 56, joined the Group in September 2007, is an employee representative supervisor of the Company. He obtained a master's degree in business administration from Tianjin University. Mr. Qiao was elected as an employee representative supervisor of the third session of the Supervisory Committee of the Company on 18 March 2016. Since April 2013, Mr. Qiao has served as the deputy secretary of the Party Committee and the discipline inspection committee, and the chairman of the labour union of the Company. From September 2011 to April 2013, he served as the deputy secretary of the Party Committee and the disciplinary inspection committee of the Company and the deputy secretary of the Party Committee and the discipline inspection committee, and chairman of the labour union of HECIC New-energy. He previously served as the deputy secretary of the Party Committee and the discipline inspection committee, and the chairman of the labour union of HECIC New-energy. In addition, Mr. Qiao Guo Jie is currently serving as director of Shenzhen Suntien Green Energy Investment Co., Ltd., a subsidiary of the Company and supervisor of Heibei Gas Co., Ltd.

The Company will enter into a service contract with each of Mr. Wang Chun Dong, Dr. Shao Jing Chun and Mr. Qiao Guo Jie, and their respective term of office shall be effective from the date of formation of the fourth session of the Supervisory Committee, which is expected to be the date of the 2018 AGM, and end on the expiry of the term of the fourth session of the Supervisory Committee. They are eligible for re-election upon expiry of their term according to the Articles of Association.

As an external supervisor of the Company, Mr. Wang Chun Dong will not receive any supervisor's remuneration. As an independent supervisors of the Company, Dr. Shao Jing Chun will receive the annual supervisor's remuneration of HK\$50,000 or in RMB of the equivalent amount (which is tax inclusive and payable on a quarterly basis with the Company being responsible for withholding individual income tax). As an employee representative supervisor of the Company, Mr. Qiao Guo Jie will not receive any supervisor's remuneration from the Company. His remuneration is determined based on the Company's remuneration management measures, which includes the basic salary, performance bonus and other benefits. The basic salary is determined based on Mr. Qiao Guo Jie's position in the Company, the performance bonus is determined based on the operation results of the Company, and other benefits include statutory pension, medical and housing provident fund. The remuneration amount of Mr. Qiao Guo Jie for this year will be determined at the end of the year and disclosed in the annual report of the Company of such year.

To the best of the knowledge of the directors and save as disclosed above, Mr. Wang Chun Dong, Dr. Shao Jing Chun and Mr. Qiao Guo Jie 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, and they do not have any relationship with any director, senior management or substantial or controlling shareholder of the Company and they do not hold any other positions in the Company or any of its subsidiaries. As at the date of this announcement, they do not have any interest in the shares of the Company or its associated corporations (within the meaning of Part XV of the SFO).

Save as disclosed above, there is no other information in relation to the appointments of Mr. Wang Chun Dong, Dr. Shao Jing Chun and Mr. Qiao Guo Jie 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.

The 2018 AGM will be held in June 2019 for the purposes of seeking approval from the shareholders on the above-mentioned proposed amendments to the Articles of Association, election of members of the four session of the Board of Directors, and election of an external supervisor and an independent supervisor of the fourth session of the Supervisory Committee. A circular of the 2018 AGM containing the details of the above-mentioned proposed amendments to the Articles of Association and its notice will be dispatched to the shareholders in due course.

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

Shijiazhuang, Hebei Province, the PRC, 19 April 2019

*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 directors of the Company are Mr. Mei Chun Xiao and Mr. Wang Hong Jun; and the independent non-executive directors of the Company are Mr. Qin Hai Yan, Mr. Ding Jun, Mr. Wang Xiang Jun and Mr. Yue Man Yiu Matthew.*

\* *For identification purposes only*