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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)**

**(1) PROPOSED NON-PUBLIC ISSUANCE OF A SHARES UNDER SPECIFIC  
MANDATE**

**(2) CONNECTED TRANSACTION IN RESPECT OF THE PROPOSED  
SUBSCRIPTION OF A SHARES BY CONTROLLING SHAREHOLDER**

**THE ISSUANCE**

In order to enhance the profitability and sustainable development capabilities of the Company, lower its gearing ratio and enhance its risk resistance capacity, on 21 December 2020, the Board passed relevant resolutions relating to the proposed non-public issuance of up to 1,154,973,118 A Shares to target subscribers, including HECIC. As the relevant resolutions were not passed at the first A Share class meeting for 2021 held by the Company on 8 February 2021, the Original Issuance Plan was not implemented.

The Board hereby announces that, after taking into full account and evaluating the capital needs for the Group's project development, and comparing the timelines and financing costs of different financing methods, the Company considers equity fundraising through non-public issuance as the most feasible option for the Company at this stage. Therefore, the Company intends to once again propose the non-public issuance of up to 1,154,973,118 A Shares to target subscribers. When reformulating resolutions relating to the Issuance, the Company has had due regard to the interests and concerns about equity investment returns of small-and-medium Shareholders, and adjusted the Shareholder's return plan for the next three years after the Issuance, therefore further safeguarding the return on equity investment of existing Shareholders. At the same time, the lock-up period of A Shares subscribed by HECIC in the Issuance will extend to a period of 36 months from the date of the completion of the Issuance.

The Issuance will be proceeded under the Specific Mandate. Pursuant to the Articles of Association and Rule 19A.38 of the Listing Rules, the Company will convene the EGM and the Class Meetings to seek for Shareholders' approval for the grant of the Specific Mandate for the purpose of the Issuance.

### **CONNECTED TRANSACTION IN RESPECT OF THE PROPOSED SUBSCRIPTION OF A SHARES BY CONTROLLING SHAREHOLDER**

Being supportive and confident in the future development of the Company, HECIC, the controlling shareholder of the Company, intends to subscribe for A Shares in the Issuance at a cash consideration. The Company entered into the New Subscription Agreement with HECIC on 5 March 2021, pursuant to which HECIC agreed to conditionally subscribe for not less than 48.73% of the total number of A Shares to be issued in the Issuance, but not to exceed 661,319,941 A Shares, and upon completion of the Issuance, the shareholding of HECIC in the Company will not exceed 50.70%.

HECIC is the controlling shareholder of the Company which directly holds 1,876,156,000 A Shares, representing approximately 48.73% of the total issued share capital of the Company, and therefore, is a connected person of the Company. The Subscription constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules and is therefore subject to the reporting, announcement and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules. The Company will seek for Shareholders' approvals for the Subscription at the EGM and the Class Meetings.

The Company has established the Independent Board Committee comprising all independent non-executive Directors to advise the Independent Shareholders in respect of the Subscription as required under the Listing Rules. The Company has appointed Gram Capital as the Independent Financial Adviser to recommend the Independent Board Committee and the Independent Shareholders on the Subscription.

The Company will convene the EGM and the Class Meetings on 23 April 2021, notices of which will be despatched to the Shareholders in due course. In addition, the Company will dispatch to the Shareholders a circular no more than 15 business days after the publication of this announcement in accordance with the Listing Rules containing, among other things, (i) further details of the Issuance, the Subscription and the Specific Mandate; (ii) a letter from the Independent Board Committee setting out its recommendations to the Independent Shareholders on the Subscription; and (iii) a letter from Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the recommendations on the Subscription.

**This announcement only provides information relating to the Issuance and the Subscription to the Shareholders and potential investors, and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities in the Company. As the completion of the Issuance and the Subscription are subject to the satisfaction of certain conditions, the Issuance and the Subscription may or may not be proceeded. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.**

## **I. THE ISSUANCE**

In order to enhance the profitability and sustainable development capabilities of the Company, lower its gearing ratio and enhance its risk resistance capacity, on 21 December 2020, the Board passed relevant resolutions relating to the proposed non-public issuance of up to 1,154,973,118 A Shares to target subscribers, including HECIC. As the relevant resolutions were not passed at the first A Share class meeting for 2021 held by the Company on 8 February 2021, the Original Issuance Plan was not implemented.

The Board hereby announces that, after taking into full account and evaluating the capital needs for the Group's development project, and comparing the timelines and financing costs of different financing methods, the Company considers equity fundraising through non-public issuance as the most feasible option for the Company at this stage. Therefore, the Company intends to once again propose the non-public issuance of up to 1,154,973,118 A Shares to target subscribers. When reformulating resolutions relating to the Issuance, the Company has had due regard to the interests and concerns about equity investment returns of small-and-medium Shareholders, and adjusted the Shareholder's return plan for the next three years after the Issuance, therefore further safeguarding the return on equity investment of existing Shareholders. At the same time, the lock-up period of A Shares subscribed by HECIC in the Issuance will extend to a period of 36 months from the date of the completion of the Issuance.

The Issuance will be proceeded under the Specific Mandate. Pursuant to the Articles of Association and Rule 19A.38 of the Listing Rules, the Company will convene the EGM and the Class Meetings to seek Shareholders' approvals for the grant of the Specific Mandate for the purpose of the Issuance.

### **1. Issuance Plan**

Details of the issuance plan of the Issuance of A Shares are as follows, while the final version of this plan shall be subject to the approval of the CSRC:

- 1) Class and par value of the Shares to be issued: the Shares under the Issuance are domestically-listed and RMB-denominated ordinary Shares (A Shares) with a par value of RMB1.00 each.
- 2) Method and time of issuance: the Issuance will be proceeded by way of non-public issuance. The Company will choose the appropriate timing to issue the Shares to specific target subscribers within the valid period after obtaining the approval from the CSRC, and the target subscribers shall subscribe for the Shares in cash. The Company will adjust this plan if new requirements are introduced by national laws and regulations.
- 3) Target subscriber and subscription method: the target subscribers of the Issuance will be not more than 35 specific investors including HECIC, the controlling shareholder of the Company, including securities investment fund management companies, securities companies, trust companies, finance companies, insurance institutional investors and qualified foreign institutional investors satisfying the criteria set by the CSRC, and other

eligible corporations, natural persons or other legal investment organizations qualified for the conditions required under relevant laws and regulations.

Any securities investment fund management company, securities company, qualified foreign institutional investor or Renminbi qualified foreign institutional investor who subscribes for the Shares through two or more products managed by it shall be treated as one target subscriber; and any trust company acting as a target subscriber may only subscribe for the Shares with its own funds.

HECIC has agreed to subscribe for A Shares in cash under the Issuance, and the number of subscription Shares shall not be less than 48.73% of the number of A Shares actually issued in the Issuance, but not to exceed 661,319,941 Shares, and upon completion of the Issuance, the shareholding of HECIC in the Company will not exceed 50.70%. The specific number of Shares to be subscribed for will be confirmed by way of the supplemental agreement to be entered into by HECIC and the Company after determination of the issue price.

Except for HECIC, after the obtaining of approval from the CSRC, other definitive target subscribers will be determined by the Board through negotiation with the sponsor (lead underwriter) of the Issuance according to the relevant CSRC regulations within the authorization granted at the general meeting, having regard to the quotations offered by target subscribers and based on principles such as price priority.

All of the target subscribers of the Issuance shall subscribe for the A Shares under the Issuance in cash at the same subscription price.

- 4) Pricing benchmark date, issue price, and pricing method: the pricing benchmark date for the Issuance is the first day of the offering period.

The issue price shall neither be less than 80% of the average trading price of A Shares in the 20 trading days prior to the pricing benchmark date (average trading price of A Shares in the 20 trading days before the pricing benchmark date = total trading amount of A Shares in the 20 trading days before the pricing benchmark date  $\div$  total trading volume of A Shares in the 20 trading days before the pricing benchmark date) nor be less than the latest audited net asset per share attributable to ordinary shareholders of parent company (if the CSRC made adjustments to the pricing method of the non-public issuance prior to the Issuance, the minimum price under the Issuance shall be adjusted by the Board, as authorized by the general meeting, pursuant to the requirements of relevant laws and regulations).

The above issue price will be adjusted accordingly if any ex-right or ex-dividend event occurs between the pricing benchmark date and the date of issue, including distribution of dividend, scrip issue or capitalization of reserves etc. After the Issuance is approved by the CSRC, the final issue price will be determined by the Board through negotiation with the sponsor (lead underwriter) of the Issuance according to the relevant CSRC regulations within the authorization granted at the general meeting, having regard to the quotations offered by target subscribers and based on principles such as price priority.

HECIC will not participate in the market bidding process, but has undertaken to accept the market bidding results and subscribe for the A Shares to be issued under the Issuance at the same price as other specific investors do. If the issue price is not determined by way of bidding in the Issuance, HECIC will continue to participate in the Subscription. The subscription price shall be the higher of 80% of the average trading price of the Shares in the 20 trading days prior to the pricing benchmark date of the Company and the latest audited net asset per share attributable to the holders of ordinary shares of parent company.

- 5) Number of Shares to be issued: the total number of A Shares issued in the Issuance shall not exceed 30% of the total share capital prior to the Issuance, i.e. 1,154,973,118 Shares (inclusive), which is subject to the CSRC approval for the Issuance.

In case of any change of the share capital, including scrip issue, repurchase or capitalization of reserves etc. during the period from the date of announcement of the Board resolution regarding the Issuance to the date of Issuance, the upper limit of the number of A Shares issued will be adjusted accordingly.

Within the above range, the final number of Shares to be issued will be determined by the Board through negotiation with the sponsor (lead underwriter) of the Issuance according to the relevant CSRC regulations within the authorization granted at the general meeting, having regard to the quotations offered by target subscribers and based on principles such as price priority.

If the issue price is not determined by way of bidding in the Issuance, HECIC will continue to participate in the Subscription and the shareholding of HECIC in the Company after the Subscription will not exceed 50.70%.

- 6) Arrangements during lock-up period: among the Shares to be issued to target subscribers under the Issuance, the Shares to be subscribed for by HECIC shall not be transferred within 36 months from the date of completion of the Issuance, while the Shares to be subscribed for by other investors shall not be transferred within 6 months from the date of completion of the Issuance. During the lock-up period, any Shares derived from the scrip issue or capitalization of reserves shall also be subject to the aforesaid lock-up arrangements. After the end of the lock-up period, the transfer of the Issuance of A Shares shall be subject to the relevant provisions of the CSRC and the Shanghai Stock Exchange.
- 7) Accumulated profit arrangement before the Issuance: upon completion of the Issuance, both existing and new Shareholders will be entitled to share in the Company's accumulated undistributed profits retained prior to the Issuance of A Shares according to their respective shareholding percentages following the Issuance.
- 8) Place of listing of Shares under the Issuance: upon the expiration of the lock-up period, the A Shares issued under the Issuance will be listed and traded on the Main Board of the Shanghai Stock Exchange.

- 9) Amount to be raised and use of proceeds: the total amount to be raised from the Issuance (including issuance expenses) will not exceed RMB5.110 billion (inclusive), and the net proceeds after deduction of issuance expenses will be used in the following projects:

<b>Project name</b>	<b>Implementing entities</b>	<b>Total investment (RMB'00 million)</b>	<b>Utilization amount of the proceeds (RMB'00 million)</b>
Tangshan LNG Project (first phase and second phase)	Caofeidian Company	185.97	26.96
Tangshan LNG Terminal Outbound Pipelines Project (Caofeidian-Baodi section)	Caofeidian Company	64.17	7.86
Tangshan LNG Terminal Outbound Pipelines Project (Baodi-Yongqing section)	Caofeidian Company	29.54	2.66
Replenishment of working capital and repayment of bank loans	The Company	13.62	13.62
<b>Total</b>		<b>293.30</b>	<b>51.10</b>

The actual amount of net proceeds to be raised from the Issuance is less than the requisite capital for the investment projects. The Board may, taking into account the actual needs and without altering the list of investment projects, make appropriate adjustments to the priorities and amounts of the proceeds allocated to the above projects. Pending the receipt of the proceeds from the Issuance, the Company may, based on the actual progress of the relevant projects, first apply any funds otherwise available to it to the projects and, when the proceeds are available, use the proceeds to replace such funds otherwise raised in accordance with the procedures required by relevant laws and regulations. If the actual amount of proceeds from the Issuance is not sufficient to satisfy the needs of the above projects, the shortfall will be covered by the Company through self-raised funds.

The Board has the right to adjust or determine the specific arrangements such as the proceeds investment projects and the amounts required to the extent as permitted by the relevant laws and regulations and as authorized by the resolution of the general meeting.

- 10) The effective period for the resolution on the Issuance: the resolution on the Issuance will be valid for 12 months from the date of the passing of such resolutions at the Company's general meeting, the A Shares Class Meeting and the H Shares Class Meeting.

The implementation of the above-mentioned issuance plan is subject to the consideration as a special resolution at the EGM and the Class Meetings, respectively, as well as the approval of or filing with relevant regulatory authorities.

## **2. Specific Mandate in relation to the Issuance of the Company**

The Issuance will be made under the Specific Mandate, and constitutes a change in class rights of the holders of A Shares of the Company under the Articles of Association. Pursuant to the Articles of Association and Rule 19A.38 of the Listing Rules, the Company will convene an EGM and the Class Meetings to seek Shareholders' approval for the grant of the Specific Mandate for the purpose of the Issuance.

## **3. Other resolutions in relation to the Issuance**

The Company will also seek for Shareholders' approvals at the EGM and/or the Class Meetings for certain resolutions related to the Issuance, including but not limited to, the proposal for the Issuance, the feasibility analysis report on the use of proceeds from the Issuance, the report on the use of previous proceeds of the Company, the dilution of current returns, adoption of remedial measures and related subject undertakings of the Issuance, the Shareholders' return plan for the next three years (2021-2023) of the Issuance and the resolution on approval by the Shareholders in the general meeting for the waiver from the obligation of the controlling shareholder to make a general offer in respect of its acquisition of the shares of the Company.

When formulating the Shareholders' return plan for the next three years (2021-2023) of the Issuance, the Company has had due regard to the interests and concerns about equity investment returns of small-and-medium Shareholders. Comparing to the Shareholders' return plan under the Original Issuance Plan, the Company has increased the percentage of the total profit distributed in cash each year from 15% to 20% of the realized distributable profit attributable to the shareholders of the Company for the year, therefore further safeguarding the return on equity investment of existing Shareholders.

According to the proposal of the Issuance, HECIC intends to subscribe for not less than 48.73% of the number of A Shares actually issued in the Issuance in cash, and upon completion of the Issuance, the shareholding of HECIC in the Company shall not exceed 50.70%. The Shares to be subscribed for by HECIC shall not be transferred within 36 months from the date of completion of the Issuance. The increase in shareholding of HECIC in the Company is in line with the relevant requirements of exemption from offer as stipulated in subparagraph 1(3) to Article 63 of the Administrative Measures for the Acquisition of Listed Companies (Revised in 2020), the Company intends to propose to the general meeting for seeking the approval to exempt HECIC from making a general offer (as defined in the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange). The Subscription does not trigger a mandatory general offer under the Code on Takeovers and Mergers (issued by the Securities and Futures Commission of Hong Kong).

#### **4. Fund raising activities of the Company during the past 12 months**

On 29 June 2020, the Company completed the initial public offering and listing of 134,750,000 A Shares on the Shanghai Stock Exchange with a nominal value of RMB1.00 each. The then existing domestic shares of the Company were simultaneously converted to A Shares. The issue price was RMB3.18 per A Share, the total proceeds from that offering was RMB428,505,000 and the net proceeds was RMB389,829,300 after deduction of offering expenses of RMB38,675,700.

Save for the above and the Original Issuance Plan, the Directors confirmed that, the Company has not conducted any fund raising activities in the 12 months immediately preceding the date of this announcement involving the issue of its equity securities.

## **II. CONNECTED TRANSACTION IN RESPECT OF THE PROPOSED SUBSCRIPTION OF A SHARES BY CONTROLLING SHAREHOLDER**

Being supportive and confident in the future development of the Company, HECIC, the controlling shareholder of the Company, intends to subscribe for certain A Shares in the Issuance at a cash consideration. The Company entered in to the New Subscription Agreement with HECIC on 5 March 2021. The Original Subscription Agreement entered into between the Company and HECIC has lapsed due to the non-fulfillment of conditions precedent.

### **1. Major terms of the New Subscription Agreement**

- 1) Date of the agreement: 5 March 2021
- 2) Parties: the Company (as the issuer) and HECIC (as the subscriber)
- 3) Subscription price and basis of determination: HECIC will subscribe for A Shares at the issue price under the Issuance. Please refer to section I.1 “Issuance Plan” above for the details of the pricing benchmark date, issue price and pricing method in respect of the Issuance.
- 4) Subscription amount and subscription quantity: HECIC has agreed to subscribe for the A Shares under the Issuance in cash. The number of Shares to be subscribed by HECIC shall not be less than 48.73% of the number of A Shares actually issued in the Issuance, but not to exceed 661,319,941 Shares. Upon completion of the Issuance, the shareholding of HECIC in the Company will not exceed 50.70%.



In case of any change of the share capital of the Company, including scrip issue, repurchase or capitalization of reserves etc. during the period from the date of announcement of the Board resolution regarding the Issuance to the date of Issuance, the upper limit of the number of A Shares issued will be adjusted accordingly. If the number of A Shares under the Issuance is adjusted to comply with any regulatory policies or due to the decision of the Board of the Company or its authorized person within the scope of the general meeting's authorization based on actual needs, etc., the number of A Shares to be subscribed by HECIC under the Issuance will be adjusted accordingly.

The specific subscription quantity and subscription price of HECIC shall be confirmed by way of supplemental agreement to be entered into separately by HECIC and the Company.

- 5) Payment method: HECIC agrees that when all the conditions precedents stipulated in the New Subscription Agreement are fulfilled and upon receiving the payment notice of the Subscription from the Company or the sponsor (lead underwriter), HECIC shall make payment for the Subscription to the designated special payment account before deadline as stated in the payment notice.
- 6) Lock-up period: pursuant to the “Administrative Measures for the Issuance of Securities by Listed Companies”, the “Implementation Rules for Non-public Issuance of Shares by Listed Companies” and other relevant regulations, the A Shares to be subscribed by HECIC under the Issuance shall not be transferred within 36 months from the date of completion of the Issuance.

If the aforesaid lock-up period does not conform to the latest regulatory opinions or regulatory requirements of the securities regulatory authorities, HECIC and the Company shall enter into a separate supplemental agreement to adjust the lock-up period accordingly in accordance with the regulatory opinions or regulatory requirements of the relevant securities regulatory authorities. Upon completion of the Issuance, any Shares derived from scrip issue or capitalization of reserves of the Company in respect of the A Shares subscribed by HECIC under the Issuance shall also be subject to the aforementioned arrangement. Where any law or regulation provides otherwise on the lock-up period, such law or regulation shall prevail. HECIC shall, in accordance with relevant laws and regulations and the relevant requirements of the CSRC and the Shanghai Stock Exchange, issue relevant lock-up undertaking for the subscription Shares under the Issuance per the request of the Company, and handle related lock-up matters.

- 7) Conditions precedent and effective date: the New Subscription Agreement will become effective when it is duly signed and sealed by both parties and all the following conditions are met:
  - (i) each of the Board, the general meeting, the A Share Class Meeting and the H Share Class Meeting of the Company shall have considered and approved the Issuance and the Subscription;

(ii) the competent state-owned asset-related regulatory authority shall have approved the Issuance; and

(iii) the CSRC shall have approved the Issuance.

## **2. General information of the parties to the New Subscription Agreement**

### ***1) 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, etc.; (ii) investment in the development of new energy projects such as wind power, solar power, and nuclear energy project; and (iii) development of new energy technology and technical services.

### ***2) 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, foundation industries, infrastructures and pillar industries of Hebei Province, such as energy, transportation, water supply and commercial real estate.

### 3. Impact on the shareholding structure of the Company

Assuming that, save for the Issuance, there is no other change in the total issued share capital of the Company from the date of this announcement to the completion date of the Issuance, (1) as at the date of this announcement; and (2) immediately after the completion of the proposed Issuance (assuming that (i) a total of 1,154,973,118 A Shares at the upper limit has been issued under the Issuance, and (ii) HECIC has subscribed for 661,319,941 A Shares under the Issuance), the shareholding structure of the Company are set out as follows, respectively:

	As at the date of this announcement		Immediately after the completion of the Issuance	
	Number of Shares	Approximate percentage of issued share capital of the Company	Number of Shares	Approximate percentage of issued share capital of the Company
A Shares including:	2,010,906,000	52.23%	3,165,879,118	63.26%
A Shares held by HECIC	1,876,156,000	48.73%	2,537,475,941	50.70%
A Shares held by other non-connected Shareholders of A Shares	134,750,000	3.5%	628,403,177	12.56%
H Shares (held by the public Shareholders)	1,839,004,396	47.77%	1,839,004,396	36.74%
Total	<u>3,849,910,396</u>	<u>100.00%</u>	<u>5,004,883,514</u>	<u>100.00%</u>

*Note:* Certain amounts and percentage figures in the table above have been rounded to the nearest whole figures. The discrepancies between the total amounts and the amounts shown in the table are due to rounding.

### 4. Reasons for and benefits of entering into the Subscription

The Subscription indicates HECIC's confidence in the Company and its support to the Company's business development, which is conducive to further enhance the profitability and sustainable development capabilities of the Company, lower its gearing ratio and enhance its risk resistance capacity. The terms and conditions of the New Subscription Agreement is determined after arm's length negotiations between the Company and HECIC.

The Directors (excluding the independent non-executive Directors whose opinions will be expressed in the Letter from the Independent Board Committee after considering the recommendations of the Independent Financial Adviser) are of the view that although the connected transaction in relation to the Subscription is not in the ordinary and usual course of business of the Group, the terms of which are on normal commercial terms, and are fair and reasonable, and that the Subscription is in the interests of the Company and the Shareholders as a whole.

## **5. Implications under the Listing Rules**

HECIC is the controlling shareholder of the Company which directly holds 1,876,156,000 A Shares, representing approximately 48.73% of the total issued share capital of the Company, and therefore, is a connected person of the Company. The Subscription constitutes a connected transaction of the Company and is therefore subject to the reporting, announcement and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

As Dr. Cao Xin, Dr. Li Lian Ping, Mr. Qin Gang and Mr. Wu Hui Jiang hold positions in HECIC, they have abstained from voting on resolutions of the Board relating to the approval of the signing of the New Subscription Agreement and the Subscription in accordance with the requirements of the Articles of Association of the Company. Save for the aforesaid Directors, there is no Director having material interest in the Subscription and therefore, no other Director has to abstain from voting in relation to the related Board resolutions.

The Company has established the Independent Board Committee comprising all independent non-executive Directors to advise the Independent Shareholders in respect of the Subscription as required under the Listing Rules. The Company has appointed Gram Capital as the Independent Financial Adviser to recommend the Independent Board Committee and the Independent Shareholders on the Subscription.

## **III. EXTRAORDINARY GENERAL MEETING, CLASS MEETINGS AND CIRCULAR**

Special resolution(s) will be proposed at each of the EGM and the Class Meetings to be convened by the Company on 23 April 2021 to consider and, if thought fit, approve, among other things, the relevant resolutions relating to the Issuance and the Subscription. Meeting notices will be despatched to the Shareholders in due course. HECIC and its associates shall abstain from voting on the relevant resolutions relating to the Subscription at the EGM and the relevant Class Meetings. Save for HECIC and its associates, to the best of the Directors' knowledge, information and belief, there is no other Shareholder who has a material interest in the Issuance or in the Subscription and is required to abstain from voting on the relevant resolutions at the EGM or at any of the Class Meetings.

The Company will dispatch to the Shareholders a circular no more than 15 business days after the publication of this announcement in accordance with the Listing Rules containing, among other things, (i) further details of the Issuance, the Subscription and the Specific Mandate; (ii) a letter from the Independent Board Committee setting out its recommendations to the Independent Shareholders on the Subscription; and (iii) a letter from Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the recommendations on the Subscription.

**This announcement only provides information relating to the Issuance and the Subscription to the Shareholders and potential investors, and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities in the Company. As completion of the Issuance and the Subscription are subject to the satisfaction of certain conditions, the Issuance and the Subscription may or may not be proceeded. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.**

#### **IV. DEFINITIONS**

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

“A Shares”	means the ordinary share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, which is/are subscribed for and paid up in Renminbi, listed on the Main Board of the Shanghai Stock Exchange and traded in Renminbi
“Articles of Association”	means the articles of association of the Company currently in effect
“Board”	means the board of Directors of the Company
“Caofeidian Company”	Caofeidian Suntien Liquefied Natural Gas Co., Ltd.* (曹妃甸新天液化天然氣有限公司), a company incorporated in the PRC with limited liability on 22 March 2018, and a non-wholly owned subsidiary of the Company
“Class Meetings”	collectively means the second A Share Class Meeting for 2021 and the second H Share Class Meeting for 2021 to be convened by the Company on 23 April 2021, notices of which will be despatched to the Shareholders in due course
“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
“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, and in terms of the Company, it refers to HECIC
“CSRC”	means the China Securities Regulatory Commission

“Director(s)”	means the director(s) of the Company
“EGM”	means the second extraordinary general meeting of the Company for 2021 to be convened on 23 April 2021, notice of which will be despatched to the Shareholders in due course
“Gram Capital” or “Independent Financial Adviser”	means Gram Capital Limited, a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), which is the independent financial adviser to advise the Independent Board Committee and Independent Shareholders in respect of the Subscription
“Group”	means the Company and its subsidiaries
“H Shares”	means the overseas listed foreign share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which is listed on The Stock Exchange of Hong Kong Limited and traded in Hong Kong dollars
“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 and the controlling shareholder of the Company
“Independent Board Committee”	means an independent board committee of the Company, comprising all of the independent non-executive Directors, namely, Mr. Guo Ying Jun, Mr. Wan Yim Keung, Daniel and Dr. Lin Tao, which is formed to advise the Independent Shareholders in respect of the Subscription
“Independent Shareholders”	means the Shareholders excluding HECIC and its associates
“Issuance”	means the proposed non-public issuance of up to 1,154,973,118 A Shares by the Company to not more than 35 target subscribers, including HECIC
“Listing Rules”	means the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended, supplemented or otherwise modified from time to time

“New Subscription Agreement”	means the Conditional Agreement for Subscription of A Shares under the Non-public Issuance of China Suntien Green Energy Corporation Limited (關於新天綠色能源股份有限公司非公開發行 A 股股票之附條件生效認購協議書) dated 5 March 2021 entered into with HECIC, pursuant to which HECIC conditionally agreed to subscribe for part of the A Shares under the Issuance
“Original Issuance Plan”	means the plan for and related resolutions regarding the proposed non-public issuance of up to 1,154,973,118 A Shares by the Company to not more than 35 target subscribers, including HECIC, put forward to the first extraordinary general meeting for 2021, the first A Share class meeting for 2021 and the first H Share class meeting for 2021 (which were held on 8 February 2021) by the Company. As the relevant resolutions were not passed at the first A Share class meeting for 2021 of the Company, such issuance plan was not implemented
“Original Subscription Agreement”	means the Conditional Agreement for Subscription of A Shares under the Non-public Issuance of China Suntien Green Energy Corporation Limited (關於新天綠色能源股份有限公司非公開發行 A 股股票之附條件生效認購協議書) dated 21 December 2020 entered into between the Company and HECIC, which has lapsed
“PRC”	means the People’s Republic of China, which for the purpose of this announcement, excludes Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan region
“RMB”	means Renminbi, the lawful currency of the PRC
“Shares”	means share(s) in the share capital of the Company with a nominal value of RMB1.00 each, comprising A Shares and H Shares
“Shareholder(s)”	means holder(s) of the Share(s)
“Specific Mandate”	means the specific mandate sought to be granted by the Shareholders at the EGM and the Class Meetings in relation to the Issuance

“Subscription”

means the subscription of A Shares under the Issuance by HECIC pursuant to the New Subscription Agreement

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

Shijiazhuang City, Hebei Province, the PRC, 5 March 2021

*As at the date of this announcement, the non-executive Directors of the Company are Dr. Cao Xin, Dr. Li Lian Ping, Mr. Qin Gang and Mr. Wu Hui Jiang; the executive Directors of the Company are Mr. Mei Chun Xiao and Mr. Wang Hong Jun; and the independent non-executive Directors of the Company are Mr. Guo Ying Jun, Mr. Wan Yim Keung, Daniel and Dr. Lin Tao.*

\* *For identification purpose only*