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CHINA SUNTIEN GREEN ENERGY CORPORATION LIMITED*

新天綠色能源股份有限公司

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

(Stock Code: 00956)

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2013

Notice is hereby given that the first extraordinary general meeting for the year 2013 (the “EGM”) of China Suntien Green Energy Corporation Limited (the “Company”) will be held at 10:00 a.m. or immediately after the conclusion of the first H Shareholders class meeting in 2013 on Tuesday, 8 October 2013 at the Jixian Hall, 5th Floor, Ambassador Hotel, Shijiazhuang City, Hebei Province, the People’s Republic of China (the “PRC”) for the purpose of considering and, if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. To consider and approve the following resolutions in respect of the proposal to issue the Placing Shares:

“THAT:

the following items of the issuance of the Placing Shares (as defined and specified in the announcement of the Company in respect of the proposed placing of its H shares dated 16 August 2013 (the “Placing Announcement”)) be and are hereby individually approved and be implemented subject to a number of approvals from the relevant PRC regulatory authorities:

- (1) Class of Shares
- (2) Nominal value of each placing shares
- (3) Size of issuance
- (4) Issuance method
- (5) Target investors

- (6) Pricing
- (7) Use of proceeds
- (8) Accumulated undistributed profit
- (9) Validity period of the Shareholders' resolutions
- (10) Matters relating to authorisation in connection with the issuance of the Placing Shares”

(Please refer to the Placing Announcement for details.)

2. To consider the resolution in relation to the private placement of financial instruments:

“THAT:

- (1) the private placement of financial instruments of the following principal terms by the Company be and hereby approved.
 - (a) Amount to be registered: RMB1 billion
 - (b) Term: Five years and can be optionally extended for the other 2 years, i.e. the instruments will either be repaid or extended for 2 years upon its 5-year maturity at the option of the issuer
 - (c) Date of issuance: To be issued within the valid term (two years) after registration with the National Association of Financial Market Institutional Investors (“NAFMII”) in one batch or revolving batches
 - (d) Issue price: To be issued at par (RMB100) and to be subscribed at multiples of RMB10 million
 - (e) Issue method: Through book building, centralized placement
 - (f) Coupon rate: Determined with reference to the actual term and the market capital, and based on the weekly rate announced by the NAFMII. Coupon rate shall not higher than 90% of the base lending rate for long term loans announced by the PBOC. Actual coupon rate shall be as determined in the announcement in respect of such issue.

- (g) Target investors: Institutional investors participating in the National Inter-bank Bond Market (excluding investors prohibited by state laws and regulations)
 - (h) Underwriter and method of underwriting: An underwriting syndicate organized by underwriters, with the lead underwriter to underwrite the outstanding balance
 - (i) Payment of interest and principal: The interest will be paid in simple rate, and principal and interest will be repaid upon maturity;
 - (j) Guarantee: No guarantee
 - (k) Use of proceeds: Including but not limited to the adjustment to debt structure and used for the Company's working capital
 - (l) Mandate validity period: 24 months from the date of approval at the EGM
- (2) the board of directors of the Company (the "Board") and its authorized persons be and are hereby generally and unconditionally authorized, in appropriate circumstances, to deal with all such matters relating to the registration and issue of the aforementioned debt financing instruments for the best interest of the Company pursuant to the applicable laws, regulations and market conditions, including but not limited to:
- (a) to determine and adjust, according to the actual needs of the Company and market conditions prevailing at the time of issue, the issue timing, the issue scale, the issue method, the batches to be issued and the interval of interest rate;
 - (b) to approve, amend, execute and announce (if applicable) such agreements, announcements, circulars and all the other requisite documents (including but not limited to, reports issued by the Company, the prospectus, the underwriting agreement, the engagement letters entered into with the relevant qualified professional agents, the registration and deposit agreement and all the related announcements); and
 - (c) to delegate the authorization mentioned in items (a)-(b) above to the authorized person of the Board of the Company.
- (3) Subject to the Shareholders' approval at the EGM, the Company shall apply for registration with NAFMII and circulation of the issued debt financing instruments in the inter-bank bond market after the issue of such debt financing instruments."

Ordinary Resolutions

3. To consider the resolutions in relation to the continuing connected transaction and discloseable transaction under the Financial Services Framework Agreement:

“THAT:

- (1) the Financial Services Framework Agreement (as defined and specified in the announcements of the Company in respect of the continuing connected transaction and discloseable transaction dated 16 August 2013 and 22 August 2013 (the “CCT Announcement”)) and the execution thereof and implementation of the Deposit Service (as defined and described in the CCT Announcement) thereunder (including the proposed caps of maximum daily balance of the Deposit Service under the Financial Services Framework Agreement for the three years ending 31 December 2015 of RMB1 billion, RMB1.15 billion and RMB1.35 billion) be and are hereby approved, ratified and confirmed; and
- (2) the executive directors Mr. Gao Qing Yu and Mr. Zhao Hui be and is hereby authorized to sign, execute, perfect and deliver all such documents and do all such deeds, acts, matters and things as he or she may in his or her absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the Financial Services Framework Agreement, the Deposit Service and the proposed caps of maximum daily balance and ancillary thereto, to waive compliance from and/or agree to any amendment or supplement to any of the provisions of the Financial Services Framework Agreement which in his or her opinion is not of a material nature and to effect or implement any other matters referred to in this resolution.”
4. To consider the resolution in relation to the change of the PRC auditors of the Company for the year 2013:

“THAT:

the change of the PRC auditors of the Company for the year 2013 from Zhong Lei Certified Public Accountants Co., Ltd. to Reanda Certified Public Accountants for a term up to the conclusion of the next annual general meeting of the Company and the Board and authorizing the Board to fix the remuneration of the PRC auditors.”

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

Shijiazhuang City, Hebei Province, the PRC, 23 August 2013

Notes:

1. Please refer to the Placing Announcement and the CCT Announcement for details of the issuance of the Placing Shares and the continuing connected transaction and discloseable transaction under the Financial Services Framework Agreement. Capitalised terms used in this notice shall have the same meanings as those defined in the Announcement unless the context otherwise requires.
2. Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by way of a poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, each of the resolutions set out in this notice of EGM will be voted by poll. Results of the poll voting will be published on the Company's website at www.suntien.com and the HKExnews website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk after the EGM.
3. Any Shareholder (in case of a corporate Shareholder, its duly authorized representative) entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a Shareholder of the Company.
4. In order to be valid, the proxy form together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be completed and returned to the Company's registered office and headquarters in the PRC (for Domestic Shareholders) or the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited (for H Shareholders), at least 24 hours before the EGM or any adjourned meeting thereof. Computershare Hong Kong Investor Services Limited is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong. Completion and return of a proxy form will not preclude a Shareholder from attending and voting at the EGM or any adjourned meeting thereof should he/she so wish.
5. The register of members of the Company will be closed, for the purpose of determining the entitlement of Shareholders to attend the EGM, from Sunday, 8 September 2013 to Tuesday, 8 October 2013 (both days inclusive), during which period no transfer of Shares will be registered. In order to attend the EGM, all instruments of transfers, accompanied by the relevant Share certificates, must be lodged for registration with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for H Shareholders) or the Company's registered office and headquarters in PRC (for Domestic Shareholders), not later than 4:30 p.m. on Friday, 6 September 2013. Shareholders who are registered with Computershare Hong Kong Investor Services Limited or the Company's registered office and headquarters in PRC on or before the aforementioned date are entitled to attend the EGM.
6. In case of joint shareholdings, the vote of the senior joint Shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint Shareholder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
7. Shareholders of the Company intending to attend the EGM in person or by their proxies should return the reply slip for attending the EGM by courier or by post to the Company's registered office and headquarters in the PRC (for Domestic Shareholders) or the Company's H Share Registrar, Computershare Hong Kong Investors Services Limited (for H Shareholders) on or before Wednesday, 18 September 2013. The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
8. The EGM is expected to be held for less than half a day. Shareholders who attend the meeting in person or by proxy shall bear their own travelling and accommodation expenses.
9. A Shareholder or his proxy should produce proof of identity when attending the EGM.
10. Our registered office and headquarters in the PRC is 9 Floor, Block A, Yuyuan Plaza, No. 9 Yuhua West Road, Shijiazhuang City, Hebei Province, PRC.

As at the date of this notice, the non-executive directors of the Company are Mr. Zhao Hui Ning, Mr. Xiao Gang and Mr. Ma Guo Qing; the executive directors of the Company are Dr. Cao Xin, Mr. Gao Qing Yu, Mr. Wang Hong Jun and Mr. Zhao Hui; and the independent non-executive directors of the Company are Mr. Qin Hai Yan, Mr. Ding Jun, Mr. Wang Xiang Jun and Mr. Yue Man Yiu Matthew.

** for identification purpose only*