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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)**

**AMENDMENTS TO THE A SHARE OFFERING PLAN AND  
RELATED MATTERS**

References are made to the announcement of the Company dated 25 September 2017 titled “A Share Offering Plan and Relevant Matters”, the notice of the first extraordinary general meeting for 2017 dated 25 September 2017, the Shareholders’ circular dated 20 October 2017 and the announcement on the poll results of the first extraordinary general meeting for 2017 dated 10 November 2017, in relation to, among others, the relevant resolutions on the A Share Offering, including the resolutions on the A Share Offering plan, the grant of authorisation to the Board to handle all matters relating to the A Share Offering, the plan for distribution of accumulated profits prior to the A Share Offering and the report on the use of proceeds previously raised by the Company, etc.

In order to expand its financing channels, optimise its capital structure and further improve its competitiveness and economic benefits, the Company intends to apply to the CSRC for the initial public offering and the listing of the A Shares. The Company has considered and approved the relevant resolutions at the first extraordinary general meeting for 2017. Considering that the valid period of the A Share Offering related resolutions will soon expire, while some resolutions have been updated, the Board has passed resolutions in relation to the amended A Share Offering plan and other relevant matters related to the A Share Offering at the Board meeting convened on 2 August 2018.

The Company will convene the EGM on 18 September 2018, to consider and approve the amended A Share Offering plan and other relevant resolutions related to the A Share Offering. The Company will issue a notice of the EGM to the Shareholders on 3 August 2018, and will despatch a circular containing the details of the above resolutions in due course.

The matters regarding the amendment of the A Share Offering are subject to the approval of the Shareholders at the EGM, securities regulatory authorities (including the CSRC) and other relevant regulatory authorities (including the relevant stock exchanges).

**The A Share Offering may or may not proceed to completion. Shareholders and potential investors are advised to exercise caution when dealing in the H Shares. Further details on the A Share Offering will be disclosed by the Company in due course.**

## **I. A SHARE OFFERING AND RELEVANT MATTERS**

References are made to the announcement of the Company dated 25 September 2017 titled “A Share Offering Plan and Relevant Matters”, the notice of the first extraordinary general meeting for 2017 dated 25 September 2017, the Shareholders’ circular dated 20 October 2017 and the announcement on the poll results of the first extraordinary general meeting for 2017 dated 10 November 2017, in relation to, among others, the relevant resolutions on the A Share Offering, including the resolutions on the A Share Offering plan, the grant of authorisation to the Board of Directors to handle all matters relating to the A Share Offering, the plan for distribution of accumulated profits prior to the A Share Offering and the report on the use of proceeds previously raised by the Company, etc.

In order to expand its financing channels, optimise its capital structure and further improve its competitiveness and economic benefits, the Company intends to apply to the CSRC for the initial public offering and the listing of the A Shares. The Company has considered and approved the relevant resolutions at the first extraordinary general meeting for 2017. Considering that the valid period of the A Share Offering related resolutions will soon expire, while some resolutions have been updated, the Board has passed resolutions in relation to the amended A Share Offering plan and other relevant matters related to the A Share Offering at the Board meeting convened on 2 August 2018. Details are as follows:

### **1. Resolution on the amendments to the existing A Share Offering Plan**

Considering that the valid period of the existing A Share Offering plan will soon expire and in order to ensure the on-going proceeding of the A Share Offering, the Company plans to extend the valid period of the resolution on the existing A Share Offering plan to 12 months following the approval at the EGM.

In addition, the State Council promulgated the Circular on Issuing the Implementation Plan for Transferring Certain State-Owned Capital to Enrich the Social Security Funds (《關於印發劃轉部分國有資本充實社保基金實施方案的通知》) (Guo Fa [2017] No. 49) on 9 November 2017, pursuant to which the target of the state-owned share transfer has been changed from the equities of a listed company to the equities of such listed company’s parent group. Such circular was effective on the date of its promulgation. Therefore, the Company proposes to remove the state-owned share transfer plan from the existing A Share Offering plan.

Except for the extension of the valid period and the removal of the state-owned share transfer plan, the A Share Offering plan remains unchanged. Details of the A Share Offering plan are as follows:

- (1) Class of shares to be issued: RMB ordinary shares (A Shares).**

- (2) Number of shares to be issued: the number of A Shares to be issued under the public offering of the Company will be no more than 134,750,000 A Shares. The exact number of A Shares to be issued shall be determined by the Board of Directors and the sponsor through negotiations and book building under the authorisation to be granted at the general meeting and in view of the capital needs of the project to be financed with the proceeds from the A Share Offering. The final number of shares to be issued shall be subject to the approval of the CSRC. The A Share Offering is limited to the issue of new A Shares by the Company only and does not involve any transfer of Shares of the Company (the existing Shares) by the existing Shareholders of the Company to investors.
- (3) Nominal value of shares to be issued: RMB ordinary shares (A Shares) with a nominal value of RMB1.00 each.
- (4) Target subscribers of the shares to be issued: places that satisfy the requirements under national laws and regulations and the provisions of regulators, and domestic natural persons, legal persons and other investors which have maintained accounts at the Shanghai Stock Exchange (other than those prohibited under national laws and regulations).

The Company will take appropriate steps to ascertain the eligibility of the A-Share subscribers and to ensure that no A Shares will be allotted and issued to its connected persons (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) and/or their associates.

- (5) Price of shares to be issued: the initial price range will be determined first by the Board of Directors and the sponsor through promotion and initial book building under the authorisation to be granted at the general meeting, and the offer price will then be determined in accordance with laws and regulations and the relevant requirements of the CSRC.
- (6) Proposed place of listing: the Shanghai Stock Exchange.
- (7) Methods of offering of shares: combination of the offline placing to specified investors through book building and the online subscription, or any other methods specified by the CSRC.
- (8) Use of proceeds: the proceeds from the A Share Offering, after deduction of the offering expenses undertaken by the Company, will be used for the investment in the Fengning Senjitu wind farm (phase 3) project (150MW) of HECIC. The total investment of such project shall be RMB1,473,351,900, of which RMB442,005,600 is intended to be financed with the proceeds. In the event that the actual proceeds, after deduction of the corresponding offering expenses, are insufficient to meet the investment needs for such project, the shortfall will be financed by the internal resources of the Company. If initial investment is required for the aforesaid project to be financed before the proceeds from the offering are available due to factors such as operational needs or market competition, the Company will fund the project by way of injecting its own funds, obtaining bank loans or

financing leases, etc. Once the proceeds from the offering are available, the Company will replace its initial investment, such as self-owned funds and/or bank loans and/or financing leases, with the proceeds from the offering. In the event that the actual proceeds, after deduction of the corresponding offering expenses, are more than those required for the aforesaid project to be financed, the excess will be applied to replenish the working capital of the Company through legal procedures in accordance with the national laws, regulations and the relevant requirements of the CSRC.

(9) Conversion into a joint stock limited liability company with Shares issued and listed domestically and overseas: after the A Shares are issued and listed with the approval of the CSRC, the Company will apply for the conversion into a joint stock limited liability company with Shares issued and listed domestically and overseas.

(10) Valid period of the resolution on the A Share Offering plan: 12 months following the approval at the EGM.

**2. Resolution on the amendments to the proposed grant by the general meeting of the authorisation to the Board of Directors to handle all matters relating to the A Share Offering of the Company**

At the Company's first extraordinary meeting for 2017, it passed the resolution on granting authorisation to the Board to handle all matters relating to the A Share Offering of the Company with a valid period of 12 months following the approval at such extraordinary general meeting. Considering that the valid period of the above mentioned resolution will soon expire and in order to ensure the on-going proceeding of the A Share Offering, the Company proposes to extend the valid period of the grant of authorisation to the Board to handle all matters relating to the A Share Offering to 12 months following the approval at the EGM. In addition, the authorisation in relation to the state-owned share transfer plan will be removed in line with the amendments to the A Share Offering plan.

**3. Resolution on the amendments to the plan for distribution of accumulated profits of the Company prior to the A share offering**

The resolution on the plan for distribution of accumulated profits of the Company prior to the A Share Offering has been passed at the Company's first extraordinary meeting for 2017. Considering that the valid period of such resolution will soon expire and in order to specify the attribution of the accumulated profits of the Company prior to the completion of the A Share Offering, the distribution plan is revised as follows:

The accumulated undistributed profits of the Company before the completion of the A Share Offering will be shared by the new and existing Shareholders, in proportion to their respective shareholdings after the A Share Offering.

The Company will decide whether or not to declare and distribute profits according to the relevant laws, regulations and the requirements under the Company's articles of association, taking into account the practical situation of the Company. Therefore, the accumulative undistributed profits prior to the A Share Offering may or may not be distributed to the Shareholders.

#### 4. Resolution on the report on the use of proceeds previously raised by the Company

After the use of the proceeds raised by the Company as of 30 June 2018 being verified, the Company prepared the “Report on the Use of Proceeds Previously Raised”, and Ernst & Young Hua Ming LLP audited the use of proceeds previously raised and prepared the “Assurance Report on the Use of Proceeds Previously Raised”.

## II. EFFECT OF THE A SHARE OFFERING ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The A Share Offering will be carried out by the Board under the General Mandate. In accordance with the General Mandate granted to the Board by the Shareholders at the annual general meeting of the Company for 2017 held on 8 June 2018, the Board may issue Domestic Shares representing no more than 20% of the total number of Domestic Shares of the Company in issue at the date of the annual general meeting of 2017 (being 375,231,200 Domestic Shares). In accordance with the amended A Share Offering plan, the Company intends to issue no more than 134,750,000 A Shares, representing approximately 7.18% and 3.63%, respectively, of the Domestic Shares in issue and the entire issued share capital of the Company as at the date of this announcement.

Assuming all the 134,750,000 A Shares under the A Share Offering plan are issued in full with approval and the share capital of the Company will remain unchanged prior to the completion of the plan for the A Share Offering, the Company’s shareholding structure as at the date of this announcement and immediately following the completion of the A Share Offering is/will be as follows:

	<b>As at the date of this announcement</b>		<b>Immediately following the completion of the A Share Offering</b>	
	<i>Number of Shares</i>	<i>Approximate percentage of the issued share capital of the Company</i>	<i>Number of Shares</i>	<i>Approximate percentage of the issued share capital of the Company</i>
<b>Domestic Shares</b>				
Domestic Shares in issue	1,876,156,000	50.50%	1,876,156,000	48.73%
New A Shares to be issued under the A Share Offering	–	–	134,750,000	3.50%
<b>Sub-total of Domestic Shares:</b>	<u>1,876,156,000</u>	<u>50.50%</u>	<u>2,010,906,000</u>	<u>52.23%</u>
<b>H Shares</b>	<u>1,839,004,396</u>	<u>49.50%</u>	<u>1,839,004,396</u>	<u>47.77%</u>
<b>Total</b>	<u><u>3,715,160,396</u></u>	<u><u>100.00%</u></u>	<u><u>3,849,910,396</u></u>	<u><u>100.00%</u></u>

Notes:

1. As at the date of this announcement, all the Domestic Shares in issue were directly held by HECIC, the Controlling Shareholder of the Company. Following the completion of the A Share Offering, the existing Domestic Shares in issue will be converted into A Shares. However, in accordance with the relevant requirements including the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange, HECIC shall not transfer or appoint any other person to manage the shares held by it prior to the A Share Offering or cause the Company to repurchase such shares within thirty six months from the date of listing of the A Shares of the Company.
2. Due to rounding adjustments, the figures shown as total may not represent the arithmetic sum of the previous figures.

During the 12 months up to the date of this announcement, the Company had not conducted any fund raising activities involving the issue of share capital.

### III. SHAREHOLDERS' APPROVAL

The matters regarding the amendment of the A Share Offering are subject to the approval of the Shareholders at the EGM, securities regulatory authorities (including the CSRC) and other relevant regulatory authorities (including the relevant stock exchange).

**The A Share Offering may or may not proceed to completion. Shareholders and potential investors are advised to exercise caution when dealing in the H Shares. Further details on the A Share Offering will be disclosed by the Company in due course.**

### IV. DEFINITIONS

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

“A Shares”	the ordinary shares proposed to be issued by the Company under its A Share Offering plan and to be subscribed for in Renminbi
“A Share Offering”	the proposed initial public offering by the Company of no more than 134,750,000 A Shares which are proposed to be listed on the Shanghai Stock Exchange
“Board of Directors” or “Board”	the board of directors of the Company
“Company”	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 PRC with limited liability

“Controlling Shareholder” or “HECIC”	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, which is under the direct supervision of the State-owned Assets Supervision and Administration Commission of the People’s Government of Hebei Province
“CSRC”	China Securities Regulatory Commission
“Domestic Shares”	ordinary shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“EGM”	the second extraordinary general meeting of the Company for 2018 to be convened at the Conference Room, 5th Floor, Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC at 9:00 a.m. on Tuesday, 18 September 2018
“General Mandate”	the general mandate granted to the Board of Directors by the Shareholders at the annual general meeting of the Company for 2017 held on 8 June 2018 to issue Domestic Shares and H Shares representing no more than 20% of the total number of Domestic Shares and H Shares of the Company, respectively, in issue at the date of the passing of the relevant resolution by the Shareholders
“H Shares”	the overseas listed foreign invested shares in the share capital of the Company, with a nominal value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“PRC”	the People’s Republic of China, which, for the purposes of this announcement only, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Share(s)”	share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, including the Domestic Shares and H Shares
“Shareholder(s)”	the holder(s) of Share(s)

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

Shijiazhuang City, Hebei Province, the PRC, 2 August 2018

*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 purpose only*