
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Suntien Green Energy Corporation Limited, you should at once hand this circular and the accompanying proxy form, the reply slip for the Annual General Meeting and, if applicable, the 2014 annual report to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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)

Report of the Board of Directors for 2014
Report of the Board of Supervisors for 2014
Final Accounts for the Year Ended 31 December 2014
Audited Financial Statements and Independent Auditors' Report
for the Year Ended 31 December 2014
Profit Distribution Plan for 2014
Budget Report for the Year Ending 31 December 2015
Re-appointment of PRC Auditors and International Auditors and Authorization of
the Board of Directors to Determine their Respective Remunerations
Election of Non-executive Director
Election of Independent Supervisor
General Mandate to Issue Shares
and
Notice of 2014 Annual General Meeting

China Suntien Green Energy Corporation Limited will convene the Annual General Meeting (the "AGM") at 9:00 a.m. on Friday, 5 June 2015 at the Conference Room, 5/F, Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC. Notice of the AGM is set out on pages 13 to 16 of this circular.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For holders of H Shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited and for holders of Domestic Shares, the proxy form should be returned to the Company's registered office and headquarters in the PRC in person or by post not less than 24 hours before the time fixed for holding the AGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or at any other adjourned meeting should you so wish.

If you intend to attend the AGM in person or by proxy, you are required to complete and return the accompanying reply slip to Computershare Hong Kong Investor Services Limited (for holders of H Shares) or to the Company's registered office and headquarters in the PRC (for holders of Domestic Shares) on or before Friday, 15 May 2015.

* For identification purposes only

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DEFINITIONS

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

“AGM” or “Annual General Meeting”	the 2014 annual general meeting of the Company to be held at 9:00 a.m. on Friday, 5 June 2015 at the Conference Room, 5/F, Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board of Directors” or “Board”	the board of Directors of the Company
“Board of Supervisors”	the board of Supervisors 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
“Directors”	directors of the Company
“Domestic Shares”	ordinary shares in the Company’s capital, with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB
“General Mandate”	a general mandate to be granted to the Board for issuing Domestic Shares and H Shares representing up to the limit of 20% of each of the aggregate nominal values of the Domestic Shares and H Shares of the Company, respectively, in issue on the date of passing the related resolution
“Group”	the Company and its subsidiaries
“H Shares”	overseas listed foreign-invested shares in the Company’s share capital with a nominal value of RMB1.00 each, which is traded in Hong Kong dollars and listed on The Stock Exchange of Hong Kong Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Supervisor(s)”	the Supervisor(s) of the Company who is/are independent from the Shareholders of the Company and do not hold internal positions in the Company (save for acting as an Independent Supervisor of the Company)
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Latest Practicable Date”	10 April 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“PRC” or “China”	the People’s Republic of China, excluding, for the purpose of this circular only, Hong Kong, Macau Special Administrative Region, and Taiwan region
“Shares”	shares in the share capital of the Company, with a nominal value of RMB1.00 each, comprising the Company’s Domestic Shares and H Shares
“Shareholders”	holders of the Shares
“RMB”	the lawful currency of the PRC
“Supervisors”	supervisors of the Company

LETTER FROM THE BOARD



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)

Board of Directors:

Non-executive Directors:

Dr. Cao Xin (*Chairman*)

Dr. Liu Zheng

Mr. Zhao Hui

Mr. Qin Gang

Ms. Sun Min

Registered Office and Headquarters:

9th Floor, Block A, Yuyuan Plaza

No. 9 Yuhua West Road

Shijiazhuang City

Hebei Province

the PRC

Executive Directors:

Mr. Gao Qing Yu (*President*)

Mr. Wang Hong Jun

Principal place of business in Hong Kong:

Suite 2103, 21st Floor, Prudential Tower

The Gateway, Harbour City

Kowloon, Hong Kong

Independent Non-executive Directors:

Mr. Qin Hai Yan

Mr. Ding Jun

Mr. Wang Xiang Jun

Mr. Yue Man Yiu Matthew

16 April 2015

To the Shareholders,

1. INTRODUCTION

On behalf of the Board of Directors, I invite you to attend the AGM to be held at 9:00 a.m. on Friday, 5 June 2015 at the Conference Room, 5/F, Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC.

The purposes of this circular are to provide you with the notice of the AGM and to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

* For identification purposes only

LETTER FROM THE BOARD

2. BUSINESS TO BE CONSIDERED AT THE AGM

The business to be considered at the AGM is described in more details in the Notice of Annual General Meeting set out on pages 13 to 16 of this circular.

Resolutions will be proposed at the AGM as ordinary resolutions to approve: (a) the Report of the Board of Directors for 2014, (b) the Report of the Board of Supervisors for 2014, (c) the Final Accounts for the Year Ended 31 December 2014, (d) the Audited Financial Statements and Independent Auditors' Report for the Year Ended 31 December 2014, (e) the Profit Distribution Plan for 2014, (f) the Budget Report for the Year Ending 31 December 2015, (g) the Re-appointment of the PRC Auditors and International Auditors and Authorization of the Board of Directors to Determine their Respective Remunerations, (h) the Election of Non-executive Director, and (i) Election of Independent Supervisor.

A resolution will be proposed at the AGM as a special resolution to approve the General Mandate to issue Shares.

In order to enable you to have a better understanding of the resolutions to be proposed at the AGM and to make an informed decision in the circumstance where sufficient and necessary information are available, we have provided detailed information in this circular, including explanatory information to the proposed resolutions to be approved and reviewed at the AGM (see Appendix I), the biographical details of proposed Non-executive Director (see Appendix II) and the biographical details of proposed Independent Supervisor (see Appendix III).

3. THE AGM

The proxy form and the reply slip of the AGM are enclosed.

If you intend to appoint a proxy to attend the AGM, you are required to complete and return the accompanying proxy form in accordance with the instructions printed thereon. For holders of H Shares, the proxy form should be returned to Computershare Hong Kong Investor Services Limited and for holders of Domestic Shares, the proxy form should be returned to the Company's registered office and headquarters in the PRC in person or by post not less than 24 hours before the time fixed for holding the AGM or any adjourned meeting thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or at any other adjourned meeting should you so wish.

If you intend to attend the AGM in person or by proxy, you are required to complete and return the accompanying reply slip to Computershare Hong Kong Investor Services Limited (for holders of H Shares) or to the Company's registered office and headquarters in the PRC (for holders of Domestic Shares) on or before Friday, 15 May 2015.

LETTER FROM THE BOARD

4. VOTING BY POLL

According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, the chairman of the AGM will exercise his power under the Articles of Association to demand a poll in relation to all the proposed resolutions at the AGM.

5. RECOMMENDATION

The Board considers that all resolutions proposed for consideration and approval by the Shareholders at the AGM are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Board recommends Shareholders to vote in favour of all the proposed resolutions at the AGM.

Yours faithfully,
Cao Xin
Chairman

(A) ORDINARY RESOLUTIONS**1. To consider and approve the Report of the Board of Directors of the Company for 2014**

The text of the Report of the Board of Directors for 2014 is set out in the section headed “Report of the Board of Directors” in the Company’s 2014 annual report to be dispatched with this circular on the same day.

2. To consider and approve the Report of the Board of Supervisors of the Company for 2014

The text of the Report of the Board of Supervisors for 2014 is set out in the section headed “Report of the Board of Supervisors” in the Company’s 2014 annual report to be dispatched with this circular on the same day.

3. To consider and approve the Final Accounts of the Company for the Year Ended 31 December 2014

A summary of the report relating to the Company’s 2014 final accounts prepared under the International Financial Reporting Standards is as follows:

(1) Completion of production and operation of the Group

In 2014, the consolidated installed capacity of wind power of the Group increased by 251.50MW to 1,696.80MW in aggregate; annual utilization hours were 1,996 hours; gross power delivered to grid during the year was 2,685 million KWh. Sales volume of natural gas was 1,523 million cubic meters.

(2) Scope of consolidation for the overall financial position (consolidated statements) of the Company

As at the end of the year, the Company’s consolidated total assets amounted to RMB21,610 million and total liabilities amounted to RMB12,848 million. The net gearing ratio was 52.27% and net assets were RMB8,762 million, of which equity attributable to the owners of the Company was RMB7,359 million. Consolidated total liabilities was RMB12,848 million, of which current liabilities were RMB3,531 million and non-current liabilities were RMB9,317 million. Total equity was RMB8,762 million, of which equity attributable to the owners of the Company was RMB7,359 million and non-controlling interests were RMB1,403 million. For indicators in the Consolidated Statement of Comprehensive Income as compared to last year, the Company recorded sales revenue of RMB5,149 million, representing an increase of 10.48% from last year; profit before tax of RMB674.6 million, representing a decrease of 18.95% from last year; and profit attributable to owners of the Company was RMB335.1 million, representing a decrease of 27.09% from last year.

(3) Dividend distribution

A distribution of a final dividend of RMB0.031 per share (tax inclusive) (approximately RMB115.17 million in total (tax inclusive)) for the year was proposed subject to the shareholders' approval at the AGM.

(4) Use of proceeds

In January 2014, the Company successfully issued new H shares by private placing and raised a total of HK\$1,597 million, after deducting the expenses of HK\$33 million, the net proceeds raised was HK\$1,564 million. Based on the plans for the use of proceeds and the foreign exchange settlement, approximately HK\$1,400 million or 90% of the settled funds shall be used in wind power and natural gas projects, approximately HK\$160 million or 10% shall be retained in Bank of China (Hong Kong) outside China as working capital.

As at 31 December 2014, HK\$689 million of settled funds has been used in the Group's wind power and natural gas businesses, of which HK\$429 million was used in wind power projects and HK\$260 million in natural gas projects, representing approximately 44.05% of the net proceeds raised. Approximately HK\$50 million was used to replenish the working capital of the Company, representing approximately 3.2% of the net proceeds raised. HK\$711 million was funds not yet settled. The remaining net proceeds raised by the placing (including their accrued interest) in the amount of HK\$828 million are currently deposited in the bank account of the Company.

4. To consider and approve the Audited Financial Statements of the Company and the Independent Auditors' Report for the Year ended 31 December 2014

The audited financial statements and independent auditors' report for the year ended 31 December 2014 are set out in the sections headed "Independent Auditors' Report", "Consolidated Statement of Comprehensive Income", "Consolidated Statement of Financial Position", "Consolidated Statement of Changes in Equity", "Consolidated Statement of Cash Flows", "Statement of Financial Position" and "Notes to Financial Statements" in the Company's 2014 annual report to be dispatched with this circular on the same day.

5. To consider and approve the Profit Distribution Plan of the Company for 2014

The Board proposed the distribution of a final dividend of RMB0.031 per share (tax inclusive) (RMB115.17 million in total (tax inclusive)) to all Shareholders for the year ended 31 December 2014. Such dividends will be paid to holders of Domestic Shares in Renminbi and to holders of H Shares in Hong Kong dollars. The actual amount of H Share dividend paid in Hong Kong dollars will be calculated according to the average benchmark exchange rate of Renminbi against Hong Kong dollars as published by the People's Bank of China for the five business days preceding the date

of AGM. If the proposed profit distribution plan is approved in the AGM, the final dividend will be paid to Shareholders whose names are registered in the Company's register of members on Tuesday, 16 June 2015.

In order to determine the Shareholders who are entitled to the receipt of the abovementioned final dividend, the register of members of the Company will be closed from Thursday, 11 June 2015 to Tuesday, 16 June 2015, (both days inclusive). To be eligible to receive the final dividend for the year ended 31 December 2014 (subject to the approval of the Company's shareholders), unregistered holders of H Shares of the Company shall lodge relevant share transfer documents with the Company's H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 10 June 2015.

We hereby recommend Shareholders at the AGM to authorise the Board to implement the above profit distribution plan, and recommend the Board to delegate its authority to the Company's management for implementing all relevant matters relating to the above profit distribution plan at the time when it obtains the above authority.

Pursuant to the Enterprise Income Tax Law of the PRC and its implementation rules, which came into force on 1 January 2008, and other relevant rules, where the Company distributes the proposed 2014 final dividend to non-resident enterprise shareholders whose names appear on the register of members for H Shares of the Company, it is required to withhold and pay enterprise income tax at the rate of 10%. Any H Shares registered in the name of non-individual registered shareholders, including HKSCC Nominees Limited, other nominees or trustees, or other organizations or groups, will be treated as shares being held by non-resident enterprise shareholders, and consequently will be subject to the withholding of the enterprise income tax.

According to the requirements of the State Administration of Taxation (Guo Shui Han [2011] No.348) and the relevant laws and regulations, if the individual holders of H Shares are residents of Hong Kong or Macau or those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of 10%, the Company will withhold and pay individual income tax at the rate of 10% on behalf of these shareholders. If the individual holders of H Shares are residents of those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of less than 10%, the Company will assist them to make applications to seek entitlement of the relevant agreed preferential treatments pursuant to the relevant tax treaty. If the individual holders of H Shares are residents of those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of more than 10% but less than 20%, the Company will withhold and pay individual income tax at the effective tax rate stipulated in the relevant tax treaty. If the individual holders of H Shares are residents of those countries which have entered into a tax treaty with the PRC stipulating a dividend tax rate of 20%, or those countries which have not entered into any tax treaties with the PRC, or under any other circumstances, the Company will withhold and pay individual income tax at the rate of 20% on behalf of these shareholders.

The Company will determine the resident status of the individual holders of H Shares based on the registered address as recorded in the register of members of the Company on Tuesday, 16 June 2015 (the “Registered Address”). If the resident status of any individual holders of H Shares is not consistent with that indicated by the Registered Address, such individual holders of H Shares shall notify the Company’s H Share registrar not later than 4:30 p.m. on Wednesday, 10 June 2015, and provide relevant supporting documents to the Company’s H Share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. Any individual holder of H Shares who fails to provide relevant supporting documents within the time period stated above, may either personally or appoint an agent to attend to the relevant procedures in accordance with the requirements under the tax treaty notice.

The Company assumes no responsibility and disclaims all liabilities whatsoever in relation to the tax status or tax treatment of the individual holders of H Shares and for any claims arising from any delay in or inaccurate determination of the tax status or tax treatment of the individual holders of H Shares or any disputes over the withholding mechanism or arrangements.

6. To consider and approve the Budget Report of the Company for the Year Ending 31 December 2015

For 2015, the Company will have 40 key fixed assets construction and investment projects with an estimated investment of RMB10,441 million, including an estimated investment of RMB9,352 million in the new energy segment and an estimated investment of RMB1,089 million in the natural gas segment.

7. To consider and approve the re-appointment of Reanda Certified Public Accountants (利安達會計師事務所) and Ernst & Young as the Company’s PRC auditors and international auditors, respectively, for 2015 for a term until the conclusion of the next annual general meeting of the Company, and to authorise the Board to determine their respective remunerations.

8. To consider and elect a Non-executive Director of the Company

Mr. Zhao Hui will resign as a non-executive Director due to change in work arrangement. At the eighth meeting of the second session of the Board of Directors held on 24 March 2015, the Board of Directors considered and approved the proposal in relation to the nomination of Mr. Wu Huijiang as non-executive Director of the second session of the Board to replace the vacancy caused by the resignation of Mr. Zhao Hui. The appointment of Mr. Wu Huijiang is subject to approval of the general meeting of the Company, His biographical details are set out in Appendix II to this circular.

9. To consider and elect an Independent Supervisor of the Company

As Professor Yao Changhui desired to devote more time to his other work commitments, he ceased to serve as an Independent Supervisor of the Company from 1 December 2014. At the fourth meeting of the second session of the Board of Supervisors held on 24 March 2015, the Board of Supervisors considered and approved the proposal in relation to the nomination of Mr. Liang Yongchun as an Independent Supervisor of the second session of the Board of Supervisors to replace the vacancy caused by the resignation of Professor Yao Changhui. The appointment of Mr. Liang Yongchun is subject to approval of the general meeting of the Company. His biographical details are set out in Appendix III to this circular.

(B) SPECIAL RESOLUTION**10. General Mandate to issue Shares**

The Board was granted a general mandate at the 2013 annual general meeting held on 6 June 2014 to issue new Shares. The authorization, if not exercised before the AGM to be held on 5 June 2015, shall lapse upon the conclusion of the AGM.

To ensure flexibility and discretion for the Board to issue new Shares, the Company proposes to grant the new General Mandate to the Board by way of resolution at the AGM to allot, issue or deal with additional Domestic Shares and H Shares not exceeding 20% of the aggregate nominal values of the Domestic Shares and H Shares of the Company respectively in issue on the date of passing such resolution. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,876,156,000 Domestic Shares and 1,839,004,396 H Shares. Subject to the passing of the resolution related to the granting of the General Mandate and on the basis that no further Shares will be issued before the AGM, the Company will be allowed to issue a maximum of 375,231,200 Domestic Shares and 367,800,879 H Shares in accordance with the General Mandate. The General Mandate shall be effective from the time the resolution is passed until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or other applicable laws to be held; (iii) the revocation or variation of the authority given under above-mentioned resolution by a special resolution of the Company in a general meeting. Any exercise of the power by the Board under the General Mandate shall comply with relevant requirements of the Listing Rules, the Articles of Association and relevant laws and regulations of the PRC. The Board has no plans to issue new Shares pursuant to the General Mandate at present.

Particulars of Mr. Wu Huijiang:

Mr. Wu Huijiang, aged 36, has been a deputy general manager of the Investment Development Department of Hebei Construction & Investment Group Co., Ltd. and deputy general manager of CIC Huaxin Capital Co., Ltd. (建投華信資本有限公司) since January 2015. Prior to this, he was deputy general manager of the Investment Development Department of Hebei Construction & Investment Group Co., Ltd., manager of the Investment Development Department of HECIC Water Investment Co., Ltd. and project manager of the Public Utilities Department I of Hebei Province Construction & Investment Company. Mr. Wu Huijiang has a master's degree in political economy of Zhejiang University and is a senior economist.

The Company will enter into a service contract with Mr. Wu Huijiang and his term of office shall be effective from the date of the AGM and end on the expiry of the term of the second session of the Board of Directors. He is eligible for re-election upon expiry of his term according to the Articles of Association. As a non-executive Director of the Company, Mr. Wu Huijiang 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, Mr. Wu Huijiang 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. He does not have any relationship with any Director, senior management or substantial or controlling Shareholder of the Company, nor does he hold any position in the Company or any of its subsidiaries. As of the Latest Practicable Date, he does 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 of Hong Kong.

Save as disclosed above, there is no other information in relation to the appointment of Mr. Wu Huijiang 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.

Particulars of Mr. Liang Yongchun:

Mr. Liang Yongchun, aged 43, has been a teacher at the Electrical Engineering College, Hebei Science and Technology University since May 1998. He studied a doctoral course in Xi'an Jiaotong University during the period from February 2004 to March 2009, and he obtained a doctorate in high voltage and insulation technology from Xi'an Jiaotong University in March 2009. He was an ECS visiting scholar at the University of Southampton in the United Kingdom during the period from February 2012 to February 2013.

The Company will enter into a service contract with Mr. Liang Yongchun and his term of office shall be effective from the date of the AGM and end on the expiry of the term of the second session of the Board of Supervisors. He is eligible for re-election upon expiry of his term according to the Articles of Association. Upon the approval of general meeting, as an Independent Supervisor of the Company, Mr. Liang Yongchun will receive a Supervisor's fee of HKD50,000 or RMB equivalent (tax inclusive) per year.

To the best of the knowledge of the Directors and save as disclosed above, Mr. Liang Yongchun 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. He does not have any relationship with any Director, senior management or substantial or controlling Shareholder of the Company, nor does he hold any position in the Company or any of its subsidiaries. As of the Latest Practicable Date, he does 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 of Hong Kong.

Save as disclosed above, there is no other information in relation to the appointment of Mr. Liang Yongchun 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.

NOTICE OF 2014 ANNUAL GENERAL MEETING



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 2014 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the 2014 Annual General Meeting (the “AGM”) of China Suntien Green Energy Corporation Limited (the “Company”) will be held at 9:00 a.m. on Friday, 5 June 2015 at the Conference Room, 5/F, Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC, for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the Report of the Board of Directors of the Company for 2014.
2. To consider and approve the Report of the Board of Supervisors of the Company for 2014.
3. To consider and approve the final accounts of the Company for the year ended 31 December 2014.
4. To consider and approve the audited financial statements of the Company and the independent auditors' report for the year ended 31 December 2014.
5. To consider and approve the profit distribution plan of the Company for 2014.
6. To consider and approve the budget report of the Company for the year ending 31 December 2015.
7. To consider and approve the re-appointment of Reanda Certified Public Accountants (利安達會計師事務所) and Ernst & Young as the Company's PRC auditors and international auditors, respectively, for 2015 for a term until the conclusion of the next annual general meeting of the Company, and to authorise the Board of Directors to determine their respective remunerations.
8. To consider and elect Mr. Wu Huijiang as a non-executive Director of the second session of the Board of Directors of the Company.
9. To consider and elect Mr. Liang Yongchun as an Independent Supervisor of the second session of the Board of Supervisors of the Company.

NOTICE OF 2014 ANNUAL GENERAL MEETING

SPECIAL RESOLUTION

10. To consider and approve the granting of a general mandate to the Board to allot, issue and deal with additional domestic shares and H shares not exceeding 20% of each of the aggregate nominal values of the domestic shares and H shares of the Company respectively in issue, and to authorise the Board to make amendments to the Articles of Association as it thinks fit so as to reflect the new share capital structure upon the allotment or issue of additional shares pursuant to such mandate:

THAT:

- (A) (a) subject to paragraph (c) and in accordance with the relevant requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), the Articles of Association of the Company and relevant laws and regulations of the People’s Republic of China (the “PRC”), the exercise by the Board during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or deal with, either separately or concurrently, additional domestic shares and H shares of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which may require the exercise of such powers be and are hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Board during the Relevant Period (as hereinafter defined) to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the expiration of the Relevant Period;
- (c) each of the aggregate nominal values of domestic shares and H shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Board pursuant to the approval granted in paragraph (a) shall not exceed 20% of each of the aggregate nominal values of domestic shares and H shares of the Company respectively in issue at the date of passing this resolution;
- (d) the Board will only exercise the above powers in accordance with the Company Law of the PRC and the Listing Rules (as amended from time to time) and only if all necessary approvals from the China Securities Regulatory Commission and/or other relevant PRC government authorities are obtained; and

NOTICE OF 2014 ANNUAL GENERAL MEETING

(e) for the purpose of this resolution:

“Relevant Period” means the period from the passing of this resolution until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or other applicable laws to be held; or
- (iii) the date of revocation or variation of the authority given under this resolution by a special resolution of the Company in general meeting.

(B) the Board be authorised to make amendments to the Articles of Association as necessary so as to reflect the new share capital structure of the Company upon the allotment or issue of shares pursuant to the sub-paragraph (A)(a) of this resolution.

By order of the Board of
China Suntien Green Energy Corporation Limited
Gao Qing Yu
Executive Director and President

Shijiazhuang City, Hebei Province, the PRC, 16 April 2015

Notes:

1. The Board recommends the distribution of a final dividend of RMB0.031 per share (tax inclusive) (approximately RMB115.17 million in total) for the year ended 31 December 2014 subject to the shareholders' approval at the AGM.
2. Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by way of a poll. As such, each of the resolutions set out in the notice of AGM 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 AGM.
3. Any shareholder entitled to attend and vote at the AGM 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 instrument appointing a proxy 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 holders of domestic shares) or the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited (for holders of H shares), not less than 24 hours before the AGM or any adjourned meeting thereof. Computershare Hong Kong Investor Services Limited is located at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Completion and return of a proxy form will not preclude a shareholder from attending and voting at the AGM or any adjourned meeting thereof should he/she so wish.

NOTICE OF 2014 ANNUAL GENERAL MEETING

5. The H Share register of members of the Company will be closed, for the purpose of determining the entitlement of holders of H shares to attend the AGM, from Wednesday, 6 May 2015 to Friday, 5 June 2015 (both days inclusive), during which period no transfer of H shares will be registered. In order to attend the AGM, all instruments of transfer, 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, Wanchai, Hong Kong, not later than 4:30 p.m. on Tuesday, 5 May 2015. Holders of H shares of the Company who are registered with Computershare Hong Kong Investor Services Limited on or before the aforementioned date are entitled to attend the AGM.
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 AGM in person or by their proxies should return the reply slip for attending the AGM by hand or by post to the Company's registered office and headquarters in the PRC (for holders of domestic shares) or the Company's H Share Registrar, Computershare Hong Kong Investors Services Limited (for holders of H Shares) on or before Friday, 15 May 2015. The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
8. The AGM 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 AGM.
10. Our registered office and headquarters in the PRC is 9th Floor, Block A, Yuyuan Plaza, No. 9 Yuhua West Road, Shijiazhuang City, Hebei Province, the PRC.

As at the date of this notice, the non-executive Directors of the Company are Dr. Cao Xin, Dr. Liu Zheng, Mr. Zhao Hui, Mr. Qin Gang and Ms. Sun Min; the executive Directors of the Company are Mr. Gao Qing Yu 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*