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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 THIRD EXTRAORDINARY GENERAL MEETING IN 2021

NOTICE IS HEREBY GIVEN THAT the third extraordinary general meeting in 2021 (the “EGM”) of China Suntien Green Energy Corporation Limited (the “Company”) will be held at 9:30 a.m. on Thursday, 21 October 2021 at the Conference Room, 5/F, Yun-Ray Ambassador Hotel, Shijiazhuang City, Hebei Province, the PRC, for the following purpose:

ORDINARY RESOLUTION

1. Resolution on the application of a standby letter of credit from a bank and provision of a joint and several liability guarantee by Hebei Natural Gas Company Limited for S&T International Natural Gas Trading Company Limited (as detailed in the appendix)

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

Shijiazhuang City, Hebei Province, the PRC, 28 September 2021

Notes:

1. 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 EGM, from Friday, 15 October 2021 to Thursday, 21 October 2021 (both days inclusive), during which period no transfer of H 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, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Wednesday, 13 October 2021. Holders of H shares who are registered with Computershare Hong Kong Investor Services Limited on or before the aforementioned date are entitled to attend the EGM.

The Company will announce the details and materials for holders of A shares attending the EGM on the website of the Shanghai Stock Exchange in due course.

2. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at the EGM must be taken by way of a poll. Accordingly, the resolution set out in the 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 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 on behalf 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 holders of A shares) or the H Share Registrar of the Company, Computershare Hong Kong Investor Services Limited (for holders of H shares), at least 24 hours before the EGM or any adjourned meeting thereof (save for any public holiday). 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 EGM or any adjourned meeting thereof should he/she so wish.
5. 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.
6. 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.
7. A shareholder or his/her proxy should produce proof of identity when attending the EGM.
8. The Company's 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.
9. References to dates and time in this notice are to Hong Kong dates and time.

As at the date of this notice, 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 purposes only*

Appendix:

Resolution on the application of a standby letter of credit from a bank and provision of a joint and several liability guarantee by Hebei Natural Gas Company Limited for S&T International Natural Gas Trading Company Limited

Hebei Natural Gas Company Limited (“**Hebei Natural Gas**”), a subsidiary of the Company, is intended to apply for a standby letter of credit from a bank and provide a joint and several liability guarantee for S&T International Natural Gas Trading Company Limited (“**S&T**”), details of which are set out as follows:

I. REASONS FOR THE APPLICATION

In 2021, Hebei Natural Gas has been included in the list of consignors of the State Pipeline Network Corporation and has applied for a window period for the Tianjin LNG receiving terminal of the State Pipeline Network Corporation this winter. It plans to import liquefied natural gas (“**LNG**”) in spot during the window period, and complete the receiving, offloading and gasification through the State Pipeline receiving terminal. Currently, S&T has entered into a master spot purchase and sale agreement with an upstream supplier, and Hebei Natural Gas, as the buyer, has completed the execution of a master spot purchase and sale agreement with S&T, as the vendor.

Pursuant to the agreement between S&T and the upstream supplier, S&T is required to have a standby letter of credit in the amount of 105% of the transaction value in favour of the upstream supplier, which is a third party independent of the Group and its connected persons, within 30 days prior to the window period as a performance guarantee. As S&T is newly set up, it has not yet established trading credit and is unable to obtain bank credit and the standby letter of credit independently. In order to ensure the smooth implementation of the spot purchase project and to address the credit enhancement needs of S&T for its performance of the contract, Hebei Natural Gas will apply to the Bank of China for a standby letter of credit for S&T and provide a joint and several liability guarantee.

II. INFORMATION ABOUT THE STANDBY LETTER OF CREDIT

- (1) Warrantees: S&T
- (2) Beneficiary: upstream supplier of S&T
- (3) Means of guarantee: joint and several liability guarantee
- (4) Amount and currency of the guarantee: up to US\$63.91 million
- (5) Period of Guarantee: six months from the issue date of the guarantee up to the end of the guaranteed period

III. THE CREDIT PROFILE OF S&T

S&T was registered in Hong Kong on 12 September 2019 and owned as to 51% by Suntien Green Energy (Hong Kong) Corporation Limited, a wholly-owned subsidiary of the Company (“**Suntien HK**”), 40% by The Hong Kong & China Gas Liquefied Natural Gas International Trading Limited (香港中華煤氣液化天然氣國際貿易有限公司) (“**Towngas LNG**”) and 9% by Yanshan International Investment Company Limited (“**Yanshan**”), with a registered capital of HK\$10,000,000. It is mainly engaged in LNG trading business for international and domestic markets. As at the end of 2020, the total assets of S&T were RMB5.3162 million.

As at the end of June 2021, S&T had total assets of RMB4.2401 million, total liabilities of RMB0.1339 million, gearing ratio of 3.16% and owners’ equity of RMB4.1062 million. For the first half of 2021, it recorded an operating revenue of RMB0.0 million, a total loss of RMB1.0653 million and a net loss of RMB1.0653 million.

IV. PRINCIPAL TERMS OF THE COUNTER-GUARANTEE

Suntien HK, Yanshan and Towngas LNG agreed to provide counter-guarantee to Hebei Natural Gas according to their respective shareholding of 51%, 9% and 40% in S&T, respectively. The principal terms of the counter-guarantee are as follows:

- (1) Counter-guarantors: Suntien HK, Towngas LNG and Yanshan
- (2) Means of the counter-guarantee: joint and several liability guarantee provided by counter-guarantors according to their shareholding in S&T
- (3) Period of Guarantee: six months from the issue date of the counter-guarantee up to the end of the guaranteed period

The amount and details of the counter-guarantee are subject to formal counter-guarantee documents which are yet to be signed.

V. IMPACT ON LISTED COMPANY

The purpose of the guarantee is to assist S&T in obtaining a standby letter of credit, which will be beneficial to S&T in establishing its creditworthiness and will also help Hebei Natural Gas to obtain a long-term and stable supply of natural gas to carry out its business. The transaction will not result in a change in the scope of the listed company's consolidated financial statements and will not adversely affect the company's independent operations, financial position and results of operations.

VI. IMPACT OF LISTING RULES

Yanshan is a wholly-owned subsidiary of Hebei Construction & Investment Group Co., Ltd., the controlling shareholder of the Company, and is a connected legal person of the Company under the Rules Governing the Listing of Stocks on the Shanghai Stock Exchange (the "**A-share Listing Rules**"). The Guarantee is a connected transaction under the A-share Listing Rules and is subject to the consideration and approval at the general meeting of the Company upon the approval of the Board of Directors.

Yanshan is also a connected person of the Company at the listed company level under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**H-share Listing Rules**"). Towngas LNG and Hong Kong & China Gas (Hebei) Limited, a substantial shareholder of Hebei Natural Gas, are under the common control of The Hong Kong and China Gas Company Limited, and therefore, Towngas LNG is a connected person at the subsidiary level of the Company under the H-share Listing Rules. However, as the counter-guarantee arrangement under the guarantee is a financial assistance provided by a connected person to the Group and the Group has not provided any security over its assets, the counter-guarantee arrangement is fully exempt from the shareholders' approval, annual review and all disclosure requirements under Chapter 14A of the H-share Listing Rules pursuant to Rule 14A.90 of the H-share Listing Rules.