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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 2011 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting for year 2011 (the “AGM”) of China Suntien Green Energy Corporation Limited (the “Company”) will be held at the Conference Room, 5/F, Ambassador Hotel, Shijiazhuang City, Hebei Province, PRC at 9:00 a.m. on Monday, 4 June 2012 to consider and approve the following resolutions:

#### **ORDINARY RESOLUTIONS**

1. To consider and approve the report of the board of directors (the “Board”) of the Company for year 2011.
2. To consider and approve the report of the board of supervisors of the Company for year 2011.
3. To consider and approve the final accounts of the Company for the year ended 31 December 2011.
4. To consider and approve the audited financial statements and the auditor’s report of the Company for the year ended 31 December 2011.
5. To consider and approve the profit distribution plan of the Company for the year ended 31 December 2011 (*Note 1*).
6. To consider and approve the budget report of the Company for the year ending 31 December 2012 (*Note 2*).
7. To consider and approve the re-appointment of Zhong Lei Certified Public Accountants Co., Ltd. (中磊會計師事務所有限公司) and Ernst & Young as the Company’s PRC auditors and overseas auditors, respectively, for the year 2012 for a term until the conclusion of the next annual general meeting of the Company, and to authorise the president of the Company to determine their remunerations.

## SPECIAL RESOLUTIONS

8. To consider and approve the granting of a general mandate to the Board to issue, allot 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 the 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 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 might require the exercise of such powers be 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 end 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 power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (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
- (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 of the Company 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 of the Company 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**  
*Executive Director and Joint Company Secretary*  
**Zhao Hui**

Shijiazhuang, 18 April 2012

*Notes:*

1. The board recommends the distribution of a final dividend of RMB0.058 per share (tax included), RMB 187.83 million in total, which will be subject to the approval of shareholders at the AGM.
2. In 2012, the Company proposes 15 key capital expenditure investment projects with a total investment budget of RMB3,292.8 million, including 9 projects for the new energy segment with an aggregate investment budget of RMB2,250.0 million and 6 projects for the natural gas segment with an aggregate investment budget of RMB1,042.8 million.
3. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, 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 on by poll. Results of the poll voting will be published on the Company's website at [www.suntien.com](http://www.suntien.com) and the HKExnews website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) after the AGM.
4. 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 him/her. A proxy need not be a shareholder of the Company.
5. 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 deposited at the Company's Board Secretariat (for holders of domestic 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 AGM 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 AGM or any adjourned meeting thereof should he/she so wish.
6. The H Share Register of Members of the Company will be closed, for the purpose of determining shareholders' entitlement to attend the AGM, from Friday, 4 May 2012 to Monday, 4 June 2012 (both days inclusive), during which period no transfer of shares will be registered. In order to attend the AGM, all share 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, not later than 4:30 p.m. on Thursday, 3 May 2012. H-Share holders who are registered with Computershare Hong Kong Investor Services Limited on or before the aforementioned date are entitled to attend the AGM.
7. 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.

8. 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 courier or by post to the Company's Board Secretariat (for holders of domestic Shares) or Computershare Hong Kong Investors Services Limited (for holders of H Shares) on or before Monday, 14 May 2012. The address of Computershare Hong Kong Investor Services Limited is 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
9. 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.
10. A shareholder or his proxy should produce proof of identity when attending the AGM.
11. Our registered office and headquarter 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 Dr. Li Lian Ping, Mr. Zhao Hui Ning and Mr. Xiao Gang; the executive directors of the Company are Dr. Cao Xin, Mr. Gao Qing Yu, Mr. Zhao Hui and Mr. Sun Xin Tian; 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*