



# 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)

### PROXY FORM FOR USE AT THE 2015 ANNUAL GENERAL MEETING

The number of shares to which this proxy form relates (Note 2)	
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I/We (Note 1) \_\_\_\_\_  
of \_\_\_\_\_

being the registered holder(s) \_\_\_\_\_ of domestic shares/ \_\_\_\_\_  
H shares (Note 2) in **China Suntien Green Energy Corporation Limited\*** (the "Company") HEREBY APPOINT  
THE CHAIRMAN OF THE MEETING or \_\_\_\_\_ of \_\_\_\_\_  
(Note 3)

as my/our proxy(ies) to attend and vote for me/us and on my/our behalf at the 2015 Annual General Meeting of the Company to be held at the Conference Room, 5/F, Ambassador Hotel, Shijiazhuang City, Hebei Province, the People's Republic of China (the "PRC") at 9:00 a.m. on Monday, 13 June 2016 or at any adjournment thereof and to vote at such meeting or any adjournment thereof in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy (ies) thinks fit.

ORDINARY RESOLUTIONS		For (Note 4)	Against (Note 4)
1.	To consider and approve the Report of the Board of Directors of the Company for 2015.		
2.	To consider and approve the Report of the Board of Supervisors of the Company for 2015.		
3.	To consider and approve the final accounts of the Company for the year ended 31 December 2015.		
4.	To consider and approve the audited financial statements of the Company and the independent auditors' report for the year ended 31 December 2015.		
5.	To consider and approve the profit distribution plan of the Company for 2015.		
6.	To consider and approve the budget report of the Company for the year ending 31 December 2016.		
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 2016 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 the Directors of the third session of the Board of Directors of the Company, including:		
(a)	Dr. Cao Xin as a non-executive Director of the third session of the Board of Directors of the Company;		
(b)	Dr. Li Lian Ping as a non-executive Director of the third session of the Board of Directors of the Company;		
(c)	Mr. Qin Gang as a non-executive Director of the third session of the Board of Directors of the Company;		
(d)	Ms. Sun Min as a non-executive Director of the third session of the Board of Directors of the Company;		

ORDINARY RESOLUTIONS		For (Note 4)	Against (Note 4)
	(e) Mr. Wu Hui Jiang as a non-executive Director of the third session of the Board of Directors of the Company;		
	(f) Mr. Gao Qing Yu as an executive Director of the third session of the Board of Directors of the Company;		
	(g) Mr. Wang Hong Jun as an executive Director of the third session of the Board of Directors of the Company;		
	(h) Mr. Qin Hai Yan as an independent non-executive Director of the third session of the Board of Directors of the Company;		
	(i) Mr. Ding Jun as an independent non-executive Director of the third session of the Board of Directors of the Company;		
	(j) Mr. Wang Xiang Jun as an independent non-executive Director of the third session of the Board of Directors of the Company; and		
	(k) Mr. Yue Man Yiu Matthew as an independent non-executive Director of the third session of the Board of Directors of the Company.		
9.	To consider and elect the non-employee representative Supervisors of the third session of the Board of Supervisors of the Company, including:		
	(a) Mr. Yang Hong Chi as the shareholders representative Supervisor of the third session of the Board of Supervisors;		
	(b) Mr. Liu Jin Hai as the shareholders representative Supervisor of the third session of the Board of Supervisors;		
	(c) Mr. Xiao Yan Zhao as the Independent Supervisor of the third session of the Board of Supervisors; and		
	(d) Mr. Liang Yong Chun as the Independent Supervisor of the third session of the Board of Supervisors		
10.	To consider and approve the Directors and Supervisors remuneration package of the third session of the Board of Directors and the Board of Supervisors.		
11.	To approve, confirm and ratify the Laoting Capital Contribution Agreement entered into between the Company, Hebei Construction & Investment Group Co., Ltd. and Jointo Energy Investment Co., Ltd. on 24 March 2016 and the connected transactions contemplated thereunder; and to authorize the Board or any executive director of the Company to do all such acts and things and execute all such documents and to take all such steps as it considers necessary or expedient or desirable in connection with or to give effect to the Laoting Capital Contribution Agreement.		

<b>SPECIAL RESOLUTIONS</b>		<b>For (Note 4)</b>	<b>Against (Note 4)</b>
12.	<p>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 total number of issued 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:</p> <p><b>THAT:</b></p> <p>(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 the 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;</p> <p>(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;</p> <p>(c) each of the total number 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 total number of issued domestic shares and H shares of the Company respectively in issue at the date of passing this resolution;</p> <p>(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</p> <p>(e) for the purpose of this resolution:  “Relevant Period” means the period from the passing of this resolution until the earliest of:</p> <p>(i) the conclusion of the next annual general meeting of the Company;  or</p> <p>(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</p> <p>(iii) the date of revocation or variation of the authority given under this resolution by a special resolution of the Company in general meeting.</p> <p>(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.</p>		

SPECIAL RESOLUTIONS		For (Note 4)	Against (Note 4)
13.	<p>To consider and approve the amendment of paragraph four of Chapter 3 Article 19 of the Articles of Association to read as:</p> <p>“After the Company has been established and subject to the approval by the China Securities Regulatory Commission, the Company is allowed to issue 1,238,435,000 shares of foreign listed shares, including over-placing of 161,535,000 shares. At the same time of issuance of foreign listed shares, the state-owned shareholder of the Company has transferred not more than 123,844,000 state-owned shares to the National Social Security Fund Council in accordance with the relevant national requirement in relation to reduction of holding of state-owned shares.</p> <p>After completion of the issuance of the aforesaid foreign invested shares listed overseas, the Company’s equity capital structure was: Hebei Construction &amp; Investment Group Co., Ltd. held 1,500,924,800 shares, accounting for 46.35% of all the ordinary shares; HECIC Water Investment Co., Ltd. held 375,231,200 shares, accounting for 11.59% of all the ordinary shares; the National Social Security Fund Council held 123,844,000 shares, accounting for 3.82% of all the ordinary shares; shareholders of H shares held 1,238,435,000 shares, accounting for 38.24% of all ordinary shares.</p> <p>In January 2014, as approved by the China Securities Regulatory Commission, the Company issued an additional 476,725,396 foreign invested shares listed overseas to no more than 10 foreign investors by way of private placing. After completion of such issuance of shares, the Company’s equity capital structure is: Hebei Construction &amp; Investment Group Co., Ltd. holds 1,500,924,800 shares, accounting for 40.40% of all the ordinary shares; HECIC Water Investment Co., Ltd. holds 375,231,200 shares, accounting for 10.10% of all the ordinary shares; the National Social Security Fund Council holds 123,844,000 shares, accounting for 3.33% of all the ordinary shares; shareholders of H shares hold 1,715,160,396 shares, accounting for 46.17% of all ordinary shares.</p> <p><b><u>In July 2015, as approved by the State-owned Assets Supervision and Administration Commission of the State Council, HECIC Water Investment Co., Ltd. transferred 375,231,200 domestic shares of the Company to its controlling shareholder Hebei Construction &amp; Investment Group Co., Ltd. by administrative allocation at nil consideration. After completion of such transfer of shares, the Company’s equity capital structure is: Hebei Construction &amp; Investment Group Co., Ltd. holds 1,876,156,000 shares, accounting for 50.50% of all the ordinary shares; shareholders of H shares hold 1,839,004,396 shares, accounting for 49.50% of all ordinary shares.”</u></b></p>		

Date: \_\_\_\_\_

Signature(s) (Notes 5, 6 & 7) \_\_\_\_\_

*Notes:*

1. Please insert the full name(s) and address(es) (as shown in the register of the members) in **BLOCK CAPITALS**. The name of all joint registered holders should be stated.
2. Please delete as appropriate and insert the number of shares in the Company registered in your name(s) and to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all the shares in the capital of the Company registered in your name(s) (whether alone or jointly with others).
3. If any proxy other than the Chairman of the meeting is preferred, delete the words “the Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. A proxy need not be a shareholder of the Company. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE PLACE A “✓” IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE PLACE A “✓” IN THE BOX MARKED “AGAINST”.** If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy is entitled to vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy is entitled, in relation to that particular proposed resolution, to vote or abstain at his discretion. A proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those set out in the notice convening the meeting.
5. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney or other person duly authorised. In case of joint registered holders of any shares, this proxy form may be signed by any one joint registered holders, but if more than one joint registered holder is present at the meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of members in respect of the relevant joint holding shall, to the exclusion of other joint holders, be entitled to vote in respect thereof.
6. To be valid, this proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of authority must be deposited at (i) the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investors Services Limited at Floor 17M, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holder of H shares) or (ii) the Company’s registered office and headquarter in the PRC business (for holders of domestic shares) not later than 24 hours before the time of the meeting or any adjourned meeting.
7. Completion and return of this proxy form will not preclude you from attending and voting in person at the meeting or any adjournment thereof if you wish.

\* For identification purposes only