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順風國際清潔能源有限公司  
SHUNFENG INTERNATIONAL CLEAN ENERGY LIMITED

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 01165)**

#### **INSIDE INFORMATION**

#### **THE ENTERING INTO OF THE STRATEGIC COOPERATION AGREEMENT AND POSSIBLE MAJOR TRANSACTION**

This announcement is made by Shunfeng International Clean Energy Limited (the "**Company**") pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board of directors of the Company (the "**Board**") is pleased to announce that on 28 October 2015, the Company has entered into a strategic cooperation agreement (the "**Agreement**") with Chongqing Luqiao Co. Ltd\* (重慶路橋股份有限公司), the issued shares of which are listed on the Shanghai Stock Exchange ("**Chongqing Luqiao**"), pursuant to which the parties agreed to establish a cooperation framework concerning the following:

1. the possible sale by the Company or its subsidiaries (the "**Group**") to Chongqing Luqiao or its related parties of certain photovoltaic power stations (or their holding companies) that satisfy requirements for sale pursuant to the applicable law and regulations;
2. the possible co-operation of the parties on various areas of clean energy, including the co-operation of photovoltaic power station projects.

The terms of the parties' co-operation or the sales by the Group of its photovoltaic power stations and projects are subject to, amongst other things, due diligence, further negotiation between the parties and the entering into of definitive agreements. The consideration for the sales mentioned above will be determined by the parties upon arm-length negotiation.

Chongqing Luqiao has agreed to pay the Company a sum in the amount of RMB 200 million (the "**Agreed Sum**") as an earnest money for continued negotiations and reaching a formal agreement. The Agreed Sum shall be returned to Chongqing Luqiao should the transactions contemplated under the Agreement materialise, together with an interest on the Agreed Sum calculated based on the Renminbi benchmark deposit interest rate at the relevant time to cover the cost incurred in respect of the Agreed Sum.

If the transactions contemplated under the Agreement materialise, it is expected to constitute a major transaction (or above) to the Company under the Listing Rules.

To the best of the directors' knowledge, information and belief having made all reasonable enquiries, Chongqing Luqiao and its ultimate beneficial owners are third parties independent of the Company and connected persons of the Company.

**Shareholders and investors should note that the transactions contemplated under in the Agreement are subject to further negotiation of the parties and the entering into of definitive agreements. Shareholders and investors should exercise caution when dealing in the shares of the Company.**

By Order of the Board  
**Shunfeng International Clean Energy Limited**

**Zhang Yi**  
Chairman

Hong Kong, 28 October 2015

*As at the date of this announcement, the executive Directors are Mr. Zhang Yi, Mr. Luo Xin, Mr. Shi Jianmin, Mr. Wang Yu, Mr. Lei Ting and Mr. Lu Bin; and the independent non-executive Directors are Mr. Tao Wenquan, Mr. Zhao Yuwen and Mr. Kwong Wai Sun Wilson.*

*\*for identification purposes only*