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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 28 JULY 2015

The Board is pleased to announce that at the EGM of the Company held on 28 July 2015 at 10:30 a.m., the Resolutions were duly passed by the Independent Shareholders by way of poll.

Reference is made to the circular of the Company dated 13 July 2015 (the "**Circular**") and the notice of extraordinary general meeting dated 13 July 2015 (the "**Notice**") attached thereto. Unless otherwise defined, terms used in this announcement shall have the same meanings as those that were ascribed to them in the Circular.

POLL RESULTS AT THE EGM

The Board announces that at the EGM held on 28 July 2015 at 10:30 a.m., the ordinary resolutions as set out in the Notice (the "**Resolutions**") were duly passed by the Independent Shareholders by way of poll.

As at the date of the EGM, the total number of Shares in issue was 3,431,657,801. Mr. Cheng Kin Ming and his associates (including Peace Link Services Limited) which, in aggregate, were interested in 641,653,933 Shares, representing approximately 18.70% of the issued share capital of the Company, were required to abstain and did abstain from voting on the Resolutions at the EGM in accordance with the requirements under the Listing Rules. Accordingly, the total number of Shares entitling the Independent Shareholders to attend the EGM and vote for or against the Resolutions was 2,790,003,868 Shares. There was no Share entitling the Independent Shareholders to attend and abstain

from voting in favour of the Resolutions at the EGM as set out in Rule 13.40 of the Listing Rules. Save for Mr. Cheng Kin Ming and his associates (including Peace Link Services Limited), there were no parties that have stated their intention in the Circular to vote against or to abstain from voting on the Resolutions at the EGM.

The poll results taken at the EGM were as follows:

ORDINARY RESOLUTIONS		Number of Valid Votes (%)	
		For	Against
1	(a) To approve, ratify and confirm the Share Purchase Agreement, the ESOP Purchase Agreement, the Series E Warrant Subscription Agreement and the Call Option Agreement and the transactions contemplated thereby;	1,337,621,139 (100%)	0 (0%)
	(b) To authorise the Directors to allot and issue the 278,179,447 new Shares to the Shareholder Sellers as consideration in accordance with the terms and conditions of the Share Purchase Agreement subject to the completion of the Share Purchase Agreement, to the fulfilment of the conditions relating to the allotment and issue of the 278,179,447 new Shares as consideration pursuant to the Share Purchase Agreement and conditional upon the Listing Committee of the Stock Exchange granting the listing of, and the permission to deal in, such new Shares;	1,337,621,139 (100%)	0 (0%)
	(c) To authorise the Directors to allot and issue the 114,127,598 new Shares to the ESOP Sellers as consideration in accordance with the terms and conditions of the ESOP Purchase Agreement subject to the completion of the ESOP Purchase Agreement, to the fulfilment of the conditions relating to the allotment and issue of the 114,127,598 new Shares as consideration pursuant to the ESOP Purchase Agreement and conditional upon the Listing Committee of the Stock Exchange granting the listing of, and the permission to deal in, such new Shares; and	1,337,621,139 (100%)	0 (0%)

	(d) To authorise any one Director to execute, for and on behalf of the Company, any such other documents, instruments and agreements and to do any such acts or things deemed by him to be incidental to, ancillary to or in connection with the matters contemplated in the Share Purchase Agreement, the ESOP Purchase Agreement, the Series E Warrant Subscription Agreement and the Call Option Agreements (other than any matter in relation to the exercise of the Series E Warrants and the Call Option) and the issue and allotment of the Consideration Shares, including the affixing of the common seal of the Company thereon.	1,337,621,139 (100%)	0 (0%)
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As more than 50% of the votes were cast in favour of each of the Resolutions, the Resolutions were duly passed as ordinary resolutions of the Company at the EGM.

Computershare Hong Kong Investor Services Limited, the Company's branch share registrar in Hong Kong, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

By order of the Board

Shunfeng International Clean Energy Limited

Zhang Yi

Chairman

Hong Kong, 28 July 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.