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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Shunfeng International Clean Energy Limited (the “**Company**”) to be held at 99 Yanghu Road, Wujin Hi-Tech Industrial Development Zone, Changzhou City, Jiangsu, the People’s Republic of China on 28 July 2015 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as ordinary resolution:

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the Share Purchase Agreement, the ESOP Purchase Agreement, the Series E Warrant Subscription Agreement and the Call Option Agreements (each as defined in the circular of the Company dated 13 July 2015, of which this notice forms part, copies of which are tabled at the meeting and marked “A”, “B”, “C” and “D” respectively, and initialled by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) subject to the completion of the Share Purchase Agreement, to the fulfilment of the conditions relating to the allotment and issue of 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, the Directors be and are hereby specifically authorised to allot and issue 278,179,447 new Shares to the Shareholder Sellers as consideration in accordance with the terms and conditions of the Share Purchase Agreement;

- (c) subject to the completion of the ESOP Purchase Agreement, to the fulfilment of the conditions relating to the allotment and issue of 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, the Directors be and are hereby specifically authorised to allot and issue 114,127,598 new Shares to the ESOP Sellers as consideration in accordance with the terms and conditions of the ESOP Purchase Agreement; and
- (d) any one director of the Company be and is hereby authorised for and on behalf of the Company to execute 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.”

By order of the Board
Shunfeng International Clean Energy Limited
Zhang Yi
Chairman

Hong Kong, 13 July 2015

Notes:

- (1) Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder of the Company who is the holder of two or more Shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
- (2) In order to be valid, a form of proxy and the power of attorney (if any) or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited with the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof.
- (3) In order to qualify for the right to attend and vote at the EGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, 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 27 July 2015.
- (4) Delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the EGM convened and in such event, the form of proxy shall be deemed to be revoked.

- (5) In the case of joint registered holders of any Share, any one of such joint registered holders may vote at the EGM, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint registered holders be present at the EGM, the vote of the senior who tenders a vote either personally or by proxy shall be accepted to the exclusion of the votes of the other joint registered holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

As at the date of this notice, 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.