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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)

- (1) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 26 JUNE 2015**
- (2) RETIREMENT OF DIRECTORS**
- (3) CHANGE OF CHAIRMAN OF AUDIT COMMITTEE**
- (4) CHANGE OF MEMBER AND CHAIRMAN OF REMUNERATION
COMMITTEE**
- AND**
- (5) CHANGE OF MEMBER OF NOMINATION COMMITTEE**

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 26 JUNE 2015

The Board is pleased to announce that, at the AGM, the Resolutions were duly passed by the Shareholders by way of poll.

RETIREMENT OF DIRECTORS

The Board announces that Mr. Yue and Mr. Siu have retired from the offices as a non-executive director and an independent non-executive director, respectively, of the Company at the AGM.

CHANGE OF CHAIRMAN OF AUDIT COMMITTEE

Mr. Kwong, an independent non-executive director of the Company, has been appointed as the chairman of the Audit Committee in place of Mr. Siu with effect from 26 June 2015.

CHANGE OF MEMBER AND CHAIRMAN OF REMUNERATION COMMITTEE

Mr. Kwong, an independent non-executive director of the Company, has been appointed as a member and the chairman of the Remuneration Committee in place of Mr. Siu with effect from 26 June 2015.

CHANGE OF MEMBER OF NOMINATION COMMITTEE

Mr. Kwong, an independent non-executive director of the Company, has been appointed as a member of the Nomination Committee in place of Mr. Siu with effect from 26 June 2015.

Reference is made to the circular of Shunfeng International Clean Energy Limited (the “**Company**”) dated 28 May 2015 (the “**Circular**”) and the notice of the AGM dated 28 May 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 AGM

The Board announces that at the AGM held on 26 June 2015 at 11:00 a.m., the ordinary resolutions (the “**Resolutions**”) as set out in the Notice were duly passed by the Shareholders by way of poll.

To the best knowledge of the Directors, no Shareholder has a material interest in the transactions contemplated under the Resolutions and thus no Shareholder was required to abstain from voting on any of the Resolutions in the AGM. Accordingly, as at the date of the AGM, the total number of Shares of the Company in issue, being the total number of Shares entitling the holders thereof to attend and vote on the Resolutions proposed at the AGM, was 3,082,200,101 Shares. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the Resolutions at the AGM as set out in Rule 13.40 of the Listing Rules. There were no restrictions on any Shareholders to cast votes on any of the proposed Resolutions at the AGM. There were no parties that have stated their intention in the Circular to vote against or to abstain from voting on any Resolutions at the AGM.

The poll results taken at the AGM were as follows:

ORDINARY RESOLUTIONS		Number of Valid Votes (%)	
		For	Against
1.	To consider and approve the audited consolidated financial statements, together with the reports of the Directors and auditors of the Company for the year ended 31 December 2014	1,268,343,072 (100.000000%)	0 (0.000000%)
2.	(a) To re-elect Mr. Luo Xin as an executive Director	1,268,343,072 (100.000000%)	0 (0.000000%)
	(b) To re-elect Mr. Lei Ting as an executive Director	1,267,939,868 (99.968210%)	403,204 (0.031790%)
	(c) To re-elect Mr. Tao Wenquan as an independent non-executive Director	1,204,440,093 (94.961696%)	63,902,979 (5.038304%)
	(d) To re-elect Mr. Zhao Yuwen as an independent non-executive Director	1,237,434,490 (97.563074%)	30,908,582 (2.436926%)
	(e) To re-elect Mr. Kwong Wai Sun Wilson as an independent non-executive Director	1,267,933,868 (99.967737%)	409,204 (0.032263%)
	(f) To authorise the Board to fix their remuneration	1,268,343,072 (100.000000%)	0 (0.000000%)
3.	To re-appoint Deloitte Touche Tohmatsu as the auditors of the Company and to authorise the Board to fix their remuneration	1,268,343,072 (100.000000%)	0 (0.000000%)
4.	To grant a general mandate to the Board to allot, issue and deal with additional shares of the Company as set out in resolution no. 4 of the Notice	1,213,250,826 (95.656361%)	55,092,246 (4.343639%)

ORDINARY RESOLUTIONS		Number of Valid Votes (%)	
		For	Against
5.	To grant a general mandate to the Board to repurchase shares of the Company as set out in resolution no. 5 of the Notice	1,268,343,072 (100.000000%)	0 (0.000000%)
6.	To grant the extension of the general mandate to the Board to allot, issue and deal with such number of additional shares as may be repurchased by the Company as set out in resolution no. 6 of the Notice	1,213,250,826 (95.656361%)	55,092,246 (4.343639%)

As more than 50% of the votes cast at the AGM were in favour of the Resolutions, the Resolutions were duly passed as ordinary resolutions of the Company at the AGM. Computershare Hong Kong Investor Services Limited, the Company's branch share registrar in Hong Kong, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

RETIREMENT OF DIRECTORS

The Board announces that as Mr. Yue Yang ("**Mr. Yue**") and Mr. Siu Wai Keung Francis ("**Mr. Siu**") had not offered themselves for re-election at the AGM, they have retired from the offices as a non-executive director and an independent non-executive director, respectively, of the Company at the AGM.

Mr. Yue and Mr. Siu decided not to offer themselves for re-election in order to devote more time and energy to their respective personal business. Each of Mr. Yue and Mr. Siu has confirmed that there was no disagreement with the Board and no other matter regarding his retirement that ought to be brought to the attention of the shareholders of the Company.

The Board would like to extend its gratitude to Mr. Yue and Mr. Siu for their efforts and contributions to the Company during their terms of tenure.

CHANGE OF CHAIRMAN OF AUDIT COMMITTEE

Mr. Kwong Wai Sun Wilson ("**Mr. Kwong**"), an independent non-executive director of the Company, has been appointed as the chairman of the Audit Committee in place of Mr. Siu with effect from 26 June 2015.

The composition of the Audit Committee is as follows upon effectiveness of the appointment of Mr. Kwong:

Mr. Kwong Wai Sun Wilson (Chairman)
Mr. Tao Wenquan
Mr. Zhao Yuwen

CHANGE OF MEMBER AND CHAIRMAN OF REMUNERATION COMMITTEE

Mr. Kwong, an independent non-executive director of the Company, has been appointed as a member and the chairman of the Remuneration Committee in place of Mr. Siu with effect from 26 June 2015.

The composition of the Remuneration Committee is as follows upon effectiveness of the appointment of Mr. Kwong:

Mr. Kwong Wai Sun Wilson (Chairman)
Mr. Zhang Yi
Mr. Tao Wenquan
Mr. Zhao Yuwen

CHANGE OF MEMBER OF NOMINATION COMMITTEE

Mr. Kwong, an independent non-executive director of the Company, has been appointed as a member of the Nomination Committee in place of Mr. Siu with effect from 26 June 2015.

The composition of the Nomination Committee is as follows upon effectiveness of the appointment of Mr. Kwong:

Mr. Zhang Yi (Chairman)
Mr. Kwong Wai Sun Wilson
Mr. Zhao Yuwen

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

Hong Kong, 26 June 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.