



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/1/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Shunfeng International Clean Energy Limited

Date Submitted 2/2/2015

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 01165 Description : Ordinary Shares

	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u>10,000,000,000</u>	<u>HK\$0.01</u>	<u>HK\$100,000,000</u>
Increase/(decrease)	<u>---</u>		<u>---</u>
Balance at close of the month	<u>10,000,000,000</u>	<u>HK\$0.01</u>	<u>HK\$100,000,000</u>

(2) Stock code : N/A Description : N/A

	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

2. Preference Shares

Stock code :	<u>N/A</u>	Description :	<u>N/A</u>
		No. of preference shares	Par value (State currency)
			Authorised share capital (State currency)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

3. Other Classes of Shares

Stock code :	<u>N/A</u>	Description :	<u>N/A</u>
		No. of other classes of shares	Par value (State currency)
			Authorised share capital (State currency)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month (State currency) : HK\$100,000,000

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>2,792,392,625</u>	<u>---</u>	<u>---</u>	<u>---</u>
Increase/ (decrease) during the month	<u>102,803,738</u>	<u>---</u>	<u>---</u>	<u>---</u>
Balance at close of the month	<u>2,895,196,363</u>	<u>---</u>	<u>---</u>	<u>---</u>

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. N/A						
(/ /) shares						
(Note 1)						
2. N/A						
(/ /) shares						
shares (Note 1)						
3. N/A						
(/ /) shares						
(Note 1)						
			Total A. (Ordinary shares)		<u>N/A</u>	
			(Preference shares)		<u>N/A</u>	
			(Other class)		<u>N/A</u>	
Total funds raised during the month from exercise of options (State currency)				<u>Nil</u>		

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
2. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
3. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
4. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
Total B. (Ordinary shares)					<u>N/A</u>	
(Preference shares)					<u>N/A</u>	
(Other class)					<u>N/A</u>	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Convertible Bond						
	HK\$	366,000,000	22,000,000	344,000,000	102,803,738	1,607,476,637
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$0.214 (subject to adjustment)					
EGM approval date (if applicable) (dd/mm/yyyy)	(5 / 2 / 2013)					
2. Convertible Bond						
	HK\$	930,500,000	---	930,500,000	---	1,009,220,000
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$0.922 (subject to adjustment)					
EGM approval date (if applicable) (dd/mm/yyyy)	(8 / 8 / 2013)					
3. Convertible Bond						
	HK\$	2,148,000,000	---	2,148,000,000	---	600,000,000
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$3.58 (subject to adjustment)					
EGM approval date (if applicable) (dd/mm/yyyy)	(10 / 1 / 2014)					
4. Convertible Bond						
	HK\$	1,710,500,000	---	1,710,500,000	---	171,050,000
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$10.00 (subject to adjustment)					
AGM approval date (if applicable) (dd/mm/yyyy)	(28 / 6 / 2013)					

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5. Convertible Bond						
	HK\$	1,386,000,000	---	1,386,000,000	---	198,000,000
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$7.00 (subject to adjustment)					
AGM approval date (if applicable) (dd/mm/yyyy)	(27 / 6 / 2014)					
6. Convertible Bond						
	HK\$	(See Remarks)	---	350,000,000	---	50,000,000
Stock code (if listed)	N/A					
Class of shares issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$7.00 (subject to adjustment)					
EGM approval date (if applicable) (dd/mm/yyyy)	(29 / 12 / 2014)					
			Total C. (Ordinary shares)	102,803,738		
			(Preference shares)	N/A		
			(Other class)	N/A		

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A <hr/> <hr/> <div style="text-align: right;">(/ /)</div> shares (Note 1)		
2. N/A <hr/> <hr/> <div style="text-align: right;">(/ /)</div> shares (Note 1)		
3. N/A <hr/> <hr/> <div style="text-align: right;">(/ /)</div> shares (Note 1)		
Total D. (Ordinary shares) (Preference shares) (Other class)	N/A N/A N/A	

Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Rights issue	At price : State currency _____	Class of shares issuable _____ (Note 1) Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	N/A	N/A
2.	Open offer	At price : State currency _____	Class of shares issuable _____ (Note 1) Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	N/A	N/A
3.	Placing	At price : State currency _____	Class of shares issuable _____ (Note 1) Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	N/A	N/A
4.	Bonus issue		Class of shares issuable _____ (Note 1) Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	N/A	N/A

For Main Board and GEM listed issuers

				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
Type of Issue						
5.	Scrip dividend	At price :	State currency _____	Class of shares issuable _____ (Note 1) Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	N/A	N/A
6.	Repurchase of shares			Class of shares repurchased _____ (Note 1) Cancellation date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	N/A	N/A
7.	Redemption of shares			Class of shares redeemed _____ (Note 1) Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	N/A	N/A
8.	Consideration issue	At price :	State currency _____	Class of shares issuable _____ (Note 1) Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	N/A	N/A

For Main Board and GEM listed issuers

				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month		
Type of Issue							
9.	Capital reorganisation		Class of shares issuable _____ (Note 1)	Issue and allotment date : (/ /) (dd/mm/yyyy)	EGM approval date: (/ /) (dd/mm/yyyy)	N/A	N/A
10.	Other	At price : State currency _____	Class of shares issuable _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) (/ /)	EGM approval date: (dd/mm/yyyy)	N/A	N/A
				Total E. (Ordinary shares)		<u>N/A</u>	
				(Preference shares)		<u>N/A</u>	
				(Other class)		<u>N/A</u>	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>102,803,738</u>
	(2)	<u>---</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>---</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>---</u>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

On 28 October 2014, the Company entered into a placing agreement with Partners Capital Securities Limited (the
“Placing Agent”) pursuant to which the Placing Agent shall use its best endeavors to procure subscriber to subscribe for, and
the Company shall issue, the convertible bonds in an aggregate principal amount not more than HK\$700,000,000
(the “Convertible Bonds”) (please refer to the Company’s announcement dated 28 October 2014 for more details).

On 27 January 2015, the Company issued the Convertible Bonds to the subscriber in the principal amount of
HK\$350,000,000 (Please refer to the Company’s announcement dated 27 January 2015 for more details).

Submitted by: Mr. Tse, Man Kit Keith

Title: Company Secretary
(Director, Secretary or other duly authorised officer)

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*