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順風國際清潔能源有限公司

SHUNFENG INTERNATIONAL CLEAN ENERGY LIMITED

(formerly known as Shunfeng Photovoltaic International Limited 順風光電國際有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01165)

**POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING
HELD ON 29 DECEMBER 2014**

The Board of Shunfeng International Clean Energy Limited is pleased to announce that at the EMG held on 29 December 2014 at 10:30 a.m., the Resolution was duly passed by the Independent Shareholders by way of poll.

Reference is made to the circular of the Company dated 9 December 2014 (the “**Circular**”) and the notice of extraordinary general meeting dated 9 December 2014 (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 29 December 2014 at 10:30 a.m., the ordinary resolution as set out in the Notice (the “**Resolution**”) was 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 2,792,392,625 Shares. Peace Link and its associates which, in aggregate, were interested in 632,594,457 Shares, representing approximately 22.65% of the issued share capital of the Company, were required to abstain and did abstain from voting on the Resolution 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 Resolution was 2,159,798,168 Shares. There was no Share entitling the Independent Shareholders to attend and abstain from voting in favour of the Resolution at the EGM as set out in Rule 13.40 of the Listing Rules. Save for Peace Link and its associates, there were no parties that have stated their intention in the Circular to vote against or to abstain from voting on the Resolution at the EGM.

The poll results taken at the EGM was as follows:

ORDINARY RESOLUTION		Number of Valid Votes (%)	
		For	Against
1.	<p>(a) To approve, confirm and ratify the placing agreement dated 28 October 2014 (the “Placing Agreement”) entered into between the Company and Partners Capital Securities Limited, a connected person of the Company, in relation to the proposed placing of the convertible bonds in the principal amount of not more than HK\$700,000,000 (the “Convertible Bonds”) to Peace Link Services Limited, a connected person of the Company (“Peace Link”), and the transactions contemplated thereby;</p> <p>(b) to authorise the allotment and issue of the shares of the Company upon the exercise of the conversion rights attaching to the Convertible Bonds (the “Conversion Shares”); and</p> <p>(c) to authorise the directors to do all such acts and things as they consider necessary, desirable or expedient for the implementation of and giving effect to the Placing Agreement, the issue of the Convertible Bonds to Peace Link, the allotment and issue of the Conversion Shares upon exercise of the conversion rights attaching to the Convertible Bonds and the transactions contemplated thereunder.</p>	<p>777,787,298 (100.00%)</p>	<p>0 (0.00%)</p>

As more than 50% of the votes cast at the EGM were in favour of the Resolution, the Resolution was duly passed as an ordinary resolution 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, 29 December 2014

As at the date of this announcement, the executive directors are Mr. Zhang Yi, Mr. Shi Jianmin, Mr. Wang Yu, Mr. Luo Xin, Mr. Lei Ting and Mr. Lu Bin; the non-executive director is Mr. Yue Yang; and the independent non-executive directors are Mr. Tao Wenquan, Mr. Zhao Yuwen, Mr. Siu Wai Keung Francis and Mr. Kwong Wai Sun Wilson.