
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Shunfeng Photovoltaic International Limited, you should at once hand this circular together with the form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

SF-PV

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)

**(1) PROPOSED CHANGE OF COMPANY NAME
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening an extraordinary general meeting of the Company to be held at the conference room of 99 Yanghu Road, Wujin Hi-Tech Industrial Development Zone, Changzhou City, Jiangsu, the People's Republic of China on 10 October 2014 at 10:00 a.m. is set out on pages 5 to 6 of this circular. A form of proxy for use at the extraordinary general meeting is also enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk.

Whether or not you are able to attend the extraordinary general meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the extraordinary general meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the extraordinary general meeting or any adjournment thereof should you so wish.

15 September 2014

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	2
Notice of Extraordinary General Meeting	5

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Board”	the board of directors of the Company
“Change of Company Name”	the proposed change of the Company name from “Shunfeng Photovoltaic International Limited 順風光電國際有限公司” to “Shunfeng International Clean Energy Limited 順風國際清潔能源有限公司”
“Company”	Shunfeng Photovoltaic International Limited (順風光電國際有限公司), an exempted company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened at the conference room of 99 Yanghu Road, Wujin Hi-Tech Industrial Development Zone, Changzhou City, Jiangsu, People’s Republic of China on 10 October 2014 at 10:00 a.m. or where the context so admits, any adjournment thereof
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Zhang Yi (*Chairman and Chief Executive Officer*)

Mr. Shi Jianmin (*Vice Chairman*)

Mr. Wang Yu

Mr. Luo Xin

Mr. Lei Ting

Mr. Lu Bin

Non-executive Director:

Mr. Yue Yang

Independent Non-executive Directors:

Mr. Tao Wenquan

Mr. Zhao Yuwen

Mr. Siu Wai Keung Francis

Mr. Kwong Wai Sun Wilson

Registered office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Principal place of business

in Hong Kong:

Portion A, 10/F

World Wide House

No. 19 Des Voeux Road Central

Hong Kong

15 September 2014

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME

INTRODUCTION

The purpose of this circular is to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the special resolution to be proposed at the EGM for the approval of the Change of Company Name.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

On 28 August 2014, the Company announced that the Board proposed to change the name of the Company from “Shunfeng Photovoltaic International Limited 順風光電國際有限公司” to “Shunfeng International Clean Energy Limited 順風國際清潔能源有限公司”.

Conditions of the Change of Company Name

The proposed Change of Company Name is subject to (i) the passing of a special resolution by Shareholders approving the Change of Company Name at the EGM of the Company; and (ii) the Registrar of Companies in the Cayman Islands approving the Change of Company Name.

Subject to the satisfaction of the above conditions, the new name of the Company will take effect from the date of entry of the new name of the Company on the register maintained by the Registrar of Companies in the Cayman Islands. The Company will carry out all necessary registration and/or filing procedures with the Registrar of Companies in the Cayman Islands and the Companies Registry in Hong Kong.

Reasons for the Change of Company Name

The Group is currently a fully integrated photovoltaic group. In 2013, the Group expanded into downstream solar-power generation. The expansion has successfully transformed the Group from, previously, an upstream solar products manufacturer into a fully integrated solar company with downstream solar-power generation assets. The Group has plans to expand into the business of energy storage and other forms of renewable or clean energy. The Group has the ambition to become a leading renewable and clean energy enterprise.

With the above plans in mind, the Board considers that the Change of Company Name will provide the Company with a new corporate image and to reflect the Company’s strategy to diversify the business of the Group.

The Board believes that the new company name can provide the Company with a fresh identity and image which will benefit the Company’s future business development and is in the interest of the Company and the Shareholders as a whole.

Effects of the Change of Company Name

The Change of Company Name will not affect any rights of the Shareholders. Once the Change of Company Name becomes effective, any issue of share certificates of the Company thereafter will be in the new name of the Company. However, all the existing share certificates in issue bearing the present name of the Company will, after the proposed Change of Company Name having become effective, continue to be evidence of title to the Shares and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company.

LETTER FROM THE BOARD

EXTRAORDINARY GENERAL MEETING

The EGM will be convened at which a special resolution will be proposed to seek approval of the Change of Company Name.

A notice convening the EGM is set out on pages 5 to 6 of this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

The special resolution to approve the Change of Company Name at the EGM will be taken by poll and an announcement will be made by the Company as soon as possible after the conclusion of the EGM on the poll results of the EGM.

RECOMMENDATIONS

The Board considers that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the special resolution to be proposed at the EGM.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 7 October 2014 to 10 October 2014, both days inclusive, during which period no transfer of Shares will be effected. 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 6 October 2014.

Yours faithfully,

For and on behalf of the Board of
Shunfeng Photovoltaic International Limited
Zhang Yi
Chairman



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)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Shunfeng Photovoltaic International Limited (the “Company”) to be held at the conference room of 99 Yanghu Road, Wujin Hi-Tech Industrial Development Zone, Changzhou City, Jiangsu, the People’s Republic of China on 10 October 2014 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as a special resolution:

SPECIAL RESOLUTION

1. “**THAT** subject to and conditional upon approval of the Registrar of Companies in the Cayman Islands, the name of the Company be changed from “Shunfeng Photovoltaic International Limited 順風光電國際有限公司” to “Shunfeng International Clean Energy Limited 順風國際清潔能源有限公司”, and that the directors of the Company be and are hereby authorised to do all such acts and things and execute all documents that they consider necessary or expedient to give effect to the change of the Company’s name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board of
Shunfeng Photovoltaic International Limited
Zhang Yi
Chairman

Hong Kong, 15 September 2014

NOTICE OF EXTRAORDINARY GENERAL MEETING

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 branch share registrar and transfer office in Hong Kong, 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) The register of members of the Company will be closed from 7 October 2014 to 10 October 2014, both days inclusive, during which period no transfer of shares in the Company will be effected. 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 6 October 2014.
- (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 in the Company, 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. 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.