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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)**

## **REVISED NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

References are made to the circular of Shunfeng International Clean Energy Limited (the “**Company**”) dated 30 June 2019 (the “**Circular**”), the notice of extraordinary general meeting of the Company dated 30 June 2019 (the “**Original Notice of EGM**”) and the form of proxy of the Company (the “**Original Proxy Form**”) regarding the extraordinary general meeting of the Company to be held on Wednesday, 28 August 2019 at 11 a.m. (the “**EGM**”).

**THIS REVISED NOTICE** supersedes the Original Notice of EGM.

**REVISED NOTICE IS HEREBY GIVEN THAT** the EGM will be held at Portion C, 30/F., Bank of China Tower, 1 Garden Road, Central, Hong Kong on Thursday, 8 August 2019 at 11 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution. Unless otherwise defined, capitalised terms defined in the circular dated 30 June 2019 shall have the same meanings when used in this notice.

### **ORDINARY RESOLUTION**

1. **“THAT**

- (a) the Sale and Purchase Agreement and the transactions contemplated thereunder be and hereby approved, confirmed and ratified; and
- (b) any one Director be and is hereby authorised on behalf of the Company to do all such acts and things and execute all such documents, deeds or instruments (including affixing the common seal of the Company thereon) and take all such steps as the Director in his or her sole opinion and absolute direction may consider necessary, appropriate or desirable to implement or give effect to the Sale and Purchase Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 15 July 2019

*Notes:*

1. Any Shareholder 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 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.
2. Since the Original Proxy Form despatched together with the Original Notice of the EGM does not contain the revised date of the EGM and/or book closure period as set out in this Revised Notice of the EGM, the Revised Proxy Form has been prepared and is enclosed with this Revised Notice of the EGM.
3. In order to be valid, the Revised Proxy Form 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 ("**Computershare**"), 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.
4. The register of members of the Company will be closed from Monday, 5 August 2019 to Thursday, 8 August 2019, 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 Friday, 2 August 2019.
5. A Shareholder who has not yet lodged the Original Proxy Form in accordance with the instructions printed thereon with Computershare is requested to complete and return the Revised Proxy Form in accordance with the instructions printed thereon to Computershare not less than 48 hours before the time for holding the EGM or any adjournment hereof, if he or she wishes to appoint proxies to attend the EGM on his or her behalf. In this case, the Original Proxy Form should not be lodged to Computershare.
6. A Shareholder who has already lodged the Original Proxy Form in accordance with the instructions printed thereon with Computershare should note the following:
  - (i) If no Revised Proxy Form is lodged with Computershare, the Original Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if correctly completed. The proxy appointed under the Original Proxy Form will be entitled to vote in his or her discretion or abstain from voting on the resolution properly put to the EGM.
  - (ii) If the Revised Proxy Form is lodged with Computershare in accordance with the instructions printed thereon not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof, the Revised Proxy Form will revoke and supersede the Original Proxy Form previously lodged by the Shareholder. The Revised Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if correctly completed.
  - (iii) If the Revised Proxy Form is lodged after 48 hours before the time fixed for holding the EGM or any adjournment thereof, or if lodged not less than 48 hours but is incorrectly completed, the Revised Proxy Form will be deemed invalid. It will not revoke the Original Proxy Form previously lodged by the Shareholder. The Original Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if correctly completed. The proxy appointed under the Original Proxy Form will be entitled to vote in his or her discretion or abstain from voting on the resolution properly put to the EGM.
7. Delivery of the Original Proxy Form and/or Revised Proxy Form will not preclude a Shareholder from attending and voting in person at the EGM convened and in such event, the Original Proxy Form and/or Revised Proxy Form shall be deemed to be revoked.
8. 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.
9. The resolution at the EGM will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.

*As at the date of this notice, the executive Directors are Mr. Zhang Fubo, Mr. Wang Yu, Mr. Lu Bin and Mr. Chen Shi; and the independent non-executive Directors are Mr. Tao Wenquan, Mr. Zhao Yuwen and Mr. Kwong Wai Sun Wilson.*