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## **CHINA RUIFENG RENEWABLE ENERGY HOLDINGS LIMITED**

### **中國瑞風新能源控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 527)**

### **CLARIFICATION ANNOUNCEMENT CIRCULAR AND AGM NOTICE**

Reference is made to the circular of China Ruifeng Renewable Energy Holdings Limited (the “**Company**”) dated 28 April 2016 (the “**Circular**”) and the announcement relating to the notice of annual general meeting dated 28 April 2016 (the “**AGM Notice**”), capitalised terms used but not otherwise defined in this announcement shall have the same meanings ascribed to them in the Circular.

The Company noted inadvertent errors in the Circular and AGM Notice and wishes to make the following clarifications:

1. In the Letter from the Board on page 5 of the Circular, the second paragraph regarding the ordinary resolutions to be proposed at the AGM to grant to the Directors new general mandates should be read as:

“(i) to allot, issue and otherwise deal with new Shares not exceeding 20% of the number of issued Shares of the Company as at the date of passing the proposed resolution at the AGM; and

(ii) to repurchase Shares not exceeding 10% of the number of issued Shares of the Company as at the date of passing the proposed resolution at the AGM.”

2. In ordinary resolution item no. 4(C) on page 20 of the Circular and page 2 of the AGM Notice, it should be read as:

“(C) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this Resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the number of issued Shares of the Company as at the date of passing of this Resolution and the said approval shall be limited accordingly; and”;

3. In ordinary resolution item no. 5(C) on page 21 of the Circular and page 3 of the AGM Notice, it should be read as:

“(C) the aggregate number of Shares repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this Resolution above during the Relevant Period shall not exceed 10% of the number of issued Shares of the Company as at the date of passing this Resolution and the said approval shall be limited accordingly; and”;

4. In ordinary resolution item no. 6 on page 22 of the Circular and page 4 of the AGM Notice, it should be read as:

“6. **THAT** conditional upon the passing of Resolution Nos. 4 and 5 as set out in this notice convening the Meeting of which this Resolution forms part (“this Notice”), the general mandate granted to the Directors of the Company pursuant to Resolution No. 4 as set out in this Notice be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to Resolution No. 5 as set out in this Notice, provided that such amount shall not exceed 10% of the number of issued Shares of the Company as at the date of passing this Resolution.”

The Company also confirms that, except as clarified above, all other information contained in the Circular and AGM Notice is correct and remains unchanged. This clarification announcement is supplemental to and should be read in conjunction with the Circular and AGM Notice, and in that connection the existing Circular and AGM Notice in the form as they are now will continue to be valid.

By Order of the Board  
**China Ruifeng Renewable Energy Holdings Limited**  
**Zhang Zhixiang**  
*Executive Director and Chief Executive Officer*

Hong Kong, 28 April 2016

*As at the date of this announcement, the executive Directors are Mr. Zhang Zhixiang (Chief Executive Officer), Mr. Ning Zhongzhi, Mr. Zheng Xian Tao and Mr. Li Tian Hai; and the independent non-executive Directors are Ms. Wong Wai Ling, Mr. Qu Weidong and Ms. Hu Xiaolin.*