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Gowin New Energy Grp - Notice of AGM London Stock Exchange
RNS Number : 5961C
Gowin New Energy Group Limited
16 October 2015

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the action you should take, or the contents of this document, you are recommended to seek your own personal financial advice immediately from your stockbroker, bank manager, solicitor, accountant, fund manager or other independent financial adviser duly authorised and regulated under the Financial Services and Markets Act 2000 (as amended) if you are in the United Kingdom or, if not, from another appropriately authorised independent financial adviser who specialises in advising on the acquisition of shares and other securities.

Copies of this document are being sent to shareholders. If you have sold or otherwise transferred all of your ordinary shares in Gowin New Energy Group Limited, please send this document and any accompanying documents or forms as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you have sold or otherwise transferred part only of your holding of ordinary shares in Gowin New Energy Group Limited, you should retain this document and any accompanying documents and forms and consult with the stockbroker, bank or other agent through whom the sale or transfer was effected immediately.

GOWIN NEW ENERGY GROUP LIMITED

(Incorporated in the Cayman Islands with company number CT-276023)

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the shareholders of Gowin New Energy Group Limited (the "**Company**") will be held at ShiLong-Gladden Hotel, GuanLong Road West Lake section, ShiLong Town, DongGuan City, GuangDong Province, China on 9 November 2015 at 5.00 pm (Beijing time)/9.00 am (London time) to consider and, if thought fit, pass the following resolutions, with resolutions numbered 1, 2, 3, and 4 being proposed as ordinary resolutions and resolution number 5 being proposed as a special resolution.

Ordinary Resolutions

1. To receive and consider the audited financial statements of the Company for the year ended 31 December 2014 together with the directors' report and the auditors' report thereon.
2. To approve the re-appointment of PKF Littlejohn LLP as auditors of the Company, and to authorise the directors to determine the auditors' remuneration.
3. To approve the re-election of Cao Juping who retires as a director in accordance with the Articles of Association of the Company, and, being eligible, offers himself for re-election.
4. THAT, in accordance with and pursuant to Article 20 of the articles of association of the Company (the "**Articles of Association**"), the Directors be and are hereby generally and unconditionally authorised to exercise all the powers of the Company to allot Relevant Securities (as defined in Article 19 of the Articles of Association) up to an aggregate nominal amount of £5,542,878.24 provided that this authority shall, unless previously revoked, varied or renewed by a resolution of the Company at an Extraordinary General Meeting expire at the conclusion of the next Annual General Meeting of the Company, save that the Company may, before such expiry, make an offer or agreement which would or might require Relevant Securities to be allotted after such expiry and the Directors may allot Relevant Securities in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

Special Resolution

5. THAT, subject to the passing of Resolution 4 above and in accordance with and pursuant to Article 33 of the Articles of Association, the Directors be and are hereby generally empowered to allot Equity Securities (as defined in Article 28 of the Articles of Association) pursuant to the authority conferred by Resolution 4 above, as if Article 29 of the Articles of Association did not apply to any such allotment, provided that this power

shall be limited to the allotment of Equity Securities up to an aggregate nominal amount of £5,542,878.24 and shall, unless previously revoked, varied or renewed by a resolution of the Company at an Extraordinary General Meeting expire at the conclusion of the next Annual General Meeting of the Company, save that Company may, before such expiry, make an offer or agreement which would or might require Equity Securities to be allotted after such expiry and the Directors may allot Equity Securities in pursuance of such offer or agreement notwithstanding that the power conferred by this resolution has expired.

Accompanying this Notice of Meeting are the Company's financial statements.

By Order of the Board
Dr. Garry Willinge
Chairman

Date: 16 October 2015
Registered Office:
Cricket Square, Hutchins Drive, PO Box 2681
Grand Cayman KY1-1111 Cayman Islands

NOTES:

1. A Shareholder entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend, speak and vote instead of him/her. A proxy need not be a Shareholder of the Company. Appointment of a proxy will not preclude a Shareholder from attending and voting in person at the meeting.
2. A Form of Proxy is enclosed for use by Shareholders. To be effective, the Form of Proxy and any power of attorney or other authority (if any) under which it is signed (or certified copy of such power or authority) must be completed, signed and deposited at the registrars' office, Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU not later than 9.00 am (London time) on 7 November 2015. In the case of a member which is a corporation, the proxy form must be executed under its seal or the hand of an officer, attorney or other person authorised to sign the same.
3. Please indicate with a cross in the appropriate box how you wish the proxy to vote. In the absence of any indication, the proxy will exercise his/her discretion as to whether and how he/she votes.
4. In the case of joint holders of a share, if two or more of the joint owners are present in person or by proxy, the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of the other joint 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. If only one is present in person or by proxy he may vote on behalf of all joint owners.

5. The time by which a person must be entered on the register of members of the Company in order to have the right to attend and vote at the meeting is 9.00am (London time) on 7 November 2015 (being not more than 48 hours prior to the time fixed for the meeting) or, if the meeting is adjourned, such time being not more than 48 hours prior to the time fixed for the adjourned meeting. Changes to entries on the register of members after that time will be disregarded in determining the right of any person to attend or vote at the meeting.

6. Any corporation which is a Shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a Shareholder provided that they do not do so in relation to the same shares.

7. Persons who are not Shareholders or their proxies or corporate representatives will not be admitted to the meeting unless prior arrangements are made with the Company.

8. A Form of Direction is enclosed for use by holders of Depositary Interests representing Ordinary Shares. To be effective, the Form of Direction for use at the meeting and the power of attorney or other authority (if any) under which it is signed, or a notarially or otherwise certified copy of such power or authority, must be deposited with Capita Asset Services, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU by no later than 9.00am on 6 November 2015 (London time). Alternatively, Depositary Interests may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST Manual. Instructions should be transmitted so as to be received by no later than 9.00am on 6 November 2015.

9. Depositary Interest holders wishing to attend the Annual General Meeting should contact the Depositary at Capita IRG Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU or by email: custodymgmt@capita.co.uk (<mailto:custodymgmt@capita.co.uk>) by no later than 9.00 am on 6 November 2015.

10. All references to times in this notice are to London (UK) time unless otherwise stated.

11. A copy of the Articles can be viewed on the Company's website at www.gowinyichia.com (<http://www.gowinyichia.com>).

GOWIN NEW ENERGY GROUP LIMITED

(Incorporated in the Cayman Islands with company number CT-276023)

PROXY

I/We.....

of
.....

being the holder of ordinary shares of £0.01 each of Gowin New Energy Group Limited (the "Company") hereby appoint the Chairman of the Meeting, OR

Name of proxy:

as my/our proxy to vote on my/our behalf at the Annual General Meeting to be held at 5.00 pm (Beijing time)/9.00 am (London time) on 9 November 2015 at ShiLong-Gladden Hotel, GuanLong Road West Lake section, ShiLong Town, DongGuan City, GuangDong Province, China and at any adjournment thereof, in the following manner:

Ordinary Resolutions	For	Against	Withheld
1. To receive and consider financial statements of the Company			
2. To approve re-appointment of the auditors of the Company			
3. To approve the re-election of directors			
4. To authorise the Directors to allot Relevant Securities up to an aggregate nominal amount of £5,542,878.24.			
Special Resolution	For	Against	Withheld

<p>5. Subject to the passing of Resolution 4, to empower the Directors to allot Equity Securities pursuant to the authority conferred by Resolution 4, as if Article 29 of the Articles of Association of the Company did not apply to any such allotment, provided that the power shall be limited to the allotment of Equity Securities up to an aggregate nominal amount of £5,542,878.24.</p>			
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Signedthis day of 2015

NOTES:

1. As a member of the Company you are entitled to appoint a proxy to exercise your rights to attend, speak and vote instead of you at a general meeting of the Company.
2. To be effective, this proxy form and any power of attorney or other authority (if any) under which it is signed (or certified copy of such power or authority) must be completed, signed and deposited with Capita Asset Services, PXS, 34 Beckenham Road, Beckenham, BR3 4TU, United Kingdom not later than 9.00 am (London time) on 7 November 2015). In the case of a member which is a corporation, the proxy form must be executed under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
4. If you wish to appoint a proxy other than the Chairman of the meeting, write the full name and address of your proxy in the box provided. If you wish your proxy to make comments on your behalf you will need to appoint someone other than the Chairman and give them relevant instructions directly. A proxy need not be a member of the Company.
5. If you are holding more than one share in the Company, you may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To

appoint more than one proxy you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.

6. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on the resolutions, select the relevant vote "Withheld" box. If you abstain from voting, the vote will not be counted in the calculation of votes for or against the resolutions. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put properly before the meeting.
7. In the case of a member which is a corporation, this proxy form must be executed under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
8. Any power of attorney or any other authority under which this proxy form is signed (or a certified copy of such power or authority) must be included with the proxy form.
9. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).
10. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
11. If you wish to change your proxy instructions or revoke your proxy appointment please refer to the articles of associations of the Company.
12. Only members whose names appear on the register of members of the Company as at 5.00pm (Beijing time)/9:00am (London time) on 7 November 2015 will be entitled to notice of and to vote at the meeting.

GOWIN NEW ENERGY GROUP LIMITED

(Incorporated in the Cayman Islands with company number CT-276023)

("Issuer Company")

Form of Direction

Form of Direction for completion by holders of Depository Interests representing shares on a 1 for 1 basis in the Issuer Company in respect of the Annual General Meeting to be held at 5.00 pm (Beijing time)/9.00 am (London time) on 9 November 2015 at ShiLong-Gladden Hotel, GuanLong Road West Lake section, ShiLong Town, DongGuan City, GuangDong Province, China for the purpose of conducting the business of the meeting as itemised.

I/We.....

Please insert full name(s) and address(es) in BLOCK CAPITALS

of.....

being a holder of Depository Interests representing shares in the Issuer Company hereby appoint Capita IRG Trustees Limited ("Depository") as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Issuer Company to be held on the above date (and at any adjournment thereof) as directed by an X in the spaces below.

Ordinary Resolutions	For	Against	Withheld
1. To receive and consider financial statements of the Company			
2. To approve re-appointment of the auditors of the Company			
3. To approve the re-election of directors			
4. To authorise the Directors to allot Relevant Securities up to an aggregate nominal amount of £5,542,878.24.			
Special Resolution	For	Against	Withheld

<p>5. Subject to the passing of Resolution 4, to empower the Directors to allot Equity Securities pursuant to the authority conferred by Resolution 4, as if Article 29 of the Articles of Association of the Company did not apply to any such allotment, provided that the power shall be limited to the allotment of Equity Securities up to an aggregate nominal amount of £5,542,878.24.</p>			
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Signature

.....Date.....

NOTES:

1. To be effective, this Form of Direction and the power of attorney or other authority (if any) under which it is signed, or a notarially or otherwise certified copy of such power or authority, must be deposited at Capita Asset Services, PXS, 34 Beckenham Road, Beckenham BR3 4TU, United Kingdom no later than 9.00 am (London time) on 6 November 2015.
2. Any alterations made to this Form of Direction should be initialled.
3. In the case of a corporation this Form of Direction should be given under its Common Seal or under the hand of an officer or attorney duly authorised in writing.
4. Please indicate how you wish your votes to be cast by placing "X" in the box provided. On receipt of this form duly signed, you will be deemed to have authorised the Depository to vote, or to abstain from voting, as per your instructions. **If no voting instruction is indicated, you will be deemed to have instructed the Depository to abstain from voting on the specified resolution.**
5. The Depository will appoint the Chairman of the meeting as its proxy to cast your votes. The Chairman may also vote or abstain from voting as he or she thinks fit on any other resolution (including amendments to resolutions) which may properly come before the meeting.

6. The 'Vote Withheld' option is provided to enable you to abstain from voting on the resolutions. However, it should be noted that a 'Vote Withheld' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a resolution.
7. Depository Interests may be voted through the CREST Proxy Voting Service in accordance with the procedures set out in the CREST manual.
8. Depository Interest holders wishing to attend the meeting should contact the Depository at Capita IRG Trustees Limited, The Registry, 34 Beckenham Road, Beckenham, Kent BR3 4TU or by email to custodymgt@capita.co.uk (<mailto:custodymgt@capita.co.uk>) in order to request a letter of representation by no later than 9.00 am (London time) on 6 November 2015.

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The company news service from the London Stock Exchange

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(https://twitter.com/aquis_exchange)



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