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Gowin New Energy Grp - NOTICE OF ANNUAL GENERAL MEETING London Stock Exchange
RNS Number : 2932U
Gowin New Energy Group Limited
16 January 2017

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 as an exempted company with limited liability)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting (the "AGM") of **Gowin New Energy Group Limited** (the "Company") will be held at R Floor., No. 1086, Zhongzhen Rd., Taoyuan Dist., Taoyuan City 330, Taiwan on 7 February, 2017 at 3 p.m. for the following purposes:

1. To receive and consider the audited financial statements of the Company for the year ended 31 December 2015 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 authorize the directors to determine the auditors' remuneration.
3. To approve the re-election of Mr. Chou Huan Nan as a director of the Company for the ensuing year.

As special businesses, to consider and, if thought fit, to pass the following resolutions, with or without amendments, as ordinary resolutions:

ORDINARY RESOLUTIONS

4. "THAT subject to the Amendments to Articles referred to in special resolution No. 8 below becoming effective, an amount of GBP1,998,840 standing to the credit of the share premium account of the Company be capitalised and applied in paying up in full a total of 325,000,000 partly paid shares of par value GBP0.01 each of the Company currently registered in the names of the following shareholders (the "**Partly Paid Shares**") and the Partly Paid Shares be credited as fully paid shares of the Company accordingly:

<u>Name of shareholders</u>	<u>No. of Partly Paid Shares</u>
Shu-Hsiang Wu	100,000,000
Cheng-Feng Tsai	75,000,000
Chih-Feng Chao	75,000,000
Chien-Ming Cheng	50,000,000
Ming-Hsuan Dai	25,000,000

5. "THAT the authorised share capital of the Company be increased from GBP10,000,000 divided into 1,000,000,000 shares of GBP0.01 each to GBP20,000,000 by the creation of an additional 1,000,000,000 shares of GBP0.01 each in the capital of the Company which shares shall rank pari passu in all respects with the existing authorised and issued shares in the share capital of the Company.

6. "THAT, subject to the passing of ordinary resolutions 5 above, in accordance with and pursuant to Article 20 of the articles of association of the Company (the "**Articles of Association**"), the directors of the Company be and are hereby generally and unconditionally authorised to allot Ordinary Shares up to a nominal amount of GBP11,560,683, or grant rights to subscribe for or to convert any security into Ordinary Shares in the Company ("**Rights**") up to an aggregate nominal amount of GBP11,560,683, provided that this authority shall, unless previously revoked, varied or extended by a resolution of the Company at a General Meeting expire on the date that is fifteen months from the date of passing of this resolution, or at the conclusion of the next Annual General Meeting of the Company if earlier, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or such rights to be granted and the directors may allot shares or grant share rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired."

As special businesses, to consider and, if thought fit, to pass the following resolutions, with or without amendments, as special resolutions:

SPECIAL RESOLUTIONS

7. "THAT, subject to the passing of ordinary resolutions 5 and 6 above and in accordance with Article 33 of the Articles of Association, the directors of the Company 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 6 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 GBP11,560,683 and shall expire (unless previously revoked, varied or extended by the Company in Extraordinary General Meeting) on the date that is fifteen months from the date of passing of this resolution, or at the conclusion of the next Annual General

Meeting of the Company if earlier, save that Company may, before such expiry, make an offer or agreement which would or might require Equity Securities to be allotted and the directors of the Company may allot Equity Securities in pursuance of such offer or agreement notwithstanding that the power conferred by this resolution has expired.

8. "THAT subject to the passing of the ordinary resolutions No. 5 above, the amended and restated memorandum of association and articles of association of the Company in the form tabled at the Meeting marked "A" and signed by the Chairman of the Meeting for identification purposes be approved and adopted in substitution for and to the exclusion of the existing memorandum and articles of association of the Company."

9. "THAT subject to and conditional upon (i) passing of ordinary resolutions No. 4 and 5 and special resolution No. 8 above, (ii) the approval by the Grand Court of the Cayman Islands (the "**Court**") of the Capital Reduction (as defined below), (iii) the registration by the Registrar of Companies of the Cayman Islands of the order of the Court confirming the Capital Reduction and the minutes approved by the Court containing the particulars required under the Companies Law of the Cayman Islands in respect of the Capital Reduction and (iv) compliance with any conditions imposed by the Court, upon the date (the "**Effective Date**") on which the aforesaid conditions are fulfilled:
 - (a) the issued share capital of the Company shall be reduced by the cancellation and extinguishment 67.5624 Ordinary Shares out of every 100 Ordinary Shares held by a shareholder of the Company as of the Effective Date (the "**Capital Reduction**") with any fractional entitlements arising as a result of the Capital Reduction be aggregated and sold or disposed of for the benefit of the Company on such terms as the board of directors of the Company in its sole discretion may determine;

 - (b) that the amount of the issued share capital of the Company hereby cancelled be made available for issue of new Ordinary Shares with a par value of GBP0.01 each in the share capital of the Company so that the authorised share capital of the Company of GBP20,000,000 remains unchanged on the Effective Date;

- (c) the credits arising from the Capital Reduction be applied towards cancelling the accumulated losses of the Company as at the Effective Date with the balance (if any) to be transferred to the distributable reserve account of the Company or other reserve account of the Company which may be utilised by the directors of the Company as a distributable reserve in accordance with the articles of association of the Company and all applicable laws; and
- (d) the directors of the Company be and are hereby authorised to do all acts and things considered by them to be necessary or desirable in connection with the implementation of the Capital Reduction, including (without limitation) giving consent to any modification of, or addition to, the Capital Reduction which the Court of the Cayman Islands may see fit to impose.

By Order of the Board
**Gowin New Energy
Group Limited**
Garry Willinge
Chairman

15 January, 2017

Notes:

1. A form of proxy to be used for the Meeting is enclosed. It shall be by signed by the appointor or his attorney duly authorized in writing or, if the appointor is a company, either under the company's seal or under the hand of an officer or attorney duly authorized.
2. 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.
3. The instrument appointing a proxy (and any power of attorney or other authority under which it is signed, or a certified copy of such authority) shall be deposited at the Company's share registrars' office, Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom by 9 am on 5

February 2017. Completion and return of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting.

4. A proxy shall have no powers, as such, at any meeting at which his appointor is present in person or, being a company, by a duly authorized representative. If two or more proxies are present at a meeting and in accordance with their terms of appointment seek to vote on the same matter in respect of the same shares, the chairman shall in his absolute discretion decide which vote to accept and which vote or votes to disallow, or he may disallow all such votes.
5. 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.
6. The "vote withheld" option is provided to enable you to instruct your proxy not to vote on any particular resolution. However, it should be noted that a "vote withheld" in this way is not a vote in law and will not be counted in the calculation of the proportion of votes "for" and "against" a resolution.
6. 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.
7. 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 close of business on 5 February 2017 (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.
8. 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.

9. 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 9.00 am on 2 February 2017 (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 9.00 am on 2 February 2017.
11. 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 2 February 2017.

Gowin New Energy Group Limited

(incorporated in the Cayman Islands as an exempted company with limited liability)

Form of Proxy for Annual General Meeting

I/We* _____
(name) of _____
_____ (address) being the registered holder(s) of**
_____ ordinary shares ("Shares")
of GBP0.01 each in the capital of the Company HEREBY APPOINT***
_____ or failing him, the Chairman of the Meeting
as my/our proxy to exercise+ _____ my/our voting
rights on my/our behalf at the Annual General Meeting (the "Meeting") of
members of the Company ("Members") to be held at R Floor., No. 1086,
Zhongzhen Rd., Taoyuan Dist., Taoyuan City 330, Taiwan on 7 February,
2017 at 3:00 p.m. (or at any adjournment thereof), and to vote for me/us on
the undermentioned resolutions as indicated below or if no indication
appears below to vote thereon and on any other business that may
properly come before the Meeting in the discretion of my/our proxy.

ORDINARY RESOLUTIONS		For ⁺⁺	AGAINST ⁺⁺	Withheld
1.	To receive and consider the audited financial statements of the Company for the year ended 31 December 2015 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 authorize the directors to determine the auditors' remuneration			
3.	To approve the re-election of Mr. Chou Huan Nan as a director of the Company for the ensuing year			
4.	To approve, subject to the Amendments to Articles referred to in special resolution No. 8 below becoming effective, the capitalisation and application of an amount of GBP1,998,840 standing to the credit of the share premium account of the Company in paying up in full a total of 325,000,000 partly paid shares of par value GBP0.01 each of the Company (the " Partly Paid Shares ") and crediting the Partly Paid Shares as fully paid shares of the Company			
5.	To approve the increase in authorised share capital of the Company from GBP10,000,000 divided into 1,000,000,000 shares of GBP0.01 each to GBP20,000,000			
6.	To approve, subject to the passing of ordinary resolutions 5 above, granting of authorization to the directors of the Company to allot ordinary shares up to a nominal amount of GBP 11,560,683 , or grant rights to subscribe for or to convert any security into Ordinary Shares in the Company up to an aggregate nominal amount of GBP 11,560,683 respectively, in accordance with and pursuant to Article 20 of the Articles of Association			

SPECIAL RESOLUTIONS		For ⁺⁺	AGAINST ⁺⁺	Withheld
7.	To approve, subject to the passing of ordinary resolutions 5 and 6 above and in accordance with Article 33 of the Articles of Association, granting of authorization the directors of the Company to allot Equity Securities (as defined in Article 28 of the Articles of Association) pursuant to the authority conferred by Resolution 6 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 GBP11,560,683			
8.	To approve, subject to the passing of the ordinary resolutions No. 5 above, the adoption of the amended and restated memorandum of association and articles of association of the Company			
9.	To approve, subject to and conditional upon (i) passing of ordinary resolutions No. 4 and 5 and special resolution No. 8 above, (ii) the approval by the Grand Court of the Cayman Islands (the " Court ") of the Capital Reduction (as defined below), (iii) the registration by the Registrar of Companies of the Cayman Islands of the order of the Court confirming the Capital Reduction and the minutes approved by the Court containing the particulars required under the Companies Law of the Cayman Islands in respect of the Capital Reduction, the cancellation and extinguishment 67.5624 ordinary shares of the Company out of every 100 ordinary shares held by a shareholder of the Company as of the Effective Date (the " Capital Reduction ")			

Please refer to the notice of the Meeting for full version of the resolutions.

Dated the ____ day of _____ 2017

Signature

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

** Please insert the number of Shares registered in your name(s).

- *** If any proxy other than the Chairman is preferred, please insert in **BLOCK CAPITALS** full name(s) and address(es) of the proxy/proxies desired and delete the words "or the Chairman of the Meeting".
- **/+ If no number is inserted, this form of proxy will be deemed to relate to all the Shares of the Company registered in your name(s).
- ++ **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE APPROPRIATE BOX MARKED "AGAINST".** If neither of the boxes is completed, your proxy will be entitled to cast his/her votes at his/her discretion, or to abstain from voting. Your proxy will also be entitled to vote at his discretion on any other business that may properly come before the Meeting.

Notes:

1. To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney, must be deposited at the Company's share registrars' office, Capita Asset Services, PXS, The Registry, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom at least 48 hours before the time appointed for the Meeting or any adjournment thereof.
2. Unless specified otherwise, capitalized terms not defined in this proxy form shall have the same meaning as defined in the notice of the Meeting.
3. A proxy need not be a member of the Company, but must attend the Meeting in person.
4. Only members whose names appear on the register of members of the Company as at close of business on 5 February 2017 will be entitled to notice of and to vote at the meeting.
5. On a poll, every member in person, or such member's duly authorised corporate representative or proxy, is entitled to one vote for every Share of which the member is the registered holder or (as the case may be) in respect of which such representative or proxy is appointed, and a member who is entitled to more than one vote need not use all his/her votes, or cast all his/her votes in the same way.

6. A member may only have one form of proxy valid at any one time and if a member submits more than one form of proxy, the last form of proxy received in the manner described in note 4 below shall be treated as the only valid form of proxy.
7. The "vote withheld" option is provided to enable you to instruct your proxy not to vote on any particular resolution. However, it should be noted that a "vote withheld" in this way is not a vote in law and will not be counted in the calculation of the proportion of votes "for" and "against" a resolution.
8. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
9. Any alteration made to this form of proxy must be duly initialed by the person who signs it.
10. Completion and deposit of a form of proxy does not prevent a member from attending the Meeting in person but if a member attends the Meeting and votes this proxy will be revoked.
11. 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).

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 3.00 pm on 7 February 2017 at R Floor., No. 1086 Zhongzhen Rd., Taoyuan Dist., Taoyuan City 330, Taiwan 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 the audited financial statements of the Company for the year ended 31 December 2015 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 authorize the directors to determine the auditors' remuneration			
3. To approve the re-election of Mr. Chou Huan Nan as a director of the Company for the ensuing year			
4. To approve, subject to the Amendments to Articles referred to in special resolution No. 8 below becoming effective, the capitalisation and application of an amount of GBP1,998,840 standing to the credit of the share premium account of the Company in paying up in full a total of 325,000,000 partly paid shares of par value GBP0.01 each of the Company (the "Partly Paid Shares") and crediting the Partly Paid Shares as fully paid shares of the Company			

<p>5. To approve the increase in authorised share capital of the Company from GBP10,000,000 divided into 1,000,000,000 shares of GBP0.01 each to GBP20,000,000</p>			
<p>6. To approve, subject to the passing of ordinary resolutions 5 above, granting of authorization to the directors of the Company to allot ordinary shares up to a nominal amount of GBP 11,560,683 , or grant rights to subscribe for or to convert any security into Ordinary Shares in the Company up to an aggregate nominal amount of GBP 11,560,683 respectively, in accordance with and pursuant to Article 20 of the Articles of Association</p>			
<p>Special Resolution</p>	<p>For</p>	<p>Against</p>	<p>Withheld</p>
<p>7. To approve, subject to the passing of ordinary resolutions 5 and 6 above and in accordance with Article 33 of the Articles of Association, granting of authorization the directors of the Company to allot Equity Securities (as defined in Article 28 of the Articles of Association) pursuant to the authority conferred by Resolution 6 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 GBP11,560,683</p>			

<p>8. To approve, subject to the passing of the ordinary resolutions No. 5 above, the adoption of the amended and restated memorandum of association and articles of association of the Company</p>			
<p>9. To approve, subject to and conditional upon (i) passing of ordinary resolutions No. 4 and 5 and special resolution No. 8 above, (ii) the approval by the Grand Court of the Cayman Islands (the "Court") of the Capital Reduction (as defined below), (iii) the registration by the Registrar of Companies of the Cayman Islands of the order of the Court confirming the Capital Reduction and the minutes approved by the Court containing the particulars required under the Companies Law of the Cayman Islands in respect of the Capital Reduction, the cancellation and extinguishment 67.5624 ordinary shares of the Company out of every 100 ordinary shares held by a shareholder of the Company as of the Effective Date (the "Capital Reduction")</p>			

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 2 February 2017.

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 2 February 2017.

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