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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in 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 **China Environmental Technology Holdings Limited**, you should at once hand this circular and the accompanying 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 the transferee.

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### **CHINA ENVIRONMENTAL TECHNOLOGY HOLDINGS LIMITED**

**中國環保科技控股有限公司**

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

**(Stock Code: 646)**

## **PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND TO REPURCHASE SHARES; RE-ELECTION OF RETIRING DIRECTORS; PROPOSED APPOINTMENT OF DIRECTOR AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM of China Environmental Technology Holdings Limited to be held at Room 2709, Block A, Pengrun Building, 26 Xiaoyun Road, Chaoyang District, Beijing on Wednesday, 26 May 2021 at 2:30 p.m. is set out on page 13 to 16 of this circular. A form of proxy for use at the AGM is also enclosed with this circular. Whether or not you intend to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM if you so wish and, in such event, the form of proxy shall be deemed to be revoked.

#### **PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

Please see page 17 of this circular for measures being taken by the Company aiming to safeguard the health of the shareholders and to prevent the spreading of COVID-19 at the Annual General Meeting, including:

- compulsory body temperature checks
- submission of health declaration
- wearing of surgical face mask throughout the meeting
- no distribution of corporate gift or refreshment

**Any person who does not comply with the precautionary measures may be denied entry into the meeting venue.**

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
Introduction .....	3
The Issue Mandate .....	4
The Repurchase Mandate and the Extension Mandate .....	4
Re-election of Retiring Directors .....	5
AGM .....	5
Voting by Poll .....	6
Recommendation .....	6
<b>Appendix I — Explanatory Statement for the Repurchase Mandate</b> .....	7
<b>Appendix II — Biographical Details of Retiring Directors Proposed for Re-election</b> .....	10
<b>Notice of AGM</b> .....	13
<b>Precautionary measures for the Annual General Meeting</b> .....	17

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Room 2709, Block A, Pengrun Building, 26 Xiaoyun Road, Chaoyang District, Beijing on Wednesday, 26 May 2021 at 2:30 p.m. or any adjournment thereof
“Articles”	the Articles of Association of the Company
“associate(s)”	shall have the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap. 22 (law 3 of 1961 as consolidated and revised) of the Cayman Islands
“Company”	China Environmental Technology Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Stock Exchange
“connected person(s)”	shall have the meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate to extend the Issue Mandate by such number of additional Shares as is equal to the number of Shares actually repurchased by the Company pursuant to the exercise of the Repurchase Mandate
“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
“Issue Mandate”	a general and unconditional mandate to allot, issue and deal with Shares up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution

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## DEFINITIONS

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“Latest Practicable Date”	16 April 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general and unconditional mandate to repurchase on the Stock Exchange, or any other stock exchange on which the Shares of the Company may be listed, Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.025 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong
“%”	per cent.

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## LETTER FROM THE BOARD

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### CHINA ENVIRONMENTAL TECHNOLOGY HOLDINGS LIMITED

### 中國環保科技控股有限公司

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

**(Stock Code: 646)**

*Executive Directors:*

Mr. Xu Jingping (*Chairman*)  
Mr. Yang Baodong  
Ms. Hu Yueyue

*Non-executive Directors:*

Mr. Xu Zhongping  
Mr. Ma Tianfu

*Independent non-executive Directors:*

Mr. Tse Chi Wai  
Professor Zhu Nan Wen  
Professor Li Jun

*Registered office:*

Tricor Services (Cayman Islands) Limited  
Second Floor, Century Yard, Cricket Square,  
P.O. Box 902,  
Grand Cayman, KY1-1103,  
Cayman Islands

*Head office and principal place of  
business in Hong Kong:*

Unit 901  
New Tech Plaza  
34 Tai Yau Street  
San Po Kong, Kowloon  
Hong Kong

22 April 2021

*To the Shareholders*

Dear Sir/Madam

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE SHARES AND TO REPURCHASE SHARES;  
RE-ELECTION OF RETIRING DIRECTORS;  
PROPOSED APPOINTMENT OF DIRECTOR  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### INTRODUCTION

On 22 May 2020, ordinary resolutions were passed by Shareholders in general meeting to grant to the Directors general mandates to issue Shares and to repurchase Shares respectively and to extend the general mandate to allot, issue and deal with additional Shares by the number of Shares repurchased by the Company. The abovementioned general mandates will lapse at the conclusion of the AGM. It is therefore proposed to seek at the AGM (among other matters) the grant by Shareholders to the Directors of the Issue Mandate, the Repurchase Mandate and the Extension Mandate.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM. These resolutions include (i) the granting to the Directors the Issue Mandate, the Repurchase Mandate and the Extension Mandate; and (ii) the re-election of the retiring Directors.

### THE ISSUE MANDATE

At the AGM, an ordinary resolution will be proposed that the Directors be granted the Issue Mandate to allot, issue and deal in Shares up to a maximum of 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution. As at the Latest Practicable Date, the number of Shares in issue is 3,650,358,761. Subject to the passing of the relevant resolution, the maximum number of new Shares to be issued under the Issue Mandate will be 730,071,752 Shares (assuming that there will be no change in the number of Shares in issue between the Latest Practicable Date and the date of AGM).

### THE REPURCHASE MANDATE AND THE EXTENSION MANDATE

At the AGM, an ordinary resolution will also be proposed that the Directors be granted the Repurchase Mandate to exercise all powers of the Company to repurchase on the Stock Exchange, or on any other stock exchange on which the Shares of the Company may be listed, Shares up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution.

In addition, at the AGM, an ordinary resolution will be proposed that the Directors be granted the Extension Mandate by which the Issue Mandate will be extended by such number of additional Shares as is equal to the number of Shares repurchased by the Company pursuant to the exercise of the Repurchase Mandate.

The Repurchase Mandate, the Extension Mandate and the Issue Mandate will continue in force until the conclusion of the next annual general meeting of the Company, unless it is renewed at such meeting or until revoked or varied by ordinary resolutions of the Shareholders in general meeting held prior to the next annual general meeting of the Company.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the proposed resolution relating to the Repurchase Mandate at the AGM.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF RETIRING DIRECTORS

Pursuant to the article 111 of the Articles and paragraph A.4.2 of Appendix 14 of the Listing Rules, Mr. Xu Jingping will retire from the office as executive Director at the AGM.

Pursuant to the article 108(B) of the Articles and paragraph A.4.2 of Appendix 14 of the Listing Rules, Ms. Hu Yueyue will retire from the office as executive Director and Mr. Xu Zhongping will retire from the office as non-executive Director at the AGM.

Pursuant to paragraph A.4.3 of Appendix 14 of the Listing Rules, any further appointment of an independent non-executive Director serving more than 9 years should be subject to a separate resolution to be approved by shareholders. Prof. Zhu Nan Wen is an independent non-executive Director serving on the Board for more than 9 years. A separate resolution will be proposed for this re-election at the AGM. The Board is of the view that Prof. Zhu Nan Wen can continue to fulfill his role as required and thus recommends Prof. Zhu for the re-election at the AGM.

Further, the Company is of the view that each of Mr. Tse Chi Wai, Prof. Zhu Nan Wen and Prof. Li Jun meets the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

All the retiring Directors, being eligible, will offer themselves for the re-election. Ordinary resolutions will be proposed at the AGM, to re-elect Mr. Xu Jingping, Ms. Hu Yueyue as executive Director, Mr. Xu Zhongping as non-executive Director and Prof. Zhu Nan Wen as independent non-executive Director.

Biographical details of the above retiring Directors, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

### AGM

Notice of the AGM is set out on page 13 to 16 of this circular. A form of proxy for use at the AGM is despatched together with this circular. They are also published on the website of the Stock Exchange and the website of the Company. Whether or not you intend to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or at any adjournment thereof if you so wish and in such event, the form of proxy shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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### VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. An announcement on the poll vote results will be published by the Company after the AGM on the website of the Stock Exchange and the website of the Company.

### RECOMMENDATION

The Directors consider that the proposed granting to the Directors of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend Shareholders to vote in favour of all the relevant resolutions as set out in the notice of the AGM.

By order of the Board  
**China Environmental Technology Holdings Limited**  
**Xu Jingping**  
*Chairman*



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## **APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE**

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*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide certain information to you for your consideration of the Repurchase Mandate.*

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the number of Shares in issue is 3,650,358,761. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 365,035,876 Shares, being 10% of the issued share capital of the Company as at the date of passing of the relevant resolution for granting the Repurchase Mandate.

### **2. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

### **3. FUNDING OF REPURCHASES**

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Articles and the applicable laws of the Cayman Islands. Under the Cayman Islands laws, any repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, if so authorised by its Articles and subject to the provisions of the Companies Law, out of capital and, in the case of any premium payable on a repurchase, such premium must be provided for out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by its Articles and subject to the provisions of the Companies Law, out of capital.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the Annual Report for the year ended 31 December 2020) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels which, in the opinion of the Board, are from time to time appropriate for the Company.

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**APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE**

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**4. SHARE PRICES**

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date:

<b>Month</b>	<b>Share prices per Share</b>	
	<i>Highest</i>	<i>Lowest</i>
<b>2020</b>		
April	0.020	0.013
May	0.018	0.013
June	0.017	0.013
July	0.037	0.013
August	0.025	0.019
September	0.027	0.018
October	0.023	0.016
November	0.025	0.017
December	0.025	0.018
<b>2021</b>		
January	0.018	0.016
February	0.025	0.015
March	0.019	0.014
April (up to the Latest Practicable Date)	0.016	0.014

**5. GENERAL**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, has any present intention to sell any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will only exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

The Company has not been notified by any core connected person that such a person has a present intention to sell, or has undertaken not to sell, any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

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**APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE**

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As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Gentle International Holdings Limited (“Gentle”) holds 1,014,500,000 Shares, representing approximately 27.79% of the issued share capital of the Company. On the basis of such shareholding, an exercise of the Repurchase Mandate in full will result in Gentle becoming obliged to make a mandatory offer under Rules 26 of the Takeovers Code. The Directors have no intention to repurchase Shares to such an extent which will result in Gentle becoming obliged to make such a mandatory offer.

Assuming that there is no issue of Shares between the date of this circular and the date of a repurchase and no disposal by any of the substantial Shareholders of their interests in the Shares, an exercise of the Repurchase Mandate whether in whole or in part will not result in less than 25% of the Shares being held by the public. In any event, the Directors have no intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding of less than 25%.

Save as disclosed above, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate.

No Shares had been repurchased by the Company, whether on the Stock Exchange or otherwise, during the six months preceding the Latest Practicable Date.

## EXECUTIVE DIRECTOR

**Mr. Xu Jingping**, aged 59, brother of Mr. Xu Zhongping (“Xu ZP”), graduated from China University of Political Science and Law with a bachelor’s degree in law. Mr. Xu JP was a principal staff of the Auditing Department of the People’s Bank of China and has over 20 years in department store management, in particular, high end branded stores and factory outlets. Since 2002, Mr. Xu JP involves in commercial real estate sector and property consultancy work. From May 2008 to June 2015, Mr. Xu JP was one of the senior managements in department store operations of Powerlong Real Estates Holdings Limited (01238.HK). Before joining the Company, Mr. Xu JP was a director of private real estate consultancy firm.

Mr. Xu JP was a director or legal representative of each of the following private companies registered in the People’s Republic of China prior to their respective dissolution and/or revocation of business licenses: Guangzhou Haizhu District Helede Trading Company\* (廣州市海珠區合利德貿易公司) by way of voluntary liquidation in 1998 due to cessation of business; Beijing Xing Ma Tai Trading Company Limited\* (北京星馬泰商貿有限公司), Chengdu Jinfu Industrial Company Limited\* (成都錦福實業有限責任公司) and Beijing Donghao Advertising Co., Ltd.\*(北京東豪廣告有限公司) by way of revocation of business licenses in 2006, 2007 and 2009, respectively due to being inactive with no business commenced for certain period. Mr. Xu JP confirmed that each of the said companies was solvent at the time of its dissolution or revocation of business license; there was no wrongful act on his part leading to the above dissolution or revocation of business license; and that such dissolution and revocation of business license had not resulted in any liability or obligations being imposed against him.

**Ms. Hu Yueyue**, aged 41, is an executive Director of the Company. She has over 10 years experiences of investment and management in the healthcare sector. She has led many investment projects in the healthcare sector and relevant post-investment management. Ms. Hu started her career in sales and marketing with General Electric in Shenzhen. Before joining us, she served as a managing director of China Huarong International Holdings Limited in Hong Kong and was in charge of the private equity investment business department that primarily focus on healthcare sector. Prior to that, she served as a managing director in Golden Harmony Capital and was responsible for managing the company’s investments. She also previously worked in New Horizon Capital in Beijing and was highly involved in investment, portfolio management and fundraising. Ms. HU obtained a bachelor’s degree from Tsinghua University, a master’s degree from Yale University, and an MBA degree from Massachusetts Institute of Technology.

**NON-EXECUTIVE DIRECTOR**

**Mr. Xu Zhongping**, aged 58, he was re-designated from executive Director and chairman of the Board and chairman of nomination committee to non-executive Director of the Company with effective from 23 December 2020. He graduated from Nanjing University of Finance and Economics with a bachelor's degree. He has over 30 years of experience in corporate management, business investment and international economic strategic cooperation.

He independently created the famous domestic fashion brand Yinmeng Fashion in the 1990s, and cooperated with China New Technology Venture Capital Corporation\* (中國新技術創業投資公司) to establish the most famous department store Beijing Scitech Plaza after the reform and opening-up, serving as its first managing director. He led the introduction of the largest supermarket chain, Carrefour, in France into China, serving as vice chairman and vice president on behalf of the Chinese side, and set up nearly 100 Carrefour supermarkets in Beijing, Shanghai and other major capital cities. He served as an executive director of the China International Economic and Cultural Promotion Association in Hong Kong, promoting hundreds of economic and cultural exchanges between Hong Kong and the Mainland. From 2009 to date, he has become the controlling shareholder of the Company as a major shareholder together with several partners.

**INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Prof. Zu Nan Wen**, aged 52, is an independent non-executive Director of the Company. He is a member of the Audit Committee, Nomination Committee and Remuneration Committee respectively. Professor ZHU Nan Wen is a professor at Shanghai Jiao Tong University, a famous domestic expert of water and sludge disposal and an outstanding academic leader in Shanghai. He currently acts as the executive director of "Shanghai Solid Waste Treatment and Recycling Engineering Research Centre", a member of the Technical Guidance Committee of "National Environmental Protection and Engineering Technology Centre for the Treatment and Disposal of Household Wastes in Villages and Towns", the "Technical Committee of City Appearance and Environmental Sanitation Standardization under the Ministry of Housing and Urban-Rural Development" and the Academic Committee of "Zhejiang Provincial Key Laboratory of Solid Waste Treatment and Recycling", a project evaluation expert of the Ministry of Science and Technology, the Ministry of Housing and Urban-Rural Development and the Ministry of Ecology and Environment, a core expert in environmental development planning of Shanghai Science and Technology Commission and an editorial board member of "Water Purification Technology". He has engaged in the research of solid waste, wastewater treatment technology for a long period. He owns 43 invention patents and 7 utility model patents. Prof. Zhu joined the Group in 2009.

**GENERAL**

Save as disclosed above, each of the above Directors did not hold any other positions with the Company and/or any of its subsidiaries and did not hold any other directorships in any listed public companies in the last three years.

There is no service contract entered into between the Company and each of the above Directors as at the Latest Practicable Date. Each of the above Directors is not appointed for a specific term, but is subject to retirement by rotation under the Articles. The remuneration of the above Directors has not been fixed by the Board and will be determined with reference to his qualification, experience, duties and responsibilities in the Company as well as the Group's results and performance for the financial year concerned. The director's emoluments received by each of Mr. Xu Jingping, Ms. Hu Yueyue, Mr. Xu Zhongping and Prof. Zhu Nan Wen for the year ended 31 December 2020 are set out in note 15 to the accounts of the Company's annual report 2020.

Save as disclosed above, none of the above Directors have any relationship with any Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholder (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, none of the above retiring Directors have any interest in Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters in relation to the appointment of the above Directors that need to be brought to the attention of the Company's Shareholders, and there is no other information on related matters which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules (especially paragraphs (h) to (v) of that Rule).

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## NOTICE OF AGM

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### CHINA ENVIRONMENTAL TECHNOLOGY HOLDINGS LIMITED

### 中國環保科技控股有限公司

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

**(Stock Code: 646)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“Meeting”) of China Environmental Technology Holdings Limited (“Company”) will be held at Room 2709, Block A, Pengrun Building, 26 Xiaoyun Road, Chaoyang District, Beijing on Wednesday, 26 May 2021 at 2:30 p.m. for the following purposes:

#### **Ordinary business**

1. To consider and adopt the Audited Financial Statements and the Reports of the Directors and of the Auditors for the year ended 31 December 2020.
2. To re-elect Mr. Xu Jingping as executive Director of the Company with immediate effect.
3. To re-elect Ms. Hu Yueyue as executive Director of the Company with immediate effect.
4. To re-elect Mr. Xu Zhongping as non-executive Director of the Company with immediate effect.
5. To re-elect Prof. Zhu Nan Wen as independent non-executive Director of the Company with immediate effect.
6. To authorize the Board or its committee to fix the remuneration of the Directors.
7. To re-appoint ZHONGHUI ANDA CPA Limited as auditor and to authorize the Board to fix auditor’s remuneration.

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## NOTICE OF AGM

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### Special business

To consider and, if thought fit, pass, with or without modification, the following resolutions as Ordinary Resolutions:

8. **“THAT**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including but not limited to bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including but not limited to bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the shares allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a rights issue; (ii) the exercise of options under a share option scheme; (iii) the exercise of rights of conversion under the terms of any securities which are convertible into shares of the Company or exercise of warrants to subscribe for shares of the Company; (iv) any scrip dividend schemes or similar arrangements implemented in accordance with the articles of association (“Articles”) of the Company; or (v) a specific authority granted or to be granted by the shareholders in general meeting, shall not exceed 20 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the approval in paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; and
  - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”



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## NOTICE OF AGM

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9. **“THAT**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase its own shares on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange, as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the shares of the Company to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; and
  - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

10. **“THAT** conditional upon the passing of Ordinary Resolutions No. 8 and 9 as set out in the notice convening this Meeting, the general mandate granted to the Directors to allot, issue and deal with additional shares in the capital of the Company pursuant to Ordinary Resolution No. 8 set out in the notice convening this Meeting be and is hereby extended by the addition thereto the aggregate nominal amount of shares of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution No. 9 above.”

By Order of the Board  
**China Environmental Technology Holdings Limited**  
**Xu Jingping**  
*Chairman*

Hong Kong, 22 April 2021

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## NOTICE OF AGM

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*Registered Office:*

Tricor Services (Cayman Islands) Limited  
Second Floor, Century Yard, Cricket Square,  
P.O. Box 902,  
Grand Cayman, KY1-1103,  
Cayman Islands

*Principal Place of Business in Hong Kong:*

Unit 901  
New Tech Plaza  
34 Tai Yau Street  
San Po Kong, Kowloon  
Hong Kong

*Notes:*

- (a) A member entitled to attend and vote at the Meeting may appoint a proxy or, if holding two or more shares, more than one proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
- (b) To be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy thereof must be deposited at the Company's Hong Kong branch share registrar, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or adjournment thereof.
- (c) To be valid, the form of notice of appointment of corporate representative, in the case of appointment by a shareholder which is a corporate shareholder other than a clearing house, must be deposited at the Company's Hong Kong branch share registrar, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or adjournment thereof.
- (d) The register of members of the Company will be closed from Friday, 21 May 2021 to Wednesday, 26 May 2021, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 20 May 2021.
- (e) In relation to the proposed resolution no. 2, the re-election of each retiring Director and other matters mentioned therein will be considered as passed as a separate resolution.

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## **PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

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The health of our shareholders, staff and stakeholders is one of our top concerns. In view of the ongoing development of COVID-19 pandemic, the Company will implement the following precautionary measures at the Annual General Meeting:

- (i) Compulsory body temperature checks will be conducted for every shareholder, proxy or other attendee at each entrance of the meeting venue. Any person with a body temperature of over 37.5 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) Each attendee will have to submit a completed health declaration form prior to entry into the meeting venue. Based on the declaration provided, the attendee may be denied entry into the meeting venue or be required to leave the meeting venue.
- (iii) Each attendee will be required to wear a surgical face mask throughout the meeting and inside the meeting venue.
- (iv) Seating at the AGM will be arranged so as to maintain a safe distance between attendees.
- (v) No refreshment will be served, and there will be no corporate gift available for distribution.

In addition, the Company reminds all shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the proxy form attached to this document.

If any shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to send such question or matter in writing to our head office and principal place of business in Hong Kong or to our email at [nelson@cethl.com](mailto:nelson@cethl.com).

If any shareholder has any question relating to the meeting, please contact Customer Service Hotline of Tricor Standard Limited, the Company's share registrar at (852) 2980 1888 from 9:00 a.m. to 6:00 p.m., Monday to Friday (excluding Hong Kong public holidays).