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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 OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “EGM”) of China Environmental Technology Holdings Limited (the “**Company**”) will be held at Room 2709, Block A, Pengrun Building, 26 Xiaoyun Road, Chaoyang District, Beijing on Monday, 27 September 2021 at 11:00 a.m. for the purpose of considering and, if thought fit, approving the following resolutions as ordinary resolutions of the Company. Unless otherwise indicated, capitalised terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 8 September 2021.

The following resolutions will be considered and, if thought fit, approved by the Shareholders, with or without amendments, at the EGM:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the deed of amendments (the “**Deed of Amendments**”) dated 26 July 2021 and entered into between the Company and the Bondholder in relation to the proposed amendment (the “**Proposed Amendments**”) to the terms of the convertible bonds (the “**Convertible Bonds**”) in the aggregate principal amount of US\$7,000,000 issued by the Company on 16 January 2018 pursuant to the Subscription Agreement (a copy of the Deed of Amendments has been produced to this meeting marked “A” and signed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the new shares (the “**Conversion Shares**”) of the Company to be allotted and issued upon the exercise of the conversion rights attached to the Convertible Bonds (as amended), the directors (the “**Directors**”) of the Company be and are hereby granted a specific mandate (the “**Specific Mandate**”) to allot and issue the Conversion Shares to be allotted and issued upon the exercise of the conversion rights attached to the Convertible Bonds (as amended) provided that the Specific Mandate is in addition to, and shall not prejudice nor revoke any existing or such other general or special mandates which may from time to time be granted to the Directors prior to passing of this resolution; and

- (c) any one Director be and is hereby authorised to do all such acts and things and execute all such documents (including under seal) which he/she considers necessary or expedient to give effect to the Deed of Amendments and the transactions contemplated thereunder, including but not limited to the Proposed Amendment and the allotment and issue of the Conversion Shares.”

2. **“THAT**

- (a) the authorised share capital of the Company be increased from HK\$200,000,000 divided into 8,000,000,000 ordinary shares of HK\$0.025 each (the “**Shares**”) to HK\$500,000,000 divided into 20,000,000,000 Shares of HK\$0.025 each (or 1,000,000,000 Consolidated Shares of HK\$0.5 each if the Share Consolidation has become effective after passing of the resolution no. 3 below) by the creation of an additional 12,000,000,000 unissued Shares of HK\$0.025 each (or 600,000,000 Consolidated Shares of HK\$0.5 each if the Share Consolidation has become effective after passing of the resolution no. 3 below) and that each such new Share, upon issue and fully paid, shall rank *pari passu* with all existing issued Shares of the Company and have the rights and privileges and be subject to provisions contained in the memorandum and articles of association of the Company (the “**Increase in Authorised Share Capital**”); and
- (b) any one Director be and is hereby authorised to do all such acts and things and execute all such documents which he/she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.”

3. **“THAT**

subject to and conditional upon the granting of approval by the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of, and permission to deal in, the issued and unissued shares of the Company consolidated in the manner as set out in paragraph (a) of this resolution below (the “**Share Consolidation**”):

- (a) with effect from the second business day immediately following the date on which this resolution is passed:
 - (i) every twenty (20) issued and unissued Shares of HK\$0.025 each in the share capital of the Company be consolidated into one (1) share of HK\$0.5 each in the share capital of the Company (each a “**Consolidated Share**”);

- (ii) the Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares as contained in the memorandum and articles of association of the Company; and
 - (iii) all fractional Consolidated Shares will be disregarded and will not be issued to the shareholders of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit for the Company in such manner and on such terms as the Directors of the Company may think fit; and
- (b) any one Director be and is hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as he/she shall, in his/her absolute discretion, consider necessary, desirable or expedient to give effect to the foregoing arrangement for the Share Consolidation.”

By Order of the Board
**CHINA ENVIRONMENTAL
TECHNOLOGY HOLDINGS LIMITED**
Xu Jinping
Chairman

Hong Kong, 8 September 2021

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

Notes:

1. Any member entitled to attend and vote at the above meeting is entitled to appoint one or, if he is the holder of two or more shares, one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, a 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 offices of the Company’s Hong Kong branch share registrar, Tricor Standard Limited at Level 54, Hopewell Centre 183 Queen’s Road East, Hong Kong as soon as possible and in any event not later than 48 hours before the commencement of the above meeting or any adjournment thereof.
3. The transfer books and register of members of the Company will be closed from Monday, 20 September 2021 to Monday, 27 September 2021, both days inclusive, for the purpose of determining shareholders’ entitlements to attend and vote at the EGM. In order to qualify for the right to attend and vote at 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Friday, 17 September 2021.

4. In the case of joint holders of a share, 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 holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, 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.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

As at the date of this notice, the executive directors are Mr. Xu Jingping, Mr. Yang Baodong and Ms. Hu Yueyue; the non-executive directors are Mr. Xu Zhongping and Mr. Ma Tianfu; and the independent non-executive directors are Mr. Tse Chi Wai, Professor Zhu Nanwen and Professor Li Jun.