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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**

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 Tuesday, 31 May 2022 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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DEFINITIONS

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 Tuesday, 31 May 2022 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
“Latest Practicable Date”	19 April 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular

DEFINITIONS

“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\$0.5 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.



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. Shengbiao Zhang

(Chief executive officer)

Mr. Xu Zhongping

Mr. Yang Baodong

Registered office:

Tricor Services (Cayman Islands) Limited

Second Floor, Century Yard, Cricket Square,

P.O. Box 902,

Grand Cayman, KY1-1103,

Cayman Islands

Non-executive Directors:

Ms. Hu Yueyue

Mr. Ma Tianfu

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

Independent non-executive Directors:

Mr. Tse Chi Wai

Professor Zhu Nan Wen

Professor Li Jun

26 April 2022

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 26 May 2021, 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

LETTER FROM THE BOARD

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.

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 219,017,938. Subject to the passing of the relevant resolution, the maximum number of new Shares to be issued under the Issue Mandate will be 43,803,588 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.

LETTER FROM THE BOARD

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. Shengbiao Zhang 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. Mr. Yang Baodong 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. Prof. Li Jun will retire from the office as independent 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 Nanwen 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 Nanwen 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 Nanwen 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. Shengbiao Zhang and Mr. Yang Baodong as executive Director, Prof. Li Jun and Prof. Zhu Nanwen 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.

LETTER FROM THE BOARD

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 Jinping
Chairman

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

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 219,017,938. 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 21,901,794 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 2021) 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.

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:

Month	Share prices per Share	
	Highest	Lowest
2021		
April	0.340	0.280
May	1.200	0.280
June	0.740	0.460
July	0.600	0.300
August	0.420	0.300
September	0.380	0.250
October	0.400	0.240
November	0.410	0.260
December	1.000	0.280
2022		
January	0.800	0.540
February	0.760	0.560
March	0.810	0.580
April (up to the Latest Practicable Date)	0.630	0.580

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.

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Gentle International Holdings Limited (“Gentle”) holds 50,725,000 Shares, representing approximately 23.16% 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. Shengbiao Zhang, aged 51, a vocational graduate from Shaoxing Building Technology Vocational School, has been running his own international business over 20 years. In 2015, he set up Jonsime (Shenzhen) Health Development Investment Co., Ltd. and started his healthcare related business in Mainland China. In 2019, he had been appointed as the Vice Representative of ASEAN Center, Chahar Association. In 2021, he had been appraised as Category A Expert by Foreign Expert Department of Shenzhen, China.

Mr. Shengbiao Zhang was a director of three private companies, Shenzhen Youyun Shangwang Co., Ltd.* (深圳優雲商網有限公司), Shenzhen Hengyuan Industrial Co., Ltd.* (深圳恆源實業有限公司) and Shenzhen Yiming Health Management Co., Ltd.* (深圳壹明健康管理有限公司) prior to their revocation of business licenses. Mr. Shengbiao Zhang confirmed that each of the said companies was solvent at the time of its revocation of business license; there was no wrongful act on his part leading to the above revocation of business license; that he is not aware of any actual or potential claim that has been or will be made against him as a result of the above dissolution or revocation of business license; and that such revocation of business license had not resulted in any liability or obligations being imposed against him.

Mr. Yang Baodong, aged 47, graduated from Wuhan University of Surveying and Mapping, majoring in urban construction, bachelor of engineering, and registered project management expert of the American Project Management Institute. Joined the Group in 2014, successively served as assistant to the President and Vice President of the Group, and was appointed as the executive Director of the Company in June 2019. Mr. Yang Baodong has been engaged in management for 22 years in various industries such as construction, energy and environmental protection. He has more than 10 years of work experience in listed companies in Hong Kong and has extensive experience in project management, investment mergers and acquisitions, and mid-and longterm planning of enterprises. From May 2015 to present, he has served as vice president of the Company and general manager of the core subsidiary of the Company, Beijing Jingrui Kemai Water Purification Technology Co., Ltd. (“Beijing Jingrui”). Under his leadership, Beijing Jingrui has edited one industry standard, four industry group standards, and newly applied for more than forty patents, becoming a leading enterprise in subdivided industries. Mr. Yang Baodong worked for China Gas Holdings Limited from July 2007 to April 2013, a company listed on the main board of the Hong Kong Stock Exchange (stock code: 00384), and also successively served as the assistant general manager of China Gas Aisika Energy Holdings Co., Ltd., a joint venture between China Gas and South Korea SK Group, assistant General Manager of Planning and Development Department of China Gas Group. During his tenure, he was mainly responsible for industrial research, development and mergers and acquisitions, investment analysis, asset restructuring, introduction of corporate governance structure system of the urban pipeline gas projects, decentralized energy, biomass power plants, and natural gas power plants, as well as the establishment of the group’s mid-and long-term plans and strategic plans, enterprise management system reform design and other work. From April 2013 to March 2014, he served as general manager of the project

department of Guangdong Yueshang High-tech Co., Ltd., mainly responsible for the company's overall investment business development, including investment in technology real estate projects and equity projects and project mergers and acquisitions.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Prof. Li Jun, aged 57, is an independent non-executive Director of the Company. He is a member of the Audit Committee, Nomination Committee and Remuneration Committee respectively. He is the Registered Environmental Protection Engineer, a professor and PhD student tutor in Beijing University of Technology, director of Research Institute of Municipal Engineering and Supervisor of Sewage and Sludge Treatment and Recycling Technology Research Laboratory in Beijing University of Technology. He obtained the Doctorate Degree in Environmental Engineering from Harbin Institute of Technology in 1995. From 1996 to 1999, he worked as a post-doctorate researcher in Chiba University of Japan. Prof. Li has been engaged in the research for sewage treatment technology for many years and completed over 40 national and provincial subjects research. He is a well-known domestic expert in water affair. He is currently the director of China Water Industry Association CCES, the standing director of the Committee of Water Recycling of Chinese Society of Environmental Science, the deputy director of Water Pollution Control Committee of China Association of Environmental Protection Industry, Deputy Secretary General of the Committee of Environmental Engineering of Chinese Society of Environmental Sciences and the evaluation expert of National Natural Science Foundation of China and National 863 Program. Prof. Li joined the Group in 2016.

Prof. Zhu Nanwen, aged 53, 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 Nanwen 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. Shengbiao Zhang, Mr. Yang Baodong, Prof. Li Jun and Prof. Zhu Nanwen for the year ended 31 December 2021 are set out in note 15 to the accounts of the Company's annual report 2021.

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).

NOTICE OF AGM



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 Tuesday, 31 May 2022 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 2021.
2. To re-elect Mr. Shengbiao Zhang as executive Director of the Company with immediate effect.
3. To re-elect Mr. Yang Baodong as executive Director of the Company with immediate effect.
4. To re-elect Prof. Li Jun as independent non-executive Director of the Company with immediate effect.
5. To re-elect Prof. Zhu Nanwen 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.

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

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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.”

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

NOTICE OF AGM

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, 26 April 2022

Registered Office:

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

NOTICE OF AGM

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 Thursday, 26 May 2022 to Tuesday, 31 May 2022, 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 25 May 2022.
- (e) In relation to the proposed resolution no. 2, no. 3 and no. 4, the re-election of each retiring Director and other matters mentioned therein will be considered as passed as a separate resolution.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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.

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).