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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 Friday, 22 May 2020 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.

21 April 2020

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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 Friday, 22 May 2020 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 2020, 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 Zhong Ping (*Chairman*)

Mr. Yang Baodong

Ms. Hu Yueyue

*Non-executive Directors:*

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 1003-5, 10/F  
Shui On Centre  
6-8 Harbour Road  
Wanchai  
Hong Kong

21 April 2020

*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 28 June 2019, 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

Mr. Yang Baodong will retire from the office as an executive Director at the forthcoming annual general meeting in accordance with articles 111 of the Articles.

Mr. Ma Tianfu will retire from the office as non-executive Director and Mr. Tse Chi Wai will retire from the office as independent non-executive Director at the forthcoming annual general meeting in accordance with article 108(B) of the Articles.

All the retiring Directors, being eligible, will offer themselves for re-election.

Prof. Zhu Nan Wen has served as Independent Non-executive Director of the Company for more than 9 years. During his years of appointment, Prof. Zhu has demonstrated his ability to provide an independent view to the Company's matters. Notwithstanding his years of service as Independent Non-executive Director of the Company, the Board is of the view that Prof. Zhu is able to continue to fulfill his role as required and thus recommends Prof. Zhu for re-election at the AGM. Further, the Company is of the view that each of Prof. Li Jun and Prof. Zhu Nan Wen 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.

Ordinary resolutions will be proposed at the AGM, to re-elect Mr. Yang Baodong as executive Director, Mr. Ma Tianfu as non-executive Director, Mr. Tse Chi Wai 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 Zhong Ping**  
*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 2019) 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:

Month	Share prices per Share	
	<i>Highest</i>	<i>Lowest</i>
<b>2019</b>		
April	0.065	0.047
May	0.050	0.030
June	0.038	0.025
July	0.038	0.026
August	0.030	0.024
September	0.132	0.021
October	0.092	0.036
November	0.044	0.030
December	0.039	0.028
<b>2020</b>		
January	0.035	0.027
February	0.043	0.026
March	0.037	0.019
April (up to the Latest Practicable Date)	0.020	0.015

### 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 1,200,000,000 Shares, representing approximately 32.87% 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. Yang Baodong**, aged 45, 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 long-term planning of enterprises. From May 2015 to present, he has served as vice president of the company and general manager of Beijing Jingrui Kemai Water Purification Technology Co., Ltd., leading Beijing Jingrui to compile two national standards and newly applied for more than ten 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.

**NON-EXECUTIVE DIRECTOR**

**Mr. Ma Tianfu**, aged 73, is a non-executive Director of the Company. Mr. Ma is a director of Gentle International Holdings Limited and Superform Investment Development Limited; he is also a director and senior engineer of Shanghai Shi Dong Kou Embankment Development Engineering Company Limited (上海石洞口圍堤開發工程有限公司). Mr. Ma graduated from Shanghai University of Electric Power (formerly known as Shanghai Electric Power School) in the PRC and completed a four-year study in thermal engineering automatic system in power plants and has years of experience in the field of electricity power engineering and construction projects. He was awarded a Science and Technology Progress Award of Shanghai in 1993 issued by the Science and Technology Progress Awards Jury of Shanghai Municipality. Mr. Ma was issued with a certificate as a researcher for life of the Enterprises Committee of the Chinese Academy of Management Science in 2002. Mr. Ma joined the Group in 2012.

**INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Mr. TSE Chi Wai**, aged 52, is an independent non-executive Director of the Company. Mr. Tse has over thirty years of experience in areas of auditing, accounting and finance gained from working with various international accounting firms and listed companies. Mr. Tse graduated from the University of Hong Kong in June 1989 with a bachelor's degree in social sciences. Mr. Tse is a fellow member of the Association of Chartered Certified Accountants of the United Kingdom and a member of the Hong Kong Institute of Certified Public Accountants. Mr. Tse is currently an executive director of Jih Sun Financial Holding Company Limited, the shares of which are listed in Taiwan and an independent non-executive director of certain other Hong Kong listed companies, namely Great Water Holdings Limited (Stock Code: 8196) and Huarong Investment Stock Corporation Limited (Stock Code: 2277). Mr. Tse was an independent non-executive director of Chong Kin Group Holdings Limited (Stock Code: 1609) from January to August 2018, Winto Group (Holdings) Limited (Stock Code: 8238) from January 2018 to May 2019, Greens Holdings Limited ("**Greens Holdings**") (Stock Code: 1318) from March 2015 to November 2015 and Sunac China Holdings Limited ("**Sunac**") (Stock Code: 1918) from December 2012 to December 2017. Mr. Tse stepped down as an executive director of China Information Technology Development Limited, a company listed on GEM of the Stock Exchange (stock code: 8178) with effect from June 2019.

During the period between March 2015 and November 2015, Mr. Tse was an independent non-executive director of Greens Holdings a company incorporated in the Cayman Islands and principally engaged in the manufacture and supply of heat transfer products and solutions. Greens Holdings announced that (i) on 2 September 2015, Greens Holdings filed a winding up petition with the Grand Court of the Cayman Islands as Greens Holdings was unable to repay its debt; (ii) on 29 September 2015, a winding up petition was filed with the High Court of Hong Kong against Greens Holdings by a bondholder for an outstanding debt under the unlisted bonds issued by Greens Holdings in January 2015; (iii) on 8 October 2015, joint provisional liquidators were appointed pursuant to an order of the Grand Court of the Cayman Islands; (iv) the winding up petition hearing which was originally scheduled on 2 December 2015, had been adjourned several times to 3 August 2016 after which the petitioner was granted leave to withdraw the winding up petition in Hong Kong; (v) the Grand Court of the Cayman Islands convened a case management conference on 7 April 2016 and ordered that the winding up petition with the Grand Court of the Cayman Islands be listed for directions hearing on 17 May 2016, which was adjourned and rescheduled for several times until a date to be fixed after 30 April 2017; and (vi) the Stock Exchange issued a letter dated 28 October 2016 to Greens Holdings stating that it had decided to place Greens Holdings into the third delisting stage.

Mr. Tse confirmed that (i) there is no wrongful act on his part leading to the said winding up petitions and he is not aware of any actual or potential claim which has been or will be made against him as a result of the said winding up petitions; and (ii) his involvement in Greens Holdings during his tenure was part and parcel of his services as a director thereof and no misconduct or misfeasance on his part had been involved in the said winding up petitions.

In October 2017, based on findings made by the Listing Committee of the Stock Exchange (“Listing Committee”) in respect of Sunac and on Sunac’s acceptance without admission of any liabilities and for the purpose of settlement of the relevant findings the Listing Committee censured Sunac for breaching Rule 2.13(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for failure to ensure the announcements made in February 2015 and May 2015 were accurate and complete in all material aspects and not misleading. Please refer to the Listing Committee’s news issued on 26 October 2017 for further details.

Although Mr. Tse was an independent non-executive director of Sunac at the relevant time, Mr. Tse was not personally subject to any investigation process-disciplinary action or censure from the Listing Committee or any other competent authority in respect of the above matters.

### **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. Yang Baodong, Mr. Ma Tianfu and Mr. Tse Chi Wai for the year ended 31 December 2019 are set out in note 15 to the accounts of the Company’s annual report 2019.

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 Friday, 22 May 2020 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 2019.
2. To re-elect Mr. Yang Baodong as an executive Director of the Company with immediate effect.
3. To re-elect Mr. Ma Tianfu as an independent non-executive Director of the Company with immediate effect.
4. To re-elect Mr. Tse Chi Wai as an independent non-executive Director of the Company with immediate effect.
5. To authorize the Board or its committee to fix the remuneration of the Directors.
6. 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:

7. **“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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8. “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.”

9. “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 Zhong Ping**  
*Chairman*

Hong Kong, 21 April 2020

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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 1003-5, 10/F  
Shui On Centre  
6-8 Harbour Road  
Wanchai  
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 Tuesday, 19 May 2020 to Friday, 22 May 2020, 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 18 May 2020.
- (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.