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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, 31 May 2024 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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.

25 April 2024

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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, 31 May 2024 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”	17 April 2024, being the latest practicable date 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

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## DEFINITIONS

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“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. Xu Zhongping

*(Chief executive officer)*

Mr. Yang Baodong

*Non-executive Directors:*

Ms. Hu Yueyue

Mr. Ma Tianfu

Mr. Wang Youming

*Independent non-executive Directors:*

Mr. Tse Chi Wai

Professor Zhu Nan Wen

Professor Li Jun

*Registered office:*

Tricor Services (Cayman Islands) Limited

Third 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

25 April 2024

*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 31 May 2023, 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

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## LETTER FROM THE BOARD

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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 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. As at the Latest Practicable Date, the number of Shares in issue is 223,217,938. Subject to the passing of the relevant resolution, the maximum number of new Shares to be issued under the Issue Mandate will be 44,643,587 Shares (assuming that there will be no change in the number of Shares in issue between the Latest Practicable Date and the date of the 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 it is 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 provided 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 112 of the Articles and paragraph 4(2) of Appendix A1 of the Listing Rules, Mr. Wang Youming will retire from the office as non-executive Director at the AGM.

Pursuant to the article 108(B) of the Articles and paragraph B.2.2 of Appendix C1 of the Listing Rules, Ms. Hu Yueyue will retire from the office as non-executive Director at the AGM.

Pursuant to paragraph B.2.3 of Appendix C1 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. Prof. Zhu has joined the Company as independent non-executive Director since 31 December 2009, i.e. nearly 15 years. Notwithstanding that Prof. Zhu has served the Company for such a long time, the Board and the Nomination Committee assessed and confirmed the independence of Prof. Zhu based on the following reasons: (i) None of the factors as set out in Rule 3.13 of the Listing Rules is applicable to Prof. Zhu; (ii) During the tenure of Prof. Zhu as the independent non-executive Director, he gave impartial advice and exercised independent judgement on the affairs of the Company; (iii) During the tenure of Prof. Zhu as the independent non-executive Director, he gave impartial advice and exercised independent judgement on the affairs of the Company; and (iv) Prof. Zhu is not involved in any business or other relationships or circumstances which could materially interfere with his exercise of independent judgement. The Board and the Nomination Committee are of the view that Prof. Zhu maintains an independent mindset and has, during his tenure, provided invaluable advice to the Board and management based on his expertise, knowledge and past experience. The Board and the Nomination Committee are of the view that the Group will benefit from his contribution and invaluable insights derived from his general business acumen and knowledge in the Group's businesses by re-electing him as an independent non-executive Director.

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. Wang Youming and Ms. Hu Yueyue as non-executive Directors, 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.

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## LETTER FROM THE BOARD

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### 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 together with this circular is 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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.

### 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*

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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 223,217,938. 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 22,321,793 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, 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 or 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 2023) in the event that the Repurchase Mandate was 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:

<b>Month</b>	<b>Share prices per Share</b>	
	<b>Highest</b>	<b>Lowest</b>
<b>2023</b>		
April	0.630	0.610
May	0.650	0.440
June	0.530	0.395
July	0.530	0.435
August	0.480	0.450
September	0.480	0.350
October	0.450	0.375
November	0.375	0.325
December	0.345	0.255
<b>2024</b>		
January	0.275	0.211
February	0.240	0.200
March	0.203	0.177
April (up to the Latest Practicable Date)	0.220	0.180

#### **5. GENERAL INFORMATION**

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 50,725,000 Shares, representing approximately 22.72% of the issued share capital of the Company. On the basis of such shareholding ratio, 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% of the Shares.

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.

The Company may consider canceling the shares repurchased or (subject to the amendments to the Listing Rules relating to treasury shares published by the Stock Exchange on 12 April 2024 becoming effective on 11 June 2024) holding them as treasury shares subject to the Board’s consideration, including but not limited to, on-going market conditions and its capital management needs at the relevant time of the repurchases.

The Company confirmed that neither the Explanatory Statement nor the proposed share repurchase has any unusual features.

## NON-EXECUTIVE DIRECTORS

**Mr. Wang Youming**, aged 53, has a senior high school education and has 23 years of rich experience in corporate management and experience in the field of environmentally friendly new materials. Mr. Wang served in the headquarters of the Chinese People's Armed Police Force for more than 10 years in his early years. After demobilization in 2000, he founded Beijing Mingang Ruixiang Technology Co., Ltd., Beijing Jiayueming Technology Development Co., Ltd., Shandong Mingang Ruixiang Building Materials Technology Co., Ltd., Shandong Borui New Material Technology Co., Ltd., and held the position of chairman in all these companies. He has achieved numerous scientific and technological achievements and awards in new environmentally friendly building materials and resource utilization of phosphogypsum solid waste, which has been widely used. Relevant technical products have been included in the Catalogue of Major Environmental Protection Technology and Equipment Encouraged by the State and have significant influence in the industry.

**Ms. Hu Yueyue**, aged 44, was re-designated from executive Director to non-executive Director of the Company since 4 January 2022. She has over 10 years experience 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 the Company, 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 focused 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.

**INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Prof. Zhu Nanwen**, aged 55, 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 serves 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 INFORMATION**

Save as disclosed above, each of the above Directors did not hold any other positions in 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 emoluments received by each of Mr. Wang Youming, Ms. Hu Yueyue and Prof. Zhu Nanwen for the year ended 31 December 2023 are set out in Note 14 to the accounts of the Company’s Annual Report for 2023.

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, Ms. Hu Yueyue holds 400,000 Shares of the Company, while Mr. Wang Youming and Mr. Zhu Nanwen have no interest in the Shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above and in the announcement of the Company dated on 20 September 2023, 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 the abovementioned matters which is required to be disclosed pursuant to Rule 13.51(2) of the Listing Rules (especially paragraphs (h) to (v) of the 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 (the “Meeting”) 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 Friday, 31 May 2024 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 2023.
2. To re-elect Mr. Wang Youming, a retiring Director, as non-executive Director of the Company with immediate effect.
3. To re-elect Ms. Hu Yueyue, a retiring Director, as non-executive Director of the Company with immediate effect.
4. To re-elect Prof. Zhu Nanwen, a retiring Director, as 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.

#### **SPECIAL BUSINESS**

To consider and, if deemed appropriate, approve, with or without amendments, 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;

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## NOTICE OF AGM

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- (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.”

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;

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## NOTICE OF AGM

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- (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. 7 and 8 as set out in the notice to convene 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. 7 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. 8 above.”

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

Hong Kong, 25 April 2024

*Registered Office:*

Tricor Services (Cayman Islands) Limited  
Third 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

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## NOTICE OF AGM

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*Notes:*

- (a) Any 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 does not need to 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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 17/F, Far East Finance Centre, 16 Harcourt Road, 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, 28 May 2024 to Friday, 31 May 2024, 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on 27 May 2024. Shareholders whose names appear on the register of members of the Company on Tuesday, 28 May 2024 are entitled to attend and vote at the Meeting.
- (e) In relation to the proposed resolutions 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.