



## C&G ENVIRONMENTAL PROTECTION HOLDINGS LIMITED

### NOTICE OF ANNUAL GENERAL MEETING

(Incorporated in Bermuda on 24 September 2004)  
(Company Registration Number: 35842)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Sheraton Towers Singapore Hotel, 39 Scotts Road, Lower Lobby Level, DiamondALL, Singapore 228230 on Wednesday, 24 April 2013 at 9:30 am to transact the following business:

#### AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and Audited Financial Statements for the financial year ended 31 December 2012 and **(Resolution 1)** the Auditors' Report thereon.
- To approve the Directors' fees of S\$155,000 for the financial year ending 31 December 2013, to be paid quarterly in arrears. **(Resolution 2)** (2012: S\$155,000)
- To note the retirement of Mr. Chan Wai Meng and Mr. Oh Choon Gan, who retire pursuant to Bye-laws 85(6) and 86 of the Company's Bye-laws and they have decided not to seek re-election.
- To re-appoint Messrs RSM Chio Lim LLP and Messrs RSM Nelson Wheeler as joint auditors of the Company and to authorise the **(Resolution 3)** Directors to fix their remuneration.

#### AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following ordinary resolutions with or without modifications:

- Authority to issue shares and convertible securities** **(Resolution 4)**

"That in accordance with Rule 806 of the Listing Manual of the SGX-ST, approval be and is given to the Directors to issue:

- shares in the Company (whether by way of bonus, rights or otherwise); or
- convertible securities; or
- additional convertible securities arising from adjustments made to the number of convertible securities previously issued in the events of rights, bonus or capitalization issues; or
- shares arising from the conversion of convertible securities, at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit provided that:
  - the aggregate number of shares and convertible securities that may be issued shall not be more than 50% of the issued share capital of the Company excluding treasury shares or such other limit as may be prescribed by the SGX-ST as at the date the general mandate is passed;
  - the aggregate number of shares and convertible securities to be issued other than on a pro-rata basis to existing shareholders shall not be more than 20% of the issued share capital of the Company excluding treasury shares or such other limit as may be prescribed by the SGX-ST as at the date the general mandate is passed;
  - for the purpose of determining the aggregate number of shares that may be issued under sub-paragraphs (i) and (ii) above, the percentage of issued share capital of the Company excluding treasury shares is based on the issued share capital of the Company excluding treasury shares as at the date the general mandate is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or employee stock options in issue as at the date the general mandate is passed and any subsequent bonus issue consolidation or subdivision of the Company's shares;
  - in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Bye-laws for the time being of the Company; and
  - (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."

(See Explanatory Note 1)

- To transact any other business which may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

**Lee Wei Hsiung**

Company Secretary  
8 April 2013

Explanatory Notes:

- Ordinary Resolution 4, if passed, will empower the Directors of the Company from the date of the above Meeting until the next Annual General Meeting, or the date by which the next Annual General Meeting of the Company is required by law or the bye-laws of the Company to be held, or when revoked or varied by the Company at a general meeting, whichever is earlier, to allot and issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 50% of the issued share capital of the Company excluding treasury shares of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 20% of the issued share capital of the Company excluding treasury shares at the time the resolution is passed.

Note:

- A registered Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- If a registered Shareholder is unable to attend the Annual General Meeting and wishes to appoint a proxy to attend and vote at the Annual General Meeting in his stead, then he should complete and sign the relevant Member Proxy Form and deposit the duly completed Member Proxy Form at the office of the Company's Share Transfer Agent in Singapore, Tricor Barbinder Share Registration Services (A Division of Tricor Singapore Pte Ltd) at 80 Robinson Road, #02-00, Singapore 068898 not later than 48 hours before the time appointed for the Annual General Meeting.
- A depositor registered and holding Shares through the Central Depository (Pte) Limited ("CDP") who/which is (i) an individual but is unable to attend the Annual General Meeting personally and wishes to appoint a nominee to attend and vote; or (ii) a corporation, must complete, sign and return the Depositor Proxy Form and deposit the duly completed Depositor Proxy Form at the office of the Company's Share Transfer Agent in Singapore, Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte Ltd) at 80 Robinson Road, #02-00, Singapore 068898 not later than 48 hours before the time appointed for the Annual General Meeting.
- If a Shareholder who has Shares entered against his name in the Depository Register and Shares registered in his name in the Register of Members is unable to attend the Annual General Meeting and wishes to appoint a proxy, he should use the Depositor Proxy Form and the Member Proxy Form for, respectively, the Shares entered against his name in the Depository Register and Shares registered in his name in the Register of Members.
- A Depositor who is an individual and who wishes to attend the Annual General Meeting in person need not take any further action and can attend and vote at the Annual General Meeting as CDP's proxy without the lodgement of any proxy form.

## NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting of the Shareholders of **C&G ENVIRONMENTAL PROTECTION HOLDINGS LIMITED** (the "Company") will be held at Sheraton Towers Singapore Hotel, 39 Scotts Road, Lower Lobby Level, DiamondALL, Singapore 228230 on 24 April 2013 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following Ordinary Resolutions:-

#### ORDINARY RESOLUTION 1

**The Proposed cancellation of the CG 2005 ESOS**

THAT:-

- the CG Technologies Holdings Employee Share Option Scheme (the "CG 2005 ESOS"), adopted on 10 March 2005, be terminated on such date as determined by the committee of Directors of the Company administering the CG 2005 ESOS, provided that such termination shall be without prejudice to the rights of holders of options granted and outstanding under the CG 2005 ESOS as at the date of its termination; and
- the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider desirable, expedient or necessary to give effect to the transaction contemplated and/or authorised by this resolution.

#### ORDINARY RESOLUTION 2

**The Proposed adoption of the CG ESOS**

THAT, subject to and contingent upon the passing of ORDINARY RESOLUTION 1:-

- a share option scheme to be known as the "CG Employment Share Option Scheme" (the "CG ESOS"), under which options (the "Options") will be granted to such persons to subscribe for ordinary shares in the capital of the Company (the "Shares") on such terms and conditions and in accordance with such rules as set out in the Company's Circular to Shareholders dated 8 April 2013, be and is hereby approved and adopted;
- the Directors of the Company be and are hereby authorised:-
  - to implement and establish the CG ESOS;
  - to modify and/or amend the CG ESOS from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the CG ESOS and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the CG ESOS; and
  - to offer and grant Options in accordance with the provisions of the CG ESOS and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options under the CG ESOS, provided that the aggregate number of New Shares to be issued pursuant to the CG ESOS, CG PSP (as defined in Resolution 3), the CG RSP (as defined in Resolution 4) and all other share option or other share schemes of the Company shall not exceed 10% of the total number of issued Shares of the Company (excluding Treasury Shares, if any) on the day preceding that date; and
- the Directors of the Company be and are hereby authorised to do all such acts and things (including executing all such documents as may be required) as they may consider necessary or desirable to give effect to these resolutions.

#### ORDINARY RESOLUTION 3

**The Proposed adoption of the CG PSP**

THAT, subject to and contingent upon the passing of ORDINARY RESOLUTION 1:-

- a share award scheme to be known as the "CG Performance Share Plan" (the "CG PSP"), under which awards (the "Awards") of fully-paid ordinary shares in the capital of the Company (the "Shares"), their equivalent cash value or combinations thereof will be granted, free of payment, to such persons on such terms and conditions and in accordance with such rules as set out in the Company's Circular to Shareholders dated 8 April 2013, be and is hereby approved and adopted;
- the Directors of the Company be and are hereby authorised:-
  - to implement and establish the CG PSP;
  - to modify and/or amend the CG PSP from time to time, provided that such modifications and/or amendments are effected in accordance with the provisions of the CG PSP and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the CG PSP; and
  - the Directors of the Company be and are hereby authorised to grant the Awards in accordance with the provisions of the CG PSP and to allot, issue, transfer and/or deliver from time to time such number of fully paid-up Shares as may be required to be issued or delivered pursuant to the vesting of Awards under the CG PSP, provided that the aggregate number of Shares to be issued or delivered pursuant to the CG PSP, the CG ESOS (as defined in Resolution 2), the CG RSP (as defined in Resolution 4) and all other share option or other share schemes of the Company shall not exceed 10% of the total number of issued Shares of the Company (excluding Treasury Shares, if any) on the day preceding that date; and
- the Directors of the Company be and are hereby authorised to do all such acts and things (including executing all such documents as may be required) as they may consider necessary or desirable to give effect to these resolutions.

#### ORDINARY RESOLUTION 4

**The Proposed adoption of the CG RSP**

THAT, subject to and contingent upon the passing of ORDINARY RESOLUTION 1:-

- a share award scheme to be known as the "CG Restricted Share Plan" (the "CG RSP"), under which awards (the "Awards") of fully-paid ordinary shares in the capital of the Company (the "Shares"), their equivalent cash value or combinations thereof will be granted, free of payment, to such persons on such terms and conditions and in accordance with such rules as set out in the Company's Circular to Shareholders dated 8 April 2013, be and is hereby approved and adopted;
- the Directors of the Company be and are hereby authorised:-
  - to implement and establish the CG RSP;
  - to modify and/or amend the CG RSP from time to time, provided that such modifications and/or amendments are effected in accordance with the provisions of the CG RSP and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the CG RSP; and
  - the Directors of the Company be and are hereby authorised to grant the Awards in accordance with the provisions of the CG RSP and to allot, issue, transfer and/or deliver from time to time such number of fully paid-up Shares as may be required to be issued or delivered pursuant to the vesting of Awards under the CG RSP, provided that the aggregate number of Shares to be issued or delivered pursuant to the CG RSP, the CG ESOS (as defined in Resolution 2), CG PSP (as defined in Resolution 3) and all other share option or other share schemes of the Company shall not exceed 10% of the total number of issued Shares of the Company (excluding Treasury Shares, if any) on the day preceding that date; and
- the Directors of the Company be and are hereby authorised to do all such acts and things (including executing all such documents as may be required) as they may consider necessary or desirable to give effect to these resolutions.

For and on behalf of the Board of Directors

**C&G ENVIRONMENTAL PROTECTION HOLDINGS LIMITED**

Lin Yan  
Executive Chairman & Group Chief Executive Officer  
8 April 2013

Notes:-

- Terms and expressions not defined herein shall have the same meanings ascribed to them in the Circular to Shareholders dated 8 April 2013.
- A member of the Company entitled to attend and vote at the Special General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- The instrument appointing a proxy, duly executed, must be deposited at the registered office of the Company at 10:30 a.m. not less than 48 hours before the time appointed for holding the Special General Meeting in order for the proxy to be entitled to attend and vote at the Special General Meeting.