



C&G Environmental Protection Holdings Limited
創冠環保股份有限公司

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Sheraton Towers Singapore, 39 Scotts Road, Level 2, Topaz Room, Singapore 228230 on Tuesday, 24 April 2012 at 9:30am to transact the following business:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and Audited Financial Statements for the financial year ended 31 December 2011 and the Auditors' Report thereon. **(Resolution 1)**
2. To declare a final dividend of S\$0.00067 per share (tax not applicable) for the financial year ended 31 December 2011. **(Resolution 2)**
3. To approve the Directors' fees of S\$155,000 for the financial year ending 31 December 2012, to be paid quarterly in arrears. (2011: S\$155,000) **(Resolution 3)**
4. To re-elect Mr Lin Yan who is retiring pursuant to Bye-law 86 of the Company's Bye-laws. **(Resolution 4)**
5. To re-elect Mr Loo Cheng Guan who is retiring pursuant to Bye-law 85(6) of the Company's Bye-laws. **(Resolution 5)**
6. To appoint Messrs RSM Chio Lim LLP to act jointly with Messrs RSM Nelson Wheeler as joint auditors of the Company in place of Messrs Foo Kon Tan Grant Thornton LLP and to authorise the Directors to fix their remuneration. **(Resolution 6)**
(See Appendix for the details)

AS SPECIAL BUSINESS

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

7. **Authority to issue shares and convertible securities** **(Resolution 7)**
"That in accordance with Rule 806 of the Listing Manual of the SGX-ST, approval be and is given to the Directors to issue:
(a) shares in the Company (whether by way of bonus, rights or otherwise); or
(b) convertible securities; or
(c) 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
(d) 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:
(i) 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;
(ii) 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;
(iii) 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;
(iv) 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
(v) (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)
8. **Authority to issue shares and to issue shares under the C&G Environmental Protection Holdings Employee Share Option Scheme** **(Resolution 8)**
"That authority be and is hereby given to the Directors of the Company to offer and grant options from time to time in accordance with the provisions of the C&G Environmental Protection Holdings Employee Share Option Scheme (the "Scheme"), and pursuant to the provisions of Rule 806 of the Listing Manual of the SGX-ST, 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 options granted under the Scheme, provided that the aggregate number of shares to be issued pursuant to the Scheme does not exceed 15% of the Company's total number of issued shares excluding treasury shares from time to time, as determined in accordance with the provisions of the Scheme."
(See Explanatory Note 2)
9. To transact any other business which may be properly transacted at an Annual General Meeting.

NOTICE OF BOOKS CLOSURE

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed on 15 May 2012 for the purpose of determining Members' entitlements to the final dividend to be proposed at the Annual General Meeting of the Company to be held on 24 April 2012.

Duly completed registrable transfers in respect of the shares in the Company received up to the close of business at 5.00 p.m. on 14 May 2012 by 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 will be registered to determine Members' entitlements to such dividend. Members whose Securities Accounts with The Central Depository (Pte) Ltd are credited with shares in the Company as at 5.00 p.m. on 14 May 2012 will be entitled to such proposed dividend.

The proposed final dividend, if approved at the Annual General Meeting, will be paid on 25 May 2012.

BY ORDER OF THE BOARD

Lee Wei Hsiung
Company Secretary
9 April 2012

Explanatory Notes:

1. Ordinary Resolution 7, 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.
2. Ordinary Resolution 8, if passed, will empower the Directors of the Company to offer and grant options under the C&G Environmental Protection Holdings Employee Share Option Scheme (the "Scheme") and to allot and issue shares pursuant to the exercise of such options granted under the Scheme not exceeding 15% of the issued share capital of the Company excluding treasury shares from time to time.

Note:

1. 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.
2. 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.
3. 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.
4. 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.
5. 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.