



## C&G ENVIRONMENTAL PROTECTION HOLDINGS LIMITED

(Incorporated in Bermuda on 24 September 2004)

(Company Registration Number: 35842)

### NOTICE OF SPECIAL GENERAL MEETING

All capitalised terms in this Notice of Special General Meeting which are not defined herein shall have the same meaning ascribed to them in the Company's Circular to Shareholders dated 8 November 2016.

**NOTICE IS HEREBY GIVEN** that a Special General Meeting of the Shareholders of the Company will be held on 2 December 2016 at 9:30 a.m. at Studio 1&2, 3rd Level (Lobby Level), Concorde Hotel Singapore, 100 Orchard Road, Singapore 238840 for the purpose of considering and, if thought fit, passing with or without modification, the Ordinary Resolutions and Special Resolution set out below.

**Shareholders should note that:**

- (i) **Ordinary Resolution 1, Ordinary Resolution 2 and Ordinary Resolution 3 are inter-conditional upon the passing of one another. This means that if a Shareholder votes in favour of Ordinary Resolution 1, such Shareholder should vote in favour of Ordinary Resolution 2 and Ordinary Resolution 3. If a Shareholder votes against Ordinary Resolution 1, such Shareholder should vote against Ordinary Resolution 2 and Ordinary Resolution 3.**
- (ii) **Ordinary Resolution 3 is conditional upon the passing of the Special Resolution, the completion of the Proposed Transactions and the Company having received the proceeds from the Proposed Transactions. This means that if a Shareholder votes in favour of Ordinary Resolution 3, such Shareholder should vote in favour of the Special Resolution. If a Shareholder votes against Ordinary Resolution 3, such Shareholder should vote against the Special Resolution.**

#### ORDINARY RESOLUTION 1

##### THE PROPOSED DISPOSAL OF C&G THAILAND

That subject to and contingent upon the passing of Ordinary Resolution 2 and Ordinary Resolution 3:-

- (a) approval be and is hereby given for the Proposed Disposal of C&G Thailand, particulars of which are set out in the Company's Circular to Shareholders dated 8 November 2016;
- (b) the entry into and the execution of the C&G Thai SPA and the transactions contemplated therein be and are hereby ratified, confirmed, approved and authorised; and
- (c) the Directors of the Company, and each of them, be and are hereby authorised to complete and/or do all such acts and things, including but not limited to executing all such documents and to approve any amendments, alterations or modifications to any documents as may be required under or pursuant to or in connection with the C&G Thai SPA, or otherwise required under or pursuant to the Proposed Disposal of C&G Thailand or as they may consider expedient or necessary or in the interest of the Company, in connection with the subject matter of, or to give effect to, the Proposed Disposal of C&G Thailand or any part of this Ordinary Resolution 1.

#### ORDINARY RESOLUTION 2

##### THE PROPOSED DISPOSAL OF ALL GROUP COMPANIES (OTHER THAN C&G THAILAND)

That subject to and contingent upon the passing of Ordinary Resolution 1 and Ordinary Resolution 3:-

- (a) approval be and is hereby given for the Proposed Disposal of All Group Companies (other than C&G Thailand), particulars of which are set out in the Company's Circular to Shareholders dated 8 November 2016;
- (b) the entry into and the execution of the C&G International SPA and the transactions contemplated therein be and are hereby ratified, confirmed, approved and authorised; and
- (c) the Directors of the Company, and each of them, be and are hereby authorised to complete and/or do all such acts and things, including but not limited to executing all such documents and to approve any amendments, alterations or modifications to any documents as may be required under or pursuant to or in connection with the C&G International SPA, or otherwise required under or pursuant to the Proposed Disposal of All Group Companies (other than C&G Thailand) or as they may consider expedient or necessary or in the interest of the Company, in connection with the subject matter of, or to give effect to, the Proposed Disposal of All Group Companies (other than C&G Thailand) or any part of this Ordinary Resolution 2.

#### ORDINARY RESOLUTION 3

##### THE PROPOSED SPECIAL DIVIDEND

That subject to and contingent upon the passing of Ordinary Resolution 1, Ordinary Resolution 2 and the Special Resolution, the completion of the Proposed Transactions and the Company having received the proceeds from the Proposed Transactions:-

- (a) approval be and is hereby given to the Company for the Proposed Special Dividend of approximately HK\$777.7 million of the Net Proceeds from the Proposed Transactions to be declared and distributed to Shareholders of the Company, whose names appear in the Register of Members of the Company as at a books closure date to be determined by the Directors in cash and on a *pro-rata* basis following the completion of the Proposed Transactions, subject to the terms and conditions and in the manner described in the Company's Circular to Shareholders dated 8 November 2016; and,
- (b) the Directors of the Company, and each of them, be and are hereby authorised to complete and/or do all such acts and things, including but not limited to executing all such documents and to approve any amendments, alterations or modifications to any documents as may be required under or pursuant to or in connection with the Proposed Special Dividend or as they may consider expedient or necessary or in the interest of the Company, in connection with the subject matter of, or to give effect to, the Proposed Special Dividend or any part of this Ordinary Resolution 3.

#### SPECIAL RESOLUTION

##### THE PROPOSED SHARE PREMIUM ACCOUNT REDUCTION

That subject to compliance with Section 46(2) of the Bermuda Companies Act and the Bye-laws of the Company:-

- (a) approval be and is hereby given to the Company for the reduction and cancellation of the amount of HK\$188,517,477 standing to the credit of the Share Premium Account and the transfer of the credit arising therefrom to the Contributed Surplus Account, such reduction, cancellation and transfer shall take effect from the business day next following the date on which this Special Resolution is passed; and
- (b) the Directors of the Company, acting singly or any number of them, be and are hereby authorised to apply amounts in the Contributed Surplus Account for such purposes as permitted under the Bermuda Companies Act and the Bye-laws of the Company, to give effect to the Proposed Share Premium Account Reduction or any part of this Special Resolution.

For and on behalf of the Board of Directors of

#### C&G ENVIRONMENTAL PROTECTION HOLDINGS LIMITED

Lam Chik Tsan

Executive Chairman and Group Chief Executive Officer

8 November 2016

#### Notes:-

1. 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.
2. The instrument appointing a proxy shall, in the case of an individual, be signed by the appointor or his attorney, and in the case of a corporation shall be either under its common seal or signed by its attorney or duly authorised officer on behalf of the corporation.
3. The instrument appointing a proxy must be deposited at the office of the Singapore Share Transfer Agent of the Company, namely, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.) at 80 Robinson Road, #02-00, Singapore 068898, not less than 48 hours before the time fixed for holding the Special General Meeting.