



## C&G ENVIRONMENTAL PROTECTION HOLDINGS LIMITED

(Incorporated in the Bermuda on 24 September 2004)

(Company Registration Number 35842)

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a Special General Meeting of the Shareholders of the Company will be held on 7 May 2014 at Sheraton Towers Singapore, Diamond Room, Lower Lobby, 39 Scotts Road, Singapore 228230 at 9:30 a.m., for the purpose of considering and, if thought fit, passing with or without amendment, the resolutions as set out below:

All capitalised terms in this Notice which are not defined herein shall have the same meaning ascribed to them in this circular to Shareholders dated 14 April 2014 (the "Circular").

#### ORDINARY RESOLUTION 1

**THE PROPOSED SALE OF THE COMPANY'S ENTIRE EQUITY INTEREST IN 创冠环保(中国)有限公司 C&G ENVIRONMENTAL PROTECTION (CHINA) COMPANY LIMITED ("C&G (CHINA)"), WHICH CONSTITUTES A "MAJOR TRANSACTION" UNDER CHAPTER 10 OF THE LISTING MANUAL**

That:-

- (a) approval be and is hereby given to the Company for the disposal of the Company's entire equity interest in C&G (China) (the "Proposed Sale"), particulars of which are set out in the Circular of the Company dated 14 April 2014;
- (b) the entry into and the execution of the Framework Agreement and the Acquisition Agreement by the Company, as defined in the Circular, and the transactions contemplated therein, be and are hereby ratified, confirmed, approved and authorised; and
- (c) the Directors of the Company, acting singly or any number 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 Acquisition Agreement, as defined in the Circular, or otherwise required under or pursuant to or in connection with the Proposed Sale 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 Sale or any part of these Ordinary Resolutions.

#### ORDINARY RESOLUTION 2

**THE PROPOSED DISTRIBUTION OF PART OF THE NET PROCEEDS FROM THE PROPOSED SALE BY THE PROPOSED SPECIAL DIVIDEND**

That subject to and contingent upon the passing of Ordinary Resolution 1 and Special Resolution 1 and the completion of the Proposed Sale:-

- (a) approval be and is hereby given to the Company for a special dividend of up to RMB660 million of the net proceeds from the Proposed Sale to be declared and distributed to Shareholders of the Company, whose names appear in the register of members of the Company as of the record date to be determined by the Directors of the Company, in cash and on a pro rata basis, following the completion of the Proposed Sale, subject to the terms and manner described in the Circular; and
- (b) the Directors of the Company, acting singly or any number 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 Acquisition Agreement, as defined in the Circular, or otherwise required under or pursuant to or in connection with the Proposed Sale 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 Sale and Proposed Special Dividend or any part of these Ordinary Resolutions.

#### SPECIAL RESOLUTION 1

**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\$600 million 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

**C&G Environmental Protection Holdings Limited**

Lin Yan  
Executive Chairman & Group Chief Executive Officer  
14 April 2014

**Notes:-**

- (1) A member of the Company entitled to attend and vote at the above 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 a duly authorised officer on behalf of the corporation.
- (3) The instrument appointing a proxy must be deposited at the registered office of the Company not less than 48 hours before the time fixed for the holding of the meeting.