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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 OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of China Environmental Technology Holdings Limited (the “Company”) will be held at Units 1003-5, 10/F, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Wednesday, 30 May 2012 at 2:30 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as an ordinary resolution (with or without modification):

ORDINARY RESOLUTION

“THAT:

- (a) the Disposal (as defined in the Company’s circular (“Circular”) dated 14 May 2012 of which this notice of extraordinary general meeting forms part) as provided under the Disposal Agreement (as defined in the Circular) by Yardway Development Limited (as vendor), a wholly-owned subsidiary of the Company, to Sino Project Group Limited (as purchaser) of the entire issued share capital in and outstanding shareholder’s loans to Yardway HK (as defined in the Circular) and Yardway Motors (as defined in the Circular), a copy of which has been produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification, be and is hereby approved; and

- (b) any one of the directors of the Company (“Directors”) be and are hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps which, in the opinion of the Directors, are necessary, appropriate, desirable or expedient to give effect to or implement the Disposal Agreement and the transactions contemplated thereby and to agree to amendments or waivers or matters relating thereto as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole (to the extent such amendments or waivers are not material in the context of the entire transaction as a whole).”

By Order of the Board
China Environmental Technology Holdings Limited
Xu Zhong Ping
Chairman and executive Director

Hong Kong, 14 May 2012

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Units 1003-5, 10/F
Shui On Centre
6-8 Harbour Road
Wanchai
Hong Kong

Notes:

- (1) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
- (2) In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, at Tricor Standard Limited, the Company’s branch share registrar in Hong Kong, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
- (3) In the case of a corporation, the form of proxy must be executed either under its common seal or under the hand of some officers or attorney duly authorized in that behalf. A corporate shareholder may, by resolution of its directors (or other governing body) or by power of attorney, authorize any person to act as its representative at the meeting. In case of appointment of representative, a copy of the said resolution authorizing such appointment or a copy of power of attorney, together with an up-to-date copy of the corporate shareholder’s constitutive documents and a list of directors (or members of the governing body) as at the date of such resolution, shall be deposited at the Company’s branch share registrar whose address is set out in note 2 above not less than 48 hours before the time appointed for holding the meeting. Copy of any of the aforementioned documents shall be certified by a director, secretary or a member of the governing body of that corporate shareholder (or in the case of a power of attorney, shall be notarized).
- (4) In the case of joint registered holders of any Shares, any one of them may vote at the meeting, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the meeting, either personally or by proxy, that one of them so present whose name stands first on the register of members in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holders.

- (5) Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting, if he so wishes. If such member attends the meeting, his form of proxy will be deemed to have been revoked.
- (6) As at the date of this announcement, the executive Directors are Mr. Xu Zhong Ping, Mr. Zhang Fang Hong, Ms. Song Xuan and Mr. Xu Xiao Yang; the non-executive Directors are Mr. Ge Ze Min, Mr. Fong Sai Mo and Mr. Xin Luo Lin; and the independent non-executive Directors are Mr. Wong Kam Wah, Professor Zhu Nan Wen and Professor Zuo Jiame.