

---

## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

---

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Environmental Energy Investment Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**China Environmental Energy Investment Limited**

**中國環保能源投資有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 986)**

**PROPOSED GRANTING OF GENERAL MANDATES  
TO REPURCHASE SHARES AND  
TO ISSUE NEW SHARES OF THE COMPANY  
AND  
PROPOSED RE-ELECTION OF  
THE RETIRING DIRECTORS OF THE COMPANY  
AND  
PROPOSED AMENDMENTS TO THE BYE-LAWS OF THE COMPANY  
AND  
NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY**

---

A notice convening an annual general meeting of China Environmental Energy Investment Limited to be held at Falcon Room I, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Thursday, 28 August 2014 at 10:00 a.m. is set out on pages 17 to 25 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.986.com.hk](http://www.986.com.hk)).

Whether or not you are able to attend the annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Branch Share Registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish and, in such event, the form of proxy shall be deemed to be revoked.

\* For identification purposes only

29 July 2014

---

## CONTENTS

---

	<i>Page</i>
<b>Responsibility Statement</b> .....	1
<b>Definitions</b> .....	2
<b>Letter from the Board</b>	
1. Introduction .....	4
2. Proposed Granting of the New Buyback and Issuance Mandates .....	5
3. Proposed Re-election of the Retiring Directors. ....	6
4. Proposed Amendments to the Current Bye-laws .....	6
5. Annual General Meeting and Proxy Arrangement .....	7
6. Recommendation .....	7
7. General Information .....	8
<b>Appendix I – Explanatory Statement on the New Buyback Mandate</b> .....	9
<b>Appendix II – Details of the Retiring Directors Proposed                   to be Re-elected at the Annual General Meeting</b> .....	13
<b>Notice of the Annual General Meeting</b> .....	17

---

## **RESPONSIBILITY STATEMENT**

---

This document, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

---

## DEFINITIONS

---

*This document has both English and Chinese versions. Should there be any inconsistency between the Chinese and English versions, the English version shall prevail.*

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Annual General Meeting”	an annual general meeting of the Company to be held at Falcon Room I, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Thursday, 28 August 2014 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 17 to 25 of this circular, or any adjournment thereof;
“Board”	the board of Directors;
“Company”	China Environmental Energy Investment Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange;
“Current Bye-laws”	the Bye-laws of the Company currently in force;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China;
“Latest Practicable Date”	21 July 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“New Buyback Mandate”	as defined in paragraph 2(a) of the Letter from the Board;

---

## DEFINITIONS

---

“New Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board;
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.0005 each in the capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong;
“%”	per cent.

---

## LETTER FROM THE BOARD

---



### China Environmental Energy Investment Limited

中國環保能源投資有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 986)**

*Executive Directors:*

Ms. Chen Tong (*Chairman and Chief Executive Officer*)

Ms. Chan Ching Ho, Kitty

Mr. Xiang Liang

Ms. Li Lin

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Non-executive Directors:*

Ms. Yao Zhengwei

Mr. Wang Zhenghua

*Head Office and Principal*

*Place of Business:*

Room 2211, 22/F

Lippo Centre, Tower Two

89 Queensway

Hong Kong

*Independent Non-executive Directors:*

Mr. Ong King Keung

Mr. Tse Kwong Chan

Ms. Zhou Jue

29 July 2014

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED GRANTING OF GENERAL MANDATES  
TO REPURCHASE SHARES AND  
TO ISSUE NEW SHARES OF THE COMPANY  
AND  
PROPOSED RE-ELECTION OF  
THE RETIRING DIRECTORS OF THE COMPANY  
AND  
PROPOSED AMENDMENTS TO THE BYE-LAWS OF THE COMPANY  
AND  
NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY**

#### **1. INTRODUCTION**

The purpose of this circular is to provide Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting for (i) the granting of the New Buyback Mandate to the Directors; (ii) the granting of the New Issuance Mandate to the Directors; (iii) the extension of the New Issuance Mandate by adding to it the nominal amount of the issued Shares repurchased by the Company under the New Buyback Mandate; (iv) the re-election of the retiring Directors; and (v) the proposed amendments to the Current Bye-laws.

\* *For identification purposes only*

---

## LETTER FROM THE BOARD

---

### 2. PROPOSED GRANTING OF THE NEW BUYBACK AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 2 September 2013, (i) an ordinary resolution was passed for granting of a general mandate to the Directors to repurchase the Company's own shares not exceeding 10% of the total nominal amount of the issued share capital of the Company as at 2 September 2013 (the "**Previous Buyback Mandate**"); and (ii) an ordinary resolution was also passed for granting of a general mandate to the Directors to allot, issue and deal with the Company's new shares not exceeding 20% of the total nominal amount of the issued share capital of the Company as at 2 September 2013 (the "**Previous Issuance Mandate**"). The Previous Buyback Mandate and the Previous Issuance Mandate will lapse at the conclusion of the Annual General Meeting.

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of new general mandates to the Directors:

- (a) to purchase Shares, on the Stock Exchange or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, of an aggregate nominal amount not exceeding 10% of the total nominal amount of the issued share capital of the Company as at the date of passing of such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$240,952.45 (equivalent to 481,904,890 Shares) on the basis that the existing issued share capital of the Company of 4,819,048,900 Shares remains unchanged as at the date of the Annual General Meeting) (the "**New Buyback Mandate**");
- (b) to allot, issue or deal with Shares of an aggregate nominal amount not exceeding 20% of the total nominal amount of the issued share capital of the Company as at the date of passing of such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$481,904.89 (equivalent to 963,809,780 Shares) on the basis that the existing issued share capital of the Company of 4,819,048,900 Shares remains unchanged as at the date of the Annual General Meeting) (the "**New Issuance Mandate**"); and
- (c) to extend the New Issuance Mandate by an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to and in accordance with the New Buyback Mandate.

The New Buyback Mandate and the New Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in the proposed ordinary resolutions contained in items 8 and 9 of the notice of the Annual General Meeting as set out on pages 17 to 25 of this circular.

---

## **LETTER FROM THE BOARD**

---

In accordance with the requirements of the Listing Rules, the Company shall send to Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the New Buyback Mandate. The explanatory statement as required by the Listing Rules in connection with the New Buyback Mandate is set out in Appendix I to this circular.

### **3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS**

According to the Current Bye-laws and the agreement among the Board members, Ms. Chan Ching Ho, Kitty, Ms. Yao Zhengwei and Ms. Zhou Jue shall retire at the Annual General Meeting. All of the above three retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting. Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above three retiring Directors are set out in Appendix II to this circular.

### **4. PROPOSED AMENDMENTS TO THE CURRENT BYE-LAWS**

Reference is made to the Company's announcement dated 18 July 2014. The Board proposed to amend the Current Bye-laws in order to enable the Company to send or supply corporate communications within the meaning ascribed to it by the Listing Rules to the Shareholders by electronic means pursuant to Rule 2.07A of the Listing Rules.

The main effect of the proposed amendments to the Current Bye-laws includes the following:

- (a) any corporate communication to be issued by the Company to the Shareholders may, in addition to traditional means of communication, also be issued by electronic means, including the making of corporate communications available on the websites of the Company and the Stock Exchange, pursuant to Rule 2.07A of the Listing Rules; and
- (b) the Company shall be permitted to deem consent on the part of the Shareholders that the Company's corporate communications will be made available to them by means of publication on the websites of the Company or the Stock Exchange.

The proposed amendments to the Current Bye-laws are subject to the approval of the Shareholders by way of a special resolution at the Annual General Meeting. Details of the proposed special resolution are set out in the notice of the Annual General Meeting on pages 17 to 25 of this circular.



---

## LETTER FROM THE BOARD

---

The Company's legal adviser as to Hong Kong law, Li, Wong, Lam & W.I. Cheung, has confirmed that the proposed amendments to the Current Bye-laws comply with the requirements of the Listing Rules; and the Company's legal adviser as to Bermuda law, Conyers Dill & Pearman, has confirmed that the proposed amendments to the Current Bye-laws do not contravene or violate the laws of Bermuda. The Company has also confirmed that there is nothing unusual about the proposed amendments for a company listed in Hong Kong.

### **5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 17 to 25 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the granting of the New Buyback Mandate and the New Issuance Mandate, the extension of the New Issuance Mandate by the addition thereto of the nominal amount of Shares repurchased pursuant to the New Buyback Mandate, the re-election of the retiring Directors and the proposed amendments to the Current Bye-laws.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the Annual General Meeting. An announcement on the poll vote results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.986.com.hk](http://www.986.com.hk)). Whether or not you are able to attend the Annual General Meeting, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority, to the Branch Share Registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish and in such event, your proxy form shall be deemed to be revoked.

### **6. RECOMMENDATION**

The Directors consider that the granting of the New Buyback Mandate, the granting/extension of the New Issuance Mandate, the re-election of the retiring Directors and the proposed amendments to the Current Bye-laws are in the interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

---

## LETTER FROM THE BOARD

---

### 7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the New Buyback Mandate) and Appendix II (Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting) to this circular.

Yours faithfully,  
By order of the Board  
**Chen Tong**  
*Chairman*

---

## APPENDIX I EXPLANATORY STATEMENT ON THE NEW BUYBACK MANDATE

---

*The following is an explanatory statement required by the Listing Rules to be sent to Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the New Buyback Mandate.*

### **1. REASONS FOR BUYBACK OF SHARES**

The Directors believe that the granting of the New Buyback Mandate is in the interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the New Buyback Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,819,048,900 Shares.

Subject to the passing of the ordinary resolution set out in item 8 of the notice of the Annual General Meeting in respect of the granting of the New Buyback Mandate and on the basis that the issued share capital of the Company remains unchanged as at the date of the Annual General Meeting, i.e. being 4,819,048,900 Shares, the Directors would be authorized under the New Buyback Mandate to repurchase, during the period in which the New Buyback Mandate remains in force, an aggregate nominal amount of Shares up to HK\$240,952.45 (equivalent to 481,904,890 Shares), representing 10% of the aggregate nominal amount of Shares in issue as at the date of the Annual General Meeting.

**3. FUNDING OF REPURCHASES**

Repurchases of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purposes in accordance with the Company's Memorandum of Association and Current Bye-laws, the laws of Bermuda and/or any other applicable laws, as the case may be.

**4. IMPACT OF REPURCHASES**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2014) in the event that the New Buyback Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the New Buyback Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time befitting the Company.

**5. TAKEOVERS CODE**

If, on the exercise of the power to repurchase Shares pursuant to the New Buyback Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

---

## **APPENDIX I EXPLANATORY STATEMENT ON THE NEW BUYBACK MANDATE**

---

As far as the Directors are aware, as at the Latest Practicable Date, no Shareholder holds 10% or more in the issued Shares and that the Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the New Buyback Mandate.

The Listing Rules prohibit a company from making repurchase of shares on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the company's issued share capital would be in public hands. The Directors do not propose to repurchase Shares, which would result in less than the prescribed minimum percentage of Shares in public hands.

### **6. GENERAL**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the New Buyback Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the New Buyback Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the New Buyback Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

---

**APPENDIX I EXPLANATORY STATEMENT ON THE NEW BUYBACK MANDATE**

---

**7. MARKET PRICES OF SHARES**

The highest and lowest prices per share at which the Company's shares have traded on the Stock Exchange during each of the following months were as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2013</b>		
August*	0.310	0.200
September*	0.364	0.266
October*	0.440	0.320
November*	0.586	0.422
December*	1.000	0.578
<b>2014</b>		
January*	1.162	0.144
February*	0.231	0.116
March	0.185	0.137
April	0.198	0.115
May	0.164	0.122
June	0.134	0.080
July (up to the Latest Practicable Date)	0.094	0.080

\* *The prices have been adjusted to take account of the share subdivision in February 2014.*

**8. REPURCHASES OF SHARES MADE BY THE COMPANY**

No repurchase of shares of the Company has been made by the Company during the previous 6 months (whether on the Stock Exchange or otherwise).

*Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the Annual General Meeting, are provided below.*

**(1) MS. CHAN CHING HO, KITTY**

**Position and experience**

**Ms. Chan Ching Ho, Kitty** (“**Ms. Chan**”), aged 58, is an executive director and a member of the Executive Committee, Remuneration Committee and Nomination Committee of the Company. She joined the Group in March 2010. Ms. Chan holds (i) a certificate in real estate agency practice from School of Professional and Continuing Education, the University of Hong Kong; (ii) a professional diploma in estate and facilities management from the Hong Kong Productivity Council; and (iii) a certificate course for management and instructors in security and property management from Hong Kong College of Technology. Prior to joining the Board, Ms. Chan has around 30 years’ experience in sales and marketing and property management in Hong Kong.

Ms. Chan has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

**Length of service**

Pursuant to the existing letter of appointment issued by the Company to Ms. Chan, she is not appointed for any fixed term but is subject to retirement and re-election at the annual general meeting of the Company in accordance with the Current Bye-laws.

**Relationships**

As far as the Directors are aware, Ms. Chan does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

**Interests in shares**

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Chan was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

**Director's emoluments**

Ms. Chan is entitled to receive an annual director's fee of HK\$205,000, which is determined by reference to her duties and responsibilities with the Company and the Company's remuneration policy. Ms. Chan is eligible to participate in the Company's share option scheme.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Ms. Chan to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Ms. Chan that need to be brought to the attention of the Shareholders.

**(2) MS. YAO ZHENGWEI****Position and experience**

**Ms. Yao Zhengwei** ("Ms. Yao"), aged 28, is a non-executive director of the Company. She joined the Company in January 2011. Ms. Yao graduated in Shanghai Jiao Tong University and is now working in the investment division of a fund management company.

Ms. Yao has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

**Length of service**

Pursuant to the existing letter of appointment issued by the Company to Ms. Yao, she is not appointed for any fixed term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Current Bye-laws.

**Relationships**

As far as the Directors are aware, Ms. Yao does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.



**Interests in shares**

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Yao was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

**Director's emoluments**

Ms. Yao is entitled to receive an annual director's fee of HK\$182,000, which is determined by reference to her duties and responsibilities with the Company and the Company's remuneration policy. Ms. Yao is eligible to participate in the Company's share option scheme.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Ms. Yao to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Ms. Yao that need to be brought to the attention of the Shareholders.

**(3) MS. ZHOU JUE****Position and experience**

**Ms. Zhou Jue** ("Ms. Zhou"), aged 28, is an independent non-executive director of the Company. She is also a member of both the Audit Committee and the Remuneration Committee of the Company. She joined the Company in December 2010. Ms. Zhou studied corporate management in Shanghai Maritime University. She is currently an investment consultant in an investment management company and she has experience in hotel management.

Ms. Zhou has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

**Length of service**

Ms. Zhou has not entered into any director's service agreement with the Company and has not been appointed for any fixed term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Current Byelaws.

**Relationships**

As far as the Directors are aware, Ms. Zhou does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

**Interests in shares**

As far as the Directors are aware, as at the Latest Practicable Date, Ms. Zhou was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

**Director's emoluments**

Ms. Zhou is entitled to receive an annual director's fee of HK\$120,000, which is determined by reference to her duties and responsibilities with the Company and the Company's remuneration policy. Ms. Zhou is eligible to participate in the Company's share option scheme.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Ms. Zhou to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Ms. Zhou that need to be brought to the attention of the Shareholders.

---

## NOTICE OF THE ANNUAL GENERAL MEETING

---



### China Environmental Energy Investment Limited

中國環保能源投資有限公司\*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 986)**

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of China Environmental Energy Investment Limited (the “**Company**”) will be held at Falcon Room I, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Thursday, 28 August 2014 at 10:00 a.m. for the following purposes:

#### **AS ORDINARY BUSINESS**

1. To consider and receive the audited consolidated financial statements of the Company and the reports of the directors and auditor for the year ended 31 March 2014;
2. To re-elect Ms. Chan Ching Ho, Kitty as an executive director of the Company;
3. To re-elect Mr. Yao Zhengwei as a non-executive director of the Company;
4. To re-elect Ms. Zhou Jue as an independent non-executive director of the Company;
5. To authorize the board of directors to appoint additional directors as and when the board considers necessary and appropriate;
6. To authorize the board of directors to fix the respective directors’ remuneration;
7. To re-appoint CCTH CPA Limited as auditor and to authorize the board of directors to fix auditor’s remuneration;

\* For identification purposes only

---

## NOTICE OF THE ANNUAL GENERAL MEETING

---

### AS SPECIAL BUSINESS

8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange recognized by the Securities and Future Commission of Hong Kong and the Stock Exchange, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
- (b) the total nominal amount of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
  - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held.”;

9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

---

## NOTICE OF THE ANNUAL GENERAL MEETING

---

- (b) the approval in paragraph (a) above shall authorize the directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of the outstanding conversion rights attaching to any convertible securities issued by the Company, which are convertible into shares of the Company;
  - (iii) the exercise of options under share option scheme(s) of the Company; and
  - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-laws of the Company,

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and this approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company or any applicable laws to be held; and

---

## NOTICE OF THE ANNUAL GENERAL MEETING

---

“Rights Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”;

10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions set out in items 8 and 9 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 9 of the Notice be and is hereby extended by the addition to the aggregate nominal amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the shares purchased by the Company pursuant to the general mandate referred to in the resolution set out in item 8 of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”; and

11. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT** the Bye-laws of the Company be and are hereby amended in the following manner:

(a) **Bye-law 2**

- (i) By deleting the existing Bye-law 2(e) in its entirety and substituting therefor the following:

“(e) expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing words or figures in a visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member’s election comply with all applicable Statutes, rules and regulations;”;

---

## NOTICE OF THE ANNUAL GENERAL MEETING

---

- (ii) By deleting the full stop “.” appearing at the end of the existing Bye-law 2(j) and substituting therefor a semi-colon “;”; and
- (iii) By inserting the following new Bye-law 2(k) immediately after the existing Bye-law 2(j):

“(k) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.”;

(b) **Bye-law 153**

By deleting the existing Bye-law 153 in its entirety and substituting therefor the following:

“153. Subject to Section 88 of the Act and Bye-law 153A, a printed copy of the Directors’ report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors’ report, shall be sent to each person entitled thereto at least twenty one (21) days before the date of the general meeting and at the same time as the notice of annual general meeting and laid before the Company at the annual general meeting in accordance with the requirements of the Act provided that this Bye law shall not require a copy of those documents to be sent to any person whose address the Company is not aware of or to more than one of the joint holders of any shares or debentures.”;

---

## NOTICE OF THE ANNUAL GENERAL MEETING

---

(c) **Bye-law 153A**

By inserting the following new Bye-law 153A immediately after the existing Bye-law 153:

“153A. To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Bye-law 153 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company’s annual accounts and the Directors’ report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the Directors’ report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company’s annual financial statements, and the Directors’ report thereon.”;

(d) **Bye-law 153B**

By inserting the following new Bye-law 153B immediately after the above new Bye-law 153A:

“153B. The requirement to send to a person referred to in Bye-law 153 the documents referred to in that Bye-law or a summary financial report in accordance with Bye-law 153A shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Bye-law 153 and, if applicable, a summary financial report complying with Bye-law 153A, on the Company’s computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents.”;



---

## NOTICE OF THE ANNUAL GENERAL MEETING

---

(e) **Bye-law 160**

By deleting the existing Bye-law 160 in its entirety and substituting therefor the following:

“160. Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-laws, from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the Notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company’s website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a “notice of availability”). The notice of availability may be given to the Member by any of the means set out above other than by posting it on a website. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.”; and

---

## NOTICE OF THE ANNUAL GENERAL MEETING

---

(f) **Bye-law 161**

By deleting the existing Bye-law 161 in its entirety and substituting therefor the following:

“161. Any Notice or other document:

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the Notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;
- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice or document placed on the Company’s website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;
- (c) if served or delivered in any other manner contemplated by these Bye-laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, transmission or publication; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, transmission or publication shall be conclusive evidence thereof; and

---

## NOTICE OF THE ANNUAL GENERAL MEETING

---

- (d) may be given to a Member either in the English language or in the Chinese language or in both the English and Chinese languages, subject to due compliance with all applicable Statutes, rules and regulations.”.”.

By order of the Board

**Chen Tong**

*Chairman*

Hong Kong, 29 July 2014

*Notes:*

1. Any member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Branch Share Registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.