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Integrated Waste Solutions Group Holdings Limited
綜合環保集團有限公司*

(Incorporated in the Cayman Islands with limited liability, stock code: 923)

CLARIFICATION ANNOUNCEMENT CIRCULAR DATED 20 AUGUST 2014

- (1) PROPOSED OPEN OFFER OF NOT LESS THAN 2,411,167,000 OFFER SHARES AND NOT MORE THAN 2,424,216,600 OFFER SHARES ON THE BASIS OF ONE OFFER SHARE FOR EVERY ONE SHARE HELD ON THE RECORD DATE; AND**
- (2) APPLICATION FOR WHITEWASH WAIVER**

Reference is made to the circular of Integrated Waste Solutions Group Holdings Limited (the “**Company**”) dated 20 August 2014 in relation to, among other things, (i) the proposed Open Offer; and (ii) the application for Whitewash Waiver (the “**Circular**”). Terms used in this announcement shall have the same meanings as defined in the Circular unless the context requires otherwise.

The Board would like to clarify that due to inadvertent error, the following paragraph should be included as the fourth paragraph of the section headed “Implication under the Takeovers Code and Application of Whitewash Waiver” of the Circular on page 33:

“In the event that the maximum potential holding of voting rights of CTF Nominee, together with parties acting in concert with it, resulting from the completion of the Open Offer will exceed 50% of the voting rights of the Company, CTF Nominee may increase its holding in the Company without

* Chinese name for identification purpose only

incurring any further obligation under Rule 26 to make a mandatory general offer under Rule 26 of the Takeovers Code.”

Save as stated above, all the information in the Circular remains unchanged.

By order of the Board
Integrated Waste Solutions Group Holdings Limited
Cheng Chi Ming, Brian
Chairman

Hong Kong, 2 September 2014

As at the date of this announcement, the Board comprises four executive Directors, namely, Mr. Suen Wing Yip, Mr. Lau Sai Cheong, Mr. To Chun Wai and Mr. Tam Sui Kin, Chris; two non-executive Directors, namely, Mr. Cheng Chi Ming, Brian (Chairman) and Mr. Tsang On Yip, Patrick; and three independent non-executive Directors, namely, Mr. Nguyen Van Tu, Peter, Mr. Chow Shiu Wing, Joseph and Mr. Wong Man Chung, Francis.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules and the Takeovers Code 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 announcement 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 announcement misleading.

All Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.