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

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中滔環保

CT ENVIRONMENTAL GROUP LIMITED

中滔環保集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1363)

**GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE SHARES, FINAL AND SPECIAL DIVIDENDS,
RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION
AND NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of CT Environmental Group Limited to be held at Monet Room, B1 Level, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Thursday, 28 May 2015 at 3:00 p.m. is set out in Appendix III of this circular. Whether or not you are able to attend the meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as possible but in any event not later than 48 hours before the time appointed for the holding of such meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the annual general meeting or any adjourned meeting should you so wish.

Hong Kong, 27 April 2015

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Monet Room, B1 Level, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Thursday, 28 May 2015 at 3:00 p.m. or any adjournment thereof (as the case may be);
“AGM Notice”	the notice dated 27 April 2015 convening the AGM as set out on pages 14 to 19 of this circular;
“Articles”	the Articles of Association of the Company;
“Board”	the board of Directors;
“Close Associates”	has the meaning ascribed to it under Rule 1.01 of the Listing Rules;
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands;
“Company”	CT Environmental Group Limited, a company incorporated in the Cayman Islands whose shares are listed on the Main Board of the Stock Exchange (stock code: 1363);
“Director(s)”	the director(s) of the Company;
“General Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and otherwise deal with the Shares in the manner as set out in resolution no. 5B in the AGM Notice;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	16 April 2015, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;

DEFINITIONS

“PRC”	the People’s Republic of China and for the purpose of this circular shall exclude Hong Kong, Macao Special Administrative Region and Taiwan;
“Repurchase Mandate”	a general mandate to be granted to the Directors to exercise all the powers of the Company to repurchase Shares in the manner as set out in resolution no. 5A in the AGM Notice;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	share(s) of Company of HK\$0.1 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong; and
“%”	per cent.

CTEG

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CT ENVIRONMENTAL GROUP LIMITED

中滔環保集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1363)

Executive Directors:

Mr. Tsui Cham To (*Chairman*)
Mr. Lu Yili
Mr. Xu Ju Wen
Mr. Xu Shu Biao
Mr. Xu Zi Tao

Registered Office:

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

Independent Non-executive Directors:

Mr. Lien Jown Jing, Vincent
Mr. Liu Yung Chau
Mr. Du Hequn

*Head Office and Principal Place
of Business in Hong Kong:*

Room 804, 8/F
Empire Centre
68 Mody Road
Tsim Sha Tsui
Kowloon, Hong Kong

Hong Kong, 27 April 2015

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE SHARES, FINAL AND SPECIAL DIVIDENDS,
RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED AMENDMENT OF ARTICLES OF ASSOCIATION
AND NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the forthcoming AGM in relation to (i) the final and special dividends; (ii) granting of the Repurchase Mandate; (iii) granting of the General Mandate (iv) the re-election of the retiring Directors; and (v) proposed amendment of the Articles.

LETTER FROM THE BOARD

FINAL AND SPECIAL DIVIDENDS

According to the announcement of the Company dated 31 March 2015, the Board recommended the payment of a final dividend of HK\$0.03 per ordinary Share and a special dividend of HK\$0.025 per ordinary Share for the year ended 31 December 2014, to be paid on or about Tuesday, 16 June 2015 to the Shareholders whose names appear on the register of members of the Company on Friday, 5 June 2015. For such purpose, the register of members of the Company will be closed from Thursday, 4 June 2015 to Friday, 5 June 2015, both dates inclusive, during which no transfer of Shares will be registered.

The above proposed dividends are subject to approval by the Shareholders at the AGM. Such dividends will be distributed from the retained profits of the Company.

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution set out as resolution no. 5A in the AGM Notice will be proposed at the AGM to grant the Repurchase Mandate to the Directors to repurchase Shares up to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the resolution.

The Repurchase Mandate, if granted, will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable laws or regulations or the Articles; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

An explanatory statement as required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix I to this circular.

GENERAL MANDATE TO ISSUE SHARES

At the AGM, another ordinary resolution set out as resolution no. 5B in the AGM Notice will be proposed to the Shareholders to grant the General Mandate to the Directors to exercise the power of the Company to allot, issue and deal with additional Shares during the period as set out in resolution no. 5B in the AGM Notice up to a maximum of 20% of the issued share capital of the Company as at the date of passing the resolution. In addition, if the General Mandate and the Repurchase Mandate are granted, a separate ordinary resolution will be proposed at the AGM for the Shareholders to approve to increase the number of Shares which may be allotted and issued under the General Mandate by the number of Shares repurchased under the Repurchase Mandate, up to a maximum of 10% of the issued share capital of the Company as at the date of passing the resolution.

The General Mandate, if granted, will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable laws or regulations or the Articles; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

LETTER FROM THE BOARD

RE-ELECTION OF THE RETIRING DIRECTORS

In accordance with article 83(3) of the Articles, Mr. Du Hequn, who was appointed as an independent non-executive Director by the Board with effect from 21 August 2014, will retire at the AGM and, being eligible, offer himself for re-election at the AGM.

In accordance with article 84 of the Articles, Mr. Xu Ju Wen (executive Director), Mr. Xu Zi Tao (executive Director) and Mr. Liu Yung Chau (independent non-executive Director), will retire at the AGM and being eligible, will offer themselves for re-election at the AGM.

Details of the retiring Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

PROPOSED AMENDMENT OF ARTICLES

In order to further enhance the corporate governance of the Company, the Board resolved at a Board meeting to propose the proposed amendments to the Articles as follows:

- (i) By inserting immediately after the existing article 111 a new article 111.A as follows:

“111.A Notwithstanding anything contained in these Articles, the Company shall hold meetings of the Board at least once every financial quarter and in addition, shall hold Board meetings to discuss and decide on any matters that could reasonably be expected to have a material impact on the business, condition (financial or otherwise), prospects, operations or general affairs of the Company. The Company shall provide the Directors with materials of the meeting, including notice, agenda and all documents containing the relevant information to be considered at the Board meeting, at least 48 hours prior to each such Board meeting.”

- (ii) By inserting the following sentence at the end of the existing article 112:

“Materials of a Board meeting as required to be sent under Article 111.A shall be deemed to be duly sent to a Director in accordance with Article 159 if it is sent to such Director by post or via electronic communication or in such other manner as contemplated by Article 159, and references to a “Member” in Article 159 shall be deemed references to a “Director” for the purposes of this Article.”; and

- (iii) By deleting the word “A” at the beginning of the existing article 119 and substituting therefor the words “Except for Board meetings as required under Article 111.A, a”.

The proposed amendments to the Articles are subject to the approval of the Shareholders by way of a special resolution. Relevant proposal will be put forward at the AGM for the Shareholder’s consideration and approval.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

The AGM Notice is set out in Appendix III to this circular. Pursuant to the Articles and Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll save for resolutions relating purely to a procedural or administrative matter. Accordingly, the Company will procure the chairman of the AGM to demand the resolution to be put to vote by poll. The results of the poll will be announced by the Company in the manner prescribed by the Listing Rules.

RECOMMENDATION

The Directors are of opinion that the declaration of final dividend and special dividend, the granting of the General Mandate and the Repurchase Mandate, the proposed amendment to the Articles and the re-election of the retiring Directors are all in the interests of the Company and its Shareholders and accordingly recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries that, to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in this circular misleading.

By Order of the Board
CT Environmental Group Limited
TSUI Cham To
Chairman

This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions to be proposed at the AGM in relation to the Repurchase Mandate.

1. REPURCHASE MANDATE

It is proposed that the Directors may exercise the powers of the Company to repurchase up to 10% of the Shares in issue as at the date of passing of the resolution to approve the granting to the Directors the Repurchase Mandate. At the Latest Practicable Date, the number of Shares in issue was 1,529,197,959 Shares. Accordingly, the exercise of the Repurchase Mandate in full (being the purchase of 10% of the Shares in issue as at the date of the passing of the resolution to approve the Repurchase Mandate on the basis that no Share is issued or repurchased prior to such date) would enable the Company to repurchase 152,919,795 Shares.

The Repurchase Mandate, if granted, will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by any applicable laws or regulations or the Articles; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the interests of the Company and its Shareholders. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might think it appropriate to repurchase Shares, they believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and the Shareholders as such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Shareholders can be assured that the Directors would only make such purchases in circumstances where they consider them to be in the interests of the Company.

3. FUNDING OF REPURCHASES

In making repurchases, the Company proposes to apply funds legally available for such purpose in accordance with its memorandum and articles of association, the Listing Rules and the Companies Law. Under the Companies Law, share repurchases by the Company may only be paid out of profits or out of the proceeds of a fresh issue of Shares made for the purpose, or, if so authorized by its memorandum and articles of association and subject to the Companies Law, out of capital. Any premium payable on share repurchases may only be paid out of profits of the Company or out of the Company's share premium account, or, if so authorized by its memorandum and

articles of association and subject to the Companies Law, out of capital. In accordance with the Companies Law, the Shares so repurchased would remain part of the authorized but unissued share capital of the Company.

4. IMPACT OF REPURCHASES

As compared with the position disclosed in the Company's most recent published audited consolidated financial position for the year ended 31 December 2014 and in particular the working capital position of the Company at that time and the number of Shares now in issue, the Directors consider that there might be a material adverse impact on the working capital position and the gearing position of the Company in the event that the proposed Shares repurchase were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in circumstances, have a material adverse impact on the working capital requirements of the Company or its gearing level which, in the opinion of the Directors, is from time to time appropriate for the Company.

5. PRICE OF SHARES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months and up to the Latest Practicable Date were as follows:

	Price Per Share	
	Highest HK\$	Lowest HK\$
2014		
April	6.19	4.04
May	4.95	4.04
June	5.95	4.85
July	5.95	5.42
August	6.60	5.42
September	7.32	5.97
October	8.40	6.22
November	8.54	7.56
December	8.18	6.87
2015		
January	7.99	7.48
February	8.63	7.08
March	8.75	7.92
April (up to the Latest Practicable Date)	10.90	8.41

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the memorandum and articles of association of the Company and the Companies Law.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their Close Associates have any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase 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 Rule 32 of the Takeovers Code. As a result, 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 Rules 26 and 32 of the Takeovers Code.

Based on the disclosure made to the Company under Part XV of the SFO, as at the Latest Practicable Date, Mr. Tsui Cham To ("Mr. Tsui") is interested and deemed to be interested in 880,200,000 Shares (representing approximately 57.56% of Shares in issue).

Assuming that there is no change in the issued share capital of the Company prior to the AGM, in the event that the Repurchase Mandate is exercised in full, the interests of Mr. Tsui in terms of voting rights of the Company would be increased from approximately 57.56% to approximately 63.96%. Such increase would not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

The Directors have no intention to make share repurchase to such extent as may result in the public shareholding of less than such prescribed minimum percentage under the Listing Rules.

8. SHARE REPURCHASES MADE BY THE COMPANY

The Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

The details of the retiring Directors proposed to be re-elected at the AGM are set out as follows:

Mr. Xu Ju Wen

Executive Director

Mr. Xu, aged 40, is an executive Director and vice president of our Group. He joined us in September, 2003 and has served as an executive Director since 12 January 2011. Mr. Xu is a cousin of Mr. Tsui Cham To and Mr. Xu Zi Tao. Mr. Xu is mainly responsible for all major affairs of our Group, including business development, marketing, strategic formulation and inter-departmental coordination. From 2001 to 2005, Mr. Xu has been the assistant general manager of Guangzhou To Kee Enterprises Development Group Limited (“Guangzhou To Kee”), a related company of our Group, where he oversaw its general operation. From 2005 to 2007, Mr. Xu was the general manager of Guangzhou Zhugang Pier Company Limited (廣州珠鋼碼頭有限公司), a private company in the PRC, and from 2009 to 2011, Mr. Xu has been its executive director. In 2010, Mr. Xu obtained a bachelor’s degree in accountancy from Open University of China (中央廣播電視大學). Mr. Xu did not hold directorship in other listed public companies in the past three years.

Save as disclosed above, Mr. Xu does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. Save as disclosed above, Mr. Xu does not have or deem to have any other interests in the Shares or underlying Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Xu has a service agreement with the Company for an initial fixed term of three years with effect from 4 September 2013 and thereafter be continuous subject to the terms and conditions to be agreed between both parties. Such employment may be terminated at any time by either party by not less than three months’ written notice or by payment in lieu of such notice in accordance with the Employment Ordinance (Chapter 57 of the Laws of Hong Kong). Under the present terms of the service agreement, Mr. Xu is entitled to receive salary of HK\$100,000 per annum from the Company. Mr. Xu’s emoluments are subject to annual review with such increment (if any) and, subject to the absolute discretion of the Board, a discretionary bonus as may be recommended by the Remuneration Committee of the Board and approved by the Board with reference to his duties and contributions. His emoluments in our Group for the year ended 31 December 2014 were approximately HK\$100,000 (including salaries and other benefits).

Save as disclosed above, there are not any matters or information that need to be brought to the attention of the Shareholders or to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules in connection with his re-election.

Mr. Xu Zi Tao*Executive Director*

Mr. Xu, aged 45, is an executive Director. He joined us in September, 2003 and was appointed as an executive Director on 12 January 2011. He is the brother of Mr. Tsui and a cousin of Mr. Xu Ju Wen. Mr. Xu has approximately 10 years of experience in wastewater treatment industry. Currently, Mr. Xu is responsible for our Group's safety compliance and public services works, including liaising with local neighborhoods regarding infrastructure development. Mr. Xu was a manager at Guangzhou To Kee from 1994 to 2003. Since 2003, he has been an assistant general manager at our wastewater treatment facilities and industrial water supply facilities in our Guangzhou Xinzhou Industrial Park, where he managed the operation and development of these companies. Mr. Xu did not hold directorship in other listed public companies in the past three years.

Save as disclosed above, Mr. Xu does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. Save as disclosed above, Mr. Xu does not have or deem to have any other interests in the Shares or underlying Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Xu has a service agreement with the Company for an initial fixed term of three years with effect from 4 September 2013 and thereafter be continuous subject to the terms and conditions to be agreed between both parties. Such employment may be terminated at any time by either party by not less than three months' written notice or by payment in lieu of such notice in accordance with the Employment Ordinance (Chapter 57 of the Laws of Hong Kong). Under the present terms of the service agreement, Mr. Xu is entitled to receive a monthly salary of HK\$100,000 from the Company. Mr. Xu's emoluments are subject to annual review with such increment (if any) and, subject to the absolute discretion of the Board, a discretionary bonus as may be recommended by the Remuneration Committee of the Board and approved by the Board with reference to his duties and contributions. His emoluments in our Group for the year ended 31 December 2014 were approximately HK\$193,000 (including salaries and other benefits).

Save as disclosed above, there are not any matters or information that need to be brought to the attention of the Shareholders or to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules in connection with his re-election.

Mr. Liu Yung Chau*Independent Non-Executive Director*

Mr. Liu, aged 61, was appointed on 14 June 2011 as an independent non-executive Director. Mr. Liu is a director of Yue Hua Group Company Limited and Guangzhou Sun City Group Limited. Mr. Liu was the chief president of the Hong Kong Industrial & Commercial General Association, member of the standing committee of Guangdong Chinese People's Political Consultative Conference, member of the standing committee of Guangdong Federation of Industry, vice chairman of the Guangdong Chamber of Foreign Investors and chairman of the Zengcheng Federation of Industry. In addition, Mr. Liu has been awarded the "World Outstanding Chinese Award" (世界傑出華人獎) in May 2010 and was awarded the Bronze Bauhinia (BBS) by the Government of Hong Kong on 25 October 2013. Mr. Liu has established the Guangzhou Sun City Group Limited and its affiliates covers a wide range of business areas including education, hotel and tourism, textile and apparel, real estate and financial investment industry. Mr. Liu was given the honorary title of "May 1st Model Worker" in 2009. Mr. Liu did not hold directorship in other listed public companies in the past three years.

Mr. Liu does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company. Save as disclosed above, Mr. Liu does not have or deem to have any interests in the Shares or underlying Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Liu has entered into an appointment letter with the Company for a term of three years since 4 September 2013. His appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles. Mr. Liu is entitled to a director fee of HK\$100,000 per annum. This is determined with reference to his qualifications, duties and responsibilities with the Group and prevailing market conditions.

Save as disclosed above, there are not any matters or information that need to be brought to the attention of the Shareholders or to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules in connection with his re-election.

Mr. Du Hequn*Independent Non-Executive Director*

Mr. Du, aged 39, was appointed on 21 August 2014 as an independent non-executive Director. He is currently the managing director of Venture Markit International Capital Management Group, a company mainly engaged in growth capital investment in the Greater China region. Mr. Du was also the managing director and the Head of Greater China Private & Structured Finance in Macquarie Group from 2011 to 2013. Mr. Du has approximately 16 years of experience in the finance industry, specialized in the debt capital market and structured mezzanine debt investment. In the past years, Mr. Du had been working in senior positions with international renowned financial institutions and investment banks including Deutsche Bank, Credit Suisse and the Commonwealth Bank of Australia. Mr. Du graduated from the National University of Singapore

and was awarded a Bachelor of Business Administration (Hons) majoring in Finance and Banking in 1998. Mr. Du also held positions such as a council member of The China Federation of Overseas Chinese Entrepreneurs (中國僑商聯合會), a council member of Harbin Overseas Friendship Association (哈爾濱市海外聯誼會), a senior economic consultant of Nantong Municipal Government and an economic consultant of Yaan Municipal Government.

Mr. Du does not have any relationship with any other directors, senior management, or substantial or controlling shareholders of the Company. Save as disclosed above, Mr. Du does not have, and is not deemed to have, any interests in Shares or underlying Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

Mr. Du has entered into an appointment letter with the Company for a term of three years since 21 August 2014. His appointment is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles. Mr. Du is entitled to a director fee of HK\$200,000 per annum. This is determined with reference to his qualifications, duties and responsibilities with the Group and prevailing market conditions.

Save as disclosed above, there are not any matters or information that need to be brought to the attention of the Shareholders or to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules in connection with his re-election.

The logo for CTEG, consisting of the letters "CTEG" in a bold, white, sans-serif font, centered within a solid black square.

中滔環保

CT ENVIRONMENTAL GROUP LIMITED

中滔環保集團有限公司

*(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 1363)**

NOTICE IS HEREBY GIVEN that an Annual General Meeting of CT Environmental Group Limited (the “Company”) will be held at Monet Room, B1 Level, InterContinental Grand Stanford Hong Kong, 70 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Thursday, 28 May 2015 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and the Directors’ Report and the Independent Auditor’s Report for the year ended 31 December 2014.
2. To declare a final dividend of HK\$0.03 per ordinary share and a special dividend of HK\$0.025 per ordinary share for the year ended 31 December 2014 to the shareholders of the Company which shall be distributed from the retained profits of the Company and is expected to be paid on or about Tuesday, 16 June 2015.
3. To re-elect the retiring directors of the Company (the “Directors”) and authorize the board of Directors (the “Board”) to fix the remuneration of the Directors, including:
 - (a) to re-elect Mr. Xu Ju Wen as an executive Director;
 - (b) to re-elect Mr. Xu Zi Tao as an executive Director;
 - (c) to re-elect Mr. Liu Yung Chau as an independent non-executive Director;
 - (d) to re-elect Mr. Du Hequn as an independent non-executive Director;
 - (e) to authorize the Board to fix the remuneration of the Directors.
4. To re-appoint KPMG as Auditor and to authorize the Board to fix its remuneration.

5. To consider and, if thought fit, pass with or without amendments the following resolutions as Ordinary Resolutions:

ORDINARY RESOLUTIONS

A. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and which is recognized by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or requirements of the Rules Governing the Listing of Securities on the Stock Exchange be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorizations given to the Directors and shall authorize the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the aggregate nominal amount of the shares of the Company to be repurchased by the Directors of the Company pursuant to the approval in paragraph (a) above shall not exceed 10 per cent. of the aggregate 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
- (d) for the purpose of this resolution:

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

- (i) the conclusion of the next Annual General Meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

B. “THAT:

- (a) subject to paragraph(c) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and otherwise deal with additional shares of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above, shall be in addition to any other authorizations given to the Directors and shall authorize the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversation 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, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below), or (ii) the exercise of any options granted under any share option scheme of the Company or similar arrangement for the time being adopted or to be adopted by the Company in accordance with the applicable rules of the Stock Exchange for the grant or issue of shares or options to subscribe for, or rights to acquire shares of the Company, or (iii) any scrip dividend 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 Memorandum and Articles of Association of the Company in force from time to time, or (iv) a special authority granted by the shareholders of the Company in general meeting, shall not exceed 20% of the aggregate 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
- (d) for the purpose of this resolution:

“Relevant Period” shall have the same meaning as ascribed to it under the resolution set out in paragraph 5A(d) of this Notice; and

“Rights Issue” means the allotment, issue or grant of shares pursuant to an offer (open for a period fixed by the Directors) made to holders of the shares or any class of shares thereof on the Register of Members of the Company 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 in, any territory outside Hong Kong).”

C. **“THAT:**

conditional upon the passing of Resolutions Nos. 5A and 5B, the general mandate granted to the Directors of the Company (pursuant to Resolution 5B or otherwise) be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted by the Resolution No. 5A above provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

SPECIAL RESOLUTION

6. As special business, to consider and, if thought fit, pass, with or without modification, the following resolution as a special resolution:

That the articles of association of the Company be and are hereby amended in the following manner:

- (a) By inserting immediately after the existing article 111 a new article 111.A as follows:

“111.A Notwithstanding anything contained in these Articles, the Company shall hold meetings of the Board at least once every financial quarter and in addition, shall hold Board meetings to discuss and decide on any matters that could reasonably be expected to have a material impact on the business, condition (financial or otherwise), prospects, operations or general affairs of the Company. The Company shall provide the Directors with materials of the meeting, including notice, agenda and all documents containing the relevant information to be considered at the Board meeting, at least 48 hours prior to each such Board meeting.”

- (b) By inserting the following sentence at the end of the existing article 112:

“Materials of a Board meeting as required to be sent under Article 111.A shall be deemed to be duly sent to a Director in accordance with Article 159 if it is sent to such Director by post or via electronic communication or in such other manner as contemplated by Article 159, and references to a “Member” in Article 159 shall be deemed references to a “Director” for the purposes of this Article.”

- (c) By deleting the word “A” at the beginning of the existing article 119 and substituting therefor the words “Except for Board meetings as required under Article 111.A, a”; and

- (d) any one director or the secretary of the Company be and is hereby authorised to make all such filings as may be required with the Registrar of Companies in Cayman Islands accordingly and do all such things and undertake all such matters as may be required to give effect to the above resolutions.”

By Order of the Board
CT Environmental Group Limited
TSUI Cham To
Chairman

Hong Kong, 27 April 2015

Notes:

1. The register of members of the Company will be closed from Tuesday, 26 May 2015 to Thursday, 28 May 2015, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the Annual General Meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 22 May 2015.
2. Any member entitled to attend and vote at the meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A member may appoint a proxy in respect of part only of his holding of shares in the Company. A proxy need not be a member of the Company.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorized to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.
4. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
5. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. Where there are joint holders of any share, any one of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. For determining the entitlement to the proposed final and special dividends, the register of members of the Company will be closed from Thursday, 4 June 2015 to Friday, 5 June 2015, both days inclusive, during which no transfer of shares will be effected. In order to qualify for the proposed final and special dividends, all completed transfer forms

accompanied by the relevant share certificates must be lodged with the Company's Branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 3 June 2015.

8. As at the date hereof, the Board comprises five Executive Directors, namely, Mr. Tsui Cham To, Mr. Lu Yili, Mr. Xu Ju Wen, Mr. Xu Shu Biao and Mr. Xu Zi Tao; and three Independent Non-executive Directors, namely, Mr. Lien Jown Jing, Vincent, Mr. Liu Yung Chau and Mr. Du Hequn.