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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)**

**NOTICE OF ANNUAL GENERAL MEETING**

**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.