

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.*



**CHINA ENVIRONMENTAL RESOURCES GROUP LIMITED**

**中國環境資源集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 1130)

**(1) POLL RESULTS OF THE EXTRAORDINARY GENERAL  
MEETING HELD ON 18 OCTOBER 2013;  
(2) COMMENCEMENT OF DEALINGS IN THE SHARES ON AN  
EX-ENTITLEMENT BASIS; AND  
(3) DESPATCH OF THE PROSPECTUS DOCUMENTS IN RESPECT  
OF THE OPEN OFFER**

**(1) POLL RESULTS OF THE EGM**

The Board is pleased to announce that the ordinary resolution set out in the notice of the EGM dated 30 September 2013 was duly passed by the Independent Shareholders by way of poll at the EGM held on 18 October 2013.

**(2) COMMENCEMENT OF DEALINGS IN THE SHARES ON AN  
EX-ENTITLEMENT BASIS**

Pursuant to the expected timetable as set forth in the Circular, the last day of dealings in the Shares on a cum-entitlement basis will be on Monday, 21 October 2013. Dealings in the Shares on an ex-entitlement basis shall commence on Tuesday, 22 October 2013.

**(3) DESPATCH OF THE PROSPECTUS DOCUMENTS IN RESPECT OF THE  
OPEN OFFER**

Subject to the registration of the Prospectus Documents with the Registrar of Companies in Hong Kong, the Prospectus Documents will be despatched to the Qualifying Shareholders on Thursday, 31 October 2013 and the Prospectus will be despatched to the Excluded Shareholders (if any) on Thursday, 31 October 2013 for information only.

Reference is made to the circular of the Company (the “Circular”) dated 30 September 2013 in respect of the Open Offer. Unless the context requires otherwise, capitalized terms used in this announcement should have the same meanings as those defined in the Circular.

## (1) POLL RESULTS OF EGM

China Environmental Resources Group Limited (the “Company”) is pleased to announce the poll results in respect of the resolution proposed at the extraordinary general meeting of the Company held on 18 October 2013 (the “EGM”) as follow:

Ordinary Resolution	Number of Votes (%)	
	For	Against
Subject to, among others, fulfilment of the conditions in the Underwriting Agreement, the Open Offer, details of which are set out in the notice of the EGM dated 30 September 2013, be and is hereby approved.	65,428,248 (93.074%)	4,868,770 (6.926%)
As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed as an ordinary resolution.		

As at the date of the EGM, the total number of issued and fully paid-up Shares of the Company was 182,723,748 Shares.

As the Open Offer will increase the issued share capital of the Company by more than 50%, in accordance with Rule 7.24(5) of the Listing Rules, the Open Offer must be made conditional on approval by the Independent Shareholders in general meeting by a resolution on which any controlling Shareholders and their associates or, where there are no controlling Shareholders, Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the resolution relating to the Open Offer.

As at the date of the EGM, the Company has no controlling Shareholder and none of the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates hold any Share. Accordingly, no Shareholder was required to abstain from voting in favour of the Open Offer at the EGM.

Therefore, in relation to the resolution proposed at the EGM, the total number of Shares entitling the holders of the Company to attend and vote for or against the resolution proposed at the EGM was 182,723,748.

Computershare Hong Kong Investor Services Limited, the branch share registrar of the Company in Hong Kong, acted as scrutineer at the EGM for the purpose of vote-taking.

Shareholders may refer to the Circular for details of the resolution proposed at the EGM. The Circular may be viewed and downloaded from the Company’s website at [www.greencer.com](http://www.greencer.com) or the designated website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk).

## (2) COMMENCEMENT OF DEALINGS IN THE SHARES ON AN EX-ENTITLEMENT BASIS

Pursuant to the expected timetable as set forth in the Circular, the last day of dealings in the Shares on a cum-entitlement basis will be on Monday, 21 October 2013. Dealings in the Shares on an ex-entitlement basis shall commence on Tuesday, 22 October 2013.

Shareholders should note that, based on the expectable timetable as contained in the Circular, the Shares will be dealt with on an ex-entitlement basis commencing from Tuesday, 22 October 2013 and that dealing in the Shares will take place while the conditions to which the Underwriting Agreement is subject remained unfulfilled. Any Shareholders or other persons dealing in the Shares up to the date on which all conditions to which the Open Offer is subject are fulfilled will accordingly bear the risk that the Open Offer may not become unconditional and may not proceed. Any Shareholder or other person contemplating selling or purchasing Shares, who is in any doubt about his/her/its position, is recommended to consult his/her/its own professional adviser.

**(3) DESPATCH OF THE PROSPECTUS DOCUMENTS IN RESPECT OF THE OPEN OFFER**

Given the ordinary resolution relating to the Open Offer was duly approved by Independent Shareholders at the EGM, the dates and times mentioned in the expected timetable as set forth in the Circular regarding the Open Offer remain unchanged. Subject to the registration of the Prospectus Documents with the Registrar of Companies in Hong Kong, the Prospectus Documents will be despatched to the Qualifying Shareholders on Thursday, 31 October 2013 and the Prospectus will be despatched to the Excluded Shareholders (if any) on Thursday, 31 October 2013 for information only.

By Order of the Board  
**China Environmental Resources Group Limited**  
**Kwok Wai, Wilfred**  
*Executive Director*

Hong Kong, 18 October 2013

*As at the date of this announcement, the board of directors of the Company comprises three executive Directors, namely Mr. Kwok Wai, Wilfred, Mr. Leung Kwong Choi and Mr. Wong Po Keung; and three independent non-executive Directors, namely Mr. Wong Kwai Sang, Mr. Christopher David Thomas and Mr. Chan Ka Yin.*