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## 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)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of China Environmental Resources Group Limited (the “**Company**”) will be held at Orchid Room, 2/F, The Royal Garden, 69 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Thursday, 8 June 2023 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as ordinary resolution of the Company:

#### ORDINARY RESOLUTION

“**THAT:**

- (a) the sale and purchase agreement dated 31 March 2023 (the “**SPA**”) a copy of which has been produced to the EGM marked “**A**” and signed by the chairman of the EGM for the purposes of identification, entered into among the Company (as vendor), Mr. Wong Shing Chau (as purchaser) and First Rank Corporation (the “**Disposal Company**”) in relation to the conditional disposal of the entire equity interest in the Disposal Company and the transactions contemplated thereunder, as more detailed in the announcement of the Company dated 31 March 2023 and the circular of the Company dated 17 May 2023, be and are hereby approved, confirmed and ratified; and
- (b) any of the directors of the Company (the “**Director(s)**”) be and is hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents, instruments and agreements (whether under common seal or not) and to take all steps and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated in the SPA and the transactions contemplated thereunder as he/she

may in his/her absolute discretion consider necessary, desirable or expedient to give effect to the SPA and the implementation of all transactions contemplated thereunder and to agree with such variation, amendment or waiver as, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole.”

By order of the Board  
**China Environmental Resources Group Limited**  
**Yeung Chi Hang**  
*Chairman and Chief Executive Officer*

Hong Kong, 17 May 2023

*Registered Office:*  
Ugland House  
P.O. Box 309  
Grand Cayman, KY1-1104  
Cayman Islands

*Head Office and Principal Place of  
Business in Hong Kong:*  
Room 2608, 26/F.  
Greenfield Tower  
Concordia Plaza  
No. 1 Science Museum Road  
Tsim Sha Tsui East  
Kowloon

*Notes:*

1. Any shareholder entitled to attend and vote at the EGM shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not to be a shareholder of the Company.
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 thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for the EGM (or any adjournment thereof).
3. Completion and delivery of a form of proxy shall not preclude a shareholder from attending and voting in person at the EGM and in such case, the instrument appoint a proxy shall be deemed to be revoked.
4. Where there are joint holders of any shares, any one of such joint holder may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled hereto; but if more than one of such joint holders be present at the EGM, 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.
5. A form of proxy for use at the EGM is attached herewith.
6. Any voting at the EGM shall be taken by poll.

7. The register of members of the Company will be closed from Monday, 5 June 2023 to Thursday, 8 June 2023 (both dates inclusive) for determining the entitlement of the shareholders of the Company to attend and vote at the EGM. In order to be eligible for attending and voting at the EGM, all transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Union Registrars Limited, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:00 p.m. on Friday, 2 June 2023.
8. The form of proxy must be in writing under the hand of the appointer or his attorney duly authorized in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer, attorney or other person duly authorized to sign the same.
9. The Chinese translation of this notice is for reference only and in case of any inconsistency, the English version shall prevail.

*As at the date of this notice, the Board comprises five executive Directors, namely Mr. Yeung Chi Hang, Mr. Leung Kwong Choi, Mr. Wong Po Keung, Mr. Chung Siu Wah and Mr. Chik To Pan; and three independent non-executive Directors, namely Mr. Wong Kwai Sang, Mr. Ong Chi King and Mr. Heung Chee Hang, Eric.*