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CHINA EVERBRIGHT GREENTECH LIMITED

中國光大綠色環保有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1257)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of China Everbright Greentech Limited (“**Company**”) will be held at Level 39, Atrium Room & Library, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Tuesday, 15 May 2018 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company, the directors’ report and the independent auditor’s report for the year ended 31 December 2017.
2. To re-elect the directors of the Company (the “**Directors**”) and authorize the board of Directors (the “**Board**”) to fix the remuneration of the directors, as follows:
 - (a) to re-elect Mr. Wang Tianyi as a non-executive Director;
 - (b) to re-elect Mr. Qian Xiaodong as an executive Director;
 - (c) to re-elect Mr. Yang Zhiqiang as an executive Director;
 - (d) to re-elect Mr. Wang Yungang as an executive Director;
 - (e) to re-elect Ms. Guo Ying as a non-executive Director;
 - (f) to re-elect Mr. Tang Xianqing as a non-executive Director;
 - (g) to re-elect Mr. Chow Siu Lui as an independent non-executive Director;

- (h) to re-elect Mr. Philip Tsao as an independent non-executive Director;
 - (i) to re-elect Prof. Yan Houmin as an independent non-executive Director; and
 - (j) to authorize the Board to fix the remuneration of the Directors.
3. To re-appoint Messrs. KPMG as auditor and to authorize the Board to fix its remuneration.
4. To consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

4A. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to repurchase issued shares of the Company on The Stock Exchange of Hong Kong Limited (“**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 the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (“**Listing Rules**”) or of any other stock exchange as amended from time to time, 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 total number of shares of the Company to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares of the Company is conducted, the maximum number of shares of the Company that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same; 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 memorandum and 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 a general meeting.”

4B. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and otherwise deal with shares of the Company and to make or grant offers, agreements, options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) and rights of exchange or conversion which might require the exercise of such powers, subject to and in accordance with all applicable laws and the memorandum and articles of association of the Company, 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 (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) and rights of exchange or conversion which would or might require Shares to be allotted after the end of the Relevant Period;

(c) the total number of shares of the Company 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 and from time to time 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 total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares of the Company is conducted, the maximum number of shares of the Company that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares of the Company at the date immediately before and after such consolidation or subdivision shall be the same; 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 4A(d) of this notice; and

“Rights Issue” means the allotment, issue or grant of shares of the Company pursuant to an offer (open for a period fixed by the Directors) made to holders of the shares or any class of shares of the Company 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).”

4C. **“THAT:**

conditional upon the passing of resolutions 4A and 4B, the general mandate granted to the Directors (pursuant to resolution 4B) be and is hereby extended by the addition thereto of an amount representing the total number of shares of the Company repurchased by the Company under the authority granted by resolution 4A above provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution.”

By order of the Board
China Everbright Greentech Limited
Chow Wing Man
Company Secretary

Hong Kong, 23 March 2018

Principal place of business in Hong Kong:

Room 3602, 36/F.

Far East Finance Centre

16 Harcourt Road

Hong Kong

Notes:

1. The register of members of the Company will be closed from Thursday, 10 May 2018 to Tuesday, 15 May 2018, 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 Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 9 May 2018.
2. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and and speak and, on a poll, to 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. To be valid, a proxy form 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, executed either under its seal or under the hand of an officer, attorney or other person duly authorized to sign the same. In the case of a proxy form 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 proxy form on behalf of the corporation without further evidence of the facts.

4. To be valid, a proxy form and (if required by the board of directors of the Company) 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 Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, 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 a proxy form 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 at the meeting, 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. The English text of this notice of annual general meeting shall prevail over the Chinese text in case of inconsistency.
8. As at the date hereof, the board of directors of the Company comprises:

Mr. WANG Tianyi (*Chairman, Non-Executive Director*)

Mr. QIAN Xiaodong (*Chief Executive Officer, Executive Director*)

Mr. YANG Zhiqiang (*Vice President, Executive Director*)

Mr. WANG Yungang (*Vice President, Executive Director*)

Ms. GUO Ying (*Non-Executive Director*)

Mr. TANG Xianqing (*Non-Executive Director*)

Mr. CHOW Siu Lui (*Independent Non-Executive Director*)

Mr. Philip TSAO (*Independent Non-Executive Director*)

Prof. YAN Houmin (*Independent Non-Executive Director*)