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If you have sold or transferred all your shares in China Everbright Greentech 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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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)

**GENERAL MANDATES TO ISSUE SHARES AND
TO BUY BACK SHARES;
RE-ELECTION OF RETIRING DIRECTORS;
PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION AND ADOPTION OF
NEW MEMORANDUM AND ARTICLES OF ASSOCIATION;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A letter from the Board is set out on pages 3 to 8 of this circular.

A notice convening the annual general meeting of China Everbright Greentech Limited (the “AGM”) to be held at Salon I & II, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong on Tuesday, 23 May 2023 at 3:00 p.m. is set out in Appendix IV to this circular. A form of proxy for use at the AGM is also enclosed herewith.

Whether or not you are able to attend the AGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish and in such event, the form of proxy previously submitted shall be deemed to be revoked.

Hong Kong, 21 April 2023

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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 Salon I & II, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong on Tuesday, 23 May 2023 at 3:00 p.m., for the purpose of considering and if thought fit, approving the resolutions proposed in this circular
“AGM Notice”	the notice dated 21 April 2023 convening the AGM as set out on pages 28 to 34 of this circular
“Articles”	the memorandum and articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Buy-back Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to buy back Shares in issue up to a maximum of 10% of the total number of issued Shares as at the date of passing of the relevant resolutions
“Close Associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Act”	the Companies Act, Cap. 22 (as consolidated and revised from time to time) of the Cayman Islands
“Company”	China Everbright Greentech Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company
“Existing Articles”	the existing amended and restated memorandum and articles of association of the Company adopted by a special resolution passed on 10 April 2017
“General Mandate”	a general and unconditional mandate to be granted to the Directors to allot, issue and otherwise deal with new share and other securities not exceeding the sum of 20% of the total number of issued Shares as at the date of passing of the relevant resolutions, and the number of Shares bought back by the Company (if any) pursuant to the Buy-back Mandate
“Government”	The Government of the Hong Kong Special Administrative Region of the PRC
“Group”	the Company and its subsidiaries from time to time

DEFINITIONS

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKEx”	Hong Kong Exchanges and Clearing Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	13 April 2023, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“New Articles”	the second amended and restated memorandum and articles of association of the Company set out in Appendix III to this circular (with proposed changes marked up against the Existing Articles posted on the website of the Stock Exchange) proposed to be adopted by the Shareholders with effect from the passing of the relevant special resolution at the AGM
“Nomination Committee”	the Nomination Committee of the Board
“PRC”	the People’s Republic of China
“Proposed Amendments”	the proposed amendments to the Existing Articles as set out in Appendix III to this circular
“Remuneration Committee”	the Remuneration Committee of the Board
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	ordinary share(s) with nominal or par value of US\$0.10 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers, as amended, supplemented or otherwise modified from time to time
“US\$”	United States dollar(s), the lawful currency of the United States of America
“%”	per cent



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)

Mr. HUANG Haiqing (<i>Chairman, Non-executive Director</i>)	<i>Registered Office</i>
Mr. QIAN Xiaodong (<i>Chief Executive Officer, Executive Director</i>)	Cricket Square Hutchins Drive PO Box 2681
Mr. LO Kam Fan (<i>Chief Financial Officer, Executive Director</i>)	Grand Cayman KY1-1111
Mr. ZHU Fugang (<i>Vice President, Executive Director</i>)	Cayman Islands
Ms. GUO Ying (<i>Non-executive Director</i>)	
Mr. SONG Jian (<i>Non-executive Director</i>)	
Mr. CHOW Siu Lui (<i>Independent Non-executive Director</i>)	<i>Head Office and Principal Place of</i>
Mr. Philip TSAO (<i>Independent Non-executive Director</i>)	<i>Business in Hong Kong</i>
Prof. YAN Houmin (<i>Independent Non-executive Director</i>)	Room 3602, 36/F. Far East Finance Centre 16 Harcourt Road Hong Kong

Hong Kong, 21 April 2023

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES AND
TO BUY BACK SHARES;
RE-ELECTION OF RETIRING DIRECTORS;
PROPOSED AMENDMENTS TO THE MEMORANDUM AND
ARTICLES OF ASSOCIATION AND ADOPTION OF
NEW MEMORANDUM AND ARTICLES OF ASSOCIATION;
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with details regarding the resolutions to be proposed at the AGM in relation to (i) the granting of the General Mandate and the Buy-back Mandate; (ii) the approving of the re-election of the retiring Directors; and (iii) the proposed amendments to the Existing Articles and proposed adoption of the New Articles.

LETTER FROM THE BOARD

GENERAL MANDATE AND BUY-BACK MANDATE

At the annual general meeting of the Company held on 17 May 2022, the Directors were granted general mandates (i) to allot and issue Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the relevant resolutions; and (ii) to buy back Shares up to 10% of the total number of issued Shares as at the date of passing of the relevant resolutions. Such mandates will be expired at the conclusion of the forthcoming AGM. The Directors believe that renewals of these mandates are in the interests of the Company and the Shareholders as a whole. Therefore, at the AGM, ordinary resolutions will be proposed as follows:

- (a) to grant the General Mandate to the Directors to exercise the powers of the Company to allot and issue Shares not exceeding 20% of the total number of issued Shares as at the date of passing the resolution. The General Mandate will continue in force 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 the Articles, or any applicable laws of the Cayman Islands to be held; or (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking, varying or renewing the authority given to the Directors by this resolution. Based on 2,066,078,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or bought back prior to the date of the AGM, the Directors will be authorised to issue up to 413,215,600 Shares under the General Mandate;
- (b) to grant the Buy-back Mandate to the Directors to exercise all powers of the Company to buy back issued Shares subject to the criteria set out in this circular. Under such Buy-back Mandate, the maximum number of Shares that the Company may be bought back shall not exceed 10% of the total number of issued Shares as at the date of passing the resolution. As at the Latest Practicable Date, the number of Shares in issue of the Company is 2,066,078,000 Shares. Subject to the passing of the proposed ordinary resolution approving the granting of the Buy-back Mandate and no further Shares are issued or bought back prior to the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 206,607,800 Shares, being 10% of the Shares in issue as at the date of passing of the resolution in relation thereof. The Buy-back Mandate will continue in force 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 the Articles, or any applicable laws of the Cayman Islands to be held; or (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking, varying or renewing the authority given to the Directors by this resolution; and
- (c) subject to the passing of the aforesaid ordinary resolutions of the General Mandate and the Buy-back Mandate, to extend the number of Shares to be issued and allotted under the General Mandate by an additional number representing such number of Shares bought back under the Buy-back Mandate.

LETTER FROM THE BOARD

In accordance with the Listing Rules, an explanatory statement is set out in Appendix I to this circular to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution to renew the grant of the Buy-back Mandate at the AGM.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 112 of the Articles, Mr. HUANG Haiqing and Mr. ZHU Fugang shall hold office only until the forthcoming AGM and shall be eligible and offer themselves for re-election. Pursuant to Articles 108(a) and 108(b) of the Articles, each of Mr. CHOW Siu Lui, Mr. Philip TSAO and Prof. YAN Houmin will retire from office as Directors, by rotation at the AGM and being eligible, offer themselves for re-election. Details of the retiring Directors who are proposed for re-election are set out in Appendix II to this circular.

The Nomination Committee, having reviewed the Board's composition, nominated Mr. HUANG Haiqing, Mr. ZHU Fugang, Mr. CHOW Siu Lui, Mr. Philip SAO and Prof. YAN Houmin to the Board for it to recommend to the Shareholders for re-election at the AGM. The nominations were made in accordance with the nomination policy and the diversity aspects (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and/or length of service) as set out under the diversity policy. The Nomination Committee and the Board had also taken into account their respective contributions to the Board and their commitment to their roles.

The Board has been informed by Mr. CHOW Siu Lui that he has already held directorships in seven listed public companies. Mr. CHOW Siu Lui (i) is of the view that he would be able to and would have capacity to devote sufficient time to fulfill his duties as a director; and (ii) would from time to time review his workload and timing arrangements in relation thereto and adjust the number of directorships in due course.

Mr. CHOW Siu Lui was appointed as an Independent Non-executive Director in January 2017. Since the listing date of the Company, i.e. 8 May 2017, Mr. CHOW Siu Lui has attended all Board meetings, committee meetings and annual general meetings held by the Company. As the chairman of the Audit and Risk Management Committee, he was able to give practical and informative opinion regarding the Company's financial statements, application of accounting standards and other relevant noteworthy considerations during every meeting of the Audit and Risk Management Committee, such that the quality of financial risk management of the Company is enhanced. In addition to participating in meetings, he has taken an active interest in the Company's affairs, including but not limited to, expressing his opinion to the Chief Executive Officer from time to time and making practical recommendations in facilitating the Board to focus on environmental, social and governance related risks and opportunities. Moreover, Mr. CHOW Siu Lui is a leading figure in the accounting industry. With his extensive financial, regulatory and policy-related experience in audit, corporate governance and risk management, he can contribute to the Board diversity of the Company and is a highly valued and respected member of the Board. The Board believes that he will make a significant contribution to the Company with his

LETTER FROM THE BOARD

valuable professional and extensive experience as well as incisive insights gained from various listed companies and public organisations. Although he currently holds directorships at six other companies listed on the Stock Exchange or the New York Stock Exchange respectively, the Board believes that he will be able to devote sufficient time to the Board given that all such directorships are non-executive in nature.

Mr. Philip TSAO has accumulated many years of experience in investment banks and the capital market with his wealth of skills, knowledge and experience in the capital market. Such experience, together with an in-depth understanding of the Group's operations and business, allow him to provide meaningful and objective opinion and independent guidance to the Company, as well as contribute to the Board diversity. The Board believes that he will continue to make significant contribution to the Company with his valuable professional knowledge and extensive experience.

Prof. YAN Houmin has deep, diverse and extensive skills, knowledge and experience in logistics, supply chain management and risk management. Such experience, together with an in-depth understanding of the Group's operations and business, allow him to provide meaningful and objective opinion and independent guidance to the Company, as well as contribute to the Board diversity. The Board believes that he will continue to make significant contribution to the Company with his valuable professional knowledge and extensive experience.

The Company received the annual confirmation of independence from each of Mr. CHOW Siu Lui, Mr. Philip TSAO and Prof. YAN Houmin. Based on the above, the Nomination Committee has assessed their independence and the Board is of the view that each of Mr. CHOW Siu Lui, Mr. Philip TSAO and Prof. YAN Houmin continues to be independent in character and judgement, and that each of them has meet the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent.

In view of the above, and based on the recommendation from the Nomination Committee, the Board also considers that the re-election of each of Mr. HUANG Haiqing, Mr. ZHU Fugang, Mr. CHOW Siu Lui, Mr. Philip TSAO and Prof. YAN Houmin is in the interest of the Company and the Shareholders as a whole. Accordingly, the Board recommended Mr. HUANG Haiqing, Mr. ZHU Fugang, Mr. CHOW Siu Lui, Mr. Philip TSAO and Prof. YAN Houmin to stand for re-election as Directors at the AGM.

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board will propose at the AGM a special resolution approving the Proposed Amendments and the adoption of the New Articles incorporating all the Proposed Amendments in substitution for and to the exclusion of the Existing Articles to, among other things, (i) conform to the Core Shareholder Protection Standards set out in Appendix 3 to the Listing Rules which took effect on 1 January 2022; (ii) bring the Existing Articles in line with the relevant requirements of the applicable laws of the Cayman Islands; and (iii) incorporate certain housekeeping changes.

LETTER FROM THE BOARD

Details of the Proposed Amendments are set out in Appendix III to this circular.

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments comply with the requirements of the Listing Rules and the legal advisers to the Company as to the laws of the Cayman Islands have confirmed that the Proposed Amendments do not violate the applicable laws of the Cayman Islands.

The Company confirms that there is nothing unusual about the Proposed Amendments. Shareholders are advised that the New Articles are written in English only and there is no official Chinese translation. The Chinese translation of the New Articles is for reference only. In case of any discrepancy or inconsistency, the English version shall prevail.

AGM

The AGM will be held at Salon I & II, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong on Tuesday, 23 May 2023 at 3:00 p.m. at which resolutions will be proposed for the purpose of considering and if thought fit, approving the resolutions proposed in this circular. The AGM Notice is set out on pages 28 to 34 of this circular.

A form of proxy for use in connection with the AGM is enclosed herewith. The form of proxy can also be downloaded from the websites of the Company (<https://www.ebgreentech.com/en/ir/circulars.php>) or HKEx (www.hkexnews.hk). Whether or not you are able to attend the AGM in person, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof should you so wish in such event, the form of proxy previously submitted shall be deemed to be revoked.

VOTING BY POLL

Pursuant to rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the chairman of the Board will exercise his right as a chairman of the AGM under the Articles to demand a poll on each of the resolutions to be proposed at the AGM unless the abovementioned reason arises. The Company will appoint scrutineers to handle vote-taking procedures at the AGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Board believes that the proposed resolutions as set out in the AGM Notice are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders to vote in favour of all the resolutions set out in the AGM Notice.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement for the Buy-back Mandate), Appendix II (Biographical Details of Retiring Directors Proposed for Re-election), Appendix III (Details of Proposed Amendments to the Memorandum and Articles of Association) and Appendix IV (Notice of AGM) to this circular.

Yours faithfully,
On behalf of the Board
China Everbright Greentech Limited
HUANG Haiqing
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 resolution to be proposed at the AGM in relation to the Buy-back Mandate.

1. BUY-BACK MANDATE

It is proposed that the Directors may exercise the powers of the Company to buy back up to 10% of the number of the issued Shares as at the date of passing of the resolution granting to the Directors the Buy-back Mandate. At the Latest Practicable Date, the number of issued Shares was 2,066,078,000 Shares. Accordingly, subject to the passing of resolution 4B, the exercise of the Buy-back Mandate in full (being the buyback of 10% of the issued Shares as at the date of the passing of the resolution to approve the Buy-back Mandate on the basis of no Share being issued or bought back and no change in the issued share capital of the Company prior to such date) would enable the Company to buy back 206,607,800 Shares.

2. REASONS FOR BUY BACK

The Directors believe that the Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might think it appropriate to buy back the 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 buy back 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 buy back in circumstances where they consider them to be in the best interests of the Company.

3. FUNDING OF BUY BACK

In making buy back, the Company may only apply funds legally available for such purpose in accordance with its Articles, the Listing Rules and the Companies Act. Under the Companies Act, share buy back by the Company may 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 Articles and subject to the Companies Act, out of capital. Any premium payable on share buy backs may be paid out of profits of the Company or out of the Company's share premium account, or, if so authorized by its Articles and subject to the Companies Act, out of capital. In accordance with the Companies Act, the shares so bought back would remain part of the authorized but unissued share capital of the Company.

4. IMPACT OF BUY BACK

As compared with the position disclosed in the Company's most recent audited consolidated statement of financial position for the year ended 31 December 2022 and in particular the working capital position of the Company and the number of issued Shares at that time, the Directors consider that there might be a material adverse impact on the working capital position or the gearing position of the Company in the event that the

Buy-back Mandate were to be exercised in full at any time during the proposed buy back period. However, the Directors do not propose to exercise the Buy-back 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, are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months immediately prior to the Latest Practicable Date were as follows:

	Price Per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2022		
April	2.27	1.94
May	2.12	1.91
June	2.18	2.05
July	2.17	1.72
August	1.78	1.63
September	1.66	1.32
October	1.50	1.21
November	1.63	1.23
December	2.11	1.54
2023		
January	2.11	1.85
February	1.96	1.71
March	1.82	1.42
April (up to and including the Latest Practicable Date)	1.59	1.44

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make purchase pursuant to the Buy-back Mandate in accordance with the Listing Rules, the Articles and the Companies Act and other applicable laws and regulations of the Cayman Islands.

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their respective Close Associates, has any present intention, to sell their Shares to the Company in the event that the Buy-back Mandate is approved by the Shareholders.

As at the Latest Practicable Date, none of the 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 its subsidiaries, or have undertaken not to do so, in the event that the Buy-back Mandate is approved by the Shareholders.

7. TAKEOVERS CODE

If, on the exercise of the power to buy back the Shares pursuant to the Buy-back 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 a group of Shareholders acting in concert (as defined in the Takeovers Code), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Based on the disclosure made to the Company under Part XV of the SFO, as at the Latest Practicable Date, Central Huijin Investment Ltd. ("**Huijin**") together with their Close Associates are interested in 1,563,462,986 Shares, representing approximately 75.67% of the Shares in issue.

Assuming that there is no change in the number of issued Shares prior to the AGM, in the event that the Buy-back Mandate is exercised in full, the interests of Huijin in terms of voting rights of the Company would be increased from approximately 75.67% to approximately 84.08%. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Further, the Directors have no intention of exercising the Buy-back Mandate to such an extent that will result in the number of Shares in public hands falling below the prescribed minimum percentage of 25% of the total issued share capital of the Company as required under the rule 8.08 of the Listing Rules.

8. SHARE BUY BACK MADE BY THE COMPANY

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

The biographical details of the five retiring Directors proposed for re-election at the AGM are set out as follows:

Mr. HUANG Haiqing, aged 58, is a Non-executive Director and the Chairman of the Board and the Nomination Committee. He is also the executive director and the chairman of the board and the chairman of the nomination committee and the member of the remuneration committee of China Everbright Environment Group Limited (“**CEEGL**”, stock code: 0257.HK, a listed intermediate holding company of the Company). Mr. HUANG is currently a director of China Everbright Holdings Company Limited, an indirect controlling shareholder of the Company. He holds a doctoral degree in Economics from Southwestern University of Finance and Economics. Mr. HUANG is currently a member of the Strategic Advisory Committee and postgraduate tutor of the PBC School of Finance of Tsinghua University, and he is also a senior economist. Prior to joining the Group, Mr. HUANG had served as executive director and president of China Everbright Holdings Company Limited, member of CPC committee and secretary of the discipline committee (executive vice president level) of China Everbright Bank Company Limited (the shares of which are listed on the Stock Exchange and Shanghai Stock Exchange, stock codes: 6818.HK and 601818.SH). He also served as division chief level officer of Hainan Provincial Branch of Industrial and Commercial Bank of China Limited, deputy general manager of Pudong Branch of Bank of Shanghai, and vice mayor of Xi’an City. Mr. HUANG joined the Board in June 2022.

Other than his directorship and position disclosed above, Mr. HUANG does not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Mr. HUANG does not have any relationship with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company.

At the Latest Practicable Date, Mr. HUANG does not have any interest in securities of the Company within the meaning of Part XV of the SFO.

In accordance with the service contract between the Company and Mr. HUANG, he is appointed for a term of approximately two years as Non-executive Director and Chairman of the Board and the Nomination Committee of the Company and he will be subject to retirement by rotation and re-election at the AGM in accordance with the Articles. Mr. HUANG is not entitled to receive any Director’s fee.

Save as disclosed above, Mr. HUANG has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and no other information that should be disclosed pursuant to rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. ZHU Fugang, aged 43, is an Executive Director and the Vice President. Mr. ZHU currently serves as general manager of Everbright Greentech Environmental Protection Clean Energy Administrative Centre, general manager of a subsidiary, namely EB Greentech Technology Services (Jiangsu) Limited, and a director of numerous subsidiaries and certain joint ventures and associated companies of the Group. Prior to joining the Group, he served as president of eco-recycling sector in CEEGL, vice president of each of Everbright Environmental Protection (China) Company Limited and Everbright Envirotech (China) Limited, wholly-owned subsidiaries of CEEGL, and general manager of each of Everbright Environmental Energy (Changzhou) Co., Ltd, Everbright Environmental Energy (Nanjing) Limited and Everbright Environmental Testing (Nanjing) Company Limited, wholly-owned subsidiaries of CEEGL. Mr. ZHU holds a Master's degree in Business Administration from Southeast University and at the same time qualified as a senior engineer. Mr. ZHU joined the Group in September 2019 and joined the Board in December 2022.

Other than his directorship and position disclosed above, Mr. ZHU does not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Mr. ZHU does not have any relationship with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company.

At the Latest Practicable Date, Mr. ZHU does not have any interest in securities of the Company within the meaning of Part XV of the SFO.

In accordance with the service contract between the Company and Mr. ZHU, he is appointed as Executive Director and the Vice President of the Company. He is entitled to an annual salary of RMB710,040 and is also entitled to a year-end discretionary bonus determined by the Remuneration Committee at its absolute discretion having regard to the Company's performance and the market situation. Mr. ZHU is not appointed for a specific term except that he is subject to retirement by rotation and re-election at the AGM in accordance with the Articles. There is no agreement in respect of the Director's remuneration of Mr. ZHU and his Director's remuneration will be determined by the Board with reference to the prevailing market conditions and subject to the Shareholders' approval at the AGM.

Save as disclosed above, Mr. ZHU has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and no other information that should be disclosed pursuant to rules 13.51(2)(h) to (v) of the Listing Rules.

Mr. CHOW Siu Lui, aged 62, is an Independent Non-executive Director, the chairman of Audit and Risk Management Committee and a member of each of Nomination Committee, Remuneration Committee and Sustainability Committee. Mr. CHOW is currently an independent non-executive director of each of Genertec Universal Medical Group Company Limited (stock code: 2666.HK), Futong Technology Development Holdings Limited (stock code: 0465.HK), China Tobacco International (HK) Company Limited (stock code: 6055.HK) and AGTech Holdings Limited (stock code: 8279.HK), and a non-executive director of Renrui Human Resources Technology Holdings Limited (stock code: 6919.HK), the shares of all of the above companies are listed on the Stock Exchange. He is also an independent non-executive director of Global Cord Blood Corporation (listed on the New York Stock Exchange, Symbol: CO). He was an independent non-executive director of each of Shanghai Dazhong Public Utilities (Group) Co., Ltd.* (stock code: 1635.HK), Fullshare Holdings Limited (stock code: 0607.HK), NWS Holdings Limited (stock code: 0659.HK), Shi Shi Services Limited (stock code: 8181.HK) and Sinco Pharmaceuticals Holdings Limited (stock code: 6833.HK), the shares of all of the above companies are listed on the Stock Exchange. He was also a partner of VMS Investment Group (HK) Limited, a partner in KPMG and chairman of the Mainland Development Strategies Advisory Panel of the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and a member of its Registration and Practice Committee of the HKICPA. Mr. CHOW was also the chairman of the audit committee and a council member of The Hong Kong Chartered Governance Institute. Mr. CHOW obtained the Professional Diploma in Accountancy from the Hong Kong Polytechnic University. He is qualified as a fellow member of the HKICPA and the Association of Chartered Certified Accountants. Mr. CHOW joined the Board in May 2017.

Other than his directorship and position disclosed above, Mr. CHOW does not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Mr. CHOW does not have any relationship with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company.

At the Latest Practicable Date, Mr. CHOW does not have any interest in securities of the Company with the meaning of Part XV of the SFO.

In accordance with the service contract between the Company and Mr. CHOW, he is appointed for a term of two years as an Independent Non-executive Director of the Company and he will be subject to retirement by rotation and re-election at the AGM in accordance with the Articles. Mr. CHOW is entitled to a Director’s fee of HK\$330,000 per annum. Such fee is determined by the Remuneration Committee with reference to his duties and responsibilities within the Company and prevailing market conditions.

Save as disclosed above, Mr. CHOW has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and no other information that should be disclosed pursuant to rules 13.51(2)(h) to (v) of the Listing Rules.

* For identification purpose only

Mr. Philip TSAO, aged 62, is an Independent Non-executive Director, the chairman of the Remuneration Committee and a member of each of Nomination Committee, Audit and Risk Management Committee and Sustainability Committee. Mr. TSAO is currently an independent non-executive director of Perfect Corp. (a company listed on the New York Stock Exchange, stock code: PERF) with effect from 28 October 2022, the chairman of Bank SinoPac (a subsidiary of SinoPac Financial Holdings Company Limited (“**SinoPac**”, a company listed on the Taiwan Stock Exchange, stock code: 2890.TT)) with effect from 1 July 2022, and a director of each of SinoPac and Bank SinoPac with effect from 13 May 2020 and 1 May 2018, respectively. He was the founder and chief executive officer of CHANCES Advisory Group and served as a consultant at Barclays Capital Asia Limited. Prior to his current role, Mr. TSAO was a managing director of Barclays Capital Asia Limited, an executive director of Goldman Sachs (Asia) L.L.C., a managing director of UBS, the president of China Development Industrial Bank (“**CDIB**”, a subsidiary of China Development Financial Holding Corporation (“**CDFHC**”, a company listed on the Taiwan Stock Exchange, stock code: 2883.TT)), an executive vice president of CDFHC, a director of CDFHC and CDIB, a non-executive director of SinoPac Securities (Asia) Limited (a subsidiary of SinoPac) and a managing director of Morgan Stanley Asia Limited. Mr. TSAO received a Bachelor’s degree in Power Mechanical Engineering from National Tsing Hua University in Taiwan, and a Master of Business Administration degree from National Taiwan University in Taiwan. Mr. TSAO is qualified as a Chartered Financial Analyst. Mr. TSAO joined the Board in May 2017.

In July 2007, the Taiwan Financial Supervisory Commission (台灣金融監督管理委員會) (the “**FSC**”) imposed a penalty on Grand Cathay Securities Corporation (大華證券股份有限公司) (“**Grand Cathay Securities**”), a subsidiary of CDFHC, for breaching the underwriting limit under the relevant FSC’s requirements when Grand Cathay Securities acted as the underwriter in the convertible bond issuance by COSMOS Bank (萬泰銀行) in 2006 (the “**Underwriting Incident**”). The FSC ordered CDFHC to take internal disciplinary actions and suspended Grand Cathay Securities’ chairman and deputy general manager from their services for three months and twelve months, respectively.

Mr. TSAO was the director of CDIB from July 2006 to July 2009 and the president of CDIB from July 2006 to April 2008 and the executive vice president of CDFHC from August 2006 to March 2009. Mr. TSAO has confirmed that he had no direct involvement in the Underwriting Incident, given Grand Cathay Securities’ convertible bond issuance was completed before Mr. TSAO joined CDIB and CDFHC. No penalty or any other form of disciplinary action has been imposed on Mr. TSAO by the FSC. However, according to the written resolutions of the FSC, CDFHC should impose penalties on Mr. TSAO due to his inadequate supervision. In response to such decision made by the FSC, in July 2007, CDFHC took internal disciplinary action and suspended Mr. TSAO from his service as executive vice president for three months. According to Mr. TSAO’s understanding, such internal disciplinary action was imposed on him in his capacity as a member of the senior management of CDFHC when FSC’s decision was made, despite the fact that he had no direct involvement in the Underwriting Incident.

In December 2006, FSC imposed a fine of New Taiwan Dollar 10 million on CDIB for corporate governance inadequacies in relation to the bank's spin-off of its assets to a third party investor (the "**Spin-off Incident**"). The FSC suspected there was mishandling during the transfer. In response to the regulatory investigation, in January 2007, CDIB reduced the salary of each of its senior executives, including Mr. TSAO, by 30% for three months. Mr. TSAO has confirmed that no penalty or any other form of disciplinary action has been imposed on Mr. TSAO by the FSC, and that he had no direct involvement in the Spin-off Incident.

In December 2014, the FSC imposed administrative fines on the Taipei Branch of Barclays Bank PLC ("**Barclays TP**") and issued official reprimands with regard to certain deficiencies in Barclays TP's internal control and compliance program and violations of the Banking Act during the period from 2011 to May 2014 (the "**Barclays Incident**", together with the Underwriting Incident and the Spin-off Incident, the "**Incidents**"). Mr. TSAO was appointed as the representative officer of Barclays TP shortly after the penalty was imposed on Barclays TP by the FSC. According to Mr. TSAO, he was assigned from Barclays Capital Asia Limited in Hong Kong to work in Barclays TP for the purpose of assisting Barclays TP to rectify the deficiencies and co-operating with the FSC to facilitate better communication. Mr. TSAO has also confirmed that he was not a director or officer of Barclays TP when the Barclays Incident occurred and therefore, had no direct involvement in the incident.

On the basis that (i) no penalty or any other form of disciplinary action has been directly imposed on Mr. TSAO by the FSC in respect of the Incidents; (ii) the internal disciplinary actions imposed on Mr. TSAO in respect of the Underwriting Incident and Spin-off Incident were relatively immaterial; (iii) Mr. TSAO was not a director or officer of Barclays TP at the time when the Barclays Incident occurred; (iv) the Underwriting Incident and Spin-off Incident took place in 2006 and 2007, respectively, and were not of a recurring nature; and (v) Mr. TSAO remains a licensed person under the public register maintained by the SFC, the Company is of the view that Mr. TSAO is suitable to be the independent non-executive Director.

Other than his directorship and position disclosed above, Mr. TSAO does not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Mr. TSAO does not have any relationship with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company.

At the Latest Practicable Date, Mr. TSAO does not have any interest in securities of the Company with the meaning of Part XV of the SFO.

In accordance with the service contract between the Company and Mr. TSAO, he is appointed for a term of two years as an Independent Non-executive Director of the Company and he will be subject to retirement by rotation and re-election at the AGM in

accordance with the Articles. Mr. TSAO is entitled to a Director's fee of HK\$330,000 per annum. Such fee is determined by the Remuneration Committee with reference to his duties and responsibilities within the Company and prevailing market conditions.

Save as disclosed above, Mr. TSAO has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and no other information that should be disclosed pursuant to rules 13.51(2)(h) to (v) of the Listing Rules.

Prof. YAN Houmin, aged 68, is an Independent Non-executive Director, a member of each of Nomination Committee, Remuneration Committee, Audit and Risk Management Committee and Sustainability Committee. Prof. YAN is Chair Professor of Management Sciences at City University of Hong Kong ("CityU") where he directs International PPP China Center of Excellence of the United Nations Economic Commission for Europe (UNECE). Prof. YAN is also a director of Laboratory for AI-Powered Financial Technologies Limited. He was the Dean of the College of Business from January 2013 to June 2020. Prior to joining CityU, Prof. YAN was a Professor at the Chinese University of Hong Kong. He was the program director for the Executive Master for Logistics and Supply Chain Management, and he was the executive director of Center for Supply Chain and Logistics Optimization, Li & Fung Logistics and Supply Chain Institute, the Chinese University of Hong Kong. He was the associate director and science advisor for the Hong Kong Government R&D Center for Logistics and Supply Chain Management Enabling Technologies. He was also a tenured Associate Professor at the School of Management, University of Texas at Dallas. Prof. YAN's main research areas are stochastic models, simulations, and supply chain management. He has published extensively in top-tier international journals and has been awarded the Best Paper Prizes by professional societies such as the Production and Operations Management Society (POMS) in 2004 and Institute of Industrial Engineers (IIE) in 2005 and 2012. He consults a number of international and local enterprises. Prof. YAN received his Bachelor's degree and Master's degree in Electrical Engineering from the Department of Automation in Tsinghua University in the People's Republic of China and his Doctor of Philosophy degree from the University of Toronto in Canada. Prof. YAN joined the Board in May 2017.

Other than his directorship and position disclosed above, Prof. YAN does not hold any directorship in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas. Prof. YAN does not have any relationship with any other Directors, senior management or substantial shareholders or controlling shareholders of the Company.

At the Latest Practicable Date, Prof. YAN does not have any interest in securities of the Company with the meaning of Part XV of the SFO.

In accordance with the service contract between the Company and Prof. YAN, he is appointed for a term of two years as an Independent Non-executive Director of the Company and he will be subject to retirement by rotation and re-election at the AGM in

accordance with the Articles. Prof. YAN is entitled to a Director's fee of HK\$330,000 per annum. Such fee is determined by the Remuneration Committee with reference to his duties and responsibilities within the Company and prevailing market conditions.

Save as disclosed above, Prof. YAN has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and no other information that should be disclosed pursuant to rules 13.51(2)(h) to (v) of the Listing Rules.

Set out below are the details of the Proposed Amendments. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the New Articles. If the serial numbering of the clauses of the Existing Articles is changed due to the addition, deletion or re-arrangement of certain clauses made in these amendments, the serial numbering of the clauses of the Existing Articles as so amended shall be changed accordingly, including cross references.

THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

General amendments

Replacing all references to the words “the Companies Law (as revised)” and “the Cayman Islands Companies Law” with “the Companies Act (as revised)” and “the Cayman Islands Companies Act” respectively, wherever they appear in the memorandum of association of the Company.

THE ARTICLES OF ASSOCIATION OF THE COMPANY

General amendments

Replacing all references to the defined term “the Companies Law” and the words “the Companies Law (as revised)” with “the Companies Act” and “the Companies Act (as revised)” respectively, whenever they appear in the articles of association of the Company.

Specific amendments

Article No.	Proposed Amendments
1	<p>Making the following amendments as indicated:</p> <p>(b) C<u>all</u>: shall include any instalment of a call;</p> <p>...</p> <p>Companies Law<u>Act</u>: means the Companies Law<u>Act</u> (as revised) of the Cayman Islands as amended from time to time and every other act, order regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or the Articles of Association;</p> <p>...</p> <p>P<u>aid</u>: means, as it relates to a Share, paid or credited as paid;</p> <p>...</p>

- (d) At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of not less than of the votes cast by such Shareholders as, being entitled so to do, vote in person or by proxy or, in the cases of Shareholders which are corporations, by their respective duly authorised representatives at a general meeting of which notice ~~specifying the intention to propose the resolution as a special resolution~~ has been duly given in accordance with Article 65.
- (e) A resolution shall be an Ordinary Resolution when it has been passed by a simple majority of such Shareholders as, being entitled so to do, vote in person or, where proxies are allowed, by proxy or, in the case of any Shareholder being a corporation, by its duly authorised representative at a general meeting held in accordance with these Articles and of which ~~not less than 14 days'~~ notice has been duly given in accordance with Article 65.

17

Making the following amendments as indicated:

- (d) ~~The Register may be closed at such time or for such period not exceeding in the whole 30 days in each year as the Board may determine.~~ The Register may, after notice has been given by advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of any stock exchange in the Relevant Territory or by any electronic means in such manner as may be accepted by any stock exchange in the Relevant Territory to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares. The period of thirty (30) days may be extended for a further period or periods not exceeding thirty (30) days in respect of any year if approved by the Shareholders by Ordinary Resolution.

45

Making the following amendments as indicated:

If the Board shall refuse to register a transfer of any Share, it shall, within two ~~m~~Months after the date on which the transfer was lodged with the Company, send to each of the transferor and the transferee notice of such refusal and, except where the subject Share is not a fully paid Share, the reason(s) for such refusal.

47

Making the following amendments as indicated:

~~The registration of transfers may be suspended when the Register is closed in accordance with Article 17(d).~~

The registration of transfers of shares or of any class of shares may, after notice has been given by announcement or by electronic communication or by advertisement in any Newspapers or by any other means in such manner as may be accepted in accordance with the requirements of any stock exchange in the Relevant Territory, to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine. The period of thirty (30) days may be extended in respect of any year if approved by the Shareholders by Ordinary Resolution.

62

Making the following amendments as indicated:

~~At all times during the Relevant Period other than the year of the Company's adoption of these Articles, the Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that financial year and shall specify the meeting as such in the notice calling it; and such annual general meeting must be held within six (6) Months after the end of the Company's financial year not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next.~~ The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.

64

Making the following amendments as indicated:

The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall ~~also~~ be convened and resolutions shall be added to the agenda of such extraordinary general meeting on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings on a one vote per share basis. Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

65

Making the following amendments as indicated:

An annual general meeting of the Company shall be called by at least 21 clear days' notice in writing. All other general meetings (including an extraordinary general meeting) in Notice of writing, and a general meeting of the Company, other than an annual general meeting, shall be called by at least 14 clear days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:

...

~~79A~~

Article 79A will be deleted:

~~Where the Company has knowledge that any Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder in contravention of such requirement or restriction shall not be counted.~~

84

Making the following amendments as indicated and addition of the following sub-paragraphs:

- (a) Subject to paragraph (c) of this Article, n~~No~~ objection shall be raised to the qualification of any person exercising or purporting to exercise a vote or the admissibility of any vote except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.
- (b) All Shareholders shall have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Shareholder is required, by the Listing Rules, to abstain from voting to approve the matter under consideration.
- (c) At all times during the Relevant Period (but not otherwise), where any Shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such Shareholder (whether by way of proxy or, as the case may be, corporate representative) in contravention of such requirement or restriction shall not be counted.

85

Making the following amendments as indicated:

Any Shareholder entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a Shareholder of the Company. On a poll or a show of hands votes may be given either personally (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy shall be entitled to exercise the same powers on behalf of a Shareholder who is an individual and for whom he acts as proxy as such Shareholder could exercise. In addition, a proxy shall be entitled to exercise the same powers on behalf of a Shareholder which is a corporation and for which he acts as proxy as such Shareholder could exercise if it were an individual Shareholder.

92

Making the following amendments as indicated:

- (b) Where a Shareholder is a Clearing House (or its nominee(s)), it may (subject to Article 93) authorise such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of Shareholders provided that if more than one person is so authorised, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right to speak and to vote, and where a show of hands is allowed, the right to vote individually on a show of hands.

105 Making the following amendments as indicated:

A Director shall vacate his office:

...

- (c) if he absents himself from the meetings of the Board during a continuous period of six ~~m~~Months, without special leave of absence from the Board, and his alternate Director (if any) shall not during such period have attended in his stead, and the Board pass a resolution that he has by reason of such absence vacated his office; or

112 Making the following amendments as indicated:

The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director so appointed by the Board to fill a casual vacancy shall hold office only until the first annual general meeting of the Company after his appointment and ~~be subject to re election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and~~ shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.

114 Making the following amendments as indicated:

The ~~Company~~ Shareholders may by Ordinary Resolution remove any Director (including a managing director or other executive director) before the expiration of his term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may by Ordinary Resolution elect another person in his stead. Any Director so appointed shall be subject to retirement by rotation pursuant to Article 108.

176

Making the following amendments as indicated:

- (a) The Company shall at each annual general meeting appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditors shall be fixed by ~~or on the authority of the Company in the annual general meeting except that in any particular year the~~ Company by Ordinary Resolution in general meeting or in such manner as the Shareholders may determine or by a body that is independent of the Board~~may delegate the fixing of such remuneration to the Board~~ and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.
- (b) The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by ~~Special~~Ordinary Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in its place for the remainder of the term.

193

Making the following amendments as indicated:

- (a) The Company shall have the power to sell, in such manner as the Board thinks fit, any Shares of a Shareholder who is untraceable, but no such sale shall be made unless:
- ...
- (ii) the Company has caused an advertisement to be inserted in the Newspapers of its intention to sell such Shares and a period of three ~~≡~~Months has elapsed since the date of such advertisement (or, if published more than once, the first thereof);

- (iii) the Company has not at any time during the said periods of 12 years and three ~~m~~Months received any indication of the existence of the holder of such Shares or of a person entitled to such Shares by death, bankruptcy or operation of law; and

Adding new sub-heading and new Article 197 immediately after Article 196 as indicated:

Financial Year

197

Unless otherwise determined by the Directors, the financial year end of the Company shall be 31 December in each year.



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 (the “**Company**”) will be held at Salon I & II, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong on Tuesday, 23 May 2023 at 3:00 p.m. (the “**AGM**”) 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 2022.
2. (a) To re-elect, each as a separate resolution, the following directors of the Company (the “**Directors**”):
 - (i) Mr. HUANG Haiqing as a non-executive Director;
 - (ii) Mr. ZHU Fugang as an executive Director;
 - (iii) Mr. CHOW Siu Lui as an independent non-executive Director;
 - (iv) Mr. Philip TSAO as an independent non-executive Director;
 - (v) Prof. YAN Houmin as an independent non-executive Director; and
- (b) To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint Ernst & Young as auditor of the Company and to authorize the Board to fix its remuneration.

Special Business

4. To consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

4A. “**THAT:**

- (a) subject to sub-paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in sub-paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make, issue or grant offers, agreements, options (including but not limited to warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) 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 sub-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 of the Company) and rights of exchange or conversion which would or might require shares of the Company to be issued or allotted either during or 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 sub-paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in sub-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 of Hong Kong Limited (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 twenty (20) per cent 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 sub-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 the 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 the memorandum and articles of association of the Company, or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.

“**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).”

4B. “THAT:

- (a) subject to sub-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 buy back its own shares of the Company on 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 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 sub-paragraph (a) above 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 purchase its shares at a price determined by the Directors;
- (c) the total number of shares of the Company which are authorised to be bought back by the Directors pursuant to the approval in sub-paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed ten (10) per cent 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 bought back under the mandate in sub-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 the memorandum and articles of association of the Company, or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.”

4C. **“THAT:**

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

Special Resolution

5. To consider and, if thought fit, pass with or without amendments the following resolution as a special resolution:

“THAT:

- (a) the proposed amendments (the **“Proposed Amendments”**) to the existing memorandum and articles of association of the Company (the **“Existing Articles”**), the details of which are set out in Appendix III to the circular of the Company dated 21 April 2023, be and are hereby approved;
- (b) the new memorandum and articles of association of the Company (the **“New Articles”**), which contains all the Proposed Amendments and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the Existing Articles with immediate effect; and

- (c) any Director or company secretary of the Company be and is hereby authorised for and on behalf of the Company to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Articles.”

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

Hong Kong, 21 April 2023

Principal place of business in Hong Kong:
Room 3602, 36/F.
Far East Finance Centre
16 Harcourt Road
Hong Kong

Notes:

1. For the purpose of determining the shareholders of the Company who are entitled to attend and vote at the forthcoming AGM to be held on 23 May 2023, the Register of Members will be closed on Wednesday, 17 May 2023 to Tuesday, 23 May 2023, both days inclusive. In order to qualify for attending and voting at the AGM, all transfer documents should be lodged for registration with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, 16 May 2023.
2. Any shareholder of the Company who is entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and speak and, on a poll, to vote instead of him/her. A shareholder of the Company may appoint a proxy in respect of part of his/her holding of shares in the Company. A proxy need not be a shareholder of the Company. Shareholders of the Company may appoint the chairman of the AGM as their proxy to vote on the resolutions, instead of attending the AGM in person.
3. To be valid, a form of proxy shall be in writing under the hand of the appointor or of his/her 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.
4. To be valid, a form of proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, 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 form of proxy shall not preclude a shareholder of the Company 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. In respect of ordinary resolution numbered 2 of this notice, Mr. HUANG Haiqing, Mr. ZHU Fugang, Mr. CHOW Siu Lui, Mr. Philip TSAO and Prof. YAN Houmin shall retire by rotation and being eligible, offer themselves for re-election at the AGM. Biographical details of the above retiring Directors are set out in Appendix II to the circular of the Company dated 21 April 2023.
8. If Typhoon Signal No. 8 or above, a “black” rainstorm warning or “extreme conditions after super typhoons” announced by the Government is/are in effect in Hong Kong at the time of the AGM, the AGM will be held as scheduled unless further notice posted on the websites of the Company (<http://www.ebgreentech.com/en/ir/announcements.php>) and HKEx (www.hkexnews.hk) to notify shareholders of the Company of the date, time and place of the rescheduled meeting in accordance with the articles of association of the Company. Shareholders of the Company should make their own decision as to whether they would attend the AGM under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.
9. The English text of this notice of AGM shall prevail over the Chinese text in case of inconsistency.
10. As at the date hereof, the members of the Board comprise:

Mr. HUANG Haiqing (*Chairman, Non-executive Director*)
Mr. QIAN Xiaodong (*Chief Executive Officer, Executive Director*)
Mr. LO Kam Fan (*Chief Financial Officer, Executive Director*)
Mr. ZHU Fugang (*Vice President, Executive Director*)
Ms. GUO Ying (*Non-executive Director*)
Mr. SONG Jian (*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*)

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