

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



CAPITAL ENVIRONMENT HOLDINGS LIMITED

首創環境控股有限公司

(FORMERLY KNOWN AS NEW ENVIRONMENTAL ENERGY HOLDINGS LIMITED 新環保能源控股有限公司)

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 03989)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of Capital Environment Holdings Limited (formerly known as New Environmental Energy Holdings Limited) (the “**Company**”) will be held at Unit 1613–1618, 16/F., Bank of America Tower, 12 Harcourt Road, Central, Hong Kong at 3:00 p.m. on Monday, 29 December 2014 for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

“THAT:

- (a) the supplemental deed dated 19 November 2014 (“**Supplemental Deed**”) entered into between the Company and the holders of the redeemable convertible bond in an aggregate principal amount of up to HK\$100 million (the “**Convertible Bond**”) issued by the Company on 11 September 2012 and 31 December 2012 (a copy of the Supplemental Deed having been produced to the EGM and marked “A” and initialled by the chairman of the EGM for the purpose of identification) in relation to the proposed amendment of certain terms and conditions of the Convertible Bond which in substance relates to (i) the proposed amendment of certain terms and conditions of the Convertible Bonds pursuant to the Supplemental Deed, including the Maturity Date Extension and Amendment of Denomination; (ii) the proposed extension of the maturity date of the Convertible Bond for 12 months to 31 December 2015 pursuant to the Supplemental Deed; and (iii) all transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) subject to the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Conversion Shares that may be issued after approval of the alternation to the terms and conditions of the Convertible Bond, the specific mandate for the allotment and issue of the Conversion Shares to the holders of the Convertible Bond upon the conversion and/or redemption of the Convertible Bond be and are hereby approved;

- (c) the directors (each a “**Director**” and collectively the “**Directors**”) of the Company be and are hereby authorised to exercise all the powers of the Company and take all steps as might in their opinion be desirable, necessary or expedient to give effect to or in connection with the Supplemental Deed including without limitation to:
- a. the execution, amendment, ratification, delivery, submission and/or implementation of any further documents or agreements in relation to the Supplemental Deed; and
 - b. the taking of all necessary actions to implement the transactions contemplated under the Supplemental Deed.”

On behalf of the Board
Capital Environment Holdings Limited
Yu Changjian
Chairman

Hong Kong, 8 December 2014

Notes:

1. A form of proxy for use at the EGM is enclosed with the circular of the Company dated 8 December 2014.
2. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint one or, where that member holds two or more shares, more proxies to attend and vote on behalf of him/her. A proxy need not be a shareholder of the Company.
3. To be valid, a proxy form, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power of authority, must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for the holding of the EGM or any adjournment thereof.
4. Where there are joint holders of any ordinary share of the Company, any one of such holders may vote at the EGM, in person or by proxy, in respect of such share as if he/she/it was solely entitled thereto, but if more than one of such 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 in respect of the joint holding. Several executors or administrators of a deceased shareholder in whose name any share stands shall for this purpose be deemed joint holders thereof.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her/its attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
6. In accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the voting on the ordinary resolution at the EGM will be conducted by way of poll.
7. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the EGM if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.

As at the date of this announcement, the Board comprises four executive directors namely, Mr. Yu Changjian, Mr. Cao Guoxian, Mr. Liu Xiaoguang and Mr. Shen Jianping, three independent non-executive directors, namely, Mr. Pao Ping Wing, Mr. Cheng Kai Tai, Allen and Ms. Chan Yee Wah, Eva.