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CAPITAL ENVIRONMENT HOLDINGS LIMITED **首創環境控股有限公司**

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 03989)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Meeting**”) of Capital Environment Holdings Limited (the “**Company**”) will be held at 6/F, Building 1, Xindadu Hotel, 21 Chegongzhuang Street, Xicheng District, Beijing, China on 28 June 2022, Tuesday at 2:30 p.m. for the following purposes:

Capitalised terms used in this notice shall have the same meanings as those defined in the circular for annual general meeting of the Company dated 26 May 2022 to the Shareholders unless otherwise specified.

ORDINARY RESOLUTIONS

1. To receive and consider the audited financial statements and the reports of the Directors and auditors of the Company for the year ended 31 December 2021;
2.
 - (i) To re-elect Mr. Cao Guoxian as executive Director;
 - (ii) To re-elect Mr. Li Qingsong as executive Director;
 - (iii) To re-elect Mr. Cheng Kai Tai, Allen as independent non-executive Director;
 - (iv) To re-elect Dr. Chan Yee Wah, Eva as independent non-executive Director; and
 - (v) To authorise the board of directors of the Company to fix the remuneration of the Directors;
3. To re-appoint Messrs. Ernst & Young Certified Public Accountants as the Company’s auditor and authorise the Directors to fix their remuneration;

4. As special business, to consider and, if thought fit, pass with or without amendment(s) the following resolution as ordinary resolution:

“THAT:

- (a) subject to paragraph (c) of this Resolution, and pursuant to the Listing Rules, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.10 each in the Shares and to make or grant offers, agreements and options (including warrants, bonds, notes, debentures and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds, notes, debentures and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period (as hereinafter defined);
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any rights of subscription or conversion under any share option scheme(s) of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to grantees as specified in such scheme or similar arrangement of Shares or rights to acquire the Shares; or (iii) an issue of Shares pursuant to any scrip dividends or similar arrangement providing for the allotment of Shares in lieu of the whole or part of the dividend on Shares in accordance with the Articles of Association in force from time to time, shall not exceed 20% of the aggregate number of issued Shares as at the date of passing of this Resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this Resolution:

“Relevant Period” means the period from 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 Articles of Association, or any other applicable laws to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares, whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer), on a fixed record date in proportion to their holdings of such Shares (or, where appropriate, such other securities) as at that date (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory or otherwise howsoever applicable to the Company).”

5. As special business, to consider and, if thought fit, pass with or without amendment(s) the following resolution as ordinary resolution:

“THAT:

- (a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase Shares on the Stock Exchange or any other stock exchange on which the securities of the Company may be listed and recognized by the Securities and Futures Commission and the Stock Exchange for such 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 or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall be in addition to any other authorization given to the Directors and shall authorize the Directors on behalf of the Company, during the Relevant Period (as hereinafter defined), to procure the Company to repurchase the Shares at a price determined by the Directors;
- (c) the aggregate number of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution, during the Relevant Period (as hereinafter defined), shall not exceed 10% of the aggregate number of issued Shares as at the date of passing of this Resolution and the authority granted pursuant to paragraph (a) of this Resolution shall be limited accordingly; 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 Articles of Association, or any other applicable laws to be held; and
 - (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.”

6. As special business, to consider and, if thought fit, pass with or without amendment(s) the following resolution as ordinary resolution:

“**THAT** conditional upon Resolutions Nos. 4 and 5 set out in the notice convening this meeting being duly passed, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with Shares pursuant to Resolution No. 4 set out in the notice convening this Meeting be and is hereby extended by the addition thereto of a number representing the aggregate number of issued Shares repurchased by the Company under the authority granted pursuant to Resolution No. 5 set out in the notice convening this meeting, provided that such an extended amount shall not exceed 10% of the aggregate number of issued Shares as at the date of the passing of Resolution No. 5 set out in the notice convening this meeting.”

SPECIAL RESOLUTION

7. As special business, to consider and, if thought fit, pass 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 details of which are set forth in Appendix III to the circular for annual general meeting of the Company dated 26 May 2022 (the “**Circular**”), be and are hereby approved;
- (b) the amended and restated memorandum and articles of association of the Company (incorporating the Proposed Amendments) (the “**Amended and Restated Memorandum and Articles of Association**”) in the form of the document marked “**A**” and produced to this meeting (for the purpose of identification initialled by the chairman of the meeting), be and is hereby approved and adopted as the amended and restated memorandum of association and articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum of association and articles of association of the Company with immediate effect; and
- (c) any one Director or company secretary of the Company be and is hereby authorised to do all such acts and things and execute all such documents, deeds and make all such arrangements that he or she shall, in his or her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Amended and Restated Memorandum and Articles of Association and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong.”

By order of the Board
Capital Environment Holdings Limited
Cao Guoxian
Chairman

Hong Kong, 26 May 2022

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Cao Guoxian, Mr. Li Fuming and Mr. Li Qingsong; one non-executive Director, namely Ms. Hao Chunmei; and three independent non-executive Directors, namely, Mr. Pao Ping Wing, Mr. Cheng Kai Tai, Allen and Dr. Chan Yee Wah, Eva.

Notes:

1. In order to determine the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from 23 June 2022 to 28 June 2022, both days inclusive, during which period the registration of transfers of Shares will be suspended. In order to qualify to attend and vote at the Meeting, 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 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on 22 June 2022.
2. Shareholder entitled to attend and vote at this Meeting is entitled to appoint a proxy to attend and, on a poll, vote instead of him at this meeting. A proxy need not be a Shareholder but must be present in person to represent the member.
3. The form of proxy must be lodged at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for the Meeting.
4. Where there are joint registered holders of any Share, any one of such joint holders may vote at any 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 any meeting personally or by proxy, the one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
5. Completion and return of a proxy form will not preclude a Shareholder from attending and voting in person if he/she is subsequently able to be present and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In view of the ongoing COVID-19 situation, the Company reserves the right to take the following precautionary measures as may be appropriate at the Annual General Meeting:
 - All attendees will be required to undergo a temperature check and sign a health declaration form (which may also be used for the purposes of contact tracing if required) before entering the Annual General Meeting venue. Any person with a body temperature of over 37.4 degrees Celsius will not be permitted to attend the Annual General Meeting.
 - Compulsory wearing of surgical face masks by attendees inside the Annual General Meeting venue at all times, and to maintain a safe distance between seats.
 - All attendees shall provide proof of negative nucleic acid test results issued within 48 hours, and scan and present the "Beijing Health Kit" (北京健康寶) green code.
 - All attendees MUST wash and sanitize before entry to the Annual General Meeting and as frequently as possible.
 - All attendees shall avoid overcrowding and body contact. Attendees should keep a distance of one meter between each other.
 - No refreshments will be served at the Annual General Meeting.

Any person who does not comply with the precautionary measures may be denied entry into the Annual General Meeting venue. Members are reminded that they may appoint the chairman of the Annual General Meeting as their proxy to vote on the relevant resolution at the Annual General Meeting as an alternative to attending the Annual General Meeting in person.

Subject to the development of the COVID-19 pandemic, the Company may be required to change the meeting arrangements for the Annual General Meeting at short notice. Shareholders are advised to check the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) for further announcement(s) and update(s) on such arrangements and/or further special measures to be taken.

7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.