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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 the extraordinary general meeting (“**EGM**”) of 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 on Monday, 16 January 2012 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following ordinary resolutions of the Company:

“**THAT:**

- (a) the conditional sale and purchase agreement dated 2 December 2011 (the “**Disposal Agreement**”) between Full Prosper Company Limited (a wholly-owned subsidiary of the Company) (the “**Vendor**”), Golden Prestige Investments Limited (the “**Purchaser**”) and Mr. Wang Cheng Jun (the “**Guarantor**”), a copy of which has been signed by the chairman of EGM and for the purpose of identification marked “**A**”, pursuant to which, inter alia, the Vendor agrees to sell and the Purchaser agrees to purchase the Sale Shares (as defined in the Disposal Agreement) on terms and conditions as set out in the Disposal Agreement, and the transactions contemplated thereunder and the implementation thereof be and are hereby approved and confirmed; and
- (b) any one of the directors be authorised for and on behalf of the Company, among other matters, to sign, execute, perfect, deliver or to authorise signing, executing, perfecting and delivering all such documents and deeds, to do or authorise doing all such acts, matters and things as they may in their discretion consider necessary, expedient or desirable to give effect to and implement the Disposal Agreement and to waive compliance from or make and agree such variations of a non-material nature to any of the terms of the Disposal Agreement they may in their discretion consider to be desirable and in the interests of the Company and all the directors’ acts as aforesaid be hereby approved, ratified and confirmed.”

By order of the Board of
New Environmental Energy Holdings Limited
Tang Zhi Bin
Executive Director

28 December 2011

Head Office and Principal Place of Business in Hong Kong:
Unit 1613–1618
16/F, Bank of America Tower
12 Harcourt Road, Central
Hong Kong

Notes:

- (a) A member entitled to attend and vote at the EGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy. A proxy need not be a member of the Company.
- (b) To be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy thereof must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the EGM or adjournment thereof.
- (c) Completion and deposit of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjournment thereof) should you so wish.

As at the date this announcement, the Board consists of five executive Directors; namely, Mr. Yu Chang Jian, Mr. Liu Xiao Guang, Mr. Cao Guo Xian, Mr. Marcello Appella, and Mr. Tang Zhi Bin; one non-executive Director; namely, Mr. Lim Jui Kian; one alternate non-executive Director; namely Mr. Cai Qiao Herman (alternate Director to Mr. Lim Jui Kian) and four independent non-executive Directors; namely, Mr. Lo Ming Chi, Charles, Mr. Pao Ping Wing, Mr. Kwan Hung Sang, Francis and Mr. Cheng Kai Tai, Allen.