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## **CHINA EVERBRIGHT ENVIRONMENT GROUP LIMITED**

**中國光大環境(集團)有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock code: 257)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of China Everbright Environment Group Limited (the “**Company**”) will be held at 38/F., Everbright Centre, 108 Gloucester Road, Wanchai, Hong Kong on Thursday, 30 May 2024 at 3:30 p.m. for the following purposes:

#### **ORDINARY RESOLUTIONS**

1. To receive and consider the audited consolidated financial statements and the report of the directors and independent auditor’s report for the year ended 31 December 2023.
2. To declare a final dividend of HK8.0 cents per share for the year ended 31 December 2023.
3.
  - (1) To re-elect Mr. LUAN Zusheng as an Executive Director of the Company.
  - (2) To re-elect Mr. KANG Guoming as a Non-executive Director of the Company.
  - (3) To re-elect Mr. PAN Jianyun as a Non-executive Director of the Company.
  - (4) To re-elect Mr. SUO Xuquan as an Independent Non-executive Director of the Company.
  - (5) To authorise the board of directors (the “**Directors**”) of the Company (the “**Board**”) to fix the remuneration of the Directors for the year ending 31 December 2024.

4. To appoint the auditor of the Company and to authorise the Board to fix the remuneration of the auditor, and to consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT** KPMG be appointed as the auditor of the Company in place of the retiring auditor, Ernst & Young, to hold office until the conclusion of the next annual general meeting of the Company, at a remuneration to be fixed by the Board.”

5. As special businesses, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

(1) “**THAT**:

- (A) subject to paragraph (C) of this Resolution, 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 new shares of the Company (“**Shares**”) and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require Shares to be allotted be and hereby generally and unconditionally approved;
- (B) the approval in paragraph (A) above shall authorise the Directors during the Relevant Period (as hereinafter defined) to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require Shares to be allotted after the end of the Relevant Period;
- (C) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (A) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of Shares pursuant to any scrip dividends or similar arrangement providing for allotment of Shares in lieu of the whole or part of the dividend on Shares in accordance with the articles of association of the Company (“**Articles of Association**”), shall not exceed 20 per cent. of the total number of issued Shares as at the date of passing of this Resolution provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be issued pursuant to the approval in paragraph (A) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted 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; or
- (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 applicable laws of Hong Kong to be held; or
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting; and

“**Rights Issue**” means an offer of Shares or issue of options, warrants or other securities giving the right to subscribe for Shares, open for a period fixed by the Directors to the holders of Shares, or any class 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 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 outside Hong Kong applicable to the Company).”

(2) **“THAT:**

- (A) subject to paragraph (B) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the Shares may be listed and 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 or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (B) the aggregate number of the Shares to be repurchased by the Company pursuant to the approval in paragraph (A) of this Resolution shall not exceed 10 per cent. of the total number of issued Shares as at the date of passing of this Resolution provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be repurchased pursuant to the approval in paragraph (A) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and
- (C) for the purposes 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; or
- (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 applicable laws of Hong Kong to be held; or
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

- (3) “**THAT** the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with new Shares pursuant to the Ordinary Resolution No. 5(1) in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to the Ordinary Resolution No. 5(2) in the notice convening this meeting, provided that such extended number shall not exceed 10 per cent. of the aggregate number of the issued Shares as at the date of passing of the Ordinary Resolution No. 5(2) in the notice convening this meeting.”

### **SPECIAL RESOLUTION**

6. to consider and, if thought fit, pass with or without amendments the following resolution as special resolution:

“**THAT:**

- (1) the proposed amendments (the “**Proposed Amendments**”) to the Articles of Association, the details of which are set out in Appendix III to the circular of the Company dated 26 April 2024, be and are hereby approved;
- (2) the new Articles of Association (the “**Amended 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 of Association with immediate effect; and
- (3) 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 Amended Articles.”

By Order of the Board  
**China Everbright Environment Group Limited**  
**Poon Yuen Ling**  
*Company Secretary*

Hong Kong, 26 April 2024

**Registered Office:**

Room 2703, 27th Floor  
Far East Finance Centre  
16 Harcourt Road  
Hong Kong

*Notes:*

1. The annual general meeting of the Company (“AGM”) will be in form of physical meeting to be held on-site. Any shareholder of the Company (the “Shareholder”) entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and speak and, on a poll, to vote instead of him/her at the AGM. A proxy need not be the Shareholder.
2. To be valid, a proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be lodged with the Company’s share registrar, Tricor Tengis Limited (“Tricor”) at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
3. Completion and return of the proxy form will not preclude the Shareholder from attending and voting at the AGM. In such an event, the authority of the Shareholder’s proxy will be revoked.
4. Where there are joint holders of any Share, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such Share as if he/she was solely entitled thereto, but if more than one of such joint holders be present at the AGM, 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 the 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.
5. To qualify for attending and voting at the AGM:
  - (i) Latest time to lodge transfer documents for registration . . . . . 4:30 p.m. on Friday,  
24 May 2024
  - (ii) Closure of register of members. . . . . Monday, 27 May 2024 to  
Thursday, 30 May 2024  
(both dates inclusive)
  - (iii) Record date . . . . . Thursday, 30 May 2024

The register of members of the Company will be closed during the above relevant period, in order to qualify for attending and voting at the AGM, all transfer documents must be lodged with Tricor at the above address no later than the latest time as mentioned in 5(i).

6. To qualify for the proposed final dividend:
  - (i) Latest time to lodge transfer documents for registration . . . . . 4:30 p.m. on Wednesday, 5 June 2024
  - (ii) Closure of register of members. . . . . Thursday, 6 June 2024 to Tuesday, 11 June 2024 (both dates inclusive)
  - (iii) Record date . . . . . Tuesday, 11 June 2024

The register of members of the Company will be closed during the above relevant period, in order to qualify for the proposed final dividend, all transfer documents must be lodged with Tricor at the above address no later than the latest time as mentioned in 6(i).

7. Details regarding the Resolution nos. 1 and 2 in this notice are set out in the 2023 Annual Report of the Company. Details regarding the Resolution nos. 3 to 6 in this notice are set out in the circular dated 26 April 2024.
8. If the Shareholders have any questions relating to the business of the AGM that they would like to be addressed, the Company encourages the Shareholders to submit their questions in writing by email to [ir@cebenvironment.com](mailto:ir@cebenvironment.com) (please quote the Shareholder reference number which is the 6-digit number after “00257” as printed under the address on the envelope) from Friday, 10 May 2024 at 9:00 a.m. to Friday, 24 May 2024 at 6:00 p.m. The Company will endeavor to address the questions raised. However, due to time constraints, unanswered questions will be responded to after the AGM as appropriate.
9. If you have any particular access request or special needs for participating in the AGM, please contact the Company on or before Wednesday, 22 May 2024.
10. In case the AGM is anticipated to be affected by black rainstorms or tropical cyclone with warning signal no.8 or above, please refer to the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.cebenvironment.com/en/global/home.php](http://www.cebenvironment.com/en/global/home.php)) for announcement on bad weather arrangement for the AGM.

*As at the date of this announcement, the Board comprises: (i) two Executive Directors, namely Mr. Huang Haiqing (Chairman of the Board) and Mr. Luan Zusheng (Chief Executive Officer); (ii) two Non-executive Directors, namely Mr. Kang Guoming and Mr. Pan Jianyun; and (iii) four Independent Non-executive Directors, namely Mr. Fan Yan Hok, Philip, Mr. Zhai Haitao, Mr. Suo Xuquan and Ms. Li Shuk Yin, Edwina.*