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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 REPURCHASE SHARES
AND TO ISSUE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of China Everbright Greentech Limited to be held at Level 39, Atrium Room & Library, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Tuesday, 15 May 2018 at 3:00 p.m. is set out in Appendix III to this circular. Whether or not you are able to attend the meeting, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as possible but in any event not later than 48 hours before the time appointed for the holding of such meeting or any adjourned meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting should you so wish.

Hong Kong, 23 March 2018

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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 Level 39, Atrium Room & Library, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Tuesday, 15 May 2018 at 3:00 p.m. or any adjournment thereof (as the case may be);
“AGM Notice”	the notice dated 23 March 2018 convening the AGM as set out on pages 20 to 24 of this circular;
“Articles”	the articles of association of the Company;
“Board”	the board of Directors;
“Close Associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Companies Law”	the Companies Law as of the Cayman Islands, as amended, supplemented or otherwise modified from time to time;
“Company”	China Everbright Greentech Limited, a company incorporated in the Cayman Islands whose shares are listed on the Stock Exchange;
“Directors”	directors of the Company;
“General Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to allot, issue and otherwise deal with the Shares in the manner as set out in resolution 4B in the AGM Notice;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	15 March 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) set out in item 4 in the AGM Notice;
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise all the powers of the Company to repurchase Shares in the manner as set out in resolution 4A in the AGM Notice;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“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 registered 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; and
“%”	per cent.



CHINA EVERBRIGHT GREENTECH LIMITED

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(Incorporated in the Cayman Islands with limited liability)

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Mr. WANG Tianyi (<i>Chairman, Non-Executive Director</i>)	<i>Registered Office</i>
Mr. QIAN Xiaodong (<i>Chief Executive Officer, Executive Director</i>)	Cricket Square
Mr. YANG Zhiqiang (<i>Vice President, Executive Director</i>)	Hutchins Drive
Mr. WANG Yungang (<i>Vice President, Executive Director</i>)	P.O. Box 2681
Ms. GUO Ying (<i>Non-Executive Director</i>)	Grand Cayman KY1-1111
Mr. TANG Xianqing (<i>Non-Executive Director</i>)	Cayman Islands
Mr. CHOW Siu Lui (<i>Independent Non-Executive Director</i>)	<i>Head Office and Principal Place</i>
Mr. Philip TSAO (<i>Independent Non-Executive Director</i>)	<i>of 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, 23 March 2018

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM in relation to (i) granting of the Repurchase Mandate; (ii) granting of the General Mandate and extension of the General Mandate; and (iii) the re-election of the Directors.

LETTER FROM THE BOARD

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution set out as resolution 4A in the AGM Notice will be proposed for the Shareholders to consider and, if thought fit, approve to grant the Repurchase Mandate to the Directors to repurchase Shares up to 10% of the total number of issued Shares as at the date of passing of the resolution. The Repurchase Mandate will expire 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 any applicable laws or the memorandum and Articles to be held; and (iii) the revocation or variation of the authority set out in the Ordinary Resolutions by an ordinary resolution of the Shareholders in a general meeting.

An explanatory statement as required by the Listing Rules to be sent to the Shareholders in connection with the Repurchase Mandate is set out in Appendix I to this circular.

GENERAL MANDATE TO ISSUE SHARES

At the AGM, another ordinary resolution set out as resolution 4B in the AGM Notice will be proposed for the Shareholders to consider and, if thought fit, approve that the Directors be given the General Mandate to allot, issue and deal with new Shares up to an amount not exceeding 20% of the total number of issued Shares as at the date of passing of the resolution. As at the Latest Practicable Date, the total number of issued Shares was 2,066,078,000 Shares. Assuming that there is no change in the total number of issued Shares within the period from the Latest Practicable Date to the date of the AGM, the maximum number of Shares which may be allotted, issued and dealt with pursuant to the General Mandate will be 413,215,600 Shares. Such General Mandate may be extended by a separate resolution set out as resolution 4C in the AGM Notice by adding to the total number of Shares to be issued and allotted pursuant to the General Mandate the number of Shares repurchased by the Company pursuant to the Repurchase Mandate, if granted. The granting and extension of the General Mandate will provide for flexibility to the Directors to issue Shares when it is in the interests of the Company.

The General Mandate will expire 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 any applicable laws or the memorandum and Articles to be held; and (iii) the revocation or variation of the authority set out in the Ordinary Resolutions by an ordinary resolution of the Shareholders in a general meeting.

RE-ELECTION OF DIRECTORS

In accordance with Article 112 of the Articles, all Directors will hold office until the next following annual general meeting of the Company and, being eligible, will offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

Details of the above Directors who are proposed for re-election are set out in Appendix II to this circular.

ANNUAL GENERAL MEETING AND VOTING BY WAY OF POLL

The AGM Notice is set out in Appendix III to this circular. At the AGM, resolutions will be proposed to the Shareholders to consider and, if thought fit, approve *inter alia*, the Repurchase Mandate, the General Mandate, the extension of the General Mandate and the re-election of Directors as ordinary resolutions. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll save for resolutions relating purely to a procedural or administrative matter. Accordingly, the Company will procure the chairman of the AGM to demand the resolutions to be put to vote by poll. The results of the poll will be announced by the Company in the manner prescribed under Rule 13.39(5) of the Listing Rules.

ACTION TO BE TAKEN

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk. Whether or not you are able to attend the meeting 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 in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjourned meeting. 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 should you so wish.

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.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that the ordinary resolutions as set out in the AGM Notice are all in the best interests of the Company and the Shareholders and accordingly recommends the Shareholders to vote in favour of such resolutions to be proposed at the AGM.

GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement for Repurchase Mandate), Appendix II (Details of the Directors Proposed to be Re-elected) and Appendix III (Notice of Annual General Meeting) to this circular.

Yours faithfully,
On behalf of the Board
China Everbright Greentech Limited
Wang Tianyi
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 Repurchase Mandate.

1. REPURCHASE MANDATE

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

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase 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 repurchase 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 repurchases 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 purchases in circumstances where they consider them to be in the best interests of the Company.

3. FUNDING OF REPURCHASES

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

4. IMPACT OF REPURCHASE

As compared with the position disclosed in the Company's most recent audited consolidated financial position for the year ended 31 December 2017 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 Repurchase Mandate were to be exercised in full at any time during the proposed repurchase period.

However, the Directors do not propose to exercise the Repurchase 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, is from time to time appropriate for the Company.

5. PRICE OF SHARES

The highest and lowest prices at which the Shares have traded on the Stock Exchange for each month since the listing of the Share on the Stock Exchange on 8 May 2017 ("**Listing Date**") up to the Latest Practicable Date were as follows:

	Price Per Share	
	Highest HK\$	Lowest HK\$
2017		
May (since the Listing Date)	5.920	5.210
June	5.740	5.270
July	5.740	5.250
August	6.580	5.400
September	6.980	6.030
October	7.110	6.450
November	7.110	6.370
December	7.450	6.500
2018		
January	7.700	7.030
February	7.280	6.150
March (up to the Latest Practicable Date)	8.790	6.810

6. 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 repurchase Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the memorandum and Articles of the Company and the Companies Law and other applicable laws and regulations of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective Close Associates have any present intention to sell any Shares to the Company in the event that the Repurchase 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 have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. TAKEOVERS CODE

If, on the exercise of the power to repurchase the Shares pursuant to the Repurchase 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 Repurchase 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 Repurchase 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 REPURCHASES MADE BY THE COMPANY

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

The details of the Directors proposed to be re-elected at the AGM are set out as follows:

Mr. Wang Tianyi, aged 55, is a Non-Executive Director and the chairman of the Board and the Nomination Committee of the Company. He is currently a part-time professor of Tsinghua University and a Co-Director of the Center for PPP of Tsinghua University. He is also a member of the UNECE PPP Business Advisory Board, a member of the China Council for International Cooperation on Environment and Development and a member of China Business Research Centre Advisory Council of National University of Singapore. He holds a Doctorate degree in Economics, a Master's degree in Management and a Bachelor's degree in Electronics from Tsinghua University. He had pursued advanced studies at Harvard University and University of California in the United States. Mr. Wang is the executive director and chief executive officer and member of nomination committee of China Everbright International Limited ("CEIL", 0257.HK, the listed immediate holding company of the Company). He is also a non-executive director and chairman of the board of China Everbright Water Limited, the CEIL's subsidiary listed in Singapore, stock code: U9E.SG. Prior to joining the Company, he was the Dean of Shandong Academy of Sciences. He was formerly the Deputy Mayor of Jinan City of Shandong Province. He had been the Vice President, the Dean and Professor of the School of Economics and Management of Yantai University of Shandong Province. Mr. Wang joined the Board in January 2018.

Other than his directorship and position disclosed above, he 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. Wang 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, he 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. Wang, he is appointed as a Non-Executive Director and chairman of Board and the Nomination Committee of the Company for a term of two years commencing from 1 January 2018. Mr. Wang is entitled to a meeting allowance of HK\$5,000 for each Board meeting and Nomination Committee meeting. He will also be 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. Wang and his Director's remuneration will be determined by the Board by reference to the prevailing market conditions and subject to the Shareholders' approval at the AGM.

Save as disclosed above, Mr. Wang 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 Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Qian Xiaodong, aged 45, is an Executive Director, the Chief Executive Officer and a member of Remuneration Committee of the Company. Mr. Qian currently serves as a director of numerous wholly-owned subsidiaries of the Group. Prior to his position in the Company, Mr. Qian served as the deputy general manager of CEIL, the general manager of the investment development department of CEIL and the general manager of Everbright Environmental Protection Venture Capital (Shenzhen) Ltd, a wholly-owned subsidiary of CEIL. With effect from 1 January 2018, he appointed as the executive director and the member of the disclosure committee of CEIL. Mr. Qian obtained a bachelor's degree in thermal engineering from Dalian University of Technology in the PRC and a master's degree in environment engineering from the Southeast University in the PRC. He has comprehensive experience and knowledge in market development of environmental protection industry, national environmental policies and industrial trend. Mr. Qian joined the Board in October 2015.

Other than his directorship and position disclosed above, he 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. Qian 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, he beneficially owns 182,000 Shares within the meaning of Part XV of the SFO. Mr. Qian is entitled to an annual salary of HK\$1,646,129 for the year 2017 and a meeting allowance of HK\$5,000 for each Board meeting and Remuneration Committee meeting. He is entitled to a year-end discretionary bonus determined by the Remuneration Committee of the Company at its absolute discretion having regard to the Company's performance and the market situation. In accordance with the service contract between the Company and Mr. Qian, he 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. Qian and his Director's remuneration will be determined by the Board by reference to the prevailing market conditions and subject to the Shareholders' approval at the AGM.

Save as disclosed above, Mr. Qian 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 Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Yang Zhiqiang, aged 57, is an Executive Director and the Vice President of the Company. Mr. Yang currently serves as a director or supervisor of numerous wholly-owned subsidiaries of the Group. Mr. Yang was appointed as a non-executive director of China Everbright Water Limited (a subsidiary of CEIL listed in Singapore, stock code: U9E.SG) from 12 December 2014 to 23 February 2017. He served as the chief legal officer in CEIL from July 2012 to March 2016. Mr. Yang obtained a bachelor's degree from the Medical Science Department of Beijing Medical University (中國北京醫科大學) in the PRC and obtained the qualification of an attending doctor. He also obtained a Postgraduate Diploma in Law from The College of Law of England and Wales and is a qualified lawyer in the PRC. Mr. Yang joined the Board in October 2015.

Other than his directorship and position disclosed above, he 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. Yang 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, he does not have any interest in securities of the Company within the meaning of Part XV of the SFO. Mr. Yang is entitled to an annual salary of HK\$1,284,839 for the year 2017 and a meeting allowance of HK\$5,000 for each Board meeting. He is entitled to a year-end discretionary bonus determined by the Remuneration Committee of the Company at its absolute discretion having regard to the Company's performance and the market situation. In accordance with the service contract between the Company and Mr. Yang, he 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. Yang and his Director's remuneration will be determined by the Board by reference to the prevailing market conditions and subject to the Shareholders' approval at the AGM.

Save as disclosed above, Mr. Yang 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 Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Wang Yungang, aged 55, is an Executive Director and the Vice President of the Company. Mr. Wang served as a director of certain subsidiaries of the Group. He served as the deputy chief engineer and deputy general manager in Everbright Environmental Protection Engineering (Shenzhen) Company Limited (光大環保工程技術(深圳)有限公司) and the general manager of the engineering management center of Everbright Environmental Protection (China) Company Limited (光大環保(中國)有限公司). Prior to joining CEIL, Mr. Wang had held various managerial positions in Harbin Electric International Company Limited. Mr. Wang obtained a bachelor's degree in electrical engineering from Northeast Dianli College (東北電力學院) in the PRC and a certificate of completion of a management science and engineering program from Harbin Institute of Technology (哈爾濱工業大學) in the PRC. Mr. Wang is a qualified senior engineer in the PRC. He joined the Board in April 2016.

Other than his directorship and position disclosed above, he 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. Wang 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, he does not have any interest in securities of the Company within the meaning of Part XV of the SFO. Mr. Wang is entitled to an annual salary of RMB\$752,400 for the year 2017 and a meeting allowance of HK\$5,000 for each Board meeting. He is entitled to a year-end discretionary bonus determined by the Remuneration Committee of the Company at its absolute discretion having regard to the Company's performance and the market situation. In accordance with the service contract between the Company and Mr. Wang, he 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. Wang and his Director's remuneration will be determined by the Board by reference to the prevailing market conditions and subject to the Shareholders' approval at the AGM.

Save as disclosed above, Mr. Wang 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 Rule 13.51(2)(h) to (v) of the Listing Rules.

Ms. Guo Ying, aged 49, is a Non-Executive Director of the Company. She holds a bachelor degree in accounting from Beijing Technology and Business University. She holds titles of senior accountant and senior auditor in PRC. She is the general manager of internal auditor department and risk management department of CEIL. She joined the Board in January 2018.

Other than her directorship and position disclosed above, she 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. Ms. Guo 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, she 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 Ms. Guo, she is appointed for a term of two years commencing from 1 January 2018. Ms. Guo is entitled to a meeting allowance of HK\$5,000 for each Board meeting. She will also be 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 Ms. Guo and her Director's remuneration will be determined by the Board by reference to the prevailing market conditions and subject to the Shareholders' approval at the AGM.

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

Mr. Tang Xianqing, aged 53, is a Non-Executive Director of the Company. Mr. Tang currently serves as the chief investment officer of CEIL and a part-time lecturer of the master in finance program of the School of Economics and Management in South China Normal University (華南師範大學) in the PRC. Prior to joining the CEIL Group, Mr. Tang had been served as deputy governor of the Guangzhou branch of China Everbright Bank Company Limited (6818.HK). Also, he had served as the governor of the Guangzhou branch of Guangdong Huaxing Bank (廣東華興銀行) from 2013 to 2014 and the governor assistant at Guangdong Huaxing Bank from 2013 to 2016. Mr. Tang obtained his master's degree in World Economics from Sichuan University (四川大學) (formerly known as Sichuan Union University (四川聯合大學)) in the PRC, and has been awarded the qualification as Economist specializing in finance by Office of the Leading Group for Professional Title Reforms in Guangzhou (廣州市職稱改革領導小組辦公室). Mr. Tang joined the Board in April 2016.

Other than his directorship and position disclosed above, he 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. Tang 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, he 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. Tang, he is appointed for a period from 11 April 2016 to 31 December 2018. Mr. Tang is entitled to a meeting allowance of HK\$5,000 for each Board meeting. He will also be 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. Tang and his Director's remuneration will be determined by the Board by reference to the prevailing market conditions and subject to the Shareholders' approval at the AGM.

Save as disclosed above, Mr. Tang 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 Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Chow Siu Lui, aged 57, is an Independent Non-executive Director, the chairman of Audit and Risk Management Committee and a member of Nomination Committee and Remuneration Committee of the Company. At present, Mr. Chow is a partner of VMS Investment Group (HK) Ltd., an independent non-executive director of Fullshare Holdings Limited (607.HK), of Universal Medical Financial & Technical Advisory Services Company Limited (2666.HK), Sinco Pharmaceuticals Holdings Limited (6833.HK), Shanghai Dazhong Public Utilities (Group) Co., Ltd (1635.HK) and Futong Technology Development Holdings Limited (465.HK). He was an independent non-executive director of NWS Holdings Limited (659.HK) and Kong Shum Union Property Management (Holding) Limited (8181.HK). He was 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 Institute of Chartered Secretaries (“**HKICS**”). Mr. Chow obtained the Professional Diploma in Accountancy from the Hong Kong Polytechnic University. He is qualified as a fellow member of Hong Kong Society of Accountants (now renamed as the Hong Kong Institute of Certified Public Accountants) and is a chartered certified accountant with the Chartered Association of Certified Accountants. Also, Mr. Chow has been admitted as a fellow member of the Chartered Association of Certified Accountants. Mr. Chow joined the Board in May 2017.

Other than his directorship and position disclosed above, he 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, he does not have any interest in securities of the Company within the meaning of Part XV of the SFO. Mr. Chow was appointed for a term of two years until 7 May 2019 and subject to retirement by rotation and re-election at the AGM in accordance with the Articles. He is entitled to have a Director’s fee of HK\$240,000 per annum which is subject to the approval of the Board by reference to the prevailing market conditions and subject to the Shareholders’ approval at the AGM. He is entitled to a meeting allowance of HK\$5,000 for each Board meeting, Nomination Committee meeting, Remuneration Committee meeting and Audit and Risk Management Committee meeting.

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 Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. Philip Tsao, aged 57, is an Independent Non-Executive Director and the chairman of the Remuneration Committee of the Company and a member of Nomination Committee and Audit and Risk Management Committee of the Company. Mr. Tsao is currently the founder and chief executive officer of CHANCES Advisory Group. He 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 (中華開發工業銀行) (“**CDIB**”), an executive vice president of China Development Financial Holding Corporation (中華開發金融控股公司) (“**CDFHC**”, a company listed on Taiwan Stock Exchange with stock code: 2883), a director of CDFHC and CDIB (a subsidiary of CDFHC), and a managing director of Morgan Stanley Asia.

Mr. Tsao received a bachelor’s degree in power mechanical engineering from National Tsing Hua University in Taiwan, and a Master degree in Business Administration from National Taiwan University in Taiwan. Mr. Tsao is a Chartered Financial Analyst. Mr. Tsao joined the Board in May 2017.

In July 2007, the Taiwan Financial Supervisory Commission (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 service as the chairman and deputy general manager for three months and 12 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 (「督導不周」). 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 recurring; 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 of the Company.

Other than his directorship and position disclosed above, he 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, he does not have any interest in securities of the Company within the meaning of Part XV of the SFO. Mr. Tsao was appointed for a term of two years until 7 May 2019 and subject to retirement by rotation and re-election at the AGM in accordance with the Articles. He is entitled to have a Director’s fee of HK\$240,000 per annum which is subject to the approval of the Board by reference to the prevailing market conditions and subject to the Shareholders’ approval at the AGM. He is entitled to a meeting allowance of HK\$5,000 for each Board meeting, Nomination Committee meeting, Remuneration Committee meeting and Audit and Risk Management Committee meeting.

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 Rule 13.51(2)(h) to (v) of the Listing Rules.

Prof. Yan Houmin, aged 63, is an Independent Non-Executive Director and a member of Nomination Committee, Remuneration Committee and Audit and Risk Management Committee of the Company. Prof. Yan currently serves as the Chair Professor of Management Sciences and the Dean of College of Business at the City University of Hong Kong. Previously, Prof. Yan served as a tenured associate professor at the School of Management, University of Texas at Dallas. He was also the Director of Executive M.Sc. Programme in Logistics and Supply Chain Management at the Chinese University of Hong Kong, an alternate director and research advisor for the Hong Kong Research and Development Center for Logistics and Supply Chain Management Enabling Technologies and an Executive Director for Centre of Supply Chain Management and Logistics Optimization at the Li & Fung Institute of Supply Chain Management, the Chinese University of Hong Kong.

Prof. Yan received his bachelor's degree and master's degree in electrical engineering from the Department of Automation in Tsinghua University in the PRC 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, he 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, he does not have any interest in securities of the Company within the meaning of Part XV of the SFO. Prof. Yan was appointed for a term of two years until 7 May 2019 and subject to retirement by rotation and re-election at the AGM in accordance with the Articles. He is entitled to have a Director's fee of HK\$240,000 per annum which is subject to the approval of the Board by reference to the prevailing market conditions and subject to the Shareholders' approval at the AGM. He is entitled to a meeting allowance of HK\$5,000 for each Board meeting, Nomination Committee meeting, Remuneration Committee meeting and Audit and Risk Management Committee meeting.

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 Rule 13.51(2)(h) to (v) of the Listing Rules.

**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 (“**Company**”) will be held at Level 39, Atrium Room & Library, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Tuesday, 15 May 2018 at 3:00 p.m. 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 2017.
2. To re-elect the directors of the Company (the “**Directors**”) and authorize the board of Directors (the “**Board**”) to fix the remuneration of the directors, as follows:
 - (a) to re-elect Mr. Wang Tianyi as a non-executive Director;
 - (b) to re-elect Mr. Qian Xiaodong as an executive Director;
 - (c) to re-elect Mr. Yang Zhiqiang as an executive Director;
 - (d) to re-elect Mr. Wang Yungang as an executive Director;
 - (e) to re-elect Ms. Guo Ying as a non-executive Director;
 - (f) to re-elect Mr. Tang Xianqing as a non-executive Director;
 - (g) to re-elect Mr. Chow Siu Lui as an independent non-executive Director;
 - (h) to re-elect Mr. Philip Tsao as an independent non-executive Director;
 - (i) to re-elect Prof. Yan Houmin as an independent non-executive Director;
and
 - (j) to authorize the Board to fix the remuneration of the Directors.
3. To re-appoint Messrs. KPMG as auditor and to authorize the Board to fix its remuneration.

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

4A. “**THAT:**

- (a) subject to 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 repurchase issued shares of the Company on The Stock Exchange of Hong Kong Limited (“**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 paragraph (a) 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 repurchase its shares at a price determined by the Directors;
- (c) the total number of shares of the Company to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% 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 repurchased under the mandate in 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 any applicable laws or the memorandum and articles of association of the Company to be held; and
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting.”

4B. “THAT:

- (a) subject to 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 allot, issue and otherwise deal with shares of the Company and 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) 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 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) and rights of exchange or conversion which would or might require Shares to be allotted 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 paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in 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 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 20% 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 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” shall have the same meaning as ascribed to it under the resolution set out in paragraph 4A(d) of this notice; and

“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).”

4C. “THAT:

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

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

Hong Kong, 23 March 2018

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

Notes:

1. The register of members of the Company will be closed from Thursday, 10 May 2018 to Tuesday, 15 May 2018, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the annual general meeting, all 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 9 May 2018.
2. Any member of the Company 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. A member may appoint a proxy in respect of part only of his holding of shares in the Company. A proxy need not be a member of the Company.
3. To be valid, a proxy form shall be in writing under the hand of the appointor or of his 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. In the case of a proxy form purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorized to sign such proxy form on behalf of the corporation without further evidence of the facts.
4. To be valid, a proxy form and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, 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 proxy form shall not preclude a member 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. The English text of this notice of annual general meeting shall prevail over the Chinese text in case of inconsistency.
8. As at the date hereof, the board of directors of the Company comprises:

Mr. WANG Tianyi (*Chairman, Non-Executive Director*)
Mr. QIAN Xiaodong (*Chief Executive Officer, Executive Director*)
Mr. YANG Zhiqiang (*Vice President, Executive Director*)
Mr. WANG Yungang (*Vice President, Executive Director*)
Ms. GUO Ying (*Non-Executive Director*)
Mr. TANG Xianqing (*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*)