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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other independent professional adviser.

**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 ISSUE SHARES AND  
TO BUY BACK SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A letter from the Board is set out on page 3 to 6 of this circular.

A notice convening the annual general meeting of China Everbright Greentech Limited (the “AGM”) to be held at Salon I & II, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 21 May 2019 at 3:00 p.m. is set out in Appendix III to this circular. A form of proxy for use at the AGM is also enclosed.

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 as soon as possible but in any event not later than forty-eight (48) hours before the time appointed for the holding of 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 said meeting or any adjourned meeting thereof should you so wish.

Hong Kong, 29 March 2019

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## DEFINITIONS

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*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 Salon I & II, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 21 May 2019 at 3:00 p.m., for the purpose of considering and if thought fit, approving the resolutions proposed in this circular
“AGM Notice”	the notice dated 29 March 2019 convening the AGM as set out on pages 13 to 18 of this circular
“Articles”	the memorandum and articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Buy-back Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to buy back Shares in issue up to a maximum of 10% of the total number of issued Shares as at the date of passing of the relevant resolutions
“Close Associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Law”	the Companies Law, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	China Everbright Greentech Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Stock Exchange
“Directors”	directors of the Company
“General Mandate”	a general and unconditional mandate to be granted to the Directors to allot, issue and otherwise deal with new share and other securities not exceeding the sum of 20% of the total number of issued Shares as at the date of passing of the relevant resolutions, and the number of Shares bought back by the Company (if any) pursuant to the Buy-back Mandate
“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 PRC
“Latest Practicable Date”	25 March 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the 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
“%”	per cent.



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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*)

*Registered Office*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Head Office and Principal Place  
of Business in Hong Kong*  
Room 3602, 36/F.  
Far East Finance Centre  
16 Harcourt Road  
Hong Kong

Hong Kong, 29 March 2019

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES AND  
TO BUY BACK SHARES,  
RE-ELECTION OF RETIRING 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 General Mandate and the Buy-back Mandate; and (ii) approving the re-election of the retiring Directors.

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## LETTER FROM THE BOARD

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### GENERAL MANDATE AND BUY-BACK MANDATE

At the annual general meeting of the Company held on 15 May 2018, the Directors were granted general mandates (i) to allot and issue Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the relevant resolutions; and (ii) to buy back Shares up to 10% of the total number of issued Shares as at the date of the passing of the relevant resolutions. Such mandates will be expired at the conclusion of the forthcoming AGM. The Directors believe that renewals of these mandates are in the interests of the Company and Shareholders as a whole. Therefore, at the AGM, ordinary resolutions will be proposed as follows:

- (a) to grant the General Mandate to the Directors to exercise the powers of the Company to allot and issue Shares not exceeding 20% of the total number of issued Shares as at the date of passing the resolution. The General Mandate will end on 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, or any applicable laws of the Cayman Islands to be held; or (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution. Based on 2,066,078,000 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be issued or bought back prior to the date of the AGM, the Directors will be authorised to issue up to 413,215,600 Shares under the General Mandate;
- (b) to grant the Buy-back Mandate to the Directors to exercise all powers of the Company to buy back issued Shares subject to the criteria set out in this circular. Under such Buy-back Mandate, the maximum number of Shares that the Company may be bought back shall not exceed 10% of the total number of issued Shares as at the date of passing the resolution. As at the Latest Practicable Date, the number of Shares in issue of the Company is 2,066,078,000 Shares. Subject to the passing of the proposed ordinary resolution approving the granting of the Buy-back Mandate and no further Shares are issued or bought back prior to the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 206,607,800 Shares, being 10% of the Shares in issue as at the date of passing of the resolution in relation thereof. The Buy-back Mandate will end on 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, or any applicable laws of the Cayman Islands to be held; or (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution; and
- (c) subject to the passing of the aforesaid ordinary resolutions of the General Mandate and the Buy-back Mandate, to extend the number of Shares to be issued and allotted under the General Mandate by an additional number representing such number of Shares bought back under the Buy-back Mandate.

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## LETTER FROM THE BOARD

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In accordance with the Listing Rules, an explanatory statement is set out in Appendix I to this circular to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolution to renew the grant of the Buy-back Mandate at the AGM.

### RE-ELECTION OF RETIRING DIRECTORS

Pursuant to articles 108(a) and (b) of the Articles, each of Messrs. Qian Xiaodong, Yang Zhiqiang and Wang Yungang will retire from office as Directors, by rotation at the AGM and being eligible, offer themselves for re-election. At the AGM, ordinary resolutions will be proposed to re-elect Messrs. Qian Xiaodong, Yang Zhiqiang and Wang Yungang as executive Directors.

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

### AGM

The AGM will be held at Salon I & II, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 21 May 2019 at 3:00 p.m. at which resolutions will be proposed for the purpose of considering and if thought fit, approving the resolutions proposed in this circular. The notice of AGM is set out on pages 13 to 18 of this circular.

A form of proxy for use in connection with the AGM is enclosed herewith. The proxy form can also be downloaded from the Company's website at [www.ebgreentech.com](http://www.ebgreentech.com) or the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk). Whether or not you are able to attend the AGM, you are requested to complete the accompanying 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 as soon as possible and in any event not later than forty-eight (48) hours before the time appointed for the holding of the AGM or any adjournment thereof. 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 thereof should you so wish.

### VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the chairman of the Company will exercise his right as a chairman of the AGM under the Articles to demand a poll on each of the resolutions to be proposed at the AGM unless the abovementioned reason arises. The Company will appoint scrutineers to handle vote-taking procedures at the AGM.

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## LETTER FROM THE BOARD

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### 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.

### RECOMMENDATION

The Board believes that the proposed resolutions as set out in the AGM Notice are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders to vote in favour of all the resolutions set out in the AGM Notice.

### GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement for the Buy-back Mandate), Appendix II (Biographical Details of Retiring Directors Proposed for Re-election) and Appendix III (Notice of AGM) 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 Buy-back Mandate.*

## **1. BUY-BACK MANDATE**

It is proposed that the Directors may exercise the powers of the Company to buy back up to 10% of the number of the issued Shares as at the date of passing of the resolution granting to the Directors the Buy-back Mandate. At the Latest Practicable Date, the number of issued Shares was 2,066,078,000 Shares. Accordingly, subject to the passing of resolution 5B, the exercise of the Buy-back Mandate in full (being the buyback of 10% of the issued Shares as at the date of the passing of the resolution to approve the Buy-back Mandate on the basis of no Share being issued or bought back and no change in the issued share capital of the Company prior to such date) would enable the Company to buy back 206,607,800 Shares.

## **2. REASONS FOR SHARE BUY-BACKS**

The Directors believe that the Buy-back 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 buy back 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 buy back 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 buy back in circumstances where they consider them to be in the best interests of the Company.

## **3. FUNDING OF SHARE BUYBACKS**

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

## **4. IMPACT OF SHARE BUYBACKS**

As compared with the position disclosed in the Company's most recent audited consolidated statement of financial position for the year ended 31 December 2018 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 Buy-back Mandate were to be exercised in full at any time during the proposed buy back period.

However, the Directors do not propose to exercise the Buy-back 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 during each of the previous 12 months immediately prior to the Latest Practicable Date were as follows:

	Price Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2018</b>		
March	8.79	6.81
April	8.23	7.21
May	8.95	7.10
June	8.78	7.42
July	8.55	7.42
August	8.67	7.51
September	7.68	6.20
October	6.81	5.41
November	6.41	5.67
December	6.20	5.09
<b>2019</b>		
January	6.32	5.40
February	6.77	6.04
March (up to the Latest Practicable Date)	6.88	6.12

## 6. DIRECTORS' 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 make purchase pursuant to the Buy-back Mandate in accordance with the Listing Rules, the 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 and belief having made all reasonable enquiries, any of their respective Close Associates, has any present intention, to sell their Shares to the Company in the event that the Buy-back 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 Buy-back Mandate is approved by the Shareholders.

## **7. TAKEOVERS CODE**

If, on the exercise of the power to buy back the Shares pursuant to the Buy-back 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 Buy-back 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 Buy-back 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 BUYBACKS MADE BY THE COMPANY**

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

*The biographical details of the three retiring Directors proposed for re-election at the AGM are set out as follows:*

**Mr. Qian Xiaodong**, aged 46, 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 subsidiaries of the Group. He is also the Executive Director and Deputy General Manager and the member of the disclosure committee of China Everbright International Limited (“CEIL”). Prior to his position in the Company, Mr. Qian served as 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. 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 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\$1,950,000 for the year 2018 and a meeting allowance of HK\$5,000 for each of the Board meeting and the Remuneration Committee meeting (The said meeting allowance was cancelled to provide to all executive and non-executive directors of the Company with effect from 15 May 2018). 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 58, is an Executive Director and the Vice President of the Company. Mr. Yang currently serves as a director of numerous subsidiaries and 1 associate company of the Group. With effect from 3 January 2019, he appointed as a non-executive director of Weigang Environmental Technology Holding Group Limited (1845.HK). 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. 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 a Postgraduate Diploma in Law from The College of Law of England and Wales. He has the qualification of an attending doctor 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\$1,430,000 for the year 2018 and a meeting allowance of HK\$5,000 for each Board meeting (The said meeting allowance was cancelled to provide to all executive and non-executive directors of the Company with effect from 15 May 2018). 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 56, is an Executive Director and the Vice President of the Company. Mr. Wang currently serves as a director of certain subsidiaries and 1 joint venture of the Group. He was 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 RMB859,800 for the year 2018 and a meeting allowance of HK\$5,000 for each Board meeting (The said meeting allowance was cancelled to provide to all executive and non-executive directors of the Company with effect from 15 May 2018). 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.

**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 Salon I & II, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Tuesday, 21 May 2019 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 2018.
2. To declare and pay a final dividend of HK6.5 cents per share for the year ended 31 December 2018.
3. 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. Qian Xiaodong as an executive Director;
  - (b) to re-elect Mr. Yang Zhiqiang as an executive Director;
  - (c) to re-elect Mr. Wang Yungang as an executive Director; and
  - (d) to authorize the Board to fix the remuneration of the Directors.
4. To re-appoint Messrs. KPMG as auditor of the Company and to authorize the Board to fix its remuneration.

**Special Business**

5. To consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:
  - 5A. “**THAT:**
    - (a) subject to sub-paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined in sub-paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares in

the share capital of the Company and to make, issue or grant offers, agreements, options (including but not limited to 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 sub-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 issued or allotted either during or 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 sub-paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in sub-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 twenty (20) per cent. 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 sub-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 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 memorandum and articles of association of the Company, or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution; 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).”

5B. “**THAT:**

- (a) subject to sub-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 buy back its own 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 sub-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 purchase its shares at a price determined by the Directors;
- (c) the total number of shares of the Company which are authorised to be bought back by the Directors pursuant to the approval in sub-paragraph (a) above during the Relevant Period (as hereinafter defined) shall not exceed ten (10) per cent. 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 bought back under the mandate in sub-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; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company, or any applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.

5C. “**THAT:**

conditional upon the passing of resolutions 5A and 5B, the general mandate granted to the Directors (pursuant to resolution 5A) be and is hereby extended by the addition thereto of an amount representing the total number of shares of the Company bought back by the Company under the authority granted by resolution 5B above provided that such amount shall not exceed ten (10) per cent. 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, 29 March 2019

*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 will be closed for the following periods:
  - (a) For the purpose of determining shareholders who are entitled to attend and vote at the forthcoming annual general meeting to be held on 21 May 2019 (the “**2019 AGM**”), the Register of Members will be closed on Thursday, 16 May 2019 to Tuesday, 21 May 2019, both days inclusive. In order to qualify for attending and voting at the 2019 AGM, all transfer documents should be lodged for registration with Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 15 May 2019.
  - (b) For the purpose of determining shareholders who qualify for the final dividend, the Register of Members will be closed on Monday, 27 May 2019 to Tuesday, 28 May 2019, both days inclusive. In order to qualify for the final dividend, all transfer documents should be lodged for registration 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 not later than 4:30 p.m. on Friday, 24 May 2019.
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 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. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect at the time of the annual general meeting, the annual general meeting will be held as scheduled unless further notice posted on the websites of the Company and the Stock Exchange to notify shareholders of the date, time and place of the rescheduled meeting. Shareholders should make their own decision as to whether they would attend the annual general meeting under bad weather conditions bearing in mind their own situation and if they should choose to do so, they are advised to exercise care and caution.
8. The English text of this notice of annual general meeting shall prevail over the Chinese text in case of inconsistency.
9. 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*)