
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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

A letter from the Board is set out on pages 5 to 9 of this circular.

A notice convening the AGM of China Everbright Greentech Limited to be held at Salon III & IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong on Tuesday, 17 May 2022 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 herewith.

Whether or not you are able to attend the AGM 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, Tricor Investor Services Limited, at Level 54, 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 holding 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 and in such event, the form of proxy previously submitted shall be deemed to be revoked.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please see pages 1 and 2 of this circular for the precautionary measures to be implemented at the AGM to ensure the health and safety of the AGM attendees and to prevent the spreading of the Covid-19 pandemic, which include without limitation:

1. limiting the number of the AGM attendees to avoid over-crowding;
2. compulsory body temperature screening/checks;
3. mandatory wearing of face mask;
4. maintaining an appropriate social distancing between seats; and
5. no provision of gifts, food or beverages.

Any attendee, who (a) refuses to comply with the precautionary measures; (b) is subject to the Government's quarantine requirements or has close contact with any person under quarantine; (c) is subject to the Government's prescribed testing requirement or direction and has not tested negative; or (d) feels unwell or has any symptoms of Covid-19, will be denied entry into or be required to leave the AGM venue at the absolute discretion of the Company as permitted by law.

It is possible that Shareholders and/or their representatives may not be able to attend in person at the AGM venue depending on prevailing Government regulations. Shareholders are strongly encouraged to appoint the chairman of the AGM as their proxy and to return their forms of proxy by the time specified above, instead of attending the AGM in person.

Hong Kong, 31 March 2022

CONTENTS

	<i>Page</i>
PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING ...	1
DEFINITIONS	3
LETTER FROM THE BOARD	
Introduction	5
General Mandate and Buy-back Mandate	6
Re-election of Retiring Directors	7
AGM	7
Voting by Poll	8
Responsibility Statement	8
Recommendation	8
General Information	9
APPENDIX I — EXPLANATORY STATEMENT FOR THE BUY-BACK MANDATE	10
APPENDIX II — BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS PROPOSED FOR RE-ELECTION	13
APPENDIX III — NOTICE OF AGM	16

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

To ensure the health and safety of the AGM attendees and to prevent the spreading of the Covid-19 pandemic, the following precautionary measures will be implemented at the AGM.

LIMITING ATTENDANCE IN PERSON AT THE AGM VENUE

The Company will limit attendance in person at the AGM venue in accordance with prevailing requirements or guidelines published by the Government and/or regulatory authorities at the time of the AGM. **Given the limited capacity of the AGM venue and the requirements for social distancing to ensure attendee health and safety, only Shareholders and/or their representatives and relevant AGM staff will be admitted to the AGM. Admission to the AGM venue will not be granted in excess of the capacity of the AGM venue.**

HEALTH AND SAFETY MEASURES ADOPTED AT THE AGM

The following measures will also be implemented at the AGM:

1. Compulsory body temperature screening/checks will be conducted on every attendee at the main entrance of the AGM venue. Any person with a body temperature of over 37.3 degrees Celsius will not be admitted to the AGM venue;
2. Seating at the AGM venue will be arranged so as to allow for appropriate social distancing;
3. Every attendee is required to wear a face mask at any time within the AGM venue;
4. No gifts, food or beverages will be provided at the AGM; and
5. Any other additional precautionary measures in accordance with the prevailing requirements or guidelines of the Government and/or regulatory authorities, or as considered appropriate in light of the development of the Covid-19 pandemic.

Any attendee, who (a) refuses to comply with the precautionary measures; (b) is subject to the Government's quarantine requirements or has close contact with any person under quarantine; (c) is subject to the Government's prescribed testing requirement or direction and has not tested negative; or (d) feels unwell or has any symptoms of Covid-19, will be denied entry into or be required to leave the AGM venue at the absolute discretion of the Company as permitted by law.

Shareholders are requested (a) to consider carefully the risk of attending the AGM, which will be held in an enclosed environment; (b) to follow any prevailing requirements or guidelines of the Government relating to Covid-19 in deciding whether or not to attend the AGM; and (c) not to attend the AGM if they have contracted or are suspected to have contracted Covid-19 or have been in close contact with anybody who has contracted or is suspected to have contracted Covid-19.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

It is possible that Shareholders and/or their representatives may not be able to attend in person at the AGM venue depending on prevailing Government regulations. Shareholders are strongly encouraged to appoint the chairman of the AGM as their proxy to vote on the resolutions, instead of attending the AGM in person.

Subject to the development of the COVID-19 pandemic, the Company may be required to change the meeting arrangements for the AGM at short notice. Shareholders are advised to check the websites of the Company (<http://www.ebgreentech.com/en/ir/announcements.php>) and HKEx (www.hkexnews.hk) for further announcement(s) and update(s) on such arrangements and/or further special measures to be taken.

If Shareholders have any questions relating to the AGM, please contact Tricor Investor Services Limited, the Company's Hong Kong branch share registrar as follows:

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East, Hong Kong
E-mail: is-enquiries@hk.tricorglobal.com
Tel: (852) 2980 1333
Fax: (852) 2810 8185

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 Salon III & IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong on Tuesday, 17 May 2022 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 31 March 2022 convening the AGM as set out on pages 16 to 22 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, as amended from time to time
“Company”	China Everbright Greentech Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) 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
“Government”	The Government of the Hong Kong Special Administrative Region of the PRC
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKEx”	Hong Kong Exchanges and Clearing Limited

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	23 March 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Nomination Committee”	the Nomination Committee of the Board
“PRC”	the People’s Republic of China
“Remuneration Committee”	the Remuneration Committee of the Board
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“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 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



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)

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. LO Kam Fan (<i>Chief Financial Officer, Executive Director</i>)	PO Box 2681
Ms. GUO Ying (<i>Non-executive Director</i>)	Grand Cayman KY1-1111
Mr. SONG Jian (<i>Non-executive Director</i>)	Cayman Islands
Mr. CHOW Siu Lui (<i>Independent Non-executive Director</i>)	<i>Head Office and Principal Place of</i>
Mr. Philip TSAO (<i>Independent Non-executive Director</i>)	<i>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, 31 March 2022

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) the granting of the General Mandate and the Buy-back Mandate; and (ii) the approving the re-election of the retiring Directors.

LETTER FROM THE BOARD

GENERAL MANDATE AND BUY-BACK MANDATE

At the annual general meeting of the Company held on 17 May 2021, 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 the 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 continue in force until whichever is the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, or any applicable laws of the Cayman Islands to be held; or (iii) the passing of an ordinary resolution by the Shareholders 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 continue in force until whichever is the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, or any applicable laws of the Cayman Islands to be held; or (iii) the passing of an ordinary resolution by the Shareholders 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.

LETTER FROM THE BOARD

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 108(b) of the Articles, each of Mr. QIAN Xiaodong, Mr. LO Kam Fan and Mr. SONG Jian will retire from office as Directors, by rotation at the AGM and being eligible, offer themselves for re-election. Details of the retiring Directors who are proposed for re-election are set out in Appendix II to this circular.

In accordance with the terms of reference of the Nomination Committee and the nomination policy of the Company, the Nomination Committee has evaluated the performance and contribution of each of the retiring Directors during the years of services; and reviewed the independence confirmation submitted by each Independent Non-executive Director and assessed the independence of each of them.

In the evaluation, the Nomination Committee is of the opinion that each of the retiring Directors has contributed positively to the Board with their extensive knowledge and experience in various fields that is relevant to the Company's business. In addition, their breadth and diversity of experience have enabled them to provide valuable and diverse views, as well as relevant insights to the Board and to contribute to the diversity of the Board.

The Board, having considered the recommendation of the Nomination Committee, has proposed the re-election of Mr. QIAN Xiaodong, Mr. LO Kam Fan and Mr. SONG Jian. Such proposal will be put forward at the AGM for Shareholders' consideration and approval by way of ordinary resolutions. The Board also believes that the Directors who are seeking re-election at the AGM have the qualifications and related expertise that will continue to make significant contribution to the Company and the Shareholders as a whole.

AGM

The AGM will be held at Salon III & IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong on Tuesday, 17 May 2022 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 AGM Notice is set out on pages 16 to 22 of this circular.

Subject to the development of the COVID-19 pandemic, the Company may be required to change the meeting arrangements for the AGM at short notice. Shareholders are advised to check the websites of the Company (<http://www.ebgreentech.com/en/ir/announcements.php>) and HKEx (www.hkexnews.hk) for further announcement(s) and update(s) on such arrangements and/or further special measures to be taken.

LETTER FROM THE BOARD

A form of proxy for use in connection with the AGM is enclosed herewith. The form of proxy can also be downloaded from the websites of the Company (<https://www.ebgreentech.com/en/ir/circulars.php>) or HKEx (www.hkexnews.hk). Whether or not you are able to attend the AGM 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, Tricor Investor Services Limited, at Level 54, 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 holding 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 as in such event, the form of proxy previously submitted shall be deemed to be revoked.

In view of the development of the COVID-19 pandemic, Shareholders are strongly encouraged to appoint the chairman of the AGM as their proxy to vote on the resolutions, instead of attending the AGM in person.

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 Board 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.

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 the 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.

LETTER FROM THE BOARD

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 BUY BACK

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 BUY BACK

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 buy backs 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 BUY BACK

As compared with the position disclosed in the Company's most recent audited consolidated statement of financial position for the year ended 31 December 2021 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, are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have been 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	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2021		
March	3.45	3.00
April	3.21	3.05
May	3.10	2.92
June	3.08	2.87
July	2.97	2.59
August	2.89	2.50
September	3.34	2.61
October	3.50	2.72
November	2.81	2.59
December	2.94	2.63
2022		
January	3.03	2.60
February	2.79	2.54
March (up to and including the Latest Practicable Date)	2.63	1.87

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 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 its subsidiaries, 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 BUY BACK 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 immediately 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 48, is an Executive Director, the Chief Executive Officer, the chairman of Sustainability Committee of the Company and a member of Remuneration Committee. Mr. QIAN currently serves as a director of numerous subsidiaries and certain joint venture companies of the Group. Prior to his position in the Company, Mr. QIAN served as the general manager of the investment development department of China Everbright Environment Group Limited (“CEEGL”, stock code: 0257.HK, a listed intermediate holding company of the Company) and the general manager of Everbright Environmental Protection Venture Capital (Shenzhen) Ltd, a wholly-owned subsidiary of CEEGL. He is also the executive director and the vice president and the member of the disclosure committee of CEEGL. 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 in market development of environmental protection industry, national environmental policies and industrial trend in the PRC. Mr. QIAN joined the Board in October 2015.

Other than his directorship and position disclosed above, Mr. QIAN 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, Mr. QIAN beneficially owns 242,000 shares of the Company within the meaning of the Part XV of the SFO.

Mr. QIAN is entitled to an annual salary of HK\$1,950,000 for the year 2021 and also 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. LO Kam Fan, aged 47, is an Executive Director and Chief Financial Officer. Mr. LO also serves as a director of numerous subsidiaries and certain joint venture companies of the Group. Prior to joining the Company, Mr. LO held senior positions at a number of listed companies on the Stock Exchange, including financial controller of Shenzhen International Holdings Limited (stock code: 0152.HK), financial controller and company secretary of Eco-Tek Holdings Limited (stock code: 8169.HK), chief financial officer and company secretary, respectively, of Wai Chun Bio-Technology Limited (stock code: 0660.HK), Wai Chun Group Holdings Limited (stock code: 1013.HK) and Sinopharm Tech Holdings Limited (stock code: 8156.HK). Mr. LO obtained an honour diploma in Accounting from Hong Kong Shue Yan University and a Master's degree in Finance from Curtin University of Technology Australia. He is a fellow member of the Hong Kong Institute of Certified Public Accountants. Mr. LO joined the Company in November 2015 and joined the Board in June 2019.

Other than his directorship and position disclosed above, Mr. LO 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. LO 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, Mr. LO beneficially owns 150,000 shares of the Company together with his spouse and he is deemed to be interested in 50,000 shares of the Company through his spouse; and also beneficially owns 281 shares of CEEGL together with his spouse and he is deemed to be interested in 5,760 shares of CEEGL through his spouse within the meaning of the Part XV of the SFO.

Mr. LO is entitled to an annual salary of HK\$1,430,000 for the year 2021 and also 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. LO, 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. LO 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. LO 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. SONG Jian, aged 52, is a Non-executive Director. Mr. SONG holds a Bachelor's degree in Economics from Renmin University of China. He joined CEEGL in 2007 and currently takes a position of the chief executive officer of Everbright Ecological Resources (Shenzhen) Limited (a wholly-owned subsidiary of CEEGL). He is also a director of Everbright Brilliant Greenergy and Lighting (Shenzhen) Limited (a non-wholly owned subsidiary of CEEGL). Prior to joining CEEGL, Mr. SONG had worked in China Light Industry International Engineering Co., Ltd. Mr. SONG joined the Board in June 2019.

Other than his directorship and position disclosed above, Mr. SONG 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. SONG 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, Mr. SONG is deemed to be interested in 3,000 shares of the Company through his spouse, and he is also deemed to be interested in 7,851 shares of CEEGL through his spouse within the meaning of the Part XV of the SFO.

In accordance with the service contract between the Company and Mr. SONG, he is appointed as a Non-executive Director for a term of two years and he will be subject to retirement by rotation and re-election at the AGM in accordance with the Articles. Mr. SONG is not entitled to receive any Director's fee.

Save as disclosed above, Mr. SONG 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 (the “**Company**”) will be held at Salon III & IV, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong on Tuesday, 17 May 2022 at 3:00 p.m. (the “**AGM**”) 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 2021.
2. To declare and pay a final dividend of HK4.0 cents per share for the year ended 31 December 2021.
3. (a) To re-elect, each as a separate resolution, the following directors of the Company (the “**Directors**”):
 - (i) Mr. QIAN Xiaodong as an executive Director;
 - (ii) Mr. LO Kam Fan as an executive Director;
 - (iii) Mr. SONG Jian as a non-executive Director; and
- (b) To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint Ernst & Young 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 of the Company) 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 of the Company) and rights of exchange or conversion which would or might require shares of the Company 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;
- (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 the shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.

“**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) above 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 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;

- (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 the 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, 31 March 2022

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 the shareholders of the Company who are entitled to attend and vote at the forthcoming AGM to be held on 17 May 2022, the Register of Members will be closed on Wednesday, 11 May 2022 to Tuesday, 17 May 2022, both days inclusive. In order to qualify for attending and voting at the AGM, all transfer documents should be lodged for registration with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 10 May 2022.
 - (b) For the purpose of determining the shareholders of the Company who is qualified for the final dividend, the Register of Members will be closed on Monday, 23 May 2022 to Wednesday, 25 May 2022, both days inclusive. In order to be qualified 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 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Friday, 20 May 2022.

2. Any shareholder of the Company who is 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/her. A shareholder of the Company may appoint a proxy in respect of part of his/her holding of shares in the Company. A proxy need not be a shareholder of the Company. It is possible that the shareholders of the Company and/or their representatives may not be able to attend in person at the venue of the above meeting depending on prevailing regulations of The Government of the Hong Kong Special Administrative Region (the “Government”). Shareholders of the Company are strongly encouraged to appoint the chairman of the AGM as their proxy to vote on the resolutions, instead of attending the AGM in person.
3. To be valid, a form of proxy shall be in writing under the hand of the appointor or of his/her 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 form of proxy 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 form of proxy on behalf of the corporation without further evidence of the fact.
4. To be valid, a form of proxy and (if required by the Board) 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 the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, 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 form of proxy shall not preclude a shareholder of the Company 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. In respect of ordinary resolution numbered 3 of this notice, Mr. QIAN Xiaodong, Mr. LO Kam Fan and Mr. SONG Jian shall retire by rotation and being eligible, offer themselves for re-election at the AGM. Biographical details of the above retiring Directors are set out in Appendix II to the circular of the Company dated 31 March 2022.
8. Considering the ongoing COVID-19 pandemic, the Company will implement certain precautionary measures at the AGM with a view to addressing the risk to attendees of infection, including, but not limited to (i) all attendees being required to (a) undergo compulsory body temperature screening/checks and (b) wear a face mask at any time within AGM venue (no mask will be provided at the AGM venue); (ii) no gifts, food and beverages will be served; and (iii) all attendees will be assigned designated seat at the AGM venue in order to ensure approximate social distancing and facilitate contact tracing. The Company reminds attendees that they should carefully consider the risks of attending the AGM, taking into account their own personal circumstances.

Subject to the development of the COVID-19 pandemic, the Company may be required to change the meeting arrangements for the AGM at short notice. Shareholders of the Company are advised to check the websites of the Company (<http://www.ebgreentech.com/en/ir/announcements.php>) and Hong Kong Exchanges and Clearing Limited (“HKEX”) (www.hkexnews.hk) for further announcement(s) and update(s) on such arrangements and/or further special measures to be taken.

9. If Typhoon Signal No. 8 or above, a “black” rainstorm warning or “extreme conditions after super typhoons” announced by the Government is/are in effect in Hong Kong at the time of the AGM, the AGM will be held as scheduled unless further notice posted on the websites of the Company (<http://www.ebgreentech.com/en/ir/announcements.php>) and HKEx (www.hkexnews.hk) to notify shareholders of the Company of the date, time and place of the rescheduled meeting. Shareholders of the Company should make their own decision as to whether they would attend the AGM 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.
10. The English text of this notice of AGM shall prevail over the Chinese text in case of inconsistency.
11. As at the date hereof, the members of the Board comprise:

Mr. WANG Tianyi (*Chairman, Non-executive Director*)
Mr. QIAN Xiaodong (*Chief Executive Officer, Executive Director*)
Mr. YANG Zhiqiang (*Vice President, Executive Director*)
Mr. LO Kam Fan (*Chief Financial Officer, Executive Director*)
Ms. GUO Ying (*Non-executive Director*)
Mr. SONG Jian (*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*)

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.