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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**

A letter from the Board is set out on pages 3 to 7 of this circular.

A notice convening the annual general meeting of China Everbright Greentech Limited (the “AGM”) to be held at Drawing Room, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong on Thursday, 8 May 2025 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 17/F., Far East Finance Centre, 16 Harcourt Road, 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.

Hong Kong, 16 April 2025

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at Drawing Room, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong on Thursday, 8 May 2025 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 16 April 2025 convening the AGM as set out on pages 15 to 20 of this circular
“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Audit and Risk Management Committee”	the Audit and Risk Management Committee of the Board
“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 Act”	the Companies Act, Cap. 22 (as consolidated and revised from time to time) 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 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 Hong Kong
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“HKEx”	Hong Kong Exchanges and Clearing Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	8 April 2025, 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 Silian *(Chairman, Non-executive Director)*

Mr. ZHU Fugang *(Chief Executive Officer,
Executive Director)*

Mr. WANG Dianer *(Vice President, Executive Director)*

Mr. HUANG Chaoxiong *(Executive Director)*

Mr. SONG Jian *(Non-executive Director)*

Ms. MAO Jing *(Non-executive Director)*

Mr. CHOW Siu Lui *(Independent Non-executive Director)*

Prof. YAN Houmin *(Independent Non-executive Director)*

Mr. LI Huaqiang *(Independent Non-executive Director)*

Registered Office

Cricket Square

Hutchins Drive

PO 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, 16 April 2025

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 details 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 of 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 14 May 2024, 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 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 of Association, 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 of Association, 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

LETTER FROM THE BOARD

- (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.

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

In accordance with Article 112 of the Articles of Association, Mr. WANG Silian shall hold office only until the forthcoming AGM and shall be eligible and offer himself for re-election. Pursuant to Articles 108(a) and 108(b) of the Articles of Association, each of Ms. MAO Jing, Mr. CHOW Siu Lui and Prof. YAN Houmin 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, after reviewing the composition of the Board and evaluating the performance, contribution and commitment to the role of each of the retiring Directors during the years of services, nominated Mr. WANG Silian, Ms. MAO Jing, Mr. CHOW Siu Lui and Prof. YAN Houmin to the Board so that the Board can make recommendations to the Shareholders for re-election of Directors at the AGM. Nominations were based on the diversity aspects set out in the nomination policy and the diversity policy of the Company (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and/or length of service).

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.

Mr. CHOW Siu Lui was appointed as an Independent Non-executive Director in January 2017. Since the listing date of the Company, i.e. 8 May 2017, Mr. CHOW Siu Lui has attended all Board meetings, committee meetings and annual general meetings held by the Company. As the chairman of the Audit and Risk Management Committee, he was able to give practical and informative opinion regarding the Company's financial statements, application of accounting standards and other relevant noteworthy considerations during every meeting of the Audit and Risk Management Committee, such that the quality of financial risk management of the Company is enhanced. In addition to participating in meetings, he has taken an active interest in the Company's affairs, including but not limited to, expressing his opinion to the Chief Executive Officer from time to time and making

LETTER FROM THE BOARD

practical recommendations in facilitating the Board to focus on environmental, social and governance related risks and opportunities. Moreover, Mr. CHOW Siu Lui is a leading figure in the accounting industry. With his extensive financial, regulatory and policy-related experience in audit, corporate governance and risk management, he can contribute to the Board diversity of the Company and is a highly valued and respected member of the Board. The Board believes that he will make a significant contribution to the Company with his valuable professional and extensive experience as well as incisive insights gained from various listed companies and public organisations.

Prof. YAN Houmin has deep, diverse and extensive skills, knowledge and experience in logistics, supply chain management and risk management. Such experience, together with an in-depth understanding of the Group's operations and business, allow him to provide meaningful and objective opinion and independent guidance to the Company, as well as contribute to the Board diversity. The Board believes that he will continue to make significant contribution to the Company with his valuable professional knowledge and extensive experience.

The Company received the notification of independence from each of Mr. CHOW Siu Lui and Prof. YAN Houmin. Based on the above, the Nomination Committee has assessed their independence and the Board is of the view that each of Mr. CHOW Siu Lui and Prof. YAN Houmin continues to be independent in character and judgement, and that each of them has meet the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent.

The Board, having considered the recommendation of the Nomination Committee, has proposed the re-election of Mr. WANG Silian, Ms. MAO Jing, Mr. CHOW Siu Lui and Prof. YAN Houmin. 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 Drawing Room, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong on Thursday, 8 May 2025 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 15 to 20 of this circular.

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 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not later than forty-eight (48) hours before the time appointed for

LETTER FROM THE BOARD

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. In such event, the form of proxy previously submitted shall be deemed to be revoked.

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 of Association 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.

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 Silian
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 4B, 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 of Association, the Listing Rules and the Companies Act. Under the Companies Act, 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 of Association and subject to the Companies Act, 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 of Association and subject to the Companies Act, out of capital. In accordance with the Companies Act, 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 2024 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>
2024		
April	0.74	0.65
May	0.78	0.68
June	0.75	0.64
July	0.74	0.65
August	0.73	0.63
September	0.78	0.63
October	0.98	0.74
November	0.83	0.75
December	1.03	0.77
2025		
January	0.93	0.76
February	0.85	0.72
March	0.93	0.72
April (up to and including the Latest Practicable Date)	0.82	0.66

6. GENERAL

The Directors have confirmed 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 Association and the Companies Act and other applicable laws and regulations of the Cayman Islands.

The Directors have confirmed that neither the explanatory statement set out in Appendix I to this circular nor the proposed share buy back has any unusual features.

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 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 four retiring Directors proposed for re-election at the AGM are set out as follows:

Mr. WANG Silian, aged 51, is a Non-executive Director and the Chairman of the Board and the Nomination Committee. He is also the executive director and the chairman of the board, and the chairman of the nomination committee and the member of the remuneration committee of China Everbright Environment Group Limited (“**CEEGL**”, stock code: 0257.HK, a listed intermediate holding company of the Company). Prior to joining the Group, Mr. WANG was the vice chairman and president of China CYTS Tours Holding Co., Ltd. (the shares of which are listed on the Shanghai Stock Exchange (“**SSE**”), stock code: 600138.SH) and the chairman of Bravolinks Integrated Marketing Co., Ltd. (the shares of which are listed on the National Equities Exchange and Quotations, stock code: 837784.OC), both of which are connected persons of the Company. He was also the deputy general manager of the human resources department of China Everbright Bank Company Limited (the shares of which are listed on the Stock Exchange and SSE, stock codes: 6818.HK and 601818.SH), a subsidiary of China Everbright Group Ltd., which is an indirect controlling shareholder of the Company. Mr. WANG holds a Master’s degree in Military Science from the Dalian Naval Academy of the People’s Liberation Army Navy. Mr. WANG joined the Board in September 2024.

Other than his directorship and position disclosed above, Mr. WANG (i) does not hold and has not held any other directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, and does not have any other major appointments and professional qualifications; and (ii) does not hold any position in the Company or any of its subsidiaries and does not have any other relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

At the Latest Practicable Date, Mr. WANG does not have any interest in securities of the Company within the meaning of Part XV of the SFO.

In accordance with the service contract between the Company and Mr. WANG, he is appointed for a term of approximately two years as a Non-executive Director and Chairman of the Board and the Nomination Committee of the Company, and he will be subject to the arrangements of retirement by rotation and re-election at the AGM in accordance with the Articles of Association and the Listing Rules. Mr. WANG is not entitled to receive any Director’s fee.

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

Ms. MAO Jing, aged 45, is a Non-executive Director. She is currently the general manager of the investment development department of CEEGL and was the deputy general manager of the strategic management department of CEEGL. Ms. MAO holds a Bachelor's degree in Human Resources from South China Normal University. She also holds a Master's degree in Business Administration from the University of Texas at Arlington in the United States and holds the title of mid-level economist in China. Ms. MAO joined the Board in March 2024.

Other than her directorship and position disclosed above, Ms. MAO (i) does not hold and has not held any other directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, and does not have any other major appointments and professional qualifications; and (ii) does not hold any position in the Company or any of its subsidiaries and does not have any other relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

At the Latest Practicable Date, Ms. MAO does not have any interest in securities of the Company within the meaning of Part XV of the SFO.

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

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

Mr. CHOW Siu Lui, aged 64, is an Independent Non-executive Director, the chairman of the Audit and Risk Management Committee and a member of each of the Nomination Committee, the Remuneration Committee and the Sustainability Committee. Mr. CHOW is currently an independent non-executive director of each of Genertec Universal Medical Group Company Limited (stock code: 2666.HK), Futong Technology Development Holdings Limited (stock code: 0465.HK), China Tobacco International (HK) Company Limited (stock code: 6055.HK) and AGTech Holdings Limited (stock code: 8279.HK), the shares of all of the above companies are listed on the Stock Exchange. He was an independent non-executive director of each of Shanghai Dazhong Public Utilities (Group) Co., Ltd.* (stock code: 1635.HK), Fullshare Holdings Limited (stock code: 0607.HK), CTF Services Limited (formerly known as NWS Holdings Limited, stock code: 0659.HK), Shi Shi Services Limited (stock code: 8181.HK) and Sinco Pharmaceuticals Holdings Limited (stock code: 6833.HK), and a non-executive director of Renrui Human Resources Technology Holdings Limited (stock code: 6919.HK), the shares of all of the above companies are listed on the Stock Exchange. He was also an independent non-executive

* *For identification purpose only*

director of Global Cord Blood Corporation (listed on the New York Stock Exchange, Symbol: CO). Additionally, he was a partner of VMS Investment Group (HK) Limited, a partner in KPMG and chairman of the Mainland Development Strategies Advisory Panel of the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and a member of its Registration and Practice Committee of the HKICPA. Mr. CHOW was also the chairman of the audit committee and a council member of The Hong Kong Chartered Governance Institute. Mr. CHOW obtained the Professional Diploma in Accountancy from the Hong Kong Polytechnic University. He is qualified as a fellow member of the HKICPA and the Association of Chartered Certified Accountants. Mr. CHOW joined the Board in May 2017.

Other than his directorship and position disclosed above, Mr. CHOW (i) does not hold and has not held any other directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, and does not have any other major appointments and professional qualifications; and (ii) does not hold any position in the Company or any of its subsidiaries and does not have any other relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

At the Latest Practicable Date, Mr. CHOW does not have any interest in securities of the Company within the meaning of Part XV of the SFO.

In accordance with the service contract between the Company and Mr. CHOW, he is appointed for a term of two years as an Independent Non-executive Director of the Company, and he will be subject to the arrangements of retirement by rotation and re-election at the AGM in accordance with the Articles of Association and the Listing Rules. Mr. CHOW is entitled to a Director’s fee of HK\$330,000 per annum. Such fee is determined by the Remuneration Committee with reference to his duties and responsibilities within the Company and prevailing market conditions.

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

Prof. YAN Houmin, aged 70, is an Independent Non-executive Director, the chairman of the Remuneration Committee and a member of each of the Nomination Committee, the Audit and Risk Management Committee and the Sustainability Committee. Prof. YAN is Chair Professor of Management Sciences at City University of Hong Kong (“CityU”) where he directs International PPP China Center of Excellence of the United Nations Economic Commission for Europe (UNECE). Prof. YAN is also a director of Laboratory for AI-Powered Financial Technologies Limited. He was the Dean of the College of Business from January 2013 to June 2020. Prior to joining CityU, Prof. YAN was a Professor at the Chinese University of Hong Kong. He was the program director for the Executive Master for Logistics and Supply Chain Management, and he was the executive director of Center for Supply Chain and Logistics Optimization, Li & Fung Logistics and Supply Chain

Institute, the Chinese University of Hong Kong. He was the associate director and science advisor for the Hong Kong Government R&D Center for Logistics and Supply Chain Management Enabling Technologies. He was also a tenured Associate Professor at the School of Management, University of Texas at Dallas. Prof. YAN's main research areas are stochastic models, simulations, and supply chain management. He has published extensively in top-tier international journals and has been awarded the Best Paper Prizes by professional societies such as the Production and Operations Management Society (POMs) in 2004 and Institute of Industrial Engineers (IIE) in 2005 and 2012. He consults a number of international and local enterprises. Prof. YAN received his Bachelor's degree and Master's degree in Electrical Engineering from the Department of Automation in Tsinghua University in the PRC and his Doctor of Philosophy degree from the University of Toronto in Canada. Prof. YAN joined the Board in May 2017.

Other than his directorship and position disclosed above, Prof. YAN (i) does not hold and has not held any other directorships in the last three years in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas, and does not have any other major appointments and professional qualifications; and (ii) does not hold any position in the Company or any of its subsidiaries and does not have any other relationship with any Directors, senior management, substantial or controlling shareholders of the Company.

At the Latest Practicable Date, Prof. YAN does not have any interest in securities of the Company within the meaning of Part XV of the SFO.

In accordance with the service contract between the Company and Prof. YAN, he is appointed for a term of two years as an Independent Non-executive Director of the Company, and he will be subject to the arrangements of retirement by rotation and re-election at the AGM in accordance with the Articles of Association and the Listing Rules. Prof. YAN is entitled to a Director's fee of HK\$330,000 per annum. Such fee is determined by the Remuneration Committee with reference to his duties and responsibilities within the Company and prevailing market conditions.

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



CHINA EVERBRIGHT GREENTECH LIMITED

中國光大綠色環保有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1257)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of China Everbright Greentech Limited (the “**Company**”) will be held at Drawing Room, Mezzanine Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wan Chai, Hong Kong on Thursday, 8 May 2025 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 2024.
2. (a) To re-elect, each as a separate resolution, the following directors of the Company (the “**Directors**”):
 - (i) Mr. WANG Silian as a non-executive Director;
 - (ii) Ms. MAO Jing as a non-executive Director;
 - (iii) Mr. CHOW Siu Lui as an independent non-executive Director;
 - (iv) Prof. YAN Houmin as an independent non-executive Director; and
- (b) To authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint Messrs. KPMG as auditor of the Company and to authorize the Board to fix its remuneration.

Special Business

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

4A. “**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 of Hong Kong Limited (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).”

4B. “**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 buy back its own shares of the Company on the 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 (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;
- (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.”

4C. “THAT:

conditional upon the passing of resolutions 4A and 4B, the general mandate granted to the Directors (pursuant to resolution 4A) 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 4B 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, 16 April 2025

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

Notes:

1. 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 Thursday, 8 May 2025, the register of members of the Company will be closed on Wednesday, 30 April 2025 to Thursday, 8 May 2025, 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 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, 29 April 2025.
2. A shareholder of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder of the Company who is a holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a meeting of the Company. A proxy need not be a shareholder of the Company. Shareholders of the Company may 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.
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 notarially certified copy of such power or authority, shall be delivered to the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, 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 2 of this notice, Mr. WANG Silian, Ms. MAO Jing, Mr. CHOW Siu Lui and Prof. YAN Houmin 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 16 April 2025.
8. 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 in accordance with the articles of association of the Company. 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.
9. The English text of this notice of AGM shall prevail over the Chinese text in case of inconsistency.
10. As at the date hereof, the members of the Board comprise:
 - Mr. WANG Silian (*Chairman, Non-executive Director*)
 - Mr. ZHU Fugang (*Chief Executive Officer, Executive Director*)
 - Mr. WANG Dianer (*Vice President, Executive Director*)
 - Mr. HUANG Chaoxiong (*Executive Director*)
 - Mr. SONG Jian (*Non-executive Director*)
 - Ms. MAO Jing (*Non-executive Director*)
 - Mr. CHOW Siu Lui (*Independent Non-executive Director*)
 - Prof. YAN Houmin (*Independent Non-executive Director*)
 - Mr. LI Huaqiang (*Independent Non-executive Director*)