

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



NEW ENVIRONMENTAL ENERGY HOLDINGS LIMITED

新環保能源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3989)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of New Environmental Energy Holdings Limited (the “**Company**”) will be held at 11:00 a.m. on Monday, 18 October 2010, at 36th Floor, No. 1 Hung To Road, Kwun Tong, Kowloon, Hong Kong for the purposes of considering and, if thought fit, passing with or without modifications the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the conditional agreement dated 8 June 2010 entered into among the Company, Full Prosper Holdings Limited (the “**Vendor**”) which is a wholly owned subsidiary of the Company, Bloom Origin Limited (the “**Purchaser**”) and Bright King Investments Limited in relation to the disposal of the entire issued share capital of Full Charm Holdings Limited by the Vendor to the Purchaser at the consideration of HK\$450 million subject to the terms and conditions thereunder (the “**Agreement**”), a copy of which has been produced to the meeting for identification purpose, together with all the transactions contemplated under the Agreement be approved, confirmed and ratified; and
- (b) the directors of the Company be and are hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as they in their discretion may consider necessary, appropriate, desirable or expedient to give effect to or in connection

with the Agreement, or any of the transactions contemplated under the Agreement and to agree to such variations, amendments, waivers or matters relating to the Agreement (including any variations, amendments or waivers of such documents in connection with the Agreement) as are, in their opinion, appropriate.”

By Order of the Board of
New Environmental Energy Holdings Limited
Ngok Yan Yu
Chairman

Hong Kong, 24 September 2010

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or, where that member holds two or more shares, more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company.
2. A proxy form is enclosed. Whether or not you intend to attend the meeting in person, you are requested to complete and return the proxy form in accordance with the instructions printed thereon.
3. To be valid, a proxy form, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Hong Kong not less than 48 hours before the time fixed for the holding of the meeting or any adjournment thereof.
4. Where there are joint holders of any ordinary share of the Company, any one of such holders may vote at the meeting, in person or by proxy, in respect of such share as if he or she was solely entitled thereto, but if more than one of such 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. Several executors or administrators of a deceased shareholder in whose name any share stands shall for this purpose be deemed joint holders thereof.
5. Completion and return of the proxy form shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing such a proxy shall be deemed to be revoked.
6. Votes on the ordinary resolution to be proposed will be taken by way of poll.
7. Mr. Ngok Yan Yu, Bloom Origin Limited, Bright King Investments Limited and their respective associates have to abstain from voting on the resolution proposed at the meeting.

As at the date of this announcement, the Board comprises five executive directors, namely Mr. Ngok Yan Yu, Mr. Marcello Appella, Mr. Chan Tak Yan, Mr. Ng Cheuk Fan, Keith and Ms. Yu Sau Lai; three non-executive directors, namely Mr. Ho Gilbert Chi Hang, Mr. Mok Chung Kwan, Stephen and Mr. Lim Jui Kian; one alternate non-executive director, namely Mr. Cai Qiao Herman (alternate director to Mr. Lim Jui Kian) and four independent non-executive directors, namely Mr. Lo Ming Chi, Charles, Mr. Pao Ping Wing, Mr. Kwan Hung Sang, Francis and Mr. Cheng Kai Tai, Allen.