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CHINA ENVIRONMENTAL RESOURCES GROUP LIMITED

中國環境資源集團有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock code: 1130)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “EGM”) of China Environmental Resources Group Limited (the “**Company**”) will be held at 35/F, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong, on Friday, 18 October 2013 at 11:00 a.m. for the purpose of considering, and if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution of the Company (unless otherwise indicated, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 30 September 2013 (the “**Circular**”)):

ORDINARY RESOLUTION

“**THAT** subject to the fulfillment of the conditions set out in the Underwriting Agreement dated 12 August 2013 entered into between the Company and the Underwriter in respect of the Open Offer (a copy of the Underwriting Agreement has been tabled at the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification):

- (a) the allotment and issue of not less than 602,988,342 Offer Shares but not more than 607,773,342 Offer Shares by way of open offer at the subscription price of HK\$0.27 per Offer Share to the Qualifying Shareholders on the basis of thirty-three Offer Shares for every ten Shares held on the Record Date, other than the Excluded Shareholders whom the Directors, after making relevant enquiry as required under the Listing Rules, consider their exclusion from the Open Offer to be necessary or expedient on account of either the legal restrictions under the law of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place, and on the terms and conditions as set out in the Circular, and such other terms and conditions as may be determined by the Directors be and is hereby approved;
- (b) the Underwriting Agreement be and is hereby approved, confirmed and ratified and any Directors be and is hereby authorised to do such acts or execute such documents which may be necessary, desirable or expedient in his or her opinion to carry into effect or to give effect to the terms of the Underwriting Agreement;
- (c) the absence of arrangements for application for the Offer Shares by the Qualifying Shareholders in excess of their entitlements under the Open Offer be and is hereby approved, confirmed and ratified; and

- (d) the Directors be and are hereby authorised to allot and issue the Offer Shares pursuant to and in connection with the Open Offer and to do all such acts and things and execute all such documents which in their opinion may be necessary, desirable or expedient to carry out or give effect to or in connection with the Open Offer or any transactions contemplated thereby.”

By Order of the Board
China Environmental Resources Group Limited
Zhou Hongbo
Chairman and Chief Executive Officer

Hong Kong, 30 September 2013

Notes:

- (a) Any member entitled to attend and vote at the meeting is entitled to appoint a proxy or, if such member is a holder of two or more shares, proxies to attend and vote in his stead. A proxy need not be a member of the Company but must attend the meeting in person to represent the appointing member.
- (b) To be valid, the form of proxy must be deposited with the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the meeting or any adjournment thereof.
- (c) Where there are joint holders of any share, any one of such joint holder may vote, 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 in respect of the joint holding.

As at the date of this notice, the Board comprises of Mr. Zhou Hongbo (Chairman and Chief Executive Officer), Mr. Kwok Wai, Wilfred and Mr. Leung Kwong Choi as executive directors, Mr. Wong Kwai Sang, Mr. Christopher David Thomas and Mr. Chan Ka Yin as independent non-executive directors.