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CHINA ENVIRONMENTAL RESOURCES GROUP LIMITED

中國環境資源集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1130)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 29 JULY 2016

Reference is made to the circular of China Environmental Resources Group Limited (the “**Company**”) (the “**Circular**”) and the notice of extraordinary general meeting (the “**Notice of EGM**”), both dated 12 July 2016. Unless otherwise defined herein, capitalised terms used herein shall have the same meanings as defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the proposed ordinary resolutions (the “**Ordinary Resolutions**”) as set out in the Notice of EGM were duly passed by the Shareholders or the Independent Shareholders (as the case may be) by way of poll at the EGM held on 29 July 2016.

The poll results in respect of the Ordinary Resolutions at the EGM are as follows:

Ordinary Resolutions		Number of shares voted (Approximate %)	
		FOR	AGAINST
1.	To approve, ratify and confirm the Tenancy Agreement (including the annual caps thereof)	687,131,604 (99.9999%)	138 (0.0001%)
2.	To grant the Refreshed General Mandate to the Directors to allot, issue and deal with new shares not exceeding 20 per cent. of the issued share capital of the Company as at the date of the EGM	687,131,668 (99.9999%)	74 (0.0001%)
3.	To approve the refreshment of the Scheme Mandate Limit under the Share Option Scheme	687,131,668 (99.9999%)	74 (0.0001%)

As more than 50% of the votes were cast in favour of the Ordinary Resolutions, the Ordinary Resolutions were duly passed as ordinary resolutions of the Company.

Notes:

1. The full text of the Ordinary Resolutions are set out in the Notice of EGM.
2. As at the date of the EGM, the total number of Shares in issue was 1,697,138,114 Shares.
3. As stated in the Circular, given the relationship between Mrs. Yeung and Mr. Yeung, Mr. Yeung was considered to have a material interest in the Tenancy Agreement and was required (together with his associates) to abstain from voting in respect of the ordinary resolution numbered 1 to approve the Tenancy Agreement (including the annual caps thereof). As at the date of the EGM, Mr. Yeung held 187,500,000 Shares and had abstained from voting on the ordinary resolution numbered 1. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote on the ordinary resolution numbered 1 was 1,509,638,114 Shares.
4. As stated in the Circular, given the Refreshed General Mandate requires the Independent Shareholders' approval at the EGM at which any of the controlling Shareholders and their associates or, where there are no controlling Shareholders, Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the relevant resolution. As at the date of the EGM, Mr. Yeung held 187,500,000 Shares and had abstained from voting on the ordinary resolution numbered 2 to approve the grant of the Refreshed General Mandate since there is no controlling Shareholders. As such, the total number of Shares entitling the Independent Shareholders to attend and vote on the ordinary resolution numbered 2 was 1,509,638,114 Shares.
5. No Shareholder was entitled to attend but was required to vote only against the ordinary resolution numbered 3.
6. Save as disclosed above, no other Shareholders is required to abstain from voting at the EGM.
7. No Shareholders had stated any intention in the Circular to vote for or against the ordinary resolutions.
8. Union Registrars Limited, the branch share registrar and transfer office of the Company in Hong Kong, was appointed as the scrutineer for the poll taken at the EGM.

By Order of the Board
China Environmental Resources Group Limited
Yeung Chi Hang
Chairman and Chief Executive Officer

Hong Kong, 29 July 2016

As at the date of this announcement, the Board comprises five executive Directors, namely Mr. Yeung Chi Hang, Mr. Leung Kwong Choi, Mr. Wong Po Keung, Mr. Chung Siu Wah and Mr. Chik To Pan; and three independent non-executive Directors, namely Mr. Wong Kwai Sang, Mr. Ong Chi King and Mr. Heung Chee Hang Eric.