

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.



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 2 JULY 2015

The Board is pleased to announce that the resolution proposed was duly passed by the Independent Shareholders by way of poll at the EGM held on 2 July 2015.

Reference is made to the notice of the extraordinary general meeting of China Environmental Resources Group Limited (the “**Company**”) dated 15 June 2015 (the “**Notice of EGM**”) and the circular of the Company dated 15 June 2015 (the “**Circular**”). 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 ordinary resolution (the “**Ordinary Resolution**”) proposed as set out in the Notice of EGM was duly passed by the Independent Shareholders by way of poll at the EGM held on 2 July 2015.

The poll results in respect of the resolution proposed at the EGM is as follows:

Ordinary Resolution (Notes)	Number of Shares Actually Voted (approximate %)	
	FOR	AGAINST
To approve the SPA and all transactions contemplated thereunder as set out in the resolution of the notice convening the EGM including but not limited to the issue of the Promissory Note.	154,728,263 (99.9994%)	981 (0.0006%)

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

Notes:

1. Please refer to the Notice of EGM for further details on the Ordinary Resolution.
2. As at the date of the EGM, the total number of issued Shares was 942,854,508 Shares, which represented the total number of Shares entitling the holders to attend the EGM.
3. As at the date of the EGM, each of (i) the Vendors; and (ii) the remaining ultimate beneficial owners of the Vendors (other than Ms. Ma) and their respective associates did not hold any Shares.
4. As stated in the Circular, given the relationship between Ms. Ma and Mr. Yeung, Mr. Yeung was considered to have a material interest in the Acquisition and was required to abstain from voting in respect of the Ordinary Resolution. As at the date of the EGM, Mr. Yeung held 125,000,000 Shares and had abstained from voting of the Ordinary Resolution pursuant to the Listing Rules. As such, the total number of issued Shares available to vote on the Ordinary Resolution at the EGM was 817,854,508 Shares.
5. None of the Independent Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the Ordinary Resolution at the EGM.
6. The Company's Hong Kong branch share registrar, Union Registrars Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

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

Hong Kong, 2 July 2015

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. Chen Yuyang; and three independent non-executive Directors, namely Mr. Wong Kwai Sang, Mr. Ong Chi King, and Mr. Heung Chee Hang Eric.