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CHINA ENVIRONMENTAL TECHNOLOGY AND BIOENERGY HOLDINGS LIMITED

中科生物控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1237)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of China Environmental Technology and Bioenergy Holdings Limited (the “**Company**”) will be held at Fushan Industrial District, Zhangping, Fujian, the PRC on Monday, 31 May 2021 4:15 p.m. or immediately after the annual general meeting of the Company to be held at 4:00 p.m. on the same date for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

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

“**THAT:**

- (a) the grant of specific mandate to the Directors regarding the issue and allotment of an aggregate of 29,648,016 new shares (“**Connected Award Shares**”) to Mr. Wu Zheyang and Ms. Xie Qingmei, who are selected by the Board (the “**Selected Participants**”) for participation in the share award scheme adopted by the Company on 14 December 2020 (the “**Share Award Scheme**”) (a copy of which has been produced to the EGM marked “A” and signed by the chairman of the EGM for the purpose of identification) (the “**Award**”) and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) the grant of 14,824,006 award shares pursuant to the Share Award Scheme to Mr. Wu Zheyang is hereby approved and confirmed;
- (c) the grant of 14,824,006 award shares pursuant to the Share Award Scheme to Ms. Xie Qingmei is hereby approved and confirmed; and

- (d) any one or more of the Directors be and is/are hereby authorized to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Award and the transactions contemplated thereunder, including but not limited to the issue and allotment of the Connected Award Shares pursuant to the Share Award Scheme.”

By Order of the Board
**China Environmental Technology and
Bioenergy Holdings Limited**
Xie Qingmei
Chairlady

Hong Kong, 13 May 2021

Notes:

1. All resolutions at the meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates to purely a procedural or administrative matter to be voted on by a show of hands in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy (or more than one proxy if he is the holder of two or more shares) to attend and vote instead of him. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services 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 holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In order to determine the entitlement to attend and vote at the extraordinary general meeting, the register of members of the Company will be closed from 26 May 2021 to 31 May 2021 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for attending and voting at the extraordinary general meeting, all transfer of shares accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration by not later than 4:30 p.m. on 25 May 2021.
5. As at the date of this notice, the executive directors of the Company are Ms. Xie Qingmei and Mr. Wu Zheyuan and the independent non-executive directors of the Company are Mr. Lam Hin Chi, Prof. Jin Zhongwei and Prof. Su Wenqiang.