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CAPITAL ENVIRONMENT HOLDINGS LIMITED
首創環境控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 03989)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Capital Environment Holdings Limited (the “Company”) will be held at Unit 1613–1618, 16/F, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong on Wednesday, 4 November 2020 at 2:30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions, with or without amendments, as ordinary resolution of the Company.

Capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 19 October 2020 to the Shareholders (the “Circular”) unless otherwise specified.

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the Subscription Agreement and all transactions contemplated therein and in connection therewith and any other agreements or documents in connection therewith be and are hereby approved, confirmed, authorised and ratified; and
- (b) any one Director be and is hereby authorised for and on behalf of the Company to do all such acts and things and execute and deliver, and (where required) to affix the common seal of the Company to, all such documents which he may in his absolute discretion considers to be necessary, desirable or appropriate in connection with paragraph (a) of this resolution no. 1”

2. “**THAT** subject to and conditional upon the passing of the ordinary resolution no. 1 in this notice,
- (a) the grant of a specific mandate to the Directors with the power and authority to allot and issue the Offshore Preference Shares in accordance with the terms and conditions of the Subscription Agreement be and are hereby approved; and
 - (b) any one Director be and is hereby authorised to do all such acts and things and execute all such documents for and on behalf of the Company as they may consider necessary, desirable or appropriate in connection with paragraph (a) of this resolution no. 2”

By Order of the Board
Capital Environment Holdings Limited
Cao Guoxian
Chairman

Hong Kong, 19 October 2020

As at the date of this notice, the board of directors of the Company comprises four executive directors, namely Mr. Cao Guoxian, Mr. Li Fujing, Ms. Hao Chunmei and Mr. Xiao Yukun; and three independent non-executive directors, namely, Mr. Pao Ping Wing, Mr. Cheng Kai Tai, Allen and Dr. Chan Yee Wah, Eva.

Notes:

1. A form of proxy for use at the EGM is enclosed with the circular of the Company dated 19 October 2020 to the shareholders.
2. Where there are joint registered holders of any share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company shall, in respect of such share, be entitled alone to vote in respect thereof.
3. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her to attend and vote on his/her behalf. 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.
4. The register of members of the Company will be closed from Friday, 30 October 2020, to Wednesday, 4 November 2020, both days inclusive, during which period no transfer of shares of the Company will be effected. As such, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s share registrar in Hong Kong, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Thursday, 29 October 2020 for the purpose of determining shareholders’ eligibility to attend and vote at the EGM.

5. In order to be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's share registrar in Hong Kong, Tricor Investor Services Limited Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the EGM or any adjournment thereof.
6. Completion and return of a proxy form will not preclude a shareholder from attending and voting in person if he/she is subsequently able to be present and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. In light of the outbreak of novel coronavirus (COVID-19), the Company will implement the following precautionary measures at the EGM in order to protect the health and safety of the attendees at the EGM, including:
 - a. all attendees will subject to compulsory body temperature checks at the entrance of the EGM venue. Any person with a body temperature of 37 degrees Celsius or higher may be denied entry into the EGM venue or be required to leave the EGM venue;
 - b. all attendees will be required to wear surgical face masks throughout the EGM;
 - c. any person who does not comply with the above measures may be denied entry to the meeting venue; and
 - d. no beverage or refreshments will be served at the EGM.

Any person who does not comply with the precautionary measures may be denied entry into the EGM venue. Members of the Company are reminded that they may appoint the chairman of the EGM as their proxy to vote on the relevant resolution at the EGM as an alternative to attending the EGM in person.

8. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.