



汉科环境科技集团

HanKore Environment Tech Group Limited

(Incorporated in Bermuda)

(Company Registration No. 34074)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting ("SGM") of HANKORE ENVIRONMENT TECH GROUP LIMITED (the "Company") will be held on 15 May 2014 at 9.30 a.m. at Ballroom 3 Lower Lobby, Fullerton Hotel, 1 Fullerton Square, Singapore 049178, for the purpose of considering and, if thought fit, passing with or without any modification, the following resolutions:

ORDINARY RESOLUTION 1: THE PROPOSED SHARE CONSOLIDATION

That:

- (a) with effect from the Effective Trading Date (to be determined by the Directors), every ten (10) existing issued and unissued shares of HK\$0.10 each in the authorised and issued share capital of the Company be consolidated into one (1) share of HK\$1.00 in the capital of the Company (the "Consolidated Share") as at the Books Closure Date (to be determined by the Directors);
- (b) following the consolidation in paragraph (a) above, the Directors be and are hereby authorised to do all such acts and things as they consider necessary or expedient in connection with the consolidation including but not limited to disregarding fractional entitlements, issuing new share certificates in respect of the Consolidated Shares in issue and making arrangements for the settlement and disposal of fractional entitlements, if any, arising from or in connection therewith and in particular (but without prejudice to the generality of the foregoing), by aggregating any fractional entitlements arising as a result thereof and selling the same for the benefit of the Company in such manner and on such terms as the Directors may think fit and repurchasing any fractional entitlements thereafter for the benefit of the Company;
- (c) the Directors of the Company be and are hereby authorised to complete and do all such acts and things including, without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as he or they may consider necessary, desirable or expedient to give full effect to this resolution; and

Capitalised terms not defined herein shall have the same meaning ascribed to them in the Circular dated 23 April 2014 issued by the Company.

SPECIAL RESOLUTION 2: THE PROPOSED AMENDMENT TO THE BYE-LAWS

That, contingent upon the passing of Ordinary Resolution 1:

- (a) the bye-laws of the Company (the "Bye-laws") be and are hereby amended in the following manner:-
 - (i) the existing Bye-law 3(1) be amended as follows:

"3(1) The share capital of the Company shall be divided into shares of a par value of HK\$0.10 each."
- (b) the Directors of the Company be and are hereby authorised to complete and do all such acts and things including, without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as he or they may consider necessary, desirable or expedient to give full effect to this resolution.

SPECIAL RESOLUTION 3: THE PROPOSED REMOVAL OF MOORE STEPHENS LLP

That:

- (a) Moore Stephens LLP be and is hereby removed as Auditors of the Company with immediate effect; and
- (b) the Directors of the Company be and are hereby authorised to complete and do all such acts and things including, without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as he or they may consider necessary, desirable or expedient to give full effect to this resolution.

SPECIAL RESOLUTION 4: THE PROPOSED APPOINTMENT OF KPMG LLP

That:

- (a) KPMG LLP be and is hereby appointed as Auditors of the Company with immediate effect, in place of the incumbent auditors, Moore Stephens LLP, to hold office until the close of the next annual general meeting of the Company, at a fee to be agreed between the Directors of the Company and KPMG LLP; and
- (b) the Directors of the Company be and are hereby authorised to complete and do all such acts and things including, without limitation, to execute all such documents and to approve any amendments, alteration or modification to any documents as he or they may consider necessary, desirable or expedient to give full effect to this resolution.

Notes to Shareholders:

- (1) Moore Stephens LLP, the Company's current Auditors, has confirmed that it is not aware of any professional reasons why KPMG LLP should not accept appointment as Auditors of the Company;
- (2) The Company confirms that there were no disagreements with Moore Stephens LLP on accounting treatments within the last twelve (12) months;
- (3) The Company is not aware of any circumstances connected with the change of auditors that should be brought to the attention of the Shareholders;
- (4) The proposed change of auditors is due to the reasons set out in Section 4 of the Circular; and
- (5) The Company confirms that it complies with Rules 712 and 715 of the Listing Manual in relation to the appointment of KPMG LLP as Auditors of the Company.

By Order of the Board

CHEN DAWEI, DAVID

Executive Chairman
23 April 2014

Notes:

- (1) A member of the Company (other than CDP) entitled to attend and vote at a meeting of the Company and who holds two or more Shares shall be entitled to appoint not more than two proxies to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) Where a member appoints two proxies, the appointments shall be invalid unless he specifies the number of his Shares to be represented by each proxy respectively.
- (3) The instrument appointing a proxy or proxies must be deposited at the office of the Company's Singapore Share Transfer Agent Boardroom Corporate & Advisory Services Pte Ltd at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623, not less than forty-eight (48) hours before the time appointed for the Special General Meeting.
- (4) The instrument appointing a proxy or proxies shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.