



汉科环境科技集团
HanKore Environment Tech Group Limited

HANKORE ENVIRONMENT TECH GROUP LIMITED

(Company Registration Number 34074)
(Incorporated in Bermuda)

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 at, Pan Pacific Singapore, Ocean 1-3, Level 2, 7 Raffles Boulevard, Marina Square, Singapore 039595 on 5 December 2014 at 9:30 a.m. for the purpose of considering and, if thought fit, passing the following ordinary and special resolutions, with or without any modifications:

AS ORDINARY RESOLUTIONS

Resolution 1: Proposed acquisition of the entire paid-up share capital of China Everbright Water Investments Limited (the “Target Company”) for the consideration of RMB5,811,267,353 from China Everbright Water Holdings Limited (the “Vendor”)

THAT subject to and contingent upon Resolution 3 being passed:

- (a) approval be and is hereby given to the Company for the acquisition of the entire issued and paid-up share capital of the Target Company from the Vendor (the “**Proposed Acquisition**”) on the terms and subject to the conditions of the sale and purchase agreement dated 2 June 2014 (the “**Acquisition Agreement**”) entered into between the Company and the Vendor; and
- (b) authority be and is hereby given for the Directors of the Company to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be necessary or expedient for the purposes of giving effect to the Proposed Acquisition or to give effect to this Resolution or the transactions contemplated by the Proposed Acquisition.

Resolution 2: The allotment and Issuance of 1,940,269,305 Consideration Shares to the Vendor in satisfaction of the Consideration for the Proposed Acquisition

THAT subject to and contingent upon Resolution 1 and Resolution 3 being passed, the Directors be and are hereby authorised to issue and allot 1,940,269,305 new ordinary shares in the capital of the Company (the “**Consideration Shares**”) to the Vendor.

Resolution 3: The proposed whitewash resolution for the waiver by Independent Shareholders of their right to receive a mandatory offer from the Vendor and its concert parties

THAT subject to and contingent upon Resolution 1 being passed and pursuant to the letter dated 28 May 2014 from the Securities Industry Council, the shareholders of the Company who are independent of the Vendor and its concert parties, on a poll taken, do hereby unconditionally and irrevocably waive their right to receive a general offer under Rule 14 of the Singapore Code on Take-overs and Mergers (the “**Code**”) for all the shares held by them to be made by the Vendor and its concert parties at the highest price paid or agreed to be paid by the Vendor and its concert parties in the six (6) months prior to the Vendor and its concert parties incurring the mandatory general offer under Rule 14 of the Code, as a result of the acquisition by the Vendor (and its concert parties) of more than 30% of the voting rights in the Company pursuant to the allotment and issue of the Consideration Shares.

Resolution 4: The appointment of Chen Xiaoping as a new Director upon completion of the Proposed Acquisition

THAT subject to and contingent upon Resolution 1 and Resolution 3 being passed and the Proposed Acquisition being completed, subject further to his individual consent to act, Chen Xiaoping be appointed as a director of the Company with effect from the completion of the Proposed Acquisition.

Resolution 5: The appointment of Wang Tianyi as a new Director upon completion of the Proposed Acquisition

THAT subject to and contingent upon Resolution 1 and Resolution 3 being passed and the Proposed Acquisition being completed, subject further to his individual consent to act, Wang Tianyi be appointed as a director of the Company with effect from the completion of the Proposed Acquisition.

Resolution 6: The appointment of An Xuesong as a new Director upon completion of the Proposed Acquisition

THAT subject to and contingent upon Resolution 1 and Resolution 3 being passed and the Proposed Acquisition being completed, subject further to his individual consent to act, An Xuesong be appointed as a director of the Company with effect from the completion of the Proposed Acquisition.

Resolution 7: The appointment of Yang Zhiqiang as a new Director upon completion of the Proposed Acquisition

THAT subject to and contingent upon Resolution 1 and Resolution 3 being passed and the Proposed Acquisition being completed, subject further to his individual consent to act, Yang Zhiqiang be appointed as a director of the Company with effect from the completion of the Proposed Acquisition.

Resolution 8: The proposed variation of the general share issue mandate upon completion of the Proposed Acquisition

THAT subject to and contingent upon Resolution 1 and Resolution 3 being passed and the Proposed Acquisition being completed, and pursuant to the Company’s Bye-laws, authority be granted to the Enlarged Group Directors to allot and issue new Shares and convertible securities at any time and upon such terms and conditions, and to such persons as the Enlarged Group Directors shall in their absolute discretion deem fit, provided that the aggregate number of Shares and convertible securities that may be issued must not be more than 50% of the Post-Completion Share Capital (as defined below), excluding treasury shares of the Company, of which the aggregate number of Shares and convertible securities issued other than on a pro-rata basis to Shareholders must not be more than 20% of the Post-Completion Share Capital, excluding treasury shares of the Company, and, unless revoked or varied by the Shareholders in general meeting, such authority shall continue in full force until the conclusion of the next annual general meeting or the date by which the next annual general meeting is required by law to be held, whichever is earlier.

For the purpose of determining the aggregate number of Shares and convertible securities that may be issued, the percentage of issued share capital shall be based on the Company’s issued share capital as at the time of passing of this ordinary resolution, after adjusting for:

- (i) the issuance of 1,940,269,305 Consideration Shares to the Vendor pursuant to the Proposed Acquisition;
- (ii) the issuance of new shares arising from the conversion or exercise of any convertible securities;
- (iii) the issuance of new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time the resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual; and/or
- (iv) any subsequent bonus issue, consolidation or subdivision of the Company’s Shares,

(the “**Post-Completion Share Capital**”).

AS SPECIAL RESOLUTION

Resolution 9: The proposed change of name of the Company to “China Everbright Water Limited (中国光大水务有限公司)”

THAT subject to and contingent upon Resolution 1 and Resolution 3 being passed, the completion of the Proposed Acquisition and the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be and is hereby changed from “HanKore Environment Tech Group Limited” to “China Everbright Water Limited” and a new Chinese name “中国光大水务有限公司” be adopted as the new secondary name of the Company in place of the existing secondary name “汉科环境科技集团”, with effect from the date of entry of the new English name and Chinese secondary name of the Company on the register maintained by the Registrar of Companies in Bermuda, and the directors of the Company be and are hereby authorised to do all such acts, deeds and things and execute all such documents, including under seal where applicable, as they may consider necessary or expedient in connection with the implementation of or give effect to the change of name of the Company.

By Order of the Board

Chen Dawei, David
Executive Chairman
12 November 2014

Explanatory Notes:

- (1) A member of the Company (other than CDP) entitled to attend and vote at a meeting of the Company and who hold 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.