

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **China Dredging Environment Protection Holdings Limited** (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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China Dredging Environment Protection Holdings Limited
中國疏浚環保控股有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 871)

SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED 8 JUNE 2023
AMENDMENTS TO EXISTING M&A AND
ADOPTION OF AMENDED M&A
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular (the “**Supplemental Circular**”) should be read together with the circular of the Company dated 8 June 2023 (the “**First Circular**”). Unless indicated otherwise, the capitalised terms used in this Supplemental Circular shall have the same meanings as those defined in the First Circular.

A notice dated 8 June 2023 (the “**First Notice**”) convening the annual general meeting of the Company to be held at 3:00 p.m., on Friday, 30 June 2023 at Rooms 1501-2, 15/F, Siu On Plaza, 482 Jaffe Road, Causeway Bay, Hong Kong was set out in the First Circular. The supplemental notice of the AGM (the “**Supplemental Notice**”) is set out on pages 18 to 19 of this Supplemental Circular.

A second form of proxy (the “**Second Proxy Form**”) is enclosed herewith and shall supersede the first form of proxy (the “**First Proxy Form**”) despatched to the Shareholders on 8 June 2023. Whether or not you intend to attend the AGM in person, you are requested to complete the accompanying Second Proxy Form in accordance with the instructions printed thereon and return it to the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof.

Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish and, in such event, the form of proxy shall be deemed to be revoked.

9 June 2023

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LETTER FROM THE BOARD



China Dredging Environment Protection Holdings Limited
中國疏浚環保控股有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 871)

Executive Directors:

Ms. Zhou Shuhua (*Chairlady*)
Mr. Wu Xuze (*Chief Executive Officer*)

Independent non-executive Directors:

Mr. Huan Xuedong
Mr. Chan Ming Sun Jonathan
Mr. Liang Zequan

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Rooms 1501-2, 15/F
Siu On Plaza
482 Jaffe Road
Causeway Bay
Hong Kong

9 June 2023

To the Shareholders

Dear Sir/Madam,

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR DATED 8 JUNE 2023
AMENDMENTS TO EXISTING M&A AND
ADOPTION OF AMENDED M&A
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

This Supplemental Circular should be read in conjunction with the First Circular. Unless indicated otherwise, the capitalised terms used in this Supplemental Circular shall have the same meanings as those defined in the First Circular.

The purpose of this Supplemental Circular is to give you supplemental notice of the AGM, details of which are set out on pages 18 to 19 of this Supplemental Circular, and to provide you with information on the resolution to be proposed at the AGM regarding the amendments to the existing amended and restated memorandum and articles of association of the Company (the “**Existing M&A**”) and adoption of the second amended and restated memorandum and articles of association of the Company (the “**Amended M&A**”).

LETTER FROM THE BOARD

AMENDMENTS TO THE EXISTING M&A AND ADOPTION OF THE AMENDED M&A

In order to (i) bring the constitutional documents of the Company in line with the amendments made to the applicable laws of the Cayman Islands and the Listing Rules; (ii) provide flexibility to the Company in relation to the conduct of general meetings by allowing general meetings of the Company to be held as electronic meetings or hybrid meetings (where Shareholders may attend by electronic means in addition to as a physical meeting where Shareholders attend in person or by proxy); and (iii) incorporate certain housekeeping amendments, the Board proposes to make certain amendments to the Existing M&A (the “**Proposed Amendments**”) and to adopt the Amended M&A incorporating the Proposed Amendments in substitution for and to the exclusion of the Existing M&A (the “**Proposed Adoption**”).

Please refer to the Appendix to this Supplemental Circular for further particulars relating to the Proposed Amendments brought about by the adoption of the Amended M&A. The Chinese translation of the Amended M&A is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail.

Save for the Proposed Amendments, the content of the other provisions of the Existing M&A shall remain unchanged.

The Company has been advised by its legal advisers as to Hong Kong laws and Cayman Islands laws respectively that the Proposed Amendments conform with the requirements of the Listing Rules and are not inconsistent with the laws of the Cayman Islands. The Company also confirms that there is nothing unusual about the Proposed Amendments for a company listed on the Stock Exchange.

The Board proposes to put forward a special resolution to the Shareholders for approval at the AGM of the Proposed Amendments and the Proposed Adoption. The Proposed Adoption (incorporating the Proposed Amendments) will take effect on the date on which the Proposed Amendments and the Proposed Adoption are approved at the AGM. Prior to the passing of the special resolution at the AGM, the Existing M&A shall remain valid.

SUPPLEMENTAL NOTICE OF AGM AND SECOND PROXY FORM

Since the First Notice and the First Proxy Form despatched together with the First Circular do not contain the proposed resolution in relation to the Proposed Amendments as set out in this Supplemental Circular, a Supplemental Notice and the Second Proxy Form are enclosed with this Supplemental Circular to include such proposed resolution. A Supplemental Notice convening the AGM to be held at 3:00 p.m., on Friday, 30 June 2023 at Rooms 1501-2, 15/F, Siu On Plaza, 482 Jaffe Road, Causeway Bay, Hong Kong is set out on pages 18 to 19 of this Supplemental Circular.

LETTER FROM THE BOARD

The Second Proxy Form is enclosed with this Supplemental Circular. Whether or not you intend to attend the AGM in person, you are requested to complete the accompanying Second Proxy Form in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (the "**Closing Time**"). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof if you so wish and, in such event, the form of proxy shall be deemed to be revoked.

The Second Proxy Form supersedes the First Proxy Form. A Shareholder who has not yet lodged the First Proxy Form with the Company's Hong Kong branch share registrar is requested to lodge the Second Proxy Form if he/she wishes to appoint proxy(ies) to attend and vote at the AGM on his/her behalf. In this case, the First Proxy Form should not be lodged with the Company's Hong Kong branch share registrar.

A Shareholder who has already lodged the First Proxy Form with the Company's Hong Kong branch share registrar should take note of the following:

- (i) subject to (iii) below, if no Second Proxy Form is lodged with the Company's Hong Kong branch share registrar, the First Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed and signed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the First Proxy Form and, in respect of the resolution for Proposed Amendments and the Proposed Adoption as set out in the Supplemental Notice and the Second Proxy Form, the proxy will be entitled to vote at his/her discretion or to abstain from voting on such resolution;
- (ii) if the Second Proxy Form is lodged with the Company's Hong Kong branch share registrar before the Closing Time, the Second Proxy Form, if correctly completed and signed, shall revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid form of proxy lodged by the Shareholder;
- (iii) if the Second Proxy Form is lodged with the Company's Hong Kong branch share registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (i) above if no Second Proxy Form was lodged with the Company's Hong Kong branch share registrar.

Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Company's Hong Kong branch share registrar before the Closing Time.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the Proposed Amendments and the Proposed Adoption above are in the best interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the relevant resolutions as set out in the notice of the AGM.

MISCELLANEOUS

This Supplemental Circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this Supplemental Circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this Supplemental Circular misleading.

The English text of this Supplemental Circular shall prevail over the Chinese text for the purpose of interpretation.

By Order of the Board
China Dredging Environment Protection Holdings Limited
Zhou Shuhua
Chairlady and executive Director

The following are the changes to the Existing M&A introduced by the Amended M&A. Unless otherwise specified clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the Amended M&A:

Provisions in the Amended M&A (showing changes to the Existing M&A)

Clause No.	Amended Memorandum of Association
Heading	<p>This consolidated version of the Memorandum and Articles of Association is not formally adopted by shareholders at a general meeting of the Company. The Chinese version is for reference only, and the English version shall always prevail in case of any inconsistency between the English version and the Chinese translation thereof.</p> <p style="text-align: center;"> THE COMPANIES LAW ACT (AS REVISED) EXEMPTED COMPANY LIMITED BY SHARES SECOND AMENDED AND RESTATED MEMORANDUM OF ASSOCIATION OF China Dredging Environment Protection Holdings Limited 中國疏浚環保控股有限公司 </p> <p style="text-align: center;"> (Adopted by a special resolution dated 28 January 2011) (Amended by a written resolution passed on 19 April 2011) (Amended by a special resolution passed on 13 December 2013) (Amended by an ordinary resolution passed on 5 March 2021) (Adopted by a special resolution passed on 30 June 2023) </p>
Clause 1	<p>The name of the Company is China Dredging Environment Protection Holdings Limited 中國疏浚環保控股有限公司*.</p> <p>*: <i>The change of name from Xiangyu Dredging Holdings Limited 翔宇疏浚控股有限公司 to China Dredging Environment Protection Holdings Limited 中國疏浚環保控股有限公司 was approved conditionally by a special resolution on 13 December 2013 and became effective on 13 December 2013.</i></p> <p style="text-align: right;"><i>Effective Date: 9 March 2021</i></p>
Clause 2	<p>The Registered Office of the Company shall be at the offices of Codan Conyers Trust Company (Cayman) Limited, Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands.</p>
Clause 4	<p>Subject to the following provisions of this Memorandum, the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided by Section 27(2) of The Companies Law Act.</p>

Clause No.	Amended Memorandum of Association
Clause 8	<p>The share capital of the Company is HK\$1,000,000,000.00* divided into 5,000,000,000 shares of a nominal or par value of HK\$0.20 each, with power for the Company insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Companies Law <u>Act</u> and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether declared to be preference or otherwise shall be subject to the powers hereinbefore contained.</p> <p>*: 1. Pursuant to a written resolution dated 19 April 2011, the authorised share capital of the Company was increased from HK\$200,000.00 to HK\$1,000,000,000.00 by creation of an additional 9,998,000,000 shares of HK\$0.10 each in the share capital of the Company.</p> <p>2. The consolidation of shares on the basis of every two issued and unissued shares of HK\$0.10 each in the share capital of the Company into one share of HK\$0.20 each was approved by an ordinary resolution on 5 March 2021 and became effective on 9 March 2021. The authorised share capital of the Company has become HK\$1,000,000,000.00* divided into 5,000,000,000 shares of HK\$0.20 each.</p>
Clause 9	<p>The Company may exercise the power contained in the Companies Act <u>Law</u> to deregister in the Cayman Islands and be registered by way of continuation in another jurisdiction.</p>

Clause No.	Amended Articles of Association
Cover page of the Articles of Association	<p style="text-align: center;"><u>SECOND AMENDED AND RESTATED</u> ARTICLES OF ASSOCIATION</p> <p style="text-align: center;">OF</p> <p style="text-align: center;">China Dredging Environment Protection Holdings Limited 中國疏浚環保控股有限公司</p> <p style="text-align: center;">(Adopted pursuant to written resolutions passed on 24 May 2011) (Amended by a special resolution passed on 15 May 2012) (Adopted by a special resolution passed on 30 June 2023)</p>
Content page	FINANCIAL YEAR.....[page number]
Heading	<p style="text-align: center;">THE COMPANIES LAWACT, CHAPTER 22 (AS REVISED) (LAW 3 OF 1961, AS CONSOLIDATED AND REVISED) EXEMPTED COMPANY LIMITED BY SHARES</p> <p style="text-align: center;"><u>SECOND AMENDED AND RESTATED</u> ARTICLES OF ASSOCIATION</p> <p style="text-align: center;">OF</p> <p style="text-align: center;">China Dredging Environment Protection Holdings Limited 中國疏浚環保控股有限公司</p> <p style="text-align: center;">(Adopted by a special resolution passed on 30 June 2023)</p>
Clause 1(A)	<p>The regulations contained or incorporated in Table A of the Schedule to the Companies LawAct, Chapter 22 (Law 3 1961 consolidated and revised) shall not apply to this Company.</p> <p style="text-align: center;">...</p> <p>“the Companies LawAct” shall mean The Companies LawAct, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended from time to time;</p> <p><u>“the Companies Ordinance” shall mean the Companies Ordinance (Cap. 622 of the Laws of Hong Kong), as in force from time to time;</u></p> <p style="text-align: center;">...</p> <p>“holding company” and “subsidiary” shall have the meanings ascribed to them by section 2 of the Companies Ordinance (Cap.32) of the laws of Hong Kong as in force at the adoption of these Articles <u>the Companies Ordinance;</u></p> <p style="text-align: center;">...</p>

Clause No.	Amended Articles of Association
	<p data-bbox="451 272 1359 363">“Listing Rules” shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited <u>(as amended from time to time)</u>;</p> <p data-bbox="890 412 914 434">...</p> <p data-bbox="451 463 1359 619">“Statutes” shall mean the Companies Act<u>Law</u> and every other act, order regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or these presents;</p>
Clause 1(B)	<p data-bbox="451 655 1359 719">In these Articles, unless there be something in the subject or context inconsistent herewith:</p> <p data-bbox="451 751 1359 815">words denoting the singular shall include the plural and words denoting the plural shall include the singular;</p> <p data-bbox="451 846 1359 938">words importing any gender shall include every gender and words importing persons shall include partnerships, firms, companies and corporations;</p> <p data-bbox="451 970 1359 1168">subject to the foregoing provisions of this Article, any words or expressions defined in the Companies Law<u>Act</u> (except any statutory modification thereof not in force when these Articles become binding on the Company) shall bear the same meaning in these Articles, save that “company” shall where the context permits include any company incorporated in the Cayman Islands or elsewhere; and</p> <p data-bbox="451 1200 1359 1291">references to any statute or statutory provision shall be construed as relating to any statutory modification or re-enactment thereof for the time being in force.</p>

Clause No.	Amended Articles of Association
Clause 5(A)	<p>If at any time the capital is divided into different classes of shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the shares of that class) may, subject to the provisions of the Companies Law<u>Act</u>, be varied or abrogated either with the consent in writing of the holders of not less than<u>at least three-fourths in nominal value</u> of the issued shares of that class or with the sanction<u>approval of a resolution passed by at least three-fourths of the votes cast by the holders of shares of that class present and voting in person or by proxy</u> a Special Resolution passed at a separate general meeting of such<u>the holders of the shares of that class</u>. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum (other than at an adjourned meeting) shall be not less than two persons holding (or, in the case of a shareholder being a corporation, by its duly authorised representative) or representing by proxy <u>at least one-third in nominal value</u> of the issued shares of that class, that the quorum for any meeting adjourned for want of quorum shall be two shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of shares held by them) and that any holder of shares of the class present in person (or in the case of the shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.</p>
Clause 11(A)	<p>All unissued shares and other securities of the Company shall be at the disposal of the Directors and they may offer, allot (with or without conferring a right of renunciation), grant options over or otherwise dispose of them to such persons, at such times, for such consideration and generally on such terms (subject to Article 9) as they in their absolute discretion think fit, but so that no shares shall be issued at a discount. The Directors shall, as regards any offer or allotment of shares, comply with the provisions of the Companies Law<u>Act</u>, if and so far as such provisions may be applicable thereto.</p>
Clause 12(A)	<p>The Company may at any time pay commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in the Company, but so that the conditions and requirements of the Companies Act<u>Law</u> shall be observed and complied with, and in each case the commission shall not exceed ten (10) per cent. of the price at which the shares are issued.</p>

Clause No.	Amended Articles of Association
Clause 12(B)	If any shares of the Company are issued for the purpose of raising money to defray the expenses of the construction of any works or buildings or the provision of any plant which cannot be made profitable within a period of one year, the Company may pay interest on so much of that share capital as is for the time being paid up for the period and, subject to any conditions and restrictions mentioned in the Companies Law Act, may charge the sum so paid by way of interest to capital as part of the cost of construction of the works or buildings, or the provision of the plant.
Clause 13(iv)	sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association, subject nevertheless to the provisions of the Companies Law Act, and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares;
Clause 17(A)	The Directors shall cause to be kept the Register and there shall be entered therein the particulars required under the Companies Law Act.
Clause 17(B)	Subject to the provisions of the Companies Law Act, if the Directors consider it necessary or appropriate, the Company may establish and maintain a local or branch register of shareholders at such location as the Directors think fit and, while the issued share capital of the Company is, with the consent of the Directors, listed on any stock exchange in Hong Kong, the Company shall keep its principal or a branch register of shareholders in Hong Kong.
Clause 17(C)	For so long as any part of the share capital of the Company is listed on a stock exchange in Hong Kong, any member may inspect the principal register or branch register of the Company maintained in Hong Kong without charge and require the provision to him of copies or extracts thereof in all respects as if the Company were incorporated under and is subject to the Companies Ordinance (Cap. 32 of the Laws of Hong Kong).
Clause 39	Subject to the Companies Law Act, all transfers of shares shall be effected by transfer in writing in the usual or common form or (during the Relevant Period) in such standard form prescribed by the stock exchange in the Relevant Territory or in such other form as the Directors may accept and may be under hand only or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other means of execution as the Directors may approve from time to time.

Clause No.	Amended Articles of Association
Clause 41(C)	Notwithstanding anything contained in this Article, the Company shall as soon as practicable and on a regular basis record in the principal register all transfers of shares effected on any branch register and shall at all times maintain the principal register and all branch registers in all respects in accordance with the Companies Law <u>Act</u> .
Clause 47	The registration of transfers may be suspended and the register closed, on giving notice by advertisement in the Newspapers or by any electronic means in such manner as may be accepted by the stock exchange in the Relevant Territory, at such times and for such periods as the Directors may from time to time determine and either generally or in respect of any class of shares, <u>in accordance with the terms equivalent to the relevant section of the Companies Ordinance provided that the register shall not be closed for periods exceeding in the whole thirty (30) days in any each year.</u>
Clause 62	At all times during the Relevant Period (but not otherwise) the Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than fifteen months (or such longer period as may be permitted by the rules of the stock exchange on which any securities of the Company are listed with the permission of the Company) shall elapse between the date of one annual general meeting of the Company and that of the next. <u>An annual general meeting of the Company shall be held in each financial year in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it, and such annual general meeting shall be held within six (6) months after the end of the Company's financial year.</u> The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Directors and at such time and place <u>(if any)</u> as the Directors shall appoint. A meeting of the shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

Clause No.	Amended Articles of Association
Clause 62A	<p><u>Notwithstanding any other provisions in these Articles, a meeting of the shareholders or any class thereof may be held, as shall be determined by the Board from time to time and from meeting to meeting, by any one or a combination of the following means:</u></p> <ol style="list-style-type: none"> <li data-bbox="528 431 927 463">(1) <u>physical attendance; and</u> <li data-bbox="528 495 1359 719">(2) <u>such telephone, electronic, internet, on-line or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously at and from one or more locations as shall be determined by the Board or in accordance with such other arrangements as shall be determined by the Board,</u> <p><u>and participation in such a meeting by such means as shall be permitted by the Board shall constitute presence at such meetings. A failure (for any reason) of the telephone, electronic, internet, on-line or other communication facilities and any inability of any shareholder to hear or be heard shall not affect the validity of the meeting or voting on any resolution or any other business that takes place at such meeting provided there is a quorum present throughout the meeting. The venue of a meeting shall be deemed to be the place (if any) as set out in the notice convening such meeting.</u></p>
Clause 64	<p>The Directors may, whenever they think fit, convene an extraordinary general meeting. Any one or more shareholder <u>Extraordinary general meetings shall also be convened on the requisition of one or more shareholders holding, at the date of deposit of the requisition, in aggregate not less than one tenth of the voting rights (on a one vote per share basis) in the share capital of the Company may also make requisition convene an extraordinary general meeting and/or resolutions to the agenda of a meeting paid up capital of the Company having the right of voting at general meetings.</u> Such requisition shall be made in writing to the Directors or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Directors for the transaction of any business specified in such requisition. Such meeting shall be held within two months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Directors fail to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Directors shall be reimbursed to the requisitionist(s) by the Company.</p>

Clause No.	Amended Articles of Association
Clause 65	<p>An annual general meeting shall be called by Notice of not less than at least twenty-one (21) clear days and a general meeting of the Company, other than an annual general meeting, shall be called by Notice of at least fourteen (14) days. not less than twenty (20) clear business days and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty one (21) clear days and not less than ten (10) clear business days. All other extraordinary general meetings may be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days. The Notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and particulars of resolutions to be considered at the meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under these Articles, entitled to receive such notices from the Company, provided that a meeting of the Company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed:</p> <ul style="list-style-type: none"> <li data-bbox="451 944 1353 1002">(i) in the case of a meeting called as the annual general meeting, by all the shareholders entitled to attend and vote thereat; and <li data-bbox="451 1038 1353 1166">(ii) in the case of any other meeting, by a majority in number of the shareholders having a right to attend and vote at the meeting, being a majority together holding not less than ninety-five (95) per cent. in nominal value of the shares giving that right.
Clause 69	<p>If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of shareholders, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and place <u>(if any)</u> as shall be decided by the Directors, and if at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the shareholder or his representative or proxy present (if the Company has only one shareholder), or the shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy and entitled to vote shall be a quorum and may transact the business for which the meeting was called.</p>

Clause No.	Amended Articles of Association
Clause 71	<p>The Chairman of the meeting may, with the consent of any general meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn any meeting from time to time and from place to place <u>(if any)</u> as the meeting shall determine. Whenever a meeting is adjourned for fourteen (14) days or more, at least seven (7) clear days' notice, specifying the place <u>(if any)</u>, the day and the hour of the adjourned meeting shall be given in the same manner as in the case of an original meeting but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no notice of an adjournment or of the business to be transacted at any adjourned meeting needs to be given nor shall any shareholder be entitled to any such notice. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.</p>
Clause 76A	<p><u>Shareholders present in person (including a shareholder which is a clearing house (or its nominee(s)) shall have the right to (a) speak at a general meeting and (b) vote at a general meeting except where a shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration.</u></p>
Clause 89(B)	<p>Where a shareholder is a clearing house (or its nominee(s)), it may <u>appoint proxies or authorise such person or persons as it thinks fit to act as its representative or representatives, who enjoy rights equivalent to the rights of other shareholders,</u> at any meeting of the Company <u>(including but not limited to general meetings and creditor meetings)</u> or at any meeting of any class of shareholders provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised. Each person so authorised under the provisions of this Article shall be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation. Subject to Article 90(A), each person so authorised under the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by the clearing house (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorization or proxy form including, where a show of hands is allowed, the right to <u>speak and vote individually on a show of hands or on a poll.</u></p>
Clause 93	<p>The number of Directors shall not be fewer than one. The Company shall keep at its Registered Office a register of its directors and officers in accordance with the Companies Law<u>Act</u>.</p>

Clause No.	Amended Articles of Association
Clause 109	The Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the shareholders in general meeting. Any Director so appointed shall hold office only until the next following <u>first annual</u> general meeting of the Company <u>after his appointment</u> and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.
Clause 111	The Company may by Ordinary Resolution remove any Director (including a Managing Director or other Executive Director) before the expiration of his term <u>period</u> of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and may elect another person in his stead. Any person so elected shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting.
Clause 113	The Directors may raise or secure the payment or repayment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular but subject to the provisions of the Companies Law <u>Act</u> , by the issue of debentures, debenture stock, bonds or other securities of the Company, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.
Clause 116	The Directors shall cause a proper register to be kept, in accordance with the provisions of the Companies Law <u>Act</u> , of all mortgages and charges specifically affecting the property of the Company and shall duly comply with such provisions of the Companies Law <u>Act</u> with regard to the registration of mortgages and charges as may be specified or required.
Clause 140(C)	The Directors shall duly comply with the provisions of the Companies Law <u>Act</u> in regard to keeping a register of shareholders and to the production and furnishing of copies of or extracts from such register.
Clause 142	The Secretary shall attend all meetings of the shareholders and shall keep correct minutes of such meetings and enter the same in the proper books provided for the purpose. He shall perform such other duties as are prescribed by the Companies Law <u>Act</u> and these Articles, together with such other duties as may from time to time be prescribed by the Directors.

Clause No.	Amended Articles of Association
Clause 153(B)	Subject to the provisions of the Companies Law <u>Act</u> (but without prejudice to paragraph (A) of this Article), where any asset, business or property is bought by the Company as from a past date (whether such date be before or after the incorporation of the Company) the profits and losses thereof as from such date may at the discretion of the Directors in whole or in part be carried to revenue account and treated for all purposes as profits or losses of the Company, and be available for dividend accordingly. Subject as aforesaid, if any shares or securities are purchased cum dividend or interest, such dividend or interest may at the discretion of the Directors be treated as revenue, and it shall not be obligatory to capitalise the same or any part thereof or to apply the same towards reduction of or writing down the book cost of the asset, business or property acquired.
Clause 173(A)	The Company shall at each annual general meeting <u>Shareholders shall at the general meeting by Ordinary Resolution</u> appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Directors, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of the Company or of any of its subsidiaries or a partner, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. The Directors may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditor or Auditors (if any) may act. <u>Subject to compliance with the Listing Rules,</u> The the remuneration of the Auditors shall be fixed by or on the authority of the Company <u>shareholders</u> in the annual general meeting <u>by Ordinary Resolution</u> except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Directors and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Directors.
Clause 173(B)	The shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditor or Auditors by Special <u>Ordinary</u> Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint another Auditor in its place for the remainder of the term.
Clause 185	<u>Subject to the Companies Act,</u> a resolution that the Company be wound up by the Court or be wound up voluntarily shall be passed by way of a Special Resolution.

Clause No.	Amended Articles of Association
Clause 187	<p>If the Company shall be wound up (whether the liquidation is voluntary or ordered or sanction by the court) the liquidator may, with the sanction of a Special Resolution and any other sanction required by the Companies LawAct, divide among the shareholders in specie or kind the whole or any part of the assets of the Company whether the assets shall consist of property of one kind or shall consist of properties of different kinds and the liquidator may, for such purpose, set such value as he deems fair upon any one or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the shareholders or different classes of shareholders and the shareholders within each class. The liquidator may, with the like sanction, vest any part of the assets in trustees upon such trusts for the benefit of shareholders as the liquidator, with the like sanction, shall think fit, but so that no shareholder shall be compelled to accept any shares or other assets upon which there is a liability.</p>
Immediately preceding clause 194	<u>FINANCIAL YEAR</u>
Clause 194	<p><u>Unless otherwise determined by the Directors, the financial year end of the Company shall be 31 December each year.</u></p>



China Dredging Environment Protection Holdings Limited

中國疏浚環保控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 871)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the circular of China Dredging Environment Protection Holdings Limited (the “**Company**”) and the notice of annual general meeting (the “**First Notice**”) of the Company dated 8 June 2023, by which the Company convened an annual general meeting to be held at 3:00 p.m., on Friday, 30 June 2023 at Rooms 1501-2, 15/F, Siu On Plaza, 482 Jaffe Road, Causeway Bay, Hong Kong (the “**AGM**”). This supplemental notice shall be read together with the First Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held as originally scheduled for the purpose of considering and, if thought fit, approving the following additional resolution, together with the other resolutions set out in the First Notice:

SPECIAL BUSINESS

To consider and, if thought fit, pass, with or without modification, the following resolution as Special Resolution:

7. “**THAT**
 - (a) the proposed amendments (the “**Proposed Amendments**”) to the existing memorandum of association and articles of association of the Company (collectively, the “**Existing M&A**”), the details of which are set out in the Appendix to the supplemental circular to Shareholders dated 9 June 2023 (the “**Supplemental Circular**”), be and are hereby approved;
 - (b) the second amended and restated memorandum of association and the second amended and restated articles of association of the Company (collectively, the “**Amended M&A**”), which contains all the Proposed Amendments and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and are hereby approved and adopted as the memorandum and articles of association of the Company in substitution for and to the exclusion of the Existing M&A respectively with immediate effect; and

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

- (c) any director or company secretary or registered office provider of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the Amended M&A, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

By Order of the Board
China Dredging Environment Protection Holdings Limited
Zhou Shuhua
Chairlady and executive Director

Hong Kong, 9 June 2023

Registered Office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:
Rooms 1501-2, 15/F
Siu On Plaza
482 Jaffe Road
Causeway Bay
Hong Kong

Notes:

- (a) A second form of proxy (the “**Second Proxy Form**”) is enclosed with the Supplemental Circular. Please refer to the section headed “Supplemental Notice of AGM and Second Proxy Form” on pages 18 to 19 of the Supplemental Circular for the arrangements regarding the completion and submission of the Second Proxy Form.
- (b) The register of members of the Company will be closed from Tuesday, 27 June 2023 to Friday, 30 June 2023, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending the meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4: 30 p.m. on Monday, 26 June 2023.
- (c) Please refer to the First Notice for details of the other resolutions to be considered at the AGM and other relevant matters.

As at the date of this notice, the Board comprises Ms. Zhou Shuhua as Chairlady and Executive Director; Mr. Wu Xuze as Executive Director and Chief Executive Officer; and Mr. Huan Xuedong, Mr. Chan Ming Sun Jonathan and Mr. Liang Zequan as Independent Non-executive Directors.