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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 AGREEMENT REGARDING PLACING OF NEW SHARES

Placing Agent



Guotai Junan Securities (Hong Kong) Limited

Reference is made to the announcement (the “**Announcement**”) dated 29 December 2014 issued by the Company regarding the Placing. Unless the context requires otherwise, capitalized terms used in this announcement shall have the same meaning as they are defined in the Announcement.

The Company was informed by the Placing Agent that due to certain remittance arrangement of the Placee in the People’s Republic of China, the allotment and issuance of the Placing Shares is required to be made in two separate tranches.

As such, on 29 January 2015 (after trading hours), the Company and the Placing Agent entered into a supplemental placing agreement (the “**Supplemental Agreement**”) in order to reflect the new Completion arrangement.

Pursuant to the Supplemental Agreement, Completion of the first tranche Placing Shares of a maximum of 85,560,000 Placing Shares (“**T1 Placing Shares**”) shall take place on or before 30 January 2015, while Completion of the second tranche Placing Shares of a maximum of 171,120,000 Placing Shares, less the number of T1 Placing Shares actually placed (“**T2 Placing Shares**”), shall take place on the Completion Date (i.e. 2 February 2015), which is within 7 Business Days next following the fulfillment of the condition precedent to the Placing, which had been satisfied on 22 January 2015.

Save as amended by the Supplemental Agreement, all terms and conditions of the Placing Agreement remain unchanged and in full force and effect.

PLACING PRICE

The Placing Price of HK\$1.38 per Share represents:

- (i) a premium of approximately 2.99% over the closing price per Share of HK\$1.340 as quoted on the Stock Exchange on 29 January 2015, being the last trading day of the Shares prior to the issue of this announcement (“**Last Trading Day**”); and
- (ii) a discount of approximately 0.14% over the average closing price per Share of HK\$1.382 as quoted on the Stock Exchange for the last five consecutive trading days immediately preceding the Last Trading Day.

As such, the Placing Price would still comply with Rule 13.36(5) of the Listing Rules.

As the Placing of the T1 Placing Shares and the T2 Placing Shares may or may not proceed, Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. Further announcement regarding Completion of the T1 Placing Shares and T2 Placing Shares will be made by the Company as and when appropriate.

By order of the Board
China Dredging Environment Protection Holdings Limited
Liu Kaijin
*Joint chairman, executive Director and
chief executive officer*

Hong Kong, 29 January 2015

As at the date of this announcement, the Board comprises Mr. Liu Kaijin as Joint Chairman, Executive Director and Chief Executive Officer; Ms. Zhou Shuhua as an Executive Director; Mr. Liu Longhua as a Non-executive Director and Joint Chairman; and Mr. Huan Xue Dong, Mr. Chan Ming Sun Jonathan and Mr. Xu Hengju as Independent Non-executive Directors.