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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (“**EGM**”) of the shareholders (“**Shareholders**”) of China Dredging Environment Protection Holdings Limited (the “**Company**”) will be held at Room 3619, 36/F, China Merchants Tower, Shun Tak Centre, Sheung Wan, Hong Kong on Thursday, 26 November 2015 at 3:00 p.m. for the purpose of considering, and if thought fit, passing the following resolutions:

SPECIAL RESOLUTION

“**THAT** Deloitte Touche Tohmatsu be and is hereby removed as the auditors of the Company and its subsidiaries (the “**Group**”) with immediate effect.”

ORDINARY RESOLUTION

“**THAT** subject to the passing of the special resolution above, CWC CPA Limited be and is hereby appointed as the auditors of the Group with immediate effect and the board of directors of the Company be and is hereby authorised to fix their remuneration.”

By Order of the Board

China Dredging Environment Protection Holdings Limited

Liu Kaijin

*Joint chairman, executive Director and
chief executive officer*

Hong Kong, 3 November 2015

Registered Office:

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

Principal Place of Business in Hong Kong:

Office 19, 36th Floor
China Merchants Tower
Shun Tak Centre
200 Connaught Road Central
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Notes:

- (a) A member entitled to attend and vote at the EGM may appoint a proxy or, if holding two or more shares, more than one proxy to attend and vote on his behalf. A proxy need not be a member of the Company.
- (b) To be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy thereof must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the EGM or adjournment thereof.
- (c) To be valid, the form of notice of appointment of corporate representative, in the case of appointment by a shareholder which is a corporate shareholder other than a clearing house, must be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the EGM or adjournment thereof.
- (d) The register of members of the Company will be closed from Wednesday, 25 November 2015 to Thursday, 26 November 2015, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for attending the EGM, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 24 November 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.