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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)**

**DESPATCH OF CIRCULAR IN RELATION TO**  
**(1) PROPOSED SHARE CONSOLIDATION;**  
**(2) PROPOSED CHANGE IN BOARD LOT SIZE;**  
**(3) CONNECTED TRANSACTION IN RELATION TO**  
**SUBSCRIPTION OF NEW CONSOLIDATED SHARES BY**  
**THE SUBSTANTIAL SHAREHOLDER;**  
**(4) PROPOSED SHARE ISSUANCE UNDER SPECIFIC MANDATE;**  
**(5) APPLICATION FOR WHITEWASH WAIVER; AND**  
**(6) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Independent Financial Adviser to the  
Independent Board Committee  
and the Independent Shareholders**



**Alliance Capital Partners Limited**  
**同人融資有限公司**

Reference is made to the announcement of China Dredging Environment Protection Holdings Limited (the “**Company**”) dated 14 January 2021 (the “**Announcement**”) in relation to, among others, the Share Consolidation, the Change in Board Lot Size, the Subscription, the Specific Mandate and the Whitewash Waiver.

Unless otherwise specified, capitalised terms used herein have the same meaning as those defined in the Announcement.

## DESPATCH OF CIRCULAR

The Board is pleased to announce that the circular containing (i) details of the Share Consolidation and the Change in Board Lot Size; (ii) details of the Subscription Agreement and the Whitewash Waiver; (iii) the recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Subscription Agreement and the transactions contemplated thereunder and the Whitewash Waiver; (iv) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Subscription Agreement and the transactions contemplated thereunder and the Whitewash Waiver; and (v) a notice of the EGM, together with a form of proxy for use at the EGM, were despatched to the Shareholders on 3 February 2021.

The EGM will be held at Rooms 1501–2, 15/F, Siu On Plaza, 482 Jaffe Road, Causeway Bay, Hong Kong on Friday, 5 March 2021 at 3:00 p.m.

Shareholders are advised to review the circular carefully and in particular the letter from the Independent Board Committee and the letter from the Independent Financial Adviser contained in the circular before making any voting decision at the EGM.

**Shareholders and potential investors should also be aware that the Share Consolidation and the Completion are subject to the fulfillment or waiver (where applicable) of all the conditions precedent which are set out in the paragraphs headed “Conditions of the Share Consolidation” under the section headed “PROPOSED SHARE CONSOLIDATION” and “Conditions precedent” under the section headed “SUBSCRIPTION OF NEW CONSOLIDATED SHARES”, respectively in the circular. As such, the Share Consolidation and the Subscription Agreement and the transactions contemplated thereunder may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares, and are recommended to consult their professional advisers if they are in any doubt about their position and as to actions that they should take.**

For and on behalf of the Board  
**China Dredging Environment Protection Holdings Limited**  
**Wu Xuze**  
*Chief Executive Officer*

Hong Kong, 3 February 2021

*As at the date of this announcement, the Board comprises Mr. Liu Kaijin as Chairman and executive Director; Mr. Wu Xuze as executive Director and Chief Executive Officer; Ms. Zhou Shuhua as executive Director; and Mr. Huan Xuedong, Mr. Chan Ming Sun Jonathan and Mr. Liang Zequan as independent non-executive Directors.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*