

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



ELL Environmental Holdings Limited

強泰環保控股有限公司 *

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1395)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of ELL Environmental Holdings Limited (the “Company”) will be held at Units 1-3, 11th Floor, Westlands Centre, 20 Westlands Road, Hong Kong on Thursday, 8 September 2016 at 10:00 a.m. for the purpose of considering and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

“THAT:

1. the share purchase agreement (the “SPA”) (a copy of which has been produced to the meeting marked “A” and initialled by the chairman of the meeting for the purpose of identification) entered into between our Company, as issuer, Eternity Time Group Limited (“Eternity Time”), as purchaser, and Fusion Joy Holdings Inc. (“Fusion Joy”) and Carlton Asia Limited (“Carlton Asia”), both as vendors, pursuant to which Eternity Time has conditionally agreed to acquire 200 issued shares and 50 issued shares in Weal Union Limited from Fusion Joy and Carlton Asia, respectively, at an aggregate consideration of approximately US\$22.258 million (equivalent to approximately HK\$172.500 million), to be satisfied by our Company paying US\$8,561,000 (equivalent to approximately HK\$66,347,750) in cash and issuing and allotting 143,300,000 Consideration Shares (as defined below) to Fusion Joy, and paying US\$3,439,000 (equivalent to approximately HK\$26,652,250) in cash and issuing and allotting 15,700,000 Consideration Shares to Carlton Asia, and all the transactions contemplated thereunder, be and are hereby approved;

** For identification purpose only*

2. subject to completion of the transactions contemplated under the SPA and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and the permission to deal in, the Consideration Shares, the directors of our Company (the “Directors”) be and are hereby specifically authorised to issue and allot 143,300,000 and 15,700,000 ordinary shares of HK\$0.001 each in the share capital of our Company (the “Consideration Shares”), to Fusion Joy and Carlton Asia, respectively, at an issue price of HK\$0.50 for each Consideration Share subject to adjustments as set out in the SPA, in accordance with the terms and conditions of the SPA and THAT such specific mandate shall be in addition to, and shall not prejudice nor revoke, the existing general mandate granted to the Directors by the shareholders of our Company in the annual general meeting of our Company held on 20 May 2016 or such other general or specific mandate(s) which may from time to time be granted to the Directors prior to the passing of this resolution; and
3. any one of the Directors be and is hereby authorised to do all such acts and things and sign, agree, ratify, execute, perfect or deliver all such documents or instruments under hand (or where required, under the common seal of our Company together with another Director or any person authorised by the board of Directors) and take all such steps as the Director in his/her discretion may consider necessary, appropriate, desirable or expedient to implement, give effect to or in connection with the SPA and any of the transactions contemplated thereunder.”

By order of the Board

Chau On Ta Yuen

Chairman and Executive Director

Hong Kong, 24 August 2016

Notes:

- (1) A member of our Company (the “Member”) entitled to attend and vote at the meeting convened by this notice (or the adjourned meeting (as the case may be)) is entitled to appoint one (or if he/she/it holds two or more shares in the Company (the “Shares”), more than one) proxy to attend and, on a poll, vote instead of him/her/it. A proxy need not be a Member.
- (2) A form of proxy for use in connection with the meeting is enclosed with the circular of the Company dated 24 August 2016 (the “Circular”) to be despatched to the Shareholders. Completion and return of the form of proxy will not preclude a Member from attending and voting in person at the meeting, adjourned meeting, or poll concerned if he/she/it so wishes. In the event of a Member who has lodged a form of proxy attending the meeting, his/her/its form of proxy will be deemed to have been revoked.

- (3) In order to be valid, the instrument appointing a proxy together with a power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at our Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at 31/F., 148 Electric Road, North Point, Hong Kong, not later than 48 hours before the time appointed for the holding of the meeting (or the adjourned meeting or of the poll, as the case may be).
- (4) In the case of joint holders of a Share, any one of such holders may vote at the meeting, either personally or by proxy, in respect of such Shares as if he/she/it were solely entitled thereto; but if more than one of such joint holders is present at the meeting personally or by proxy, that one of such holders so present whose name stands first on the register of members in respect of such Share shall alone be entitled to vote in respect thereof.
- (5) In relation to agenda item 1 of this notice, the Directors propose to seek independent shareholders' approval of the SPA, as described in the Circular.
- (6) In relation to agenda item 2 of this notice, the Directors propose to seek independent shareholders' approval of the specific mandate to issue the Consideration Shares, as described in the Circular.
- (7) The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
- (8)
 - (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 9:00 a.m. and 6:00 p.m. on the date of the meeting, the meeting will be postponed and Members will be informed of the date, time and venue of the postponed meeting by a supplemental notice posted on the respective websites of the Stock Exchange and the Company.
 - (b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled 3 hours before the time appointed for holding the meeting and where conditions permit, the meeting will be held as scheduled.
 - (c) The meeting will be held as scheduled when an amber or red rainstorm warning signal is in force. After considering their own situations, Members should decide on their own whether or not they would attend the meeting under any bad weather condition and if they do so, they are advised to exercise care and caution.

Registered Office:

P.O. Box 309, Ugland House
Grand Cayman, KY1-1109
Cayman Islands

Principal Place of Business in Hong Kong:

Units 1-3, 11th Floor
Westlands Centre
20 Westlands Road
Hong Kong

As at the date of this notice, the board of Directors comprises Mr. Chau On Ta Yuen (Chairman) and Mr. Chan Kwan (Chief Executive Officer) as executive Directors, Mr. Chan Pak Lam Brian and Mr. Chau Chi Yan Benny as non-executive Directors, and Ms. Ng Chung Yan Linda, Mr. Ng Man Kung and Mr. Sze Yeuk Lung Benedict as independent non-executive Directors.