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CHINA ENVIRONMENTAL RESOURCES GROUP LIMITED
中國環境資源集團有限公司

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 1130)

**DESPATCH OF CIRCULAR IN RELATION TO
PROPOSED OPEN OFFER ON THE BASIS OF THIRTY-THREE OFFER
SHARES FOR EVERY TEN SHARES HELD ON THE RECORD DATE
AND
REVISED EXPECTED TIMETABLE**

Reference is made to the announcement of the Company dated 15 August 2013 and 19 September 2013 (collectively, the “Announcements”) in respect of the Open Offer. Unless the context requires otherwise, capitalized terms used in this announcement should have the same meanings as those defined in the Announcements.

DESPATCH OF THE CIRCULAR

As set out in the announcement dated 19 September 2013, the date of despatch of the circular in respect of the Open Offer (the “Circular”) has been postponed to a date on or before 30 September 2013. The Board hereby announces that the Circular will be despatched to the Shareholders on 30 September 2013.

REVISED EXPECTED TIMETABLE

The expected timetable for the Open Offer has been revised and is set out below:

Event	<i>2013</i>	Date
Expected date of despatch of the Circular and the notice of the EGM which will be on		Monday 30 September
Latest time for lodging proxy forms for the EGM	11:00 a.m. on Wednesday	16 October
EGM	11:00 a.m. on Friday	18 October
Announcement of results of the EGM		Friday 18 October
Last day of dealings in the Shares on a cum-entitlement basis		Monday 21 October
First day of dealings in the Shares on an ex-entitlement basis		Tuesday 22 October
Latest time for lodging transfer of the Shares in order to qualify for the Open Offer	4:30 p.m. on Wednesday	23 October
Register of members of the Company closes (both days inclusive)	Thursday 24 October to Wednesday	30 October
Record Date		Wednesday 30 October
Register of members of the Company re-opens		Thursday 31 October
Despatch of Prospectus Documents to the Qualifying Shareholders and despatch of Prospectus, together with the Overseas Letter, to the Excluded Shareholders for information only		Thursday 31 October
Latest time and date for acceptance of and payment for the Offer Shares	4:00 p.m. on Thursday	14 November
Latest Time for Termination	4:00 p.m. on Monday	18 November
Announcement of results of the Open Offer		Thursday 21 November
Despatch of certificates for Offer Shares		Friday 22 November

2013

Event	Date
If the Open Offer is terminated, refund cheques to be despatched on or before	Friday 22 November
Dealings in Offer Shares commence	Monday 25 November
Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of the Offer Shares	9:00 a.m. on 25 November Monday
Designated broker ceases to stand in the market to provide matching services for the sale and purchase of odd lots of the Offer Shares	4:00 p.m. on 16 December Monday

All time and dates specified in this announcement refer to Hong Kong local time and dates. Dates or deadlines specified in this announcement are indicative only and may be varied by agreement between the Company and the Underwriter. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

ODD LOTS ARRANGEMENTS AND MATCHING SERVICES

In order to alleviate the difficulties arising from the existence of odd lots of the Offer Shares, the Company has appointed China Rise Securities Company Limited to act as an agent to provide matching service, on a best effort basis, for the sale and purchase of odd lots of the Offer Shares arising from the Open Offer, during the period from 25 November 2013 to 16 December 2013 (both days inclusive). Holders of odd lots of the Offer Shares who wish to take advantage of this facility either to dispose of their odd lots of the Offer Shares or to top up to a full board lot may contact Mr. Wat Hin Pong of China Rise Securities Company Limited at Suit 1611, 16/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong (telephone: (852) 2158-9068 and facsimile: (852) 2158-9099) during the aforesaid period. Holders of odd lots of the Offer Shares should note that the matching of the sale and purchase of odd lots of the Offer Shares is not guaranteed. The Company will bear the costs relating to the matching of sale and purchase of odd lots of the Offer Shares.

Any holders of odd lots of the Offer Shares are recommended to consult their professional advisers if they are in doubt about the above facility.

By Order of the Board
China Environmental Resources Group Limited
Zhou Hongbo
Chairman and Chief Executive Officer

Hong Kong, 24 September 2013

As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Zhou Hongbo (Chairman and Chief Executive Officer), Mr. Kwok Wai, Wilfred and Mr. Leung Kwong Choi; and three independent non-executive Directors, namely Mr. Wong Kwai Sang, Mr. Christopher David Thomas and Mr. Chan Ka Yin.