

MAPLES

IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

CAUSE NO: FSD 5 OF 2013 (AJJ)

The Honourable Justice Jones Q.C.
In Open Court
26 February 2013

IN THE MATTER OF SECTIONS 14 TO 16 OF THE COMPANIES LAW (2012 REVISION)
AND IN THE MATTER OF CHINA ENVIRONMENTAL RESOURCES GROUP LIMITED

ORDER



UPON PETITION of China Environmental Resources Group Limited ("**Petitioner**") presented on 8 January 2013;

AND UPON READING the Petition, the First and Second Affidavits of Mr Leung Kwong Choi and exhibits thereto and the Order of 16 January 2013;

AND UPON HEARING counsel for the Petitioner;

IT IS ORDERED that:

1 The reduction of the Petitioner's issued and paid up capital from from HK\$300,000,000.00 divided into 6,000,000,000 shares of HK\$0.05 each to HK\$6,000,000.00 divided into 6,000,000,000 shares of HK\$0.001 each in accordance with section 16 of the Companies Law (2012 Revision), be and is hereby confirmed.

2 The following minute of the EGM is hereby approved:

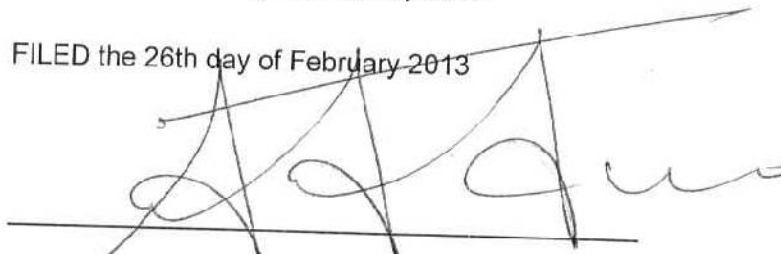
"The issued and paid up capital of the Company be reduced from HK\$300,000,000.00 divided into 6,000,000,000 shares of HK\$0.05 each to HK\$6,000,000.00 divided into 6,000,000,000 shares of HK\$0.001 each. At the date of the registration of this Minute,

2,205,395,800 shares in the Company have been issued and are deemed to be fully paid up. On the said reduction of capital taking effect, the authorised share capital of the Company will be HK\$6,000,000.00 divided into 6,000,000,000 shares of HK\$0.001 each of which 2,205,395,800 are issued and are fully paid up and the remainder are unissued."

- 3 A sealed copy of this Order, and a copy of the said minute, be registered with the Registrar of Companies.
- 4 Notice of the registration by the Registrar of Companies of this Order and of the said minute be published in the Cayman Islands Gazette.

DATED the 26th day of February 2013

FILED the 26th day of February 2013


THE HONOURABLE JUSTICE JONES Q.C.

