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## **DENOX ENVIRONMENTAL & TECHNOLOGY HOLDINGS LIMITED** **迪諾斯環保科技控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1452)**

### **CLARIFICATION ANNOUNCEMENT**

Reference is made to the profit warning announcement (“**Profit Warning**”) dated February 28, 2019 and the announcements dated January 24, 2019 and February 22, 2019 (the “**3.7 Announcements**”) pursuant to Rule 3.7 of the Code on Takeovers and Mergers (the “**Takeovers Code**”) issued by Denox Environmental & Technology Holdings Limited (the “**Company**”). This announcement is made by the Company pursuant to the Takeovers Code. The Directors would like to clarify that the Profit Warning constitutes a profit forecast under Rule 10 of the Takeovers Code and is required to be reported on by the financial advisers and the accountants or auditors in accordance with Rule 10.4 of the Takeovers Code.

Since the Profit Warning was made pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) of Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong), which require the Company to disclose any inside information as soon as practicable and given the time constraints, the Company has encountered genuine difficulties (time-wise or otherwise) in meeting the requirements of Rule 10.4 of the Takeovers Code. The Company would like to draw to the attention of the Company’s shareholders (the “**Shareholders**”) and potential investors that the Profit Warning does not meet the standard required by Rule 10 of the Takeovers Code.

Pursuant to Rule 10.4 of the Takeovers Code, the reports of the financial advisers and the accountants or auditors on the Profit Warning (the “**Profit Forecast Reports**”) are required to be included in the next document to be sent to the Shareholders. The Company’s annual results announcement for the financial year ended December 31, 2018 (the “**Annual Results**”) will be published on or around March 29, 2019 and its annual report for the same period is expected to be despatched on or before April 30, 2019 (the “**Annual Report**”). The Annual Results will comply with the requirements for the preliminary profits statements as set out in the Listing Rules. It is expected that the Annual Results will be published prior to the despatch of any offer or response documents that may be sent to the Shareholders in respect of the potential disposal described in the 3.7 Announcements (the “**Potential**

**Disposal**”). Accordingly, the requirement to include the Profit Forecast Reports in the next document sent to the Shareholders pursuant to Rule 10 of the Takeovers Code is expected to be superseded by the publication of the Annual Report, since the Annual Results will fall within the ambit of Rule 10.09(ii) of the Takeovers Code. Other than the above, all the information in the Profit Warning remain unchanged.

**The Profit Warning does not meet the standard required by Rule 10 of the Takeovers Code and has not been reported on in accordance with the Takeovers Code, and thus the Shareholders and potential investors of the Company are advised to exercise caution in placing reliance on the Profit Warning when dealing in the securities of the Company and in assessing the merits and demerits of the Potential Disposal.**

By Order of the Board  
**Denox Environmental & Technology Holdings Limited**  
**Zhao Shu**  
*Chairlady*

Hong Kong, March 1, 2019

*As at the date of this announcement, the Board comprises Ms. Zhao Shu, Mr. Kong Hongjun and Mr. Li Ke as executive Directors; Mr. Li Xingwu and Mr. Teo Yi-Dar as non-executive Directors; and Mr. Li Min, Mr. Lam Yiu Por and Mr. Ong Chor Wei as independent non-executive Directors.*

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