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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)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Denox Environmental & Technology Holdings Limited (the “**Company**”) will be held at Room 1507, Block 2, Nuode Center, No. 128 Nansi Huan Xi Road, Fengtai District, Beijing, the People’s Republic of China on Friday, 21 June 2019 at 10:00 a.m. for the following purposes:

#### **ORDINARY RESOLUTIONS**

1. To receive and adopt the audited consolidated financial statements and the reports of directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2018.
2. (a) To re-elect the following Directors:
  - (i) Mr. Li Ke as an executive Director;
  - (ii) Mr. Li Xingwu as a non-executive Director;
  - (iii) Mr. Lam Yiu Por as an independent non-executive Director;
- (b) To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
3. To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the Board to fix its remuneration.

4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to paragraph (c) below of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (d)(i) below) of all the powers of the Company to allot, issue and deal with additional shares of US\$0.01 each in the capital of the Company (the **“Shares”**) or securities convertible into Shares (including options, warrants or similar rights to subscribe for any Shares) and to make or grant offers, agreements and options which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisations given to the Directors and shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers at any time during or after the end of the Relevant Period;
- (c) the aggregate number of Shares or securities of the Company allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to:
  - (i) a Rights Issue (as defined in paragraph (e)(ii) of this Resolution);
  - (ii) an exercise of rights of subscription or conversion under terms of any warrants or similar rights granted by the Company or any securities which are convertible into Shares;
  - (iii) the grant of options or rights to acquire the Shares or exercise of the options or subscription rights granted under any option scheme or similar arrangement for the time being adopted and approved by the Shareholders;
  - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the **“Articles”**); or
  - (v) a specific authority granted by the Shareholders in general meeting,

shall not exceed 20 per cent. of the number of issued Shares as at the date of passing of this Resolution and the said approval shall be limited accordingly;

- (d) for the purpose of this resolution:
- (i) **“Relevant Period”** means the period from the passing of this Resolution until whichever is the earlier of:
- (aa) the conclusion of the next annual general meeting of the Company;
  - (bb) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or
  - (cc) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company (the **“Shareholders”**) in general meeting.
- (ii) **“Rights Issue”** means an offer of Shares or other securities of the Company giving the right to subscribe for the Shares open for a period fixed by the Directors to the Shareholders on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in, any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China applicable to the Company).”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to paragraph (b) below of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to buy-back the Shares on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws of the Cayman Islands and the Rules Governing the Listing of Securities on the Stock Exchange or rules of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares to be bought back by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined below) shall not exceed 10 per cent. of the aggregate number of the issued Shares as at the date of passing of this resolution and the said approval shall be limited accordingly;

(c) for the purpose of this Resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of Resolution Nos. 4 and 5 set out in this notice of meeting, the aggregate number of Shares that may be allotted, issued or dealt with by the Directors pursuant to and in accordance with the general mandate granted under Resolution No. 4 set out in this notice of meeting be and is hereby extended by the addition thereto of such number of Shares which may be bought back by the Company pursuant to and in accordance with the general mandate granted under Resolution No. 5 set out in this notice of meeting, provided that such number of Shares shall not exceed 10 per cent. of the total number of the Shares in issue as at the date of passing of this resolution No. 6.”

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

Hong Kong, 26 April 2019

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting (or any adjournment thereof) is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with any power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting thereof.
3. For determining the entitlement of Shareholders who are entitled to attend and vote at forthcoming annual general meeting, the register of members of the Company will be closed from Monday, 17 June 2019 to Friday, 21 June 2019, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the forthcoming annual general meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Friday, 14 June 2019.
4. With regard to resolution No. 2 in this notice, Mr. Li Ke, Mr. Li Xingwu and Mr. Lam Yiu Por offered themselves for re-election. Biographical details of those Directors are set out in Appendix I to the circular to Shareholders dated 26 April 2019.
5. The annual general meeting is expected to last for less than one day. The Shareholders and proxies attending the annual general meeting shall be responsible for their own travelling and accommodation expenses.

*As at the date of this notice of meeting, 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. Lam Yiu Por, Mr. Li Min and Mr. Ong Chor Wei as independent non-executive Directors.*