



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)

FORM OF PROXY

for the annual general meeting to be held on Friday, 16 June 2023 (or any adjournment thereof)

I/We ^(Note 1), _____
of _____
being the registered holder(s) of ^(Note 2) _____ shares of US\$0.01 each in the capital of Denox Environmental & Technology Holdings Limited (the “**Company**”) hereby appoint the chairman of the annual general meeting (the “**AGM**”) ^(Note 3) _____
or _____
of _____

as my/our proxy to attend and act on my/our behalf at the AGM of the Company to be held at 40th Floor, Dah Sing Financial Centre, 248 Queen’s Road East, Wanchai, Hong Kong on Friday, 16 June 2023 at 10:00 a.m. or at any adjournment thereof and to vote for me/us on the resolutions referred to in the notice of the AGM (with or without modifications) as indicated below:

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To receive and adopt the audited consolidated financial statements and the reports of directors (the “ Directors ”) and the auditors of the Company for the year ended 31 December 2022.		
2.	(a) To re-elect the following retiring Directors (as separate resolutions):		
	(i) Mr. Li Xingwu as a non-executive Director; and		
	(ii) Ms. Chan Yeuk Wa as an independent non-executive Director.		
	(b) To authorise the board of Directors (the “ Board ”) to fix the Directors’ remuneration.		
3.	To re-appoint CL Partners CPA Limited as the auditor of the Company and to authorise the Board to fix its remuneration.		
4.	To grant an unconditional general mandate to the Directors to allot, issue and deal with additional shares of the Company (the “ Shares ”) not exceeding 20% of the total number of Shares in issue as at the date of passing this resolution.		
5.	To grant an unconditional general mandate to the Directors to buy-back Shares not exceeding 10% of the total number of Shares in issue as at the date of passing this resolution.		
6.	To extend the general mandate granted under resolution no. 4 to allot, issue and deal with additional Shares, representing the number of the Shares bought back pursuant to the general mandate granted by resolution no. 5.		
SPECIAL RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
7.	To approve the proposed amendments to the second amended and restated memorandum and articles of association of the Company and to adopt the third amended and restated memorandum and articles of association of the Company.*		

* The description of this resolution is by way of summary only. The full text appears in the notice convening the AGM.

Signature(s) ^(Note 5): _____

Dated this _____ day of _____ 2023

Notes:

1. Please insert full name(s) and address(es) in **BLOCK CAPITAL LETTERS**.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the chairlady of the AGM is preferred, strike out the words "the chairlady of the AGM", and insert the name and address of the proxy desired in the space provided.
4. **IMPORTANT: IF YOU WISH YOUR PROXY TO VOTE ON YOUR BEHALF FOR A PARTICULAR RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH YOUR PROXY TO VOTE AGAINST A PARTICULAR RESOLUTION, TICK THE BOX MARKED "AGAINST"**. If you do not indicate how you wish your proxy to vote, your proxy will be entitled to exercise his discretion whether to vote for or against the resolutions or to abstain from voting. Your proxy will also be entitled to vote at his discretion on any amendment to the resolutions referred to in the notice of the AGM which has been properly put to the meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of any duly authorized officer.
6. In the case of joint registered holders of any Share, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders are present at the AGM personally or by proxy, the person whose name stands first on the register of members in respect of the relevant Share will alone be entitled to vote in respect thereof.
7. To be valid, this form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or other authority, must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited (the "**Branch Registrar**"), at 17/F., Far East Finance Centre, 16 Harbour Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting.
8. For the purpose of determining members who are qualified for attending the AGM, the register of members of the Company will be closed from Tuesday, 13 June 2023 to Friday, 16 June 2023 (both days inclusive), during which period no transfer of the Shares will be effected. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Branch Registrar at the address stated above by no later than 4:30 p.m. on Monday, 12 June 2023.
9. The proxy needs not be a member of the Company but must attend the meeting in person to represent you.
10. Completion and return of this form of proxy will not preclude you from attending and voting in person at the AGM if you so wish, and in such event, the form of proxy shall be deemed to be revoked.
11. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALED BY THE PERSON WHO SIGNS IT.**
12. The full text of the resolutions is set out in the notice of the AGM dated 27 April 2023.