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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)

**(1) CONNECTED TRANSACTION IN RELATION TO THE SUBSCRIPTION
OF SHARES UNDER SPECIFIC MANDATE
AND
(2) APPLICATION FOR WHITEWASH WAIVER
DELAY IN DESPATCH OF THE CIRCULAR**

Reference is made to the announcement (the “**Announcement**”) issued by the Company dated 6 November 2023 in relation to the Share Subscription and the Whitewash Waiver. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as defined in the Announcement.

As disclosed in the Announcement, a circular (the “**Circular**”) containing, among other things, (i) details of the Share Subscription (including the Share Subscription Agreement, the transactions contemplated thereunder and the Specific Mandate); (ii) the Whitewash Waiver; (iii) a letter of advice from the Connected Transaction IBC on the Share Subscription (including the Specific Mandate and the Share Subscription Agreement); (iv) a letter of advice from the Whitewash Waiver IBC on the Share Subscription and the Whitewash Waiver; (v) a letter of advice from the Independent Financial Adviser to the Independent Board Committees and the Independent Shareholders on the Share Subscription (including the Share Subscription Agreement, the transactions contemplated thereunder and the Specific Mandate) and the Whitewash Waiver; and (vi) a notice of EGM together with the form of proxy, is expected to be despatched to Shareholders within 15 business days from the Announcement pursuant to Rule 14A.68 of the Listing Rules or 21 days from the date of the Announcement pursuant to Rule 8.2 of the Takeovers Code, whichever is the earlier (i.e. in this case, on or before 27 November 2023).

As additional time is required for the Company to prepare and finalise certain information to be included in the Circular (including but not limited to the indebtedness statement of the Group and the letter from the Independent Financial Adviser), an application was made to the Executive pursuant to Rule 8.2 of the Takeovers Code for, and the Executive has indicated that it is minded to grant, a consent for the extension of the latest time for despatch of the Circular to 15 December 2023.

Shareholders and potential investors of the Company are advised to refer to the announcements and/or other documents published by the Company from time to time on the website of the Stock Exchange for information relating to the Share Subscription and the Whitewash Waiver.

WARNING

Since the Completion is subject to the fulfilment or waiver (as applicable) of the conditions precedent as set out in the Share Subscription Agreement, the Share Subscription may or may not proceed.

Shareholders and potential investors are reminded to exercise caution when dealing in the Shares, and are recommended to consult their stockbroker, bank manager, solicitor or other professional adviser if they are in any doubt about their position and as to actions that they should take.

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

Hong Kong, 22 November 2023

As at the date of this notice of meeting, the Board comprises Ms. Zhao Shu and Mr. Li Ke as executive Directors; Mr. Li Xingwu as non-executive Director; and Ms. Chan Yeuk Wa, Mr. Li Min and Mr. Ong Chor Wei as independent non-executive Directors.

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