



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 extraordinary general meeting to be held on Friday, 5 January 2024 (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 extraordinary general meeting (the “**EGM**”) ^(Note 3) _____
or _____
of _____
as my/our proxy to attend and act on my/our behalf at the EGM of the Company to be held at 40th Floor, Dah Sing Financial Centre, 248 Queen’s Road East, Wanchai, Hong Kong on Friday, 5 January 2024 at 10:30 a.m. or at any adjournment thereof and to vote for me/us on the resolutions referred to in the notice of the EGM (with or without modifications) as indicated below:

ORDINARY RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
1.	<p>THAT</p> <p>(a) the share subscription agreement (the “Share Subscription Agreement”) dated 6 November 2023 and entered into between the Company and Advant Performance Limited (the “Subscriber”) in relation to the Share Subscription and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p> <p>(b) all the transactions contemplated under the Share Subscription Agreement, including but not limited to the specific mandate to allot and issue the Subscription Shares by the Company to the Subscriber pursuant to the Share Subscription Agreement (the “Specific Mandate”), be and are hereby approved and the Board be and is hereby authorised to allot and issue the Subscription Shares to the Subscriber pursuant to the Share Subscription Agreement; and</p> <p>(c) the Board be and is hereby authorised to do all such acts and things and sign all such documents and to take such steps as it considers necessary or expedient or desirable in connection with or to give effect to the Share Subscription Agreement and the transactions contemplated thereunder, including to the Specific Mandate, and the allotment and issue of the Subscription Shares and to agree to such variation, amendment or waiver as are, in the opinion of the Board, in the interests of the Company.</p>		
SPECIAL RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
2.	<p>THAT subject to the granting of the Whitewash Waiver (as defined below) by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong or any of his delegate(s) and any conditions that may be imposed thereon, the waiver (the “Whitewash Waiver”) of the obligation on the part of the Subscriber to make a mandatory general offer for all the issued shares and other securities of the Company (other than those already owned or agreed to be acquired by Subscriber and parties acting in concert with it) which might otherwise arise as a result of the Subscriber subscribing for the Subscription Shares under the Share Subscription Agreement pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code be and is hereby approved, and that any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents under seal where applicable as he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to any of the matters relating to, or incidental to, the Whitewash Waiver.</p>		

Signature(s) ^(Note 5): _____

Dated this _____ day of _____

Notes:

1. Please insert full name(s) and address(es) in **BLOCK CAPITAL LETTERS**. The names of all joint holders should be stated.
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). If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified.
3. If any proxy other than the chairman of the EGM is preferred, strike out the words "the chairman of the EGM", and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy or, if holding two or more shares, more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.
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 EGM 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 EGM, 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 EGM 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 EGM, the register of members of the Company will be closed from Tuesday, 2 January 2024 to Friday, 5 January 2024 (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 EGM, 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 Friday, 29 December 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 EGM 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 INITIALLED BY THE PERSON WHO SIGNS IT.**
12. The full text of the resolutions is set out in the notice of the EGM dated 15 December 2023.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Extraordinary General Meeting of the Company (the "**Purposes**"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at the above address.