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;
(2) APPLICATION FOR WHITEWASH WAIVER; AND
(3) APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

CONNECTED TRANSACTION IN RELATION TO THE SUBSCRIPTION OF SHARES UNDER SPECIFIC MANDATE

On 10 July 2026 (after trading hours), the Company and the Subscriber entered into the Share Subscription Agreement, pursuant to which the Company has conditionally agreed to allot and issue, and the Subscriber has conditionally agreed to subscribe for, 177,853,320 Subscription Shares at the Subscription Price of HK$0.1368 per Subscription Share for a total consideration of HK$24,330,334.18 in cash.

As at the date of this announcement, there are 592,844,400 Shares in issue. 177,853,320 Shares will be issued at the Subscription Price per Subscription Share under the Share Subscription, which represents:

(a) 30.00% of the existing issued share capital of the Company as at the date of this announcement; and

(b) approximately 23.08% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares immediately after Completion.

The Subscription Shares shall be allotted and issued pursuant to the Specific Mandate to be sought from the Independent Shareholders at the EGM.

APPLICATION FOR LISTING

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares.

TAKEOVERS CODE IMPLICATIONS AND APPLICATION FOR WHITEWASH WAIVER

As at the date of this announcement, the Subscriber, Advant Performance and the parties acting in concert with any of them hold an aggregate of 279,413,960 Shares, representing approximately 47.13% of the issued share capital of the Company. Upon Completion, assuming that there is no other change in the issued share capital of the Company between the date of this announcement and the Completion Date (save and except for the Share Subscription), the shareholding of the Subscriber, Advant Performance and the parties acting in concert with any of them will increase to approximately 59.33% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares.

As such, under Rule 26.1 of the Takeovers Code, the allotment and issuance of the Subscription Shares under the Share Subscription Agreement to the Subscriber will give rise to an obligation on the part of the Subscriber to make a mandatory general offer for all Shares and other securities of the Company (other than those already owned or agreed to be acquired by the Subscriber, Advant Performance and parties acting in concert with any of them), unless the Whitewash Waiver is granted by the Executive.

The Subscriber will make an application to the Executive for the Whitewash Waiver pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code in respect of the allotment and issuance of the Subscription Shares to the Subscriber. The Whitewash Waiver, if granted, will be subject to, among other things, the approval by at least 75% of the votes cast by the Independent Shareholders by way of poll in respect of the Whitewash Waiver and more than 50% of the votes cast by the Independent Shareholders by way of poll in respect of the Share Subscription, respectively, at the EGM.

The Subscriber, Advant Performance, their respective associates, and any parties acting in concert with any of them, Fine Treasure Asia Holdings Limited and the Shareholders who are involved in or interested in the Share Subscription and/or the Whitewash Waiver, will be required to abstain from voting in respect of the resolution(s) to approve the Share Subscription and the Whitewash Waiver at the EGM.

The Executive may or may not grant the Whitewash Waiver. The Share Subscription will not proceed if the Whitewash Waiver is not granted or approved.

LISTING RULES IMPLICATIONS

As at the date of this announcement, the Subscriber directly holds 24,612,477 Shares, whilst Advant Performance, a company wholly-owned by the Subscriber, holds 251,839,009 Shares. Fine Treasure Asia Holdings Limited, a company wholly owned by Mr. Li Ke, an executive Director and presumed to be acting in concert with the Subscriber under the Class (6) presumption of the definition of "acting in concert" under the Takeovers Code, holds 2,962,474 Shares. Accordingly, the Subscriber, Advant Performance and the parties acting in concert with any of them directly and indirectly hold an aggregate of 279,413,960 Shares, representing approximately 47.13% of the issued share capital of the Company. The Subscriber is therefore a connected person of the Company. Accordingly, the Share Subscription constitutes a connected transaction on the part of the Company under Chapter 14A of the Listing Rules and will be subject to announcement, reporting and the Independent Shareholders' approval requirements.

ESTABLISHMENT OF INDEPENDENT BOARD COMMITTEES AND APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

Pursuant to the Listing Rules, the Connected Transaction IBC (comprising all the independent non-executive Directors who have no direct or indirect interest in the Share Subscription, namely Ms. Chan Yeuk Wa, Mr. Ong Chor Wei and Dr. Wang Xueqian) has been formed to advise the Independent Shareholders as to whether the Share Subscription is fair and reasonable and make recommendation as to voting.

Pursuant to Rule 2.8 of the Takeovers Code, the Whitewash Waiver IBC (comprising the non-executive Director and all the independent non-executive Directors who have no direct or indirect interest or involved in the Share Subscription and the Whitewash Waiver, namely Mr. Li Xingwu, Ms. Chan Yeuk Wa, Mr. Ong Chor Wei and Dr. Wang Xueqian) has also been formed to advise the Independent Shareholders as to whether the Share Subscription and the Whitewash Waiver are fair and reasonable and make recommendation as to voting.

In this connection, Red Solar Capital Limited has been appointed and approved by the Independent Board Committees as the Independent Financial Adviser to advise the Independent Board Committees and the Independent Shareholders as to whether the Share Subscription Agreement and the transactions contemplated thereunder (including the Share Subscription) and the Whitewash Waiver are fair and reasonable and make recommendation on voting.

CONNECTED TRANSACTION IN RELATION TO THE SUBSCRIPTION OF SHARES UNDER SPECIFIC MANDATE

On 10 July 2026 (after trading hours), the Company and the Subscriber entered into the Share Subscription Agreement, pursuant to which the Company has conditionally agreed to allot and issue, and the Subscriber has conditionally agreed to subscribe for, 177,853,320 Subscription Shares at the

Subscription Price of HK$0.1368 per Subscription Share for a total consideration of HK$24,330,334.18 in cash. The principal terms of the Share Subscription Agreement are set out below.

Principal terms of the Share Subscription Agreement

Date	10 July 2026
Parties	(a) the Company (as issuer); and (b) the Subscriber (as subscriber)
Total Share Subscription consideration	HK$24,330,334.18
Subscription price per Subscription Share	HK$0.1368
Par Value of Subscription Shares	Ordinary shares of the Company with a par value of US$0.01 each

The Subscription Shares

177,853,320 Shares will be issued at the Subscription Price per Subscription Share under the Share Subscription, which represents:

(a) 30.00% of the existing issued share capital of the Company as at the date of this announcement; and

(b) approximately 23.08% of the issued share capital of the Company as enlarged by the allotment and issue of the Subscription Shares immediately after Completion.

The Subscription Shares shall be allotted and issued pursuant to the Specific Mandate to be sought from the Independent Shareholders at the EGM. The maximum aggregate nominal value of the Subscription Shares is US$1,778,533.20.

Ranking

The Subscription Shares, when allotted and issued, shall rank *pari passu* in all respects among themselves and with the Shares in issue.

The Subscription Price

The Subscription Price of HK$0.1368 per Subscription Share represents:

(a) a discount of approximately 16.59% to the closing price of HK$0.164 per Share as quoted on the Stock Exchange on the date of the Share Subscription Agreement;

(b) a discount of approximately 10.59% to the average closing price of HK$0.153 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Share Subscription Agreement;

(c) a discount of approximately 15.56% to the average closing price of approximately HK$0.162 per Share as quoted on the Stock Exchange for the last thirty consecutive trading days immediately prior to the date of the Share Subscription Agreement;

(d) a discount of approximately 6.30% to the average closing price of approximately HK$0.146 per Share as quoted on the Stock Exchange for the last sixty consecutive trading days immediately prior to the date of the Share Subscription Agreement;

(e) a discount of approximately 34.23% to the audited consolidated net asset value per Share attributable to the Shareholders as at 31 December 2025 of approximately HK$0.2080 per Share calculated based on the audited consolidated net asset of the Group attributable to the Shareholders of approximately RMB111,378,000 as at 31 December 2025 as extracted from the annual report of the Company for the year ended 31 December 2025 and 592,844,400 Shares then in issue (based on the exchange rate of HK$1:RMB0.90322 as at 31 December 2025 published by the State Administration of Foreign Exchange for illustration purposes); and

(f) a theoretical dilution effect (as defined under Rule 7.27B of the Listing Rules) of approximately 3.83%, represented by the theoretical diluted price of approximately HK$0.158 per Share to the benchmarked price of approximately HK$0.164 per Share (as defined under Rule 7.27B of the Listing Rules, taking into account the higher of the closing price on the date of this announcement of HK$0.164 per Share and the average of the closing prices of the Shares as quoted on the Stock Exchange for the five (5) previous consecutive trading days prior to the date of this announcement of HK$0.153 per Share).

The Subscription Price was determined after arm's length negotiations between the Company and the Subscriber taking into account (i) the recent and historical market prices of the Shares; (ii) the net asset value of the Group; (iii) the business prospects and financial position of the Group; and (iv) the current equity capital market conditions.

Conditions precedent

Completion of the Share Subscription is conditional upon satisfaction or (if applicable) waiver of the following conditions:

(a) the Executive granting the Whitewash Waiver to the Subscriber, and such waiver not having been revoked or withdrawn, and any conditions attached thereto (if any) having been fulfilled prior to Completion;

(b) the Independent Shareholders passing, at the EGM, the resolutions required to give effect to the Share Subscription Agreement and the transactions contemplated thereunder in compliance with the Listing Rules and the Takeovers Code, including but not limited to the approval of (i) the execution, delivery and performance of the Share Subscription Agreement and the transactions contemplated thereunder; (ii) the granting of the Specific Mandate to the Directors to allot and issue the Subscription Shares in accordance with the Share Subscription Agreement; and (iii) the Whitewash Waiver; and

(c) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Subscription Shares, and such approval not having been withdrawn or revoked by the Stock Exchange; and

(d) the representations and warranties given by the Company under the Share Subscription Agreement remaining true, accurate and correct in all material respects, without any material omission and not misleading in any material respect as at and up to the Completion Date.

The conditions as set out in paragraphs (a) to (d) above are non-waivable. As at the date of this announcement, none of the conditions as set out above has been satisfied.

In the event that the conditions of the Share Subscription Agreement are not fulfilled on or before 4:00 p.m. on 30 September 2026 (or such later date and time as may be agreed between the parties to the Share Subscription Agreement in writing), the Share Subscription Agreement and the transactions contemplated thereunder (including the Share Subscription) shall terminate and lapse, and neither the Company nor the Subscriber shall have any claim against each other, except in respect of claims arising out of any antecedent breach of any of the provisions of the Share Subscription Agreement.

Completion of the Share Subscription

Completion of the Share Subscription shall take place within three Business Days (or such other date and time as may be agreed by the Company and the Subscriber in writing) upon the satisfaction of the conditions under the Share Subscription Agreement, upon which the Company shall allot and issue the Subscription Shares to the Subscriber and the Subscriber shall pay to the Company the total consideration for the Subscription Shares.

Information of the Group

The Company is an investment holding company with its principal subsidiaries engaged in design, development, manufacture and sale of denitration catalysts, carbon monoxide removal catalysts and other types of environmental protection catalysts in the PRC.

Information of the Subscriber

The Subscriber is an executive Director, chairlady of the Board and a controlling Shareholder. She is primarily responsible for the overall management of the Group. The Subscriber is also the general manager of Beijing Denox Environmental & Technology Co., Ltd and Gu'an Denox Environmental Equipment Manufacturing Co., Ltd., both of which are wholly-owned subsidiaries of the Company.

As at the date of this announcement, the Subscriber personally holds 24,612,477 Shares, and through her controlled corporation, Advant Performance, holds 251,839,009 Shares. Accordingly, the Subscriber, Advant Performance and the parties acting in concert with any of them directly and indirectly hold an aggregate of 279,413,960 Shares, representing approximately 47.13% of the issued share capital of the Company. The Subscriber is therefore a connected person of the Company.

INFORMATION REQUIRED UNDER THE TAKEOVERS CODE

As at the date of this announcement, the Subscriber confirms that:

(a) save for the Share Subscription Agreement, none of the Subscriber, Advant Performance or parties acting in concert with any of them has dealt in any Shares, acquired or entered into any agreement or arrangement to acquire any voting rights in the Company within the six months immediately prior to and including the date of this announcement;

(b) other than the Share Subscription, none of the Subscriber, Advant Performance or parties acting in concert with any of them will make any acquisitions or disposals of voting rights in the Company which constitute disqualifying transactions (within the meaning of the Takeovers Code) in the period between the date of this announcement and the Completion;

(c) save as disclosed in the section headed "Effects on Shareholding Structure of the Company" in this announcement, there is no holding of voting rights in the Company or rights over any Shares which is owned, controlled or directed by the Subscriber, Advant Performance or parties acting in concert with any of them;

(d) save for the 592,252 share options held by the Subscriber and 1,778,536 share options held by Mr. Li Ke, none of the Subscriber, Advant Performance or parties acting in concert with any of them holds any other outstanding options, warrants, or any securities that are convertible into Shares or any derivatives in respect of Shares nor has entered into any outstanding derivative in respect of securities in the Company;

(e) save for the Share Subscription Agreement, there is no arrangement referred to in Note 8 to Rule 22 of the Takeovers Code (whether by way of option, indemnity or otherwise) with any other persons in relation to the Shares or shares of the Subscriber and which might be material to the transactions contemplated under the Share Subscription Agreement and/or the Whitewash Waiver;

(f) none of the Subscriber, Advant Performance or parties acting in concert with any of them has received any irrevocable commitment from any person as to whether they will vote for or against the resolution approving the Share Subscription Agreement and the transactions contemplated thereunder, the Specific Mandate and/or the Whitewash Waiver;

(g) save for the Share Subscription Agreement, there are no agreements or arrangements to which the Subscriber is a party which relate to the circumstances in which she may or may not invoke or seek to invoke a pre-condition or a condition to the Share Subscription or the Whitewash Waiver;

(h) none of the Subscriber, Advant Performance or parties acting in concert with any of them has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company;

(i) save for the Subscription Price for the Subscription Shares payable under the Share Subscription Agreement, none of the Subscriber, Advant Performance or parties acting in concert with any of them has paid or will pay any other consideration, compensation or benefit in whatever form to the Company or any of the parties acting in concert with it in relation to the Share Subscription;

(j) there is no understanding, arrangement or agreement or special deal (as defined under Rule 25 of the Takeovers Code) between, the Subscriber, Advant Performance or parties acting in concert with any of them on the one hand and any of the Shareholders on the other hand; and

(k) there is no understanding, arrangement or agreement or special deal (as defined under Rule 25 of the Takeovers Code) between the Subscriber, Advant Performance or parties acting in concert with them on the one hand and the Company, its subsidiaries or associated companies on the other hand.

As at the date of this announcement, the Company confirms that:

(a) there is no understanding, arrangement or agreement or special deal (as defined under Rule 25 of the Takeovers Code) between the Company, its subsidiaries or associated companies on the one hand and any of the Shareholders on the other hand; and

(b) there is no understanding, arrangement or agreement or special deal (as defined under Rule 25 of the Takeovers Code) between the Subscriber, Advant Performance or parties acting in concert with them on the one hand and the Company, its subsidiaries or associated companies on the other hand.

REASONS FOR AND BENEFITS OF THE SHARE SUBSCRIPTION AND USE OF PROCEEDS

During the past twelve months, the Group has made significant technological and commercial progress in its two core growth drivers, namely (i) corrugated plate-type catalysts; and (ii) carbon monoxide removal catalysts, both of which possess substantial growth potential.

The Group has achieved a breakthrough in the development and industrialisation of its corrugated plate-type catalysts, which are well-positioned to meet increasingly stringent environmental emission standards. Over the past twelve months, the Group has successfully enhanced its production process and significantly improved the yield rates. The yield rate of the Group's new corrugated plate-type catalysts was much higher than the old version. Unlike the old version of corrugated plate-type catalysts, which primarily serving the petrochemical and waste incineration sectors with small-scale output, the application of the Group's new corrugated plate-type catalysts expands to the large-scale combustion engine turbine sector. These technological advancements have strengthened the overall competitiveness and commercial viability of the Group's corrugated plate-type catalysts. With the rollout of new corrugated plate-type catalysts, it is expected that the Group will be able to secure orders from new customers from combustion engine turbine manufacturers and anticipates a significant increase in export demand. In view of the expected growth in demand and the high utilisation rate of its existing production facilities, the Group intends to expand its production capacity for corrugated plate-type catalysts by adding relevant production equipment. This expansion will enable the Group to ensure timely delivery, maintain consistent product quality, and better capture opportunities in both domestic and overseas markets.

In February 2026, the Group further obtained an exclusive right to use the advanced carbon monoxide removal catalyst formula developed by Hainan Botuo Technology Company Limited* (海南博拓科技有限公司). Leveraging this proprietary technology, the Group has commenced production of carbon monoxide removal catalysts, which are currently undergoing on-site operational validation at customers' facilities. These products have demonstrated stable and satisfactory performance to date, laying a solid foundation for the Group's further expansion into the carbon monoxide removal market.

Meanwhile, the manufacturing of carbon monoxide removal catalysts requires costly precious metals that are integral to the product formulation. The supply of these precious metals is highly constrained and subject to significant price volatility. Securing a stable and sufficient supply is therefore critical to maintaining product quality, fulfilling anticipated commercial orders following successful validation, and mitigating risks associated with raw material price fluctuations. Accordingly, additional funding is required to support the procurement of these key materials and to facilitate commercial-scale production.

In view of the above developments, the Company intends to raise additional funds to (i) expand the production capacity of corrugated plate-type catalysts to meet expected overseas demand; (ii) procure core precious metals and other raw materials for carbon monoxide removal catalysts; and (iii) strengthen the Group's working capital position to support its business expansion.

As at 31 December 2025, the Group had bank balances and cash of approximately RMB30.9 million, while trade payables and accruals and other payables amounted to approximately RMB48.1 million. Hence, the Group is under considerable operating cash pressure. Since the rollout of the carbon monoxide removal catalyst, the product has continued to gain market traction. The Group also seeks to leverage its strong product quality to capture a larger share of the market. As each carbon monoxide removal catalyst order carries a relatively large contract value, this further intensifies the Group's funding pressure.

In addition, the Group's customers for carbon monoxide removal catalysts primarily comprise state owned enterprises and large private enterprises, which generally possess stronger bargaining power when negotiating payment terms under the supply contracts. Such contracts typically adopt stage payment arrangements that may extend over 24 months or longer. Conversely, the procurement of precious metals used in the production of carbon monoxide removal catalysts does not involve credit terms; payment is required in full before delivery. This mismatch between the cash inflow and cash outflow cycles associated with the production of carbon monoxide removal catalysts places additional pressure on the Group's operating cash flow.

With more competitors emerging in the carbon monoxide removal catalyst market, the Group aims to secure first mover advantages and further expand its customer base. In view of the foregoing, the Group's overall funding needs have increased significantly, and the Group considers it necessary to obtain additional financial resources to support its planned expansion.

The Board has considered various fund raising alternatives, including bank borrowings and equity fund-raising exercises such as placement of Shares to independent third parties, rights issue, open offer and the Share Subscription. In light that the finance cost of the Group has been increasing in the past three financial years, the Directors have concluded that debt financing, such as bank borrowings, was less desirable as it would increase the Group's gearing level and incur ongoing finance costs, thereby imposing additional financial burden on the Company. As regards equity fund raising alternatives, the Company approached several securities brokerage firms regarding the possibility and feasibility of acting as placing agent and/or underwriter. However, none of them expressed interest in the proposed capital raising exercise after considering the factors including: (i) the relatively low liquidity in the Shares, with approximately one-third of the 245 trading days in the past twelve months recording no trading volume; (ii) the recent surge of the trading price of the Shares, with the current prevailing price being approximately 38% above the average of the closing price over the past twelve months and approximately 20% above the average closing price over the past six months; and (iii) the prevailing unfavourable market conditions, which have adversely affected overall investor sentiment. In addition, any placing would only be conducted on best-effort basis, rendering the outcome and the exact amount of proceeds to be raised from the placing being uncertain and subject to market conditions. A rights issue or open offer would require the preparation and despatch of listing documents and compliance with additional application and administrative procedures, which would require relatively longer time and incur higher administrative costs as compared to the Share Subscription.

Having considered the limitations and uncertainties associated with the alternative fund raising methods, the Board noted that the Subscriber was the only party who expressed firm willingness to subscribe for the Subscription Shares at a price representing a similar level of reasonable discount to the prevailing market price. The Share Subscription enables the Company to raise a meaningful amount of proceeds that matches its current capital needs, secure funding certainty within a shorter timeframe, issue the Subscription Shares at a reasonable discount to the prevailing market price, and avoid additional finance costs or placing commissions that would otherwise be incurred under other fund-raising methods.

The gross proceeds from the Share Subscription will be approximately HK$24.33 million. The net proceeds (after deducting relevant costs and expenses) from the Share Subscription will be approximately HK$23.33 million and the net subscription price per Subscription Share will be approximately HK$0.1312.

The net proceeds from the Share Subscription are intended to be used as to (i) approximately 20% of the net proceeds (being approximately HK$4.665 million for enhancement and upgrading of production equipment for the manufacture of corrugated plate-type catalysts; (ii) approximately 60% of the net proceeds (being approximately HK$14.0 million for the procurement of raw materials for carbon monoxide removal catalysts including but not limited to core precious metals; and (iii) approximately 20% of the net proceeds (being approximately HK$4.665 million) for general working capital.

Based on the aforesaid, the Directors (other than the Independent Board Committees who will express their views after receiving advice from the Independent Financial Adviser), are of the view that the Share Subscription is fair and reasonable, on normal commercial terms and is in the interests of the Company and its Shareholders (including the Independent Shareholders) as a whole.

EQUITY FUND-RAISING ACTIVITIES OF THE COMPANY DURING THE PAST TWELVE MONTHS

The Company had not conducted any fund-raising activities involving the issue of its equity securities in the twelve months immediately preceding the date of this announcement.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (a) as at the date of this announcement; and (b) immediately after Completion, assuming that there is no other change to the share capital and shareholding structure of the Company from the date of this announcement up to the Completion Date, are set out below:

Shareholders	As at the date of this announcement		Immediately after Completion	
	Number of Shares	*Approximate %*	*Number of Shares*	*Approximate %*
Subscriber, Advant Performance and parties acting, or presumed to be acting, in concert with any of them				
The Subscriber *(Note 1)*	24,612,477	4.15%	202,465,797	26.27%
Advant Performance	251,839,009	42.48%	251,839,009	32.68%
Fine Treasure Asia Holdings Limited *(Note 2)*	2,962,474	0.50%	2,962,474	0.38%
Subtotal	279,413,960	47.13%	457,267,280	59.33%
Other non-public Shareholder				
EEC Technology Limited *(Note 3)*	51,075,015	8.62%	51,075,015	6.63%
Public Shareholders	262,355,425	44.25%	262,355,425	34.04%
Total	592,844,400	100.00%	770,697,720	100.00%

Notes:

(1) Advant Performance is wholly owned by the Subscriber.

(2) Fine Treasure Asia Holdings Limited is wholly owned by Mr. Li Ke, an executive Director, who is presumed to be acting in concert with the Subscriber under the Class (6) presumption of the definition of "acting in concert" under the Takeovers Code.

(3) EEC Technology Limited is wholly owned by Mr. Li Xingwu, a non-executive Director. Mr. Li Xingwu has been a passive investor in the Group since its establishment, which he founded together with an independent third party (the "**I3P Founder**") in August 2010. Save for his role as the non-executive Director, Mr. Li Xingwu has not participated in the daily operation or management of the Group. Meanwhile, the Subscriber acquired a controlling interest in the Group from the I3P Founder in June 2011 and has since assumed a management role in the Group. Prior to the Subscriber's acquisition of equity interest in the Group and her joining the Group in June 2011, Mr. Li Xingwu and the Subscriber had never worked together nor had they engaged in any form of co-investment. In connection with the Company's application for listing on the Stock Exchange in or around 2015, Mr. Li Xingwu and the Subscriber did not enter into any concert party arrangement to consolidate or collaborate in exercising control over the Group, as they considered themselves independent of each other. They do not have, and have never had, any intention, agreement, or understanding (whether formal or informal) to act in concert to obtain or consolidate control (as defined under the Takeovers Code) of the Company through the acquisition of voting rights by either of them. Furthermore, Mr. Li Xingwu was neither involved in nor interested in the negotiation of the Share Subscription. Based on the foregoing, Mr. Li Xingwu is not acting in concert with the Subscriber.

(4) Save as disclosed in the table above, none of the Directors hold shares in the Company.

(5) The percentage figures as set out above are subject to rounding adjustments.

(6) As at the date of this announcement, the Company has an issued share capital of US$5,928,444.00 divided into 592,844,400 Shares. In addition, the Company has outstanding share options granted under its share option scheme entitling the holders thereof to subscribe for an aggregate of 28,826,468 Shares at a subscription price of HK$0.1154 per Share with the expiry of the exercise period up to 31 December 2033. Among all the share options granted, 592,252 share options and 1,778,536 share options were granted to the Subscriber and Mr. Li Ke respectively. The share options will be vested in four equal tranches starting from 1 April 2027, 1 October 2027, 1 April 2028 and 1 October 2028 respectively. Hence, none of the share options will be exercised prior to the Completion. Save for the aforesaid share options, the Company does not have any other outstanding convertible securities, options, warrants or other derivatives in issue which are convertible or exchangeable into Shares as at the date of this announcement.

APPLICATION FOR LISTING

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares.

TAKEOVERS CODE IMPLICATIONS AND APPLICATION FOR WHITEWASH WAIVER

As at the date of this announcement, the Subscriber, Advant Performance and the parties acting in concert with any of them hold 279,413,960 Shares, representing approximately 47.13% of the issued share capital of the Company. Upon Completion, the shareholding of the Subscriber, Advant Performance and the parties acting in concert with any of them will increase to approximately 59.33% of the issued share capital of the Company.

As such, under Rule 26.1 of the Takeovers Code, the allotment and issuance of the Subscription Shares under the Share Subscription Agreement to the Subscriber will give rise to an obligation on the part of the Subscriber to make a mandatory general offer for all Shares and other securities of the Company (other than those already owned or agreed to be acquired by the Subscriber, Advant Performance and parties acting in concert with any of them), unless the Whitewash Waiver is granted by the Executive.

The Subscriber will make an application to the Executive for the Whitewash Waiver from compliance with the obligations to make a mandatory general offer for all Shares and other securities of the Company (other than those already owned or agreed to be acquired by the Subscriber, Advant Performance and parties acting in concert with any of them) under Rule 26.1 of the Takeovers Code as a result of the allotment and issuance of the Subscription Shares to the Subscriber. The Whitewash Waiver, if granted, will be subject to, among other things, the approval by at least 75% of the votes cast by the Independent Shareholders by way of poll in respect of the Whitewash Waiver and more than 50% of the votes cast by the Independent Shareholders by way of poll in respect of the Share Subscription, respectively, at the EGM.

The Subscriber, Advant Performance, their respective associates, and any parties acting in concert with any of them, Fine Treasure Asia Holdings Limited and the Shareholders who are involved in or interested in the Share Subscription and/or the Whitewash Waiver, will be required to abstain from voting in respect of the resolution(s) to approve the Share Subscription and the Whitewash Waiver at the EGM.

The Executive may or may not grant the Whitewash Waiver. The Share Subscription will not proceed if the Whitewash Waiver is not granted or approved.

As at the date of this announcement, the Company does not believe that the Share Subscription gives rise to any concerns in relation to compliance with other applicable rules or regulations (including the Listing Rules). If a concern should arise after the release of this announcement, the Company will endeavour to resolve the matter to the satisfaction of the relevant authority as soon as possible but in any event before the despatch of the circular in respect of the Whitewash Waiver. The Company notes that the Executive may not grant the Whitewash Waiver if the Share Subscription does not comply with other applicable rules and regulations.

LISTING RULES IMPLICATIONS

As described in the section headed "Information of the Subscriber" in this announcement, the Subscriber directly holds 24,612,477 Shares, whilst Advant Performance, a company wholly-owned by the Subscriber, holds 251,839,009 Shares. Fine Treasure Asia Holdings Limited, a company wholly owned by Mr. Li Ke, an executive Director and presumed to be acting in concert with the Subscriber under the Class (6) presumption of the definition of "acting in concert" under the Takeovers Code, holds 2,962,474 Shares. Accordingly, the Subscriber, Advant Performance and the parties acting in concert with any of them directly and indirectly hold an aggregate of 279,413,960 Shares, representing approximately 47.13% of the issued share capital of the Company. The Subscriber is therefore a connected person of the Company. Accordingly, the Share Subscription constitutes a connected transaction on the part of the Company under Chapter 14A of the Listing Rules and will be subject to announcement, reporting and the Independent Shareholders' approval requirements.

ESTABLISHMENT OF INDEPENDENT BOARD COMMITTEES AND APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

Pursuant to the Listing Rules, the Connected Transaction IBC (comprising all the independent non-executive Directors who have no direct or indirect interest in the Share Subscription, namely Ms. Chan Yeuk Wa, Mr. Ong Chor Wei and Dr. Wang Xueqian) has been formed to advise the Independent Shareholders as to whether the Share Subscription is fair and reasonable and make recommendation as to voting.

Pursuant to Rule 2.8 of the Takeovers Code, the Whitewash Waiver IBC (comprising the non-executive Director and all the independent non-executive Directors who have no direct or indirect interest in the Share Subscription and the Whitewash Waiver, namely Mr. Li Xingwu, Ms. Chan Yeuk

Wa, Mr. Ong Chor Wei and Dr. Wang Xueqian) has also been formed to advise the Independent Shareholders as to whether the Share Subscription and the Whitewash Waiver are fair and reasonable and make recommendation as to voting.

In this connection, Red Solar Capital Limited has been appointed and approved by the Independent Board Committees as the Independent Financial Adviser to advise the Independent Board Committees and the Independent Shareholders as to whether the Share Subscription Agreement and the transactions contemplated thereunder (including the Share Subscription) and the Whitewash Waiver are fair and reasonable and make recommendation on voting.

GENERAL

The EGM will be convened to consider and, if thought fit, pass the requisite resolutions to approve, among other things: (i) the Share Subscription Agreement (including the transactions contemplated thereunder and the Specific Mandate); and (ii) the Whitewash Waiver.

Resolutions approving the Share Subscription (including the Share Subscription Agreement, the transactions contemplated thereunder and the Specific Mandate) and the Whitewash Waiver will be proposed at the EGM to be approved by the Independent Shareholders. The Whitewash Waiver will be proposed by way of a resolution to be passed by at least 75%, and the Share Subscription (including the Share Subscription Agreement, the transactions contemplated thereunder and the Specific Mandate) will be proposed by way of resolution(s) to be passed by more than 50%, of the votes cast by the Independent Shareholders that are cast either in person or by proxy, respectively, at the EGM. The voting at the EGM will be conducted by way of poll.

DESPATCH OF CIRCULAR

A 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 date of this announcement pursuant to Rule 14A.68 of the Listing Rules or 21 days from the date of this announcement pursuant to Rule 8.2 of the Takeovers Code, whichever is the earlier.

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.

The Whitewash Waiver may or may not be granted by the Executive and if granted, will, among other things, be subject to the approval by at least 75% of the votes cast by the Independent Shareholders by way of poll in respect of the Whitewash Waiver and more than 50% of the votes cast by the Independent Shareholders by way of poll in respect of the Share Subscription, respectively, at the EGM. Completion of the Share Subscription is conditional upon, among other things, the Whitewash Waiver being granted by the Executive and approved by the Independent Shareholders.

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.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

"acting in concert"	has the meaning ascribed thereto under the Takeovers Code
"Advant Performance"	Advant Performance Limited, a company incorporated in the British Virgin Islands with limited liability and is wholly owned by the Subscriber
"associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Board"	the board of Directors
"Business Day(s)"	a day (excluding Saturday, Sunday, public holiday and any day on which "extreme conditions" caused by super typhoons is announced by the Government of Hong Kong or a tropical cyclone warning signal no. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a "black" rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are open for general banking business throughout their normal business hours
"Company"	Denox Environmental & Technology Holdings Limited (迪諾斯環保科技控股有限公司), a company incorporated in the Cayman Islands as an exempted company with limited liability and the shares of which are listed on the Stock Exchange (stock code: 1452)

"Completion"	the completion of the Share Subscription pursuant to the terms and conditions of the Share Subscription Agreement
"Completion Date"	the third Business Day after all the conditions precedent to the Share Subscription Agreement have been fulfilled (or such other date and time as may be agreed by the Company and the Subscriber in writing)
"connected person(s)"	has the meaning ascribed thereto under the Listing Rules
"Connected Transaction IBC"	an independent committee of the Board comprising all the independent non-executive Directors who do not have a material interest in the Share Subscription (namely Ms. Chan Yeuk Wa, Mr. Ong Chor Wei and Dr. Wang Xueqian) and established pursuant to the requirements of the Listing Rules to advise the Independent Shareholders on the Share Subscription (including the grant of the Specific Mandate)
"Director"	director(s) of the Company
"EGM"	the extraordinary general meeting of the Company to be convened for the purpose of considering and, if thought fit, approving, among other things, the Share Subscription Agreement (including the transactions contemplated thereunder and the Specific Mandate) and the Whitewash Waiver
"Executive"	the Executive Director of the Corporate Finance Division of the SFC or any of her delegate(s)
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China
"Independent Board Committees"	collectively, the Connected Transaction IBC and the Whitewash Waiver IBC

"Independent Financial Adviser"	Red Solar Capital Limited, a corporation licensed to carry out Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the independent financial adviser appointed by the Independent Board Committees to advise the Independent Board Committees and the Independent Shareholders as to whether the terms of the Share Subscription Agreement and the transactions contemplated thereunder (including the Share Subscription), the grant of the Specific Mandate and the Whitewash Waiver are fair and reasonable and make recommendation as to voting
"Independent Shareholders"	Shareholders other than (i) the Subscriber, Advant Performance, their respective associates, and any parties acting in concert with the Subscriber or Advant Performance and (ii) all other Shareholders who are interested or involved in the Share Subscription and/or the Whitewash Waiver (if any)
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"PRC"	the People's Republic of China, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan for the purpose of this announcement
"RMB"	Renminbi, the lawful currency of the PRC
"SFC"	Securities and Futures Commission of Hong Kong
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	ordinary share(s) of US$0.01 each in the share capital of the Company
"Shareholders"	holder(s) of the Share(s)
"Share Subscription"	the subscription of the Subscription Shares by the Subscriber pursuant to the terms and conditions of the Share Subscription Agreement
"Share Subscription Agreement"	the conditional subscription agreement dated 10 July 2026 and entered into between the Company and the Subscriber in relation to the Share Subscription

"Specific Mandate"	the specific mandate to be sought from the Independent Shareholders at the EGM to grant the authority to the Board for the allotment and issue of the Subscription Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscriber"	Ms. Zhao Shu, an executive Director and a controlling Shareholder
"Subscription Shares"	177,853,320 new Shares to be issued by the Company to the Subscriber pursuant to the Share Subscription Agreement
"Subscription Price"	HK$0.1368 per Subscription Share
"substantial Shareholder(s)"	has the meaning ascribed thereto under the Listing Rules
"Takeovers Code"	The Code on Takeovers and Mergers (as amended, modified and supplemented from time to time)
"Whitewash Waiver"	the whitewash waiver from the Executive pursuant to Note 1 on dispensations from Rule 26 of the Takeovers Code in respect of any obligation 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 the Subscriber, Advant Performance and parties acting in concert with any of them) which might otherwise arise as a result of the Subscriber subscribing for the Subscription Shares under the Share Subscription Agreement
"Whitewash Waiver IBC"	an independent committee of the Board comprising the non-executive Director and all the independent non-executive Directors who have no direct or indirect interest in the Share Subscription and the Whitewash Waiver (namely Mr. Li Xingwu, Ms. Chan Yeuk Wa, Mr. Ong Chor Wei and Dr. Wang Xueqian) and established pursuant to the requirements of the Takeovers Code to provide recommendations to the Independent Shareholders on the Share Subscription (including the grant of the Specific Mandate) and the Whitewash Waiver

"%"	per cent.

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

Hong Kong, 10 July 2026

As at the date of this announcement, 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. Ong Chor Wei and Dr. Wang Xueqian 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.