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迪诺斯
Denox Environment

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) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 21 AUGUST 2026 AND (2) GRANT OF WHITEWASH WAIVER

References are made to the announcement (the "**Announcement**") of Denox Environmental & Technology Holdings Limited (the "**Company**") dated 10 July 2026, the circular (the "**Circular**") and the notice of the EGM (the "**Notice**") both dated 31 July 2026 and the supplemental announcement dated 17 August 2026 in relation to, among other things, the Share Subscription and the Whitewash Waiver. Capitalised terms used in this announcement shall have the same meanings as those used in the Circular, unless otherwise stated.

POLL RESULTS OF THE EGM

The Board is pleased to announce the poll results in respect of the EGM held on 21 August 2026. All the proposed ordinary resolution and special resolution (the "**Resolutions**") as set out in the Notice were duly passed by the Independent Shareholders by way of poll at the EGM. The EGM was convened by the Board, and chaired and presided over by Ms. Chan Yeuk Wa, an independent non-executive Director. All Directors have attended the EGM either in person or by electronic means.

As at the date of the EGM, a total number of 592,844,400 Shares were in issue. As disclosed in the Circular, Ms. Zhao Shu as the Subscriber, Advant Performance Limited and the parties acting in concert with any of them, Fine Treasure Asia Holdings Limited, and all other Shareholders who are interested or involved in the Share Subscription and/or the Whitewash Waiver, which altogether hold 279,413,960 Shares, representing approximately 47.13% of the issued share capital of the Company as at the date of the EGM, are required to abstain from voting on the resolutions approving the Share Subscription (including the Share Subscription Agreement, the transactions contemplated thereunder and the Specific Mandate) and the Whitewash Waiver at the EGM. Save as disclosed above, there was no Shareholder who was required to abstain from voting on the Resolutions, or required to abstain from voting in favour of the Resolutions. Accordingly, there were in aggregate 313,430,440

Shares entitling the holders of which to attend and vote for or against the Resolutions at the EGM as set out in Rule 13.40 of the Listing Rules. There were no treasury shares held by the Company (including any treasury shares held or deposited with CCASS), and as such, no holders of treasury shares were required to abstain from voting at the EGM. There were no repurchased Shares and therefore no Shares are pending cancellation which shall be excluded from the total number of issued Shares entitling the Shareholders to attend and vote on the resolutions proposed at the EGM.

Save as disclosed above, none of the Shareholders has stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions proposed at the EGM.

The Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, acted as the scrutineer for the purpose of vote-taking at the EGM.

The poll result of the EGM in respect of the Resolutions was as follows:

Ordinary Resolution		**Number of Votes (%)**	
		For	**Against**
1.	To approve, confirm and ratify the Share Subscription Agreement and the transactions contemplated thereunder, including the grant of the Specific Mandate for the allotment and issue of the Subscription Shares.	131,660,928 (100.00%)	0 (0.00%)
Special Resolution		**Number of Votes (%)**	
		For	**Against**
2.	To approve the Whitewash Waiver and to authorise any Director to do all things necessary for giving effect to the Whitewash Waiver.	131,660,928 (100.00%)	0 (0.00%)

Note: The full text of the resolutions is set out in the Notice.

As more than 50% of the votes attaching to the Shares held by the Independent Shareholders present and voting in person or by proxy at the EGM were cast in favour of the above ordinary resolution numbered 1, such resolution was duly passed as an ordinary resolution of the Company by the Independent Shareholders by way of poll at the EGM.

As more than 75% of the votes attaching to the Shares held by the Independent Shareholders present and voting in person or by proxy at the EGM were cast in favour of the above special resolution numbered 2, such resolution was duly passed as a special resolution of the Company by the Independent Shareholders by way of poll at the EGM.

GRANT OF THE WHITEWASH WAIVER

The Executive has, on 18 August 2026, conditionally granted the Whitewash Waiver, subject to (i) the Whitewash Waiver, and the Share Subscription Agreement being separately approved by at least 75% and more than 50% respectively of the independent vote (as defined in Note 1 on dispensations from Rule 26 of the Takeovers Code) that are cast either in person or by proxy at a general meeting of the Company, to be taken on a poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights being made by the Subscriber or parties acting in concert with her, between the date of the Announcement and the Completion Date. The abovementioned condition (i) imposed by the Executive has been duly fulfilled as at the date of this announcement. Further announcement will be made by the Company upon Completion.

EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (a) as at the date of the EGM; 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 the EGM up to the Completion Date, are set out below:

	As at the date of the EGM		**Immediately after Completion**	
Shareholders	*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	24,612,477	4.15%	202,465,797	26.27%
Advant Performance *(Note 1)*	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 EGM, 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 EGM.

Since the Completion is subject to the fulfilment 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, 21 August 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.