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**浙江天潔環境科技股份有限公司**  
**Zhejiang Tengy Environmental Technology Co., Ltd**  
*(a joint stock company established in the People's Republic of China with limited liability)*  
**(Stock Code: 1527)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “**AGM**”) of Zhejiang Tengy Environmental Technology Co., Ltd (the “**Company**”) will be held at the Company’s conference room, TENG Y Industrial Park, Paitou Town, Zhuji City, Zhejiang Province, the People’s Republic of China (the “**PRC**”) on Monday, 30 May 2022 at 10:00 a.m. for the purposes of considering and, if thought fit, passing with or without amendments the following resolutions:

### AS ORDINARY RESOLUTIONS

1. To consider and approve the report of the board of directors (the “**Director(s)**”) of the Company (the “**Board**”) for the year ended 31 December 2021.
2. To consider and approve the report of the supervisory committee of the Company for the year ended 31 December 2021.
3. To consider and approve the audited consolidated financial statements of the Company and its subsidiaries and the auditor’s report for the year ended 31 December 2021.
4. To appoint Zhang yuanyuan (章袁遠) as an executive director of the Company.
5. To consider and approve the following resolutions in relation to the re-election of the board of directors and the supervisory committee of the Company:
  - (a) to re-elect Mr. Bian Yu as an executive director of the Company;

- (b) to re-elect Ms. Bian Shu as an executive director of the Company;
  - (c) to re-elect Mr. Bian Jianguang as the non-executive director of the Company;
  - (d) to re-elect Mr. Chen Jiancheng as the non-executive director of the Company;
  - (e) to re-elect Mr. Zhu Xin Bo as the non-executive director of the Company;
  - (f) to re-elect Mr. Zhang Bing as the independent non-executive director of the Company;
  - (g) to re-elect Mr. Fung Kui Kei as the independent non-executive director of the Company;
  - (h) to re-elect Mr. Li Jiannan as the independent non-executive director of the Company;
  - (i) to re-elect Mr. Fu Jun as the shareholder representative supervisor of the Company;
  - (j) to re-elect Mr. Fang Zhiguo as the shareholder representative supervisor of the Company; and
  - (k) to authorise the board of Directors to fix the Directors' and Supervisors' remuneration.
6. To consider and approve the re-appointment of ZHONGHUI ANDA CPA Limited as the independent auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company for the year ending 31 December 2022, and to authorise the Board to fix their remuneration.
7. To consider and approve the projection of related party/connected transactions of the Company during the period from 1 January 2022 to 31 December 2022.

## **SPECIAL RESOLUTION**

8. To consider and approve the following general mandate:

**“THAT:**

- (a) the Board be and is hereby granted, during the Relevant Period, an unconditional general mandate to exercise all powers of the Company to separately or concurrently issue, allot and deal with additional Domestic Shares and/or H Shares in the share capital of the Company, and to make or grant offers, agreements or options or the rights for conversion into shares in respect thereof, subject to the following conditions:
  - (i) such mandate shall not extend beyond the Relevant Period save that the Board may during the Relevant Period make or grant offers, agreements or options or the rights for conversion into shares which might require the exercise of such powers after the end of the Relevant Period;
  - (ii) the nominal value of Domestic Shares or H Shares to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Board shall not exceed 20% of the aggregate nominal value of Domestic Shares or H Shares (as the case may be) in issue as at the date of passing of this resolution; and
  - (iii) the Board will only exercise its power under such mandate in accordance with the Company Law of the PRC and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as each of them may be amended from time to time) and only if the approvals from China Securities Regulatory Commission and/or other relevant government authorities in the PRC are obtained,

where for the purpose of this resolution:

“Domestic Shares” means the domestic shares in the share capital of the Company with a par value of RMB1.00 each, which are subscribed for and credited as fully paid in Renminbi;

“H Shares” means the overseas-listed foreign invested shares in the share capital of the Company with a par value of RMB1.00 each, which are subscribed for and traded in Hong Kong dollars;

“Relevant Period” means the period from the date of passing of this resolution until the earliest of:

- (I) the conclusion of the next annual general meeting of the Company;
- (II) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (III) the date on which the authority set out in this resolution is revoked or varied by a special resolution of the Company passed in a general meeting; and

(b) contingent on the Board resolving to issue shares pursuant to sub-paragraph (a) of this resolution, the Board be and is hereby authorized to:

- (i) approve, execute and do or procure to be executed and done, all such documents, deeds and matters as it may consider necessary in connection with the issue and allotment of such new shares including, without limitation, the time, price, quantity and place of issue, making all necessary applications to the relevant authorities, entering into underwriting agreement(s) or any other agreement(s);

- (ii) determine the use of proceeds and to make all necessary filings and registrations with the relevant PRC, Hong Kong and other authorities; and
- (iii) to make amendments to the articles of association of the Company as it thinks fit so as to reflect the increase in registered capital of the Company and to reflect the new share capital structure of the Company under the intended allotment and issue of the shares of the Company pursuant to the resolution under paragraph (a) of this resolution.”

By order of the Board

**Zhejiang Tengy Environmental Technology Co., Ltd**

**BIAN Yu**

*Chairman*

Zhuji City, Zhejiang Province, the PRC, 27 April 2022

*Notes:*

- i. A member of the Company (“**Member**”) entitled to attend and vote at the Meeting is entitled to appoint a proxy or proxies to attend and vote in his stead. A proxy need not be a Member. A form of proxy for use at the Meeting is enclosed herewith. In the case of joint holders of any domestic share(s) (“**Domestic Share(s)**”) or H share(s) (“**H Share(s)**”) of the Company (collectively, “**Share(s)**”), only the person whose name appears first in the register of members shall be entitled to receive this notice, to attend and exercise all the voting powers attached to such Share(s) at the Meeting, and this notice shall be deemed to be given to all joint holders of such Share(s).
- ii. To be valid, the 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 that power of attorney or authority must be deposited with the Company’s H share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, and in case of holders of domestic shares of the Company, to the Company’s mailing address TENG Y Industrial Park, Paitou Town, Zhuji City, Zhejiang Province, the PRC, not later than 24 hours before the time appointed for holding the Meeting or any adjournment thereof or the time appointed for passing the resolutions. Delivery of the form of proxy shall not preclude a Member from attending and voting in person at the Meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

- iii. The register of members in Hong Kong will be closed from Wednesday, 25 May 2022 to Monday, 30 May 2022, both days inclusive, during which period no transfer of H shares of the Company will be effected. For the identification of Shareholders eligible to attend and vote at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's H share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Tuesday, 24 May 2022.

**In view of the ongoing Novel Coronavirus (COVID-19) epidemic, the Company strongly recommends Shareholders to exercise their voting rights by appointing the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.**

### **PRECAUTIONARY MEASURES FOR THE AGM**

The Company will implement the following measures at the AGM, including:

- compulsory body temperature checks
- refusal of entry of those with a body temperature of over 37.3 degrees celsius
- wearing of face masks throughout the AGM
- no distribution of corporate gifts and refreshments

Any person who does not comply with the precautionary measures will be denied entry into the AGM venue.

*As at the date of this notice, the executive directors of the Company are Mr. BIAN Yu, Mr. BIAN Weican and Ms. BIAN Shu; the non-executive directors of the Company are Mr. BIAN Jianguang, Mr. CHEN Jiancheng and Mr. ZHU Xian Bo; and the independent non-executive directors of the Company are Mr. ZHANG Bing, Mr. FUNG Kui Kei and Mr. LI Jiannan.*