
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Zhejiang Tengy Environmental Technology Co., Ltd (the “Company”), you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was affected, for transmission to the purchaser or transferee. This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities.

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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)

**(1) PROJECTION OF RELATED PARTY/CONNECTED
TRANSACTIONS OF
THE COMPANY FOR THE PERIOD
FROM 1 JANUARY 2022 TO 31 DECEMBER 2022;**
(2) PROPOSED CHANGE OF DIRECTOR;
**(3) PROPOSED RE-ELECTION OF DIRECTORS AND
SHAREHOLDER REPRESENTATIVE SUPERVISORS;**
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A letter from the Board is set out on pages 3 to 7 of this circular. A notice convening the annual general meeting of the Company (“AGM”) to be held at conference room, TENG Y Industrial Park, Paitou Town, Zhuji City, Zhejiang Province, the People’s Republic of China at 10:00 a.m. on Monday, 30 May 2022, is set out on pages 19 to 24 of this circular.

Shareholders who intend to appoint a proxy to attend the AGM shall complete and return the applicable proxy form in accordance with the instructions printed thereon. The proxy form must be signed by you or your attorney duly authorised in writing or, in case of a legal person, must either be executed under its seal or under the hand of its director or other attorney duly authorised to sign the same. If the proxy form is signed by an attorney of the appointor, the power of attorney authorising that attorney to sign, or other document of authorisation, must be notarised.

In the case of joint holders of shares of the Company, only the holder whose name appears first in the register of members of the Company shall alone be entitled to vote at the AGM either in person or by proxy in respect of such shares.

For H Shareholders, please return the proxy form together with any documents of authority to Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible, and in any event not later than 24 hours before the time appointed for holding the AGM. For Domestic Shareholders, please return the proxy form together with any documents of authority to the registered office of the Company in the PRC at TENG Y Industrial Park, Paitou Town, Zhuji City, Zhejiang Province, the PRC as soon as possible, and in any event not later than 24 hours before the time appointed for holding the AGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

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.

27 April 2022

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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.

DEFINITIONS

In this circular, unless otherwise defined or the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held in conference room, TENG Y Industrial Park, Paitou Town, Zhujia City, Zhejiang Province, the People’s Republic of China at 10:00 a.m. on Monday, 30 May 2022, notice of which is set out on pages 19 to 24 of this circular, and any adjournment thereof
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Company”	Zhejiang Tengy Environmental Technology Co., Ltd, a joint stock limited liability company established under the laws of the PRC on 28 December 2009, the issued H Shares of which are listed and traded on the Main Board of the Stock Exchange (stock code: 1527)
“Director(s)”	director(s) of the Company
“Domestic Shares”	ordinary share(s) issued by the Company in the PRC with a nominal value of RMB1.00 each, which are subscribed for or credited as paid up in RMB
“Domestic Shareholder(s)”	the holder(s) of the Domestic Share(s)
“Group”	the Company and its subsidiaries
“H Share(s)”	overseas-listed foreign invested ordinary share(s) with a nominal value of RMB1.00 each in the share capital of the Company, which is/are listed on the Stock Exchange and traded in HK\$
“H Shareholder(s)”	the holder(s) of the H Share(s)

DEFINITIONS

“H Share Registrar”	Tricor Investor Services Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	22 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, modified or otherwise supplemental from time to time
“PRC”	The People’s Republic of China which shall, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Shares(s)”	the Domestic Share(s) and the H Share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended or supplemented from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisors”	the supervisors of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“%”	per cent.

The English translation of the PRC entities, enterprises, nationals, facilities, regulations in Chinese or another language and terms marked with “” included in this circular is for identification purposes only. To the extent there is any inconsistency between the Chinese names of the PRC entities, enterprises, nationals, facilities, regulations and their English translations, the Chinese names shall prevail.*

LETTER FROM THE BOARD

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)

Executive Directors:

Mr. BIAN Yu (*Chairman*)
Mr. BIAN Weican
Ms. BIAN Shu

Non-executive Directors:

Mr. BIAN Jianguang
Mr. CHEN Jiancheng
Mr. ZHU Xian Bo

Independent Non-executive Directors:

Mr. FUNG Kui Kei
Mr. ZHANG Bing
Mr. LI Jiannan

*Registered office and principal place
of business in the PRC:*

TENGY Industrial Park
Paitou Town
Zhuji City
Zhejiang Province
The PRC

*Principal place of business
in Hong Kong:*

Room 1201, 12th Floor
Chung Ying Building
20 Connaught Road West
Sheung Wan
Hong Kong

27 April 2022

To the Shareholders

Dear Sir or Madam,

**(1) PROJECTION OF RELATED PARTY/CONNECTED
TRANSACTIONS OF
THE COMPANY FOR THE PERIOD
FROM 1 JANUARY 2022 TO 31 DECEMBER 2022;
(2) PROPOSED CHANGE OF DIRECTOR;
(3) PROPOSED RE-ELECTION OF DIRECTORS AND
SHAREHOLDER REPRESENTATIVE SUPERVISORS;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information on, among other things, (a) the projection of related party/connected transactions of the Company for the period from 1 January 2022 to 31 December 2022; (b) the proposed appointment of Mr. Zhang Yuanyuan (“**Mr. Zhang**”) as an executive Director; (c) the proposed re-election of Directors and shareholder representative Supervisors; and (d) the notice of AGM, so that the Shareholders may make an informed decision on voting in respect of the resolutions to be proposed at the AGM.

A notice convening the AGM is set out on pages 19 to 24 to this circular.

LETTER FROM THE BOARD

2. PROJECTION OF RELATED PARTY/CONNECTED TRANSACTIONS OF THE COMPANY FOR THE PERIOD FROM 1 JANUARY 2022 TO 31 DECEMBER 2022

Ordinary resolution will be proposed at the AGM to consider and approve the projection of related party/connected transactions of the Company for the period from 1 January 2022 to 31 December 2022, details of which are set out in Appendix I to this circular.

The projection of related party/connected transactions of the Company was considered and approved by the Board on 31 March 2022 and is hereby proposed at the AGM for consideration and approval by the Shareholders.

3. PROPOSED CHANGE OF DIRECTOR

Mr. BIAN Weican (邊偉燦) (“**Mr. Bian**”) has tendered his resignation from his position as an executive Director with effect after the conclusion of the forthcoming AGM so as to allow him to devote more time for his personal commitments. Mr. Bian confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders or the Stock Exchange.

Immediately after Mr. Bian’s resignation at the conclusion of the AGM, subject to the approval by the Shareholders at the AGM, Mr. Zhang will be appointed as an executive Director with effect from the passing of the resolution approving his appointment as an executive Director at the forth coming AGM.

The biographical details of Mr. Zhang and other information as required under Rule 13.51(2) of the Listing Rules are set out in Appendix II to this circular. Mr. Zhang will be appointed at the forthcoming AGM by ordinary resolution to be passed by the Shareholders attending the meeting and holding more than half of the voting rights (including their proxies). The term of office of Mr. Zhang will be for a period of three years, which is proposed to commence upon the approval of his appointment at the AGM.

4. PROPOSED RE-ELECTION OF DIRECTORS AND SHAREHOLDER REPRESENTATIVE SUPERVISORS

The Board currently comprises nine Directors including the three executive Director, three non-executive Directors and three independent non-executive Directors, while the supervisory committee of the Company (the “**Supervisory Committee**”) comprises three Supervisors, including two shareholder representative Supervisors and one employee representative Supervisor.

LETTER FROM THE BOARD

The term of office of the fourth session of the Board and the fourth session of the Supervisory Committee will expire on 31 May 2022. The Company intends to appoint the Directors for the fifth session of the Board and the shareholder representative Supervisors for the fifth session of the Supervisory Committee. All incumbent Directors (other than Mr. Bian who will resign after the conclusion of the forthcoming AGM) and shareholder representative Supervisors will, being eligible, offer themselves for re-election. The biographical details of the candidates of Directors and shareholder representative Supervisors proposed to be re-elected at the AGM are set out in Appendix III to this circular.

The proposals for re-election of the candidates as Directors and shareholder representative Supervisors will be put forward to the Shareholders for review and approval by way of ordinary resolution at the forthcoming AGM. The term of office of the Directors and shareholder representative Supervisors, if elected, will be three years, which will commence on the date when the relevant resolution is approved at the AGM and expire on 30 May 2025. The Directors' and shareholder representative Supervisors' remuneration will be fixed by the Board pursuant to the authorisation granted by the Shareholders at the AGM by reference to the Directors' and the shareholder representative Supervisors' duties, responsibilities and performance and the performance of the Group.

In addition, according to the Articles of Association, one employee representative Supervisor of the Company will be elected democratically by the employee representatives of the Company.

5. AGM

The notice of AGM is set out on pages 19 to 24 of this circular. At the AGM, resolutions will be proposed to approve, among other matters, the projection of related party/connected transactions of the Company for the period from 1 January 2022 to 31 December 2022, the appointment of Mr. Zhang as an executive Director and the proposed re-election of Directors and shareholder representative Supervisors.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.tengy.com). Whether or not you intend to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the AGM.

LETTER FROM THE BOARD

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder (other than the relevant related shareholders to abstain from voting on the resolution to approve the projection of related party/connected transactions of the Company for the period from 1 January 2022 to 31 December 2022) is required to abstain from voting on the resolutions to be proposed at the AGM.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

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.

6. CLOSURE OF REGISTER OF MEMBERS

Shareholders whose names appear on the register of members of the Company as at the close of business on 24 May 2022 are entitled to attend and vote at the AGM. The register of members of the Company will be closed from 25 May 2022 to 30 May 2022, both days inclusive, during which no transfer of Shares will be effected. In order to be eligible to attend the AGM and to vote thereat as Shareholders, all transfers of H Shares together with the relevant share certificates must be delivered to the Company's H Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on 24 May 2022.

7. RECOMMENDATION

The Directors are of the view that all resolutions proposed for consideration and approval by the Shareholders at the AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions as set out in the notice of AGM.

8. MISCELLANEOUS

Unless otherwise stated herein, the English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

LETTER FROM THE BOARD

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,

For and on behalf of

Zhejiang Tengy Environmental Technology Co., Ltd

Mr. BIAN Yu

Chairman

Zhuji City, Zhejiang Province, the PRC 27 April 2022

The English version of this appendix is an unofficial translation of the Chinese version. In case of any discrepancy between the two versions, the Chinese version shall prevail.

Taking into consideration of the Company's operation and business development needs, the Company has made projection on the related party/connected transactions that occurred/may occur for the period from 1 January 2022 to 31 December 2022, details of which are as follows:

	Connected Party	Details of Transaction	Annual Cap (RMB)
1	Tengy Group Limited	Rental Expenses (Note 1)	3,500,000
2	諸暨市天宇實業投資有限公司 (Zhuji Tianyu Industry Investment Co., Ltd.*)	Rental Expenses (Note 1)	429,000
3	Tengy Group Limited	Supply of utilities (Note 2)	5,000,000
4	浙江宇遠機械科技有限公司 (Zhejiang Yuyuan Machinery Technology Co. Ltd.*)	Sales of materials	500,000
5	浙江天潔通用機械有限公司 (Zhejiang Tianjie General Machinery Co. Ltd.*)	Services Received (Note 3)	4,500,000
6	浙江天潔新材料有限公司 (Zhejiang Tianjie New Material Co. Ltd.*)	Services Received (Note 4)	3,000,000

Notes:

- Further details of which are set out in the announcement of the Company dated 14 April 2022.
- Further details of which are set out in the prospectus of the Company dated 24 September 2015 under the paragraph headed "Exempt continuing connected transactions" of the section headed "Connected transactions".
- Further details of which are set out in the announcement of the Company dated 4 January 2021.
- Further details of which are set are in the announcement of the Company dated 1 April 2020.

IMPACT OF RELATED PARTY/CONNECTED TRANSACTIONS OF THE COMPANY

- The above related party/connected transactions are those that will contribute to normal business development of the Company during the normal business of the Company.
- The pricing of the aforesaid related party/connected transactions was determined with reference to the market price, which was fair and reasonable without causing any prejudice against the interests of the Company and its non-associated shareholders.
- The above related party/connected transactions did not affect the independence of the Company as the principal businesses of the Company did not rely on the connected parties as a result of the above related party/connected transactions.
- The above transactions constituted continuing connected transactions of the Company for the purposes of chapter 14A of the Listing Rules.
- The above related party/connected transactions (other than the above transaction numbers 1, 5 and 6) are fully exempt from the reporting, announcement and independent shareholders' approval requirements under Rule 14A.97 of the Listing Rules.

The above proposals are hereby submitted to the Shareholders for consideration and approval (with the relevant related Shareholders shall abstain from voting on the relevant resolution).

The biographical details of Mr. Zhang Yuanyuan, who will be proposed to be appointed as an executive Director at the AGM are set out as follows:

MR. ZHANG YUANYUAN (章袁遠) (“MR. ZHANG”)

MR. ZHANG YUANYUAN, aged 40, has approximately 11 years of experience in the business of the provision of atmospheric pollution control solutions.

From May 2007 to January 2009, Mr. Zhang Yuanyuan worked as the general manager of Jiangxi Chenyu Aluminium Industry Ltd.* (江西晨宇鋁業有限公司) (“**Chenyu Lvyu**”) which was principally engaged in the non-ferrous metals processing, production, marketing and trading of machineries and components, metal products and components, metal doors and windows and electrical products, and he was responsible for its overall operation and management. He has been working as the director of Zhejiang Tianjie New Energy Co., Ltd. (being principally engaged in wind power generation and solar power generation) since May 2008 and was responsible for giving advice on operation strategy, attending board meeting and evaluation of business operation and development strategy. He has been working as the president of TGL since January 2009 and is responsible for the overall management and business operation of TGL. He is currently the vice chairman of Shanghai Aluminum Trade Association (上海鋁業行業協會). He was a non executive Director of the Company from 28 December 2009 to 31 May 2019.

Mr. Zhang Yuanyuan holds a bachelor’s degree of applied physics from Tongji University (同濟大學) in July 2003. He holds a master degree of engineering management from the University of Technology, Sydney (悉尼科技大學) in Australia in July 2007. He is the spouse of Ms. Bian Shu, the brother-in-law of Mr. Bian Yu and the son-in-law of Mr. Bian Jianguang. Mr. Bian Yu, Ms. Bian Shu and Mr. Bian Jianguang are members of the Bian Family and the Bian Family is a Controlling Shareholder.

As at the Latest Practicable Date, Mr. Zhang, the spouse of Ms. Bian Shu, is deemed to be interested in Ms. Bian Shu’s interest in the Company by virtue of the SFO, which comprises (a) 3,933,000 domestic shares of the Company directly held by Ms. Bian Shu; and (b) 64,579,500 domestic shares of the Company held by TGL, a company which is regarded as a controlled corporation of Ms. Bian Shu, which in aggregate represent approximately 50.75% of the share capital of the Company.

The Company will enter into a letter of appointment with Mr. Zhang for a term commencing from the date of this appointment and up to 30 May 2025, which is subject to re-election by the Shareholders as well as other related provisions as stipulated in the articles of association of the Company and the Listing Rules.

Pursuant to the letter of appointment, the remuneration of Mr. Zhang as an executive Director is RMB10,000 per month. The remuneration was recommended by the remuneration committee of the Board and was determined by the Board with reference to the prevailing market conditions, the role of Mr. Zhang and his responsibilities. As at the Latest Practicable Date and save as disclosed above, Mr. Zhang (i) did not hold any position with the Company or other members of the Group; (ii) did not have any relationship with the Directors, senior management, substantial or controlling Shareholders (as defined in the Listing Rules); (iii) has not held any directorship in public companies in the last three years the securities of which are listed on any securities market in Hong Kong or overseas; and (iv) did not have any interests in the securities of the Company which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). As at the Latest Practicable Date and save as disclosed above, there is no other information which is required to be disclosed pursuant to the requirements of rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the appointment of Mr. Zhang which the Board considers necessary to be brought to the attention of the Shareholders.

CANDIDATES OF EXECUTIVE DIRECTORS

Mr. **BIAN Yu (邊宇)**, aged 38, is the chairman of the Board and an executive Director appointed on 28 December 2009. Mr. Bian was also appointed as general manager of the Company on 15 May 2017. Mr. Bian has approximately 17 years of experience in the business of provision of atmospheric pollution control solutions. Mr. Bian has also been the executive director of various subsidiaries of the Company including Zhuji City Tianjie Installation Engineering Co., Ltd.* (諸暨市天潔安裝工程有限公司) (“**Tianjie Installation Engineering**”) and Zhuji City Tianjie Electronic and Technology Co., Ltd.* (諸暨市天潔電子科技有限公司) and Turpan Environmental Technology Co., Ltd.* (吐魯番天潔環境科技有限公司) since March 2008, June 2009 and July 2013 respectively.

Mr. Bian Yu has worked as a director of Tengy Group Limited* (天潔集團有限公司) (“**TGL**”) since August 2003. He is responsible for the overall strategies, planning and business development of TGL. Particularly, he focuses on the management of the business of the provision of atmospheric pollution control solutions carried on by TGL prior to the establishment of the Company in December 2009. From September 2005 to December 2007, he served in various positions such as general commander and general manager in different departments in the subsidiaries of TGL such as Zhejiang Yaoyu Special Steel Co., Ltd.* (浙江潤天磁性材料有限公司) (“**Yaoyu Special Steel**”), Zhejiang Tianjie New Materials Co., Ltd.* (浙江天潔新材料有限公司) (“**Tianjie New Materials**”) and Zhejiang Tianjie Magnetic Materials Co., Ltd.* (浙江天潔磁性材料股份有限公司) which were principally engaged in manufacturing, processing and marketing of steel blade and he was mainly responsible for the overall operation and production management.

He worked as a director in various companies such as Zhejiang Tianjie General Machinery Co., Ltd.* (浙江天潔通用機械有限公司) (“**Tianjie General Machinery**”) (being principally engaged in manufacturing and marketing of machinery and parts) since April 2008, Shanghai Pingchuan Metal Material Co., Ltd.* (上海平川金屬材料有限公司) (being principally engaged in sale of metal materials, construction materials and chemical raw materials) from July 2010 to October 2012, Shanghai Guotuo Mining Investments Limited* (上海國拓礦業投資有限公司) (being principally engaged in management and exploration of mines and development of mining technology) from August 2010 to May 2015, Zhuji Tengy Small Loan Co. Ltd.* (諸暨市天潔小額貸款有限公司) (being principally engaged in providing small loan and financial consultancy service in Zhuji City) from June 2011 to December 2016, and as chairman of the board of Zhuji City Tianyu Industry Investment Ltd.* (諸暨市天宇實業投資有限公司) (being principally engaged in real estate development and property investment) from November 2011 to February 2016 and as executive director of Zhuji City Runtian Property Management Ltd.* (諸暨市潤天物業管理有限公司) (being principally engaged in property management) since September 2011. He was mainly responsible for advising on operational and business strategy of the foregoing entities.

Mr. Bian Yu is currently the Vice President of Zhejiang Association of Equipment Industries for Environmental Protection (浙江省環保裝備行業協會理事會). He has also been the deputy officer member* (副主任委員) of the sixth Electrostatic Precipitator Committee of The Environmental Protection Industry* (中國環境保護產業協會電除塵委員會第六屆電除塵委員會) since February 2014.

Mr. Bian Yu graduated with a bachelor's degree in mechanical engineering and automation from Zhejiang University (浙江大學) in June 2005. He obtained his master of science degree in corporate and international finance from University of Durham in the United Kingdom in January 2008. He is the son of Mr. Bian Jianguang, the brother of Ms. Bian Shu, and the brother-in-law of Mr. Zhang Yuanyuan.

As at the Latest Practicable Date, Mr. Bian Yu is interested in (a) 64,579,500 Shares held by TGL, a company which is regarded as a controlled corporation of Mr. Bian Yu; and (b) 13,671,000 domestic shares of the Company directly held by himself, which in aggregate represent approximately 57.96% of the share capital of the Company.

Mr. Bian Yu is a member of the family comprising Mr. Bian Jianguang, Ms. Bian Shu and himself ("**Bian Family**") and the Bian Family is a controlling Shareholder (within the meaning of the Listing Rules of the Company ("**Controlling Shareholders**", each being a "**Controlling Shareholder**").

Ms. BIAN Shu (邊姝), aged 40, is an executive Director and the deputy manager of the administration department of the Company. She was appointed as a Director on 1 June 2016, and has served as the deputy manager of the administration department of the Company since September 2014. Previously, Ms. Bian Shu worked as the manager of the human resources department of TGL from February 2006 to January 2010 and was responsible for the human resources management and administration work of TGL. She worked as the chief financial officer of TGL between February 2010 to December 2011 and was responsible for accounting matters and financial planning and management. Ms. Bian Shu served as the vice president of TGL from December 2011 to August 2014, and was responsible for day-to-day operations and management and to deputise the president when necessary. Furthermore, she served as the chairman of the supervisory committee of the Company ("**Supervisory Committee**", each member thereof being "**Supervisor**") from 28 December 2009 to 31 May 2016 and as the employee representative Supervisor from 10 May 2014 to 31 May 2016, and was primarily responsible for supervising and overseeing the performance of the Directors and other senior management members of the Company.

Ms. Bian Shu holds a bachelor's degree of philosophy from Zhejiang University in June 2003. She holds a master degree of international business from the University of Sydney in October 2006.

As at the Latest Practicable Date, Ms. Bian Shu is interested in (a) 3,933,000 domestic shares of the Company directly held by herself; and (b) 64,579,000 domestic shares of the Company held by TGL, a company which is regarded as a controlled corporation of Ms. Bian Shu, which in aggregate represent approximately 50.75% of the share capital of the Company.

She is the spouse of Mr. Zhang Yuanyuan, the sister of Mr. Bian Yu and the daughter of Mr. Bian Jianguang. Ms. Bian Shu is a member of the Bian Family and the Bian Family is a Controlling Shareholder.

CANDIDATES OF NON-EXECUTIVE DIRECTORS

Mr. BIAN Jianguang (邊建光), aged 67, is the vice chairman of the Board and a non-executive Director appointed on 28 December 2009. Mr. Bian Jianguang has approximately 31 years of experience in the business of the provision of atmospheric pollution control solutions.

Mr. Bian Jianguang successively worked as the factory director of Zhuji County Mechanical Model Plant* (諸暨縣機械模型廠) and Zhejiang Zhuji City Industrial Environmental Protection Equipment Factory* (浙江省諸暨市工業環保設備總廠) from 1982 to 1995 in which he was responsible for the overall management and business operation. From June 1995 to August 2003, he served as the chairman of the board of directors and the executive director of TGL and he later resigned as chairman of the board of directors and have been serving as vice chairman of the board of directors of TGL since August 2003 responsible for the overall management and business operation of TGL. He worked as the director of Tianjie General Machinery (being principally engaged in the manufacturing and marketing of machinery and parts) from November 1999 to April 2008 in which he was responsible for its overall management and business operation.

Mr. Bian Jianguang has been working as the executive director of Tianjie New Materials (principally engaged in manufacturing, processing and marketing of steel blade) since June 2009 and the chairman of the board of directors of Tianjie General Machinery (being principally engaged in manufacturing and marketing of machinery and parts) from November 1999 to April 2008. Mr. Bian Jianguang has been also working as an executive director for various companies such as Yaoyu Special Steel (principally engaged in manufacturing, processing and marketing of steel blade) since April 2016 and Zhuji City Tianjie Heavy Development Limited* (諸暨市天潔重工技術有限公司) (being principally engaged in research, design and development of heavy machines) since April 2016, and he is mainly responsible for day-to-day operation and management, and overall business management in these companies.

Mr. Bian Jianguang is the father of Mr. Bian and Ms. Bian Shu, and the father-in-law of Mr. Zhang Yuanyuan. Mr. Bian Jianguang is a member of the Bian Family and the Bian Family is a Controlling Shareholder.

As at the Latest Practicable Date, Mr. Bian Jianguang is interested in (a) 6,843,000 domestic shares of the Company directly held by himself; and (b) 64,579,500 domestic shares of the Company held by TGL, a company which is regarded as a controlled corporation of Mr. Bian Jianguang, which in aggregate represent approximately 52.91% of the share capital of the Company.

Mr. Bian Jianguang is a member of the Bian Family and the Bian Family is a Controlling Shareholder.

Mr. CHEN Jiancheng (陳建誠) (“Mr. Chen”), aged 58, is a non-executive Director appointed on 5 December 2017. Mr. Chen Jiancheng worked as an assistant to general manager of TGL from June 1995 to January 2000. He served as the vice general manager of Zhejiang Liyu Stainless Steel Co. Ltd.* (浙江立宇不銹鋼有限公司) from June 2003 to December 2008, and became the chief technology officer (技術總監) of TGL since January 2004, primarily responsible for technological research and development as well as product quality control.

Mr. Chen graduated from Zhuji Paitou Middle School* (諸暨市牌頭中學) in July 1979.

As at the Latest Practicable Date, Mr. Chen is interested in 1,851,000 domestic shares of the Company directly held by himself, representing approximately 1.37% of the share capital of the Company.

Mr. ZHU Xianbo (祝賢波) (“Mr. Zhu”), aged 55, is a non-executive Director appointed on 31 May 2019. He was appointed as the director of the corporate governance department and project management department at the second silk factory in Zhuji City from February 1987 to July 1994; the deputy general manager of Zhuji Jiasi Knitters Co., Ltd.* (諸暨佳思織造有限責任公司) from July 1994 to January 2002; the deputy general manager of Zhejiang Hanyu Security Technology Co., Ltd.* (浙江漢宇安全技術有限公司) from February 2002 to September 2003; the deputy factory director of Zhuji Chengguan Aluminum Products Factory* (諸暨市城關鋁製品廠) from September 2003 to January 2006; the general manager of Zhuji Huahai Anlun Co., Ltd.* (諸暨華海氨綸有限公司) from February 2006 to March 2009; the deputy general manager of Zhejiang Junmashen Aluminium Co., Ltd.* (浙江軍馬神鋁業有限公司) from April 2009 to March 2017. He has served as the vice president of TGL since March 2017.

Mr. Zhu attended the national higher education entrance examination in July 1984, was admitted to Zhejiang Ningbo Mechanic Industrial School* (浙江寧波機械工業學校) in September the same year, and obtained a Diploma of Business Administration from Zhejiang Ningbo Mechanic Industrial School* (浙江寧波機械工業學校) in January 1987; passed the selfstudy examination for higher education in December 1991 and received a Diploma of Industrial Management Engineering from Zhejiang University of Technology; pursued postgraduate study of management science and engineering in Zhejiang University from June 2000 to March 2002 and obtained completion certificate; received an undergraduate diploma in law through online education from Southwest University of Science and Technology in June 2005. Mr. Zhu was recognised as a senior economist by Zhuji Municipal Personnel Bureau (諸暨市人事局), and was granted the qualification of practising as a senior engineer by Accreditation Commission of Technical Expertise Level of Shanghai Aluminum Trade Association (上海鋁業行業協會專業技術水平職稱評審認證委員會) in April 2011.

As at the Latest Practicable Date, Mr. Zhu does not directly or indirectly hold any interest in the Company.

CANDIDATES OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. ZHANG Bing (張炳) (“Mr. Zhang”), aged 40, is an independent non-executive Director appointed on 15 September 2014. Mr. Zhang Bing has approximately 12 years of experience in the field of environmental planning.

Mr. Zhang worked as a lecturer in the School of Environment, Nanjing University (南京大學環境學院) in December 2008 in which he was responsible for teaching and conducting research. He was promoted to an associate professor and assumed the said role from December 2010 to December 2013 in which he was responsible for teaching, conducting research and personnel training, and he later became a professor and has been working since December 2013 in which he is responsible for teaching, conducting research and supervising doctoral students. Mr. Zhang has been the director of the Center for Environmental Management and Policy of Jiangsu Environmental Protection.

Mr. Zhang was a committee member and the deputy secretary of the second committee of the Society for Environmental Economics of the Chinese Society for Environmental Sciences (中國環境科學學會環境經濟學分會) from October 2008 to September 2012 and has been the director of Chinese Society of Optimisation, Overall Planning and Economical Mathematics, Energy Economics and Management* (中國優選法統籌法與經濟數學研究會能源經濟與管理研究分會) since November 2012.

Mr. Zhang obtained the Scientific and Technological Progress Award (Second Class)* (科學技術進步二等獎) from the Ministry of Education of the People's Republic of China (中華人民共和國教育部) in January 2010, the Eighth Young Scientist Award of the Chinese Society for Environmental Sciences* (第八屆中國環境科學學會青年科技獎) in December 2012 from the Society of Environmental Science of the PRC (中國環境科學學會) and the Environmental Protection and Scientific Award (First Class)* (環境保護科學技術進步獎一等獎) from the Ministry of Environmental Protection of the PRC (中華人民共和國環境保護部) in December 2012.

Mr. Zhang obtained a bachelor's degree in environmental planning from Nanjing University (南京大學) in June 2003 and a doctorate degree in environmental planning and management from Nanjing University (南京大學) in December 2008.

The Company has received from Mr. Zhang Bing a confirmation in respect of his independence. The Company is of the opinion that Mr. Zhang Bing is independent pursuant to Rule 3.13 of the Listing Rules.

Mr. FUNG Kui Kei Jonas (馮鉅基) ("Mr. Fung"), aged 41, is an independent non-executive Director appointed on 30 March 2018. Mr. Fung has more than 19 years of work experience in the accounting field. He is extremely experienced in advising on corporate finance matters including pre-IPO, acquisitions and mergers, and corporate governance and general compliance issues for listed companies and private companies.

Mr. Fung graduated with a bachelor's degree in accounting from the Hong Kong Polytechnic University (香港理工大學) in October 2003. Mr. FUNG is one of the founders of JMD & PME CPA Limited and OCTOSEC CPA LIMITED, providers of professional corporate advisory to enterprises in Hong Kong, and has been a partner of the same since August 2014 and July 2016 respectively. From May 2011 to March 2014, he worked as the assistant finance manager of AZONA (HK) LIMITED principally engaged in fashion retail. From December 2008 to May 2011, he was the auditor of Shu Lun Pan Hong Kong CPA LIMITED and subsequently the assistant manager of BDO Limited (due to a merger between Shu Lun Pan Hong Kong CPA LIMITED), which is the Hong Kong member firm of BDO International Limited. From January 2006 to October 2008, he was the auditor of BDO Limited. From October 2003 to December 2005, he was an auditor in CWCC, a professional advisory firm providing a full range of business services in Hong Kong and major cities in mainland China.

Mr. Fung has been a member of the Association of Chartered Certified Accountants (“ACCA”) since 2007. He has also been a member of the Hong Kong Institute of Certified Public Accountants (“HKICPA”) since 2011.

Mr. Fung has been appointed as an independent non-executive director of CT Environmental Group Limited, a company whose shares are listed on the main board of the Stock Exchange (stock code: 1363) with effect from 6 August 2021.

The Company has received from Mr. Fung a confirmation in respect of his independence. The Company is of the opinion that Mr. Fung is independent pursuant to Rule 3.13 of the Listing Rules.

Mr. LI Jiannan (鄺建楠) (“Mr. Li”), aged 44, is an independent non-executive Director appointed on 18 September 2018. He has over 18 years of experience in accounting and finance industry in the PRC.

Mr. Li obtained a Bachelor’s degree in accounting at Southwestern University of Finance and Economics, the PRC in 2001. He is a certified public accountant and a certified tax agent in the PRC. He is currently the director of consultation department of Zhuji City Guangxin Certified Public Accountants Company Limited* (諸暨市廣信會計師事務所有限公司).

The Company has received from Mr. Li a confirmation in respect of his independence. The Company is of the opinion that Mr. Li is independent pursuant to Rule 3.13 of the Listing Rules.

Save as disclosed above, as at the Latest Practicable Date, to the best of the knowledge, information and belief of our Directors having made all reasonable enquiries, none of the Director candidates set out above (i) has held any directorship in any other listed companies in the past three years; (ii) has any relationship with any other Director, Supervisor, senior management, substantial Shareholder or Controlling Shareholders; or (iii) has any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, so far as the Board is aware, there is no information on any of the Director candidates to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

CANDIDATES OF SHAREHOLDER REPRESENTATIVE SUPERVISORS

Mr. FU Jun (傅均) (“Mr. Fu”), aged 41, is a Shareholder representative Supervisor. Prior to joining the Group on 18 October 2014, Mr. Fu Jun taught at the school of computer and information engineering of Zhejiang Gongshang University (浙江工商大學) in December 2009, being a lecturer and an assistant professor successively, responsible for teaching and conducting research.

Mr. Fu obtained a bachelor's degree of bio-medical engineering from Zhejiang University (浙江大學) in June 2004 and a doctorate degree in bio-medical engineering from Zhejiang University (浙江大學) in December 2009. He also completed two years of minor studies in Japanese language in Zhejiang University (浙江大學) in June 2003.

Mr. FANG Zhiguo (方治國) (“Mr. Fang”), aged 44, is a Shareholder representative Supervisor. Prior to joining the Group on 18 October 2014, he worked as a post-doctoral researcher in environmental science and engineering at the Research Centre for Eco-Environment Sciences of the Chinese Academy of Sciences (中國科學院生態環境研究中心) from July 2005 to August 2008, in which he was responsible for conducting research. He joined the school of environmental science and engineering of Zhejiang Gongshang University (浙江工商大學) in August 2008 and became an assistant professor since October 2009, in which he is responsible for teaching and conducting research.

Mr. Fang obtained a master degree of science majoring in ecology from Zhejiang University (浙江大學) in June 2002 and a doctorate degree in science majoring in ecology from the Graduate School of the Chinese Academy of Science (中國科學院研究生院) (later renamed as the University of Chinese Academy of Sciences (中國科學院大學)) in July 2005. He was a visiting scholar at the University of Oklahoma in the United States from June 2006 to May 2008.

Except as disclosed herein, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, there are no other matters relating to the appointment of Supervisors that need to be brought to the attention of the Shareholders, nor is there any information relating to the Supervisors that is required to be disclosed pursuant to Rule 13.51 (2) of the Listing Rules including matters relating to directorship held by Supervisors in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

Save as disclosed above, as at the Latest Practicable Date, to the best of the knowledge, information and belief of our Directors having made all reasonable enquiries, none of the shareholder representative Supervisor candidates set out above (i) has held any directorship in any other listed companies in the past three years; (ii) has any relationship with any other Director, Supervisor, senior management, substantial Shareholder or Controlling Shareholders; or (iii) has any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed above, so far as the Board is aware, there is no information on any of the shareholder representative Supervisor candidates to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

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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 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;

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- (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.

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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,

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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);

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- (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.

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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.