
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)

**PROPOSED CHANGE OF DIRECTOR;
PROPOSED CHANGE OF REGISTERED ADDRESS;
AND PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A letter from the Board is set out on pages 3 to 7 of this circular. A notice convening the extraordinary general meeting of the Company (“EGM”) 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, 22 August 2022, is set out on pages 9 to 10 of this circular.

Shareholders who intend to appoint a proxy to attend the EGM 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 EGM 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 (if the form of proxy will be deposited before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the form of proxy will be deposited on or after 15 August 2022) as soon as possible, and in any event not later than 24 hours before the time appointed for holding the EGM. 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 EGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM 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 EGM as their proxy to vote on the relevant resolutions at the EGM as an alternative to attending the EGM in person.

3 August 2022

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PRECAUTIONARY MEASURES FOR THE EGM

The Company will implement the following measures at the EGM, 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 EGM
- no distribution of corporate gifts and refreshments

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

DEFINITIONS

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

"Articles of Association"	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
"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)
"EGM"	the extraordinary general meeting of the Company to be convened and held in 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, 22 August 2022, notice of which is set out on pages 9 to 10 of this circular, and any adjournment thereof
"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”	28 July 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
"Proposed Amendments"	the proposed amendments to the Articles of Association as set out in this circular
"Proposed Change of Registered Address"	the proposed change of the registered address of the Company in the PRC as set out in this circular
“Shares(s)”	the Domestic Share(s) and the H Share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“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*)
Ms. BIAN Shu
Mr. ZHANG Yuanyuan

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
Zhujia 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

3 August 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF DIRECTOR;
PROPOSED CHANGE OF REGISTERED ADDRESS;
AND PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information on, among other things, (a) the proposed appointment of Mr. Lan Lei (“**Mr. Lan**”) as a non-executive Director; (b) the Proposed Change of Registered Address; (c) the Proposed Amendments and (d) the notice of EGM, so that the Shareholders may make an informed decision on voting in respect of the resolutions to be proposed at the EGM.

A notice convening the EGM is set out on pages 9 to 10 to this circular.

LETTER FROM THE BOARD

2. PROPOSED CHANGE OF DIRECTOR

Mr. BIAN Jianguang (邊建光) (“**Mr. Bian**”) has tendered his resignation from his position as a non-executive Director with effect after the conclusion of the forthcoming EGM 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 EGM, subject to the approval by the Shareholders at the EGM, Mr. Lan will be appointed as a non-executive Director with effect from the passing of the resolution approving his appointment as a non-executive Director at the forth coming EGM.

The biographical details of Mr. Lan and other information as required under Rule 13.51(2) of the Listing Rules are set out in Appendix I to this circular. Mr. Lan will be appointed at the forthcoming EGM 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. Lan is proposed to commence upon the approval of his appointment at the EGM and up to 31 May 2025.

3. PROPOSED CHANGE OF REGISTERED ADDRESS

The Board proposes to change the registered address of the Company in the People’s Republic of China (the “**PRC**”) from “Yangfu Village, Toupai Town, Zhuji City” to “No. 15, Chuangxin South Road, Jinchuan Street, Changshan County, Quzhou City, Zhejiang Province” for the Group’s business development needs.

The Proposed Change of Registered Address is subject to the approval of the shareholders (the “**Shareholders**”) of the Company by way of an ordinary resolution at the EGM and the approval of, and registration or filing with, the relevant competent authorities in the PRC.

LETTER FROM THE BOARD

4. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In order to reflect the Proposed Change of Registered Address and according to the relevant requirements under the laws and regulations of the PRC, the Board proposes to make corresponding amendments to the current Articles of Association of the Company. Details of the Proposed Amendments are as follows:

Existing Articles of Association	Revised Articles of Association
Article 4 The registered address of the Company: Yangfu Village, Toupai Town, Zhuji City Postal code: 311825 Telephone number: 057589088388 Facsimile number: 057587522766	Article 4 The registered address of the Company: No. 15, Chuangxin South Road, Jinchuan Street, Changshan County, Quzhou City, Zhejiang Province Postal code: 324200 Telephone number: 05705651125 Facsimile number: 05705651121

Save for the Proposed Amendments set out above, other provisions in the Articles of Association remain unchanged.

The Articles of Association and the Proposed Amendments are written in Chinese and English. If there is any inconsistency between the English version and the Chinese version, the Chinese version shall prevail.

The Hong Kong and PRC legal advisers of the Company have confirmed that the Proposed Amendments conform with the requirements of the Listing Rules and the applicable PRC laws and regulations, respectively. The Directors also confirmed that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

The Proposed Amendments are subject to the approval of the Shareholders by way of a special resolution at the EGM and the approval of, and registration or filing with, the relevant competent authorities in the PRC.

5. EGM

The notice of EGM is set out on pages 9 to 10 of this circular. At the EGM, resolutions will be proposed to approve, among other matters, the appointment of Mr. Lan as a non-executive Director, the Proposed Change of Registered Address and the Proposed Amendments.

LETTER FROM THE BOARD

A form of proxy for use at the EGM 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 EGM, 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 EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending the EGM.

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

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 EGM as their proxy to vote on the relevant resolutions at the EGM as an alternative to attending the EGM 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 16 August 2022 are entitled to attend and vote at the EGM. The register of members of the Company will be closed from 17 August 2022 to 22 August 2022, both days inclusive, during which no transfer of Shares will be effected. In order to be eligible to attend the EGM 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 (if the transfer of H Shares will be delivered before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the transfer of H Shares will be delivered on or after 15 August 2022) no later than 4:30 p.m. on 16 August 2022.

7. RECOMMENDATION

The Directors are of the view that all resolutions proposed for consideration and approval by the Shareholders at the EGM 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 EGM.

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 3 August 2022

The biographical details of Mr. Lan, who will be proposed to be appointed as a non-executive Director at the EGM are set out as follows:

MR. LAN LEI (蘭磊) (“MR. LAN”)

MR. LAN LEI, aged 35, has approximately 12 years of experience in business administration and finance. From September 2009 to May 2018, Mr. Lan Lei served as a staff member of Gongliu County State Taxation Bureau, Kuitun City State Taxation Bureau, Changji City State Taxation Bureau and Changji Prefecture State Taxation Bureau, responsible for, among other things, tax source management, tax payment services, personnel management and performance appraisal. He served as the secretary of Kecheng Rural Commercial Bank from May 2019 to December 2020, responsible for the compilation of written materials and information publicity works. He has been the vice president of Changshan County State-owned Assets Investment and Operation Co., Ltd.* (常山縣國有資產投資運營有限責任公司) since December 2020, in charge of investment and financing, financial management and office management. He was awarded the honorary title of outstanding civil servant in December 2015 and the honorary title of outstanding Communist Party member in December 2016.

As at the Latest Practicable Date, Mr. Lan is the director and general manager of Changshan County Guoxi Equity Investment Co., Ltd.* (常山縣國熙股權投資有限公司), a substantial Shareholder (as defined in the Listing Rules) of the Company.

Mr. Lan obtained a bachelor’s degree in business administration from Zhejiang Wanli University in June 2009. He obtained a master’s degree in business administration from Shihezi University in June 2015.

The Company will enter into a letter of appointment with Mr. Lan for a term commencing from the date of this appointment and up to 31 May 2025, which is subject to re-election by the Shareholders as well as other related provisions as stipulated in the Articles of Association and the Listing Rules.

Pursuant to the letter of appointment, the remuneration of Mr. Lan as a non-executive Director is RMB8,667 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. Lan and his responsibilities. As at the Latest Practicable Date and save as disclosed above, Mr. Lan (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. Lan which the Board considers necessary to be brought to the attention of the Shareholders.

NOTICE OF EGM

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 extraordinary general meeting (the “**EGM**”) 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, 22 August 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 appoint Mr. Lan Lei as a non-executive director of the Company.
2. To consider and approve the proposed change of the registered address of the Company in the PRC.

AS SPECIAL RESOLUTION

3. To consider and approve the proposed amendments to the articles of association of the Company.

By order of the Board
Zhejiang Tengy Environmental Technology Co., Ltd
BIAN Yu
Chairman

Zhuji City, Zhejiang Province, the PRC, 3 August 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).

NOTICE OF EGM

- 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 notorially 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, (if the form of proxy will be deposited before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the form of proxy will be deposited on or after 15 August 2022) and in case of holders of domestic shares of the Company, to the Company's mailing address TENG Y Industrial Park, Paitou Town, Zhuj 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, 17 August 2022 to Monday, 22 August 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 (if the transfer of H Shares will be delivered before 15 August 2022) or 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (if the transfer of H Shares will be delivered on or after 15 August 2022) not later than 4:30 p.m. on Tuesday, 16 August 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 EGM as their proxy to vote on the relevant resolutions at the EGM as an alternative to attending the EGM in person.

PRECAUTIONARY MEASURES FOR THE EGM

The Company will implement the following measures at the EGM, 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 EGM
- no distribution of corporate gifts and refreshments

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

As at the date of this notice, the executive directors of the Company are Mr. BIAN Yu, Ms. BIAN Shu and Mr. ZHANG Yuanyuan; 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.