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**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)**

**DESPATCH OF CIRCULAR IN RELATION TO**  
**(1) CONNECTED TRANSACTION IN RELATION TO THE SUBSCRIPTION**  
**OF SHARES UNDER SPECIFIC MANDATE;**  
**AND**  
**(2) APPLICATION FOR WHITEWASH WAIVER**

Reference is made to the announcement (the “**Announcement**”) issued by the Company dated 6 November 2023 in relation to the Share Subscription and the Whitewash Waiver; (ii) the announcement issued by the Company dated 22 November 2023 in relation to the delay in despatch of the Circular; and (iii) the circular dated 15 December 2023 in relation to the Share Subscription and the Whitewash Waiver (the “**Circular**”). Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as defined in the Circular.

The Company is pleased to announce that the Circular containing, among other things, (i) details of the Share Subscription (including the Share Subscription Agreement, the transactions contemplated thereunder and the Specific Mandate); (ii) the Whitewash Waiver; (iii) a letter of advice from the Connected Transaction IBC on the Share Subscription (including the Specific Mandate and the Share Subscription Agreement); (iv) a letter of advice from the Whitewash Waiver IBC on the Share Subscription and the Whitewash Waiver; (v) a letter of advice from the Independent Financial Adviser to the Independent Board Committees and the Independent Shareholders on the Share Subscription (including the Share Subscription Agreement, the transactions contemplated thereunder and the Specific Mandate) and the Whitewash Waiver; and (vi) a notice of EGM together with the form of proxy will be despatched to the Shareholders on 15 December 2023.

The EGM will be held at 10:30 a.m. on Friday, 5 January 2024 at 40th Floor, Dah Sing Financial Centre, 248 Queen’s Road East, Wanchai, Hong Kong. Details of the EGM are set out in the notice of the EGM to be despatched together with the Circular.

## **WARNING**

**Since the Completion is subject to the fulfilment or waiver (as applicable) of the conditions precedent as set out in the Share Subscription Agreement, the Share Subscription may or may not proceed.**

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

**Shareholders and potential investors are reminded to exercise caution when dealing in the Shares, and are recommended to consult their professional advisers 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, 15 December 2023

*As at the date of this notice of meeting, 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. Li Min and Mr. Ong Chor Wei 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.*