

Unless otherwise defined herein, capitalized terms in this announcement shall have the same meanings as those defined in the prospectus dated Friday, October 30, 2015 (the “**Prospectus**”) issued by Denox Environmental & Technology Holdings Limited (the “**Company**”).

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This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about our Group, the Hong Kong Public Offering and the International Offering described below before deciding whether or not to invest in the Shares thereby offered.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”) or any state securities laws of the United States. The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States. The Shares are being offered and sold outside the United States as offshore transactions in reliance on Regulation S under the U.S. Securities Act.

In connection with the Global Offering, the Stabilization Manager, its affiliates or any person acting for it, on behalf of the Underwriters, may effect transactions with a view to stabilizing or supporting the market price of the Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilization Manager, its affiliates or any person acting for it, to conduct any such stabilizing action, which, if commenced, will be done at the sole and absolute discretion of the Stabilization Manager, its affiliates or any person acting for it, and may be discontinued at any time. Any such stabilizing activity is required to be brought to an end on the 30th day after the last day for the lodging of applications under the Hong Kong Public Offering. Such stabilization action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws, rules and regulatory requirements, including the Securities and Futures (Price Stabilizing) Rules, as amended, made under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Potential investors should be aware that stabilizing action cannot be taken to support the price of the Shares for longer than the stabilization period which begins on the Listing Date and is expected to expire on Friday, December 4, 2015, being the 30th day after the date of closing of the application lists under the Hong Kong Public Offering. After this date, no further stabilizing action may be taken, demand for the Shares, and therefore the price of the Shares, could fall.



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)

GLOBAL OFFERING

Total number of Offer Shares under the Global Offering	: 125,000,000 Shares (subject to adjustment and the Over-allotment Option)
Number of Hong Kong Public Offer Shares	: 12,500,000 Shares (subject to adjustment)
Number of International Offer Shares	: 112,500,000 Shares (subject to adjustment and the Over-allotment Option)
Maximum Offer Price	: not more than HK\$2.90 per Offer Share payable in full on application subject to refund on final pricing, plus brokerage of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.0027%
Nominal value	: US\$0.01 per Share
Stock code	: 1452

Joint Sponsors



Joint Global Coordinators, Joint Bookrunners and Joint Lead Managers



Application has been made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus pursuant to the Capitalization Issue and the Global Offering (including any Shares which may be issued pursuant to the exercise of the Over-allotment Option and any options which were granted or may be granted under the Share Option Scheme). Dealings in the Shares on the Main Board are expected to commence at 9:00 a.m. on Thursday, November 12, 2015. In the event the Over-allotment Option is exercised, an announcement will be made by the Company on the Company's website at www.china-denox.com, and the website of the Stock Exchange at www.hkexnews.hk.

The Global Offering comprises the Hong Kong Public Offering of 12,500,000 Shares (subject to adjustment), representing approximately 10% of the Offer Shares initially available under the Global Offering, and the International Offering of an aggregate of 112,500,000 Shares (subject to adjustment and the Over-allotment Option pursuant to which the Company may be required to allot and issue up to an aggregate of 18,750,000 Shares representing in aggregate 15% of the Offer Shares initially available under the Global Offering), representing approximately 90% of the Offer Shares initially available under the Global Offering. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to adjustment as described in the section headed "Structure and Conditions of the Global Offering" in the Prospectus.

Subject to the granting of the approval for listing of, and permission to deal in, the Shares on the Main Board of the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on the Stock Exchange or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will be not more than HK\$2.90 and is currently expected to be not less than HK\$2.10, unless otherwise announced. Applicants for the Hong Kong Offer Shares are required to pay, on application, the maximum Offer Price of HK\$2.90 per Offer Share together with brokerage of 1%, Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.0027% subject to refund if the Offer Price as finally determined is lower than HK\$2.90 per Offer Share.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms. Applicants who would like to have the allotted Hong Kong Offer Shares registered in their own names should either (i) complete and sign the **WHITE** Application Forms, or (ii) submit applications online through the designated website of the **HK eIPO White Form** Service Provider at www.hkeipo.hk under the **HK eIPO White Form** service. Applicants who would like to have the allotted Hong Kong Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, October 30, 2015, until 12:00 noon on Wednesday, November 4, 2015 from:

1. the following offices of the Hong Kong Underwriters:

CCB International Capital Limited

12/F, CCB Tower
3 Connaught Road Central
Central
Hong Kong

China Merchants Securities (HK) Co., Limited

48th Floor, One Exchange Square
8 Connaught Place
Central
Hong Kong

Convoy Investment Services Limited

Room C, 24/F, @Convoy
169 Electric Road
North Point
Hong Kong

RHB Securities Hong Kong Limited

12/F, World-Wide House
19 Des Voeux Road
Central
Hong Kong

2. any of the branches of the following receiving bank:

- **Standard Chartered Bank (Hong Kong) Limited**

District	Branch name	Address
Hong Kong Island	Des Voeux Road Branch	Standard Chartered Bank Building, 4–4A, Des Voeux Road Central, Central
	Hennessy Road Branch	399 Hennessy Road, Wanchai
	North Point Centre Branch	Shop G, G/F, North Point Centre, 284 King’s Road, North Point
Kowloon	Kwun Tong Hoi Yuen Road Branch	G/F, Fook Cheong Building, No. 63 Hoi Yuen Road, Kwun Tong
	Mei Foo Manhattan Branch	Shop Nos.07 & 09, Ground Floor, Mei Foo Plaza, Mei Foo Sun Chuen
	Mongkok Branch	Shop B, G/F, 1/F & 2/F, 617–623 Nathan Road, Mongkok
	Tsimshatsui Branch	G/F, 8A–10 Granville Road, Tsimshatsui
New Territories	Maritime Square Branch	Shop 308E, Level 3, Maritime Square, Tsing Yi
	Shatin Plaza Branch	Shop No. 8, Shatin Plaza, 21–27 Shatin Centre Street, Shatin

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, October 30, 2015 until 12:00 noon on Wednesday, November 4, 2015 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stockbroker, who may have such Application Forms and the Prospectus available.

The **WHITE** or **YELLOW** Application Form completed in accordance with the instructions printed thereon, together with a cheque or banker’s cashier order payable to “Horsford Nominees Limited — Denox Public Offer” attached should be deposited in the special collection boxes provided at any of the branches of the receiving bank referred to above on the following dates and during the following times:

Friday, October 30, 2015 — 9:00 a.m. to 5:00 p.m.
Saturday, October 31, 2015 — 9:00 a.m. to 1:00 p.m.
Monday, November 2, 2015 — 9:00 a.m. to 5:00 p.m.
Tuesday, November 3, 2015 — 9:00 a.m. to 5:00 p.m.
Wednesday, November 4, 2015 — 9:00 a.m. to 12:00 noon

Applicants applying by **HK eIPO White Form** service may submit applications through the **HK eIPO White Form** Service Provider at www.hkeipo.hk from 9:00 a.m. on Friday, October 30, 2015 until 11:30 a.m. on Wednesday, November 4, 2015 (24 hours daily, except on the last application day).

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

Friday, October 30, 2015 — 9:00 a.m. to 8:30 p.m.⁽¹⁾
Monday, November 2, 2015 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Tuesday, November 3, 2015 — 8:00 a.m. to 8:30 p.m.⁽¹⁾
Wednesday, November 4, 2015 — 8:00 a.m.⁽¹⁾ - 12:00 noon

Note:

(1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants.

CCASS Investor Participants can input electronic application instructions from 9:00 a.m. on Friday, October 30, 2015 until 12:00 noon on Wednesday, November 4, 2015 (24 hours daily, except from 3:00 a.m. on Saturday, October 31, 2015 until 12:00 noon on Sunday, November 1, 2015 and on the last application day).

The application lists will open from 11:45 a.m. to 12:00 noon on Wednesday, November 4, 2015, the last application date or such later time as described in the section headed “How to apply for Hong Kong Offer Shares — Effect of bad weather conditions on the opening of the application lists” in the Prospectus.

Please refer to the sections headed “Structure and Conditions of the Global Offering” and “How to apply for Hong Kong Offer Shares” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to publish the announcement on the final Offer Price, the level of indications of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares under the Hong Kong Public Offering (i) in the South China Morning Post (in English); (ii) in the Hong Kong Economic Times (in Chinese); (iii) on the website of the Stock Exchange (www.hkexnews.hk) and (iv) on the Company’s website (www.china-denox.com) on Wednesday, November 11, 2015. The results of allocations and the Hong Kong Identity Card/passport/Hong Kong Business Registration numbers of successful applicants under the Hong Kong Public Offering will be available through a variety of channels from Wednesday, November 11, 2015 as described in the section headed “How to apply for Hong Kong Offer Shares — Publication of results of allocations” in the Prospectus.

The Company will not issue temporary documents of title or receipt for sums paid on application. Share certificates will only become valid certificate of title at 8:00 a.m. on Thursday, November 12, 2015 provided that the Global Offering has become unconditional in all respects and the right of termination described in the section headed “Underwriting — Underwriting arrangements and expenses — Hong Kong Public Offering — Grounds for termination” in the Prospectus has not been exercised. No receipt will be issued for application monies received. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Thursday, November 12, 2015. The Shares will be traded in board lots of 1,000 Shares each. The stock code of the Shares is 1452.

By order of the Board
Denox Environmental & Technology Holdings Limited
Zhao Shu
Chairlady

Hong Kong, October 30, 2015

As at the date of this announcement, the Board comprises Ms. Zhao Shu, Mr. Kong Hongjun and Mr. Li Ke as executive Directors; Mr. Li Xingwu, Mr. Jia Wenzhong and Mr. Teo Yi-Dar as non-executive Directors; and Mr. Li Junhua, Mr. Lam Yiu Por and Mr. Ong Chor Wei as independent non-executive Directors.

*Please also refer to the published version of this announcement in the **South China Morning Post** (in English) and the **Hong Kong Economic Times** (in Chinese).*