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DONGJIANG ENVIRONMENTAL COMPANY LIMITED*

東江環保股份有限公司

(a joint stock limited company incorporated in the People's Republic of China)

(Stock Code: 00895)

INDICATIVE ANNOUNCEMENT REGARDING THE CONVENING OF THE SECOND EXTRAORDINARY GENERAL MEETING IN 2016

This announcement is made pursuant to the Articles of Association (the “**Articles**”) of Dongjiang Environmental Company Limited* (the “**Company**”).

References are made to the notice of the Company dated 24 August 2016 and 21 September 2016 and the circular of the Company dated 29 August 2016 and 22 September 2016 (the “**Circular**”) in relation to, among other things, the notice and the supplementary notice of the second extraordinary general meeting (the “**EGM**”) of the Company in 2016. Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as defined in the documents mentioned above.

In accordance with Article 78 of the Articles, the Company may, on the basis of the written replies received twenty (20) days before the holding of the general meeting, calculate the number of shares with voting rights represented by the shareholders who have indicated that they would attend the meeting. If the number of shares with voting rights represented by the shareholders who have indicated that they would attend the general meeting is more than one-half (1/2) of the aggregate number of the shares with voting rights of the Company, the Company may hold a general meeting; if not, the Company shall, within five (5) days, inform the Shareholders in the form of announcement the proposed matters, date and place of the meeting; after such announcement, the Company may hold the general meeting. Details of the convening of EGM of the Company in 2016 are set out as follows:

NOTICE IS HEREBY GIVEN that the EGM of the Company in 2016 will be held at 11th Floor, Dongjiang Environmental Building, No. 9 Langshan Road, Nanshan District, Shenzhen, the People's Republic of China (the “**PRC**”) at 2:00 p.m. on Tuesday, 11 October 2016 for the purpose of considering, and if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To consider and approve the election of the executive directors and the non-executive directors (“**Non Independent Directors**”) of the Board of the Company

- 1.1 The election of Mr. Liu Ren as the executive director of the fifth session of the Board
 - 1.2 The election of Mr. Liu Boren as the non-executive director of the fifth session of the Board
 - 1.3 The election of Mr. Deng Qian as the non-executive director of the fifth session of the Board
 - 1.4 The election of Mr. Huang Yiming as the non-executive director of the fifth session of the Board
2. To consider and approve the election of Mr. Zhu Zhengfu as the independent non-executive director of the fifth session of the board

SPECIAL RESOLUTIONS

3. To consider and approve the special mandate granted to the board for the issuance of A shares pursuant to the “2016 Restricted Share Incentive Scheme of Dongjiang Environmental Company Limited* (Revised Draft)”
4. To consider and approve the “2016 Restricted Share Incentive Scheme of Dongjiang Environmental Company Limited* (Revised Draft)” and its summary
 - 4.1 The basis for determining the participants and the scope of the participants
 - 4.2 The class, source, number and distribution of the restricted shares
 - 4.3 The validity period, the grant date, the locking period and the unlocking period of the incentive scheme
 - 4.4 The granted price of the restricted shares and the basis of determination for the granted price
 - 4.5 The conditions of the grant and the unlocking of the restricted shares
 - 4.6 The adjusting methods and procedures for the restricted share incentive scheme
 - 4.7 The accounting policies of the restricted share incentive scheme
 - 4.8 The implementation, grant and unlocking procedures of the restricted share incentive scheme
 - 4.9 The respective rights and obligations of the Company and the participants and Dispute Settlement Mechanism
 - 4.10 The solutions on implementation of incentive scheme for the change of circumstances of the Company and participants

4.11 Change and Termination of the Restricted Incentive Shares Scheme

4.12 The principles of repurchase for cancellation

5. To consider and approve the revised “2016 Method of Appraisal for Restricted Share Incentive Scheme of Dongjiang Environmental Company Limited*”
6. To consider and approve the revised proposed grant and the authorisation be granted to the board of directors at the general meeting to deal with matters relating to the restricted share incentive scheme with absolute discretion
7. To consider and approve the amendment of the Articles of Association of the Company

ORDINARY RESOLUTIONS

8. To consider and approve resolution on Conditions of the Public Issue of Green Corporate Bonds by the Company
9. To consider and approve resolution on Amendments to Measures of Proceeds Management of Dongjiang Environmental Company Limited*
10. To consider and approve resolution on Change of Use of Remaining Proceeds from Project of Transportation System of Hazardous Waste
11. To consider and approve resolution on Election of Mr. Zhang An Li as the Shareholder Representative Supervisor in the Fifth Session of the Supervisory Committee

SPECIAL RESOLUTIONS

12. To consider and approve resolution on Proposal of Public Issue of Green Corporate Bonds by the Company (on a clause by clause basis)
 - 12.1 Principal amount, issuing price and issuing size;
 - 12.2 Issuing method;
 - 12.3 Targets and methods of subscription;
 - 12.4 Maturity and type;
 - 12.5 Interests and interest payment method;
 - 12.6 Use of proceeds;
 - 12.7 Place of listing;
 - 12.8 Guarantee;
 - 12.9 Terms of redemption or repurchase;

- 12.10 Underwriting;
 - 12.11 Guarantee of repayment;
 - 12.12 Validity of resolution;
13. To consider and approve resolution on Proposal of Granting Specific Authorisation to the Board or its Authorised Persons to Deal with Relevant Matters of Public Issue of Green Corporate Bonds at General Meeting

By order of the Board
Dongjiang Environmental Company Limited *
Chen Shu Sheng
Executive Director

Shenzhen, the PRC, 23 September 2016

Note:

- a) For the purpose of identification of shareholders who are qualified to attend and vote at the EGM, the register of members of H shares of the Company is closed from Friday, 9 September 2016 to Tuesday, 11 October 2016 (both days inclusive) during which period no transfer of shares can be effected. In order to be entitled to attend and vote at the EGM, all transfer document accompanied by the relevant share certificates must be lodged with the Company's H share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H shares) not later than 4:30 p.m. on Thursday, 8 September 2016.
- b) Holders of H shares whose names appear on the register of members of H shares of the Company at 4:30 p.m. on Thursday, 8 September 2016 are entitled to attend and vote at the EGM.
- c) Holders of shares may appoint one or more proxies to attend and, in the event of a poll, vote on their behalves at the EGM. A proxy needs not be a member of the Company.
- d) In the case of a joint holding, the form of proxy and the supplementary form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holders whose name stands first on the registers of members of the Company in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- e) In order to be valid, the form of proxy and the supplementary form of proxy must be deposited by hand or post to the Company's H share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong (for holders of H shares) not less than 24 hours before the time for holding the AGM. If the proxy form is signed by a person under a power of attorney or other authority, a notarially certified copy of that power of attorney or authority shall be deposited at the same time as mentioned in the form of proxy.
- f) Shareholders and their proxies should produce identity proof when attending the EGM.

- g) The EGM is not expected to last for half day. Shareholders and their proxies shall be responsible for their own travelling and accommodation expenses for attending the EGM.

As at the date of this announcement, the board of directors (the “Directors”) of the Company comprises two executive Directors, being Mr. Chen Shu Sheng and Mr. Li Yong Peng; two non-executive Directors, being Mr. Feng Tao and Ms. Sun Ji Ping; and three independent non-executive Directors, being Mr. Wong Hin Wing, Mr. Qu Jiu Hui and Mr. Su Qi Yun.

** For identification purpose only*