

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 CLASS MEETING OF HOLDERS OF H SHARES 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 and circular of the Company dated 24 August 2016 and 29 August 2016 (the “**Circular**”) in relation to, among other things, the notice of the second class meeting of holders of H shares of the Company in 2016 (“**Class Meeting of Holders of H Shares**”). Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as defined in the Circular.

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 the Class Meeting of Holders of H Shares are set out as follows:

NOTICE IS HEREBY GIVEN that the Class Meeting of Holders of H Shares 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 (or immediately after the conclusion or adjournment of the second class meeting of the holders of A shares of the Company in 2016 to be held on the same date) for the purpose of considering, and if thought fit, passing the following resolutions:

SPECIAL RESOLUTIONS

1. 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)”

2. To consider and approve the “2016 Restricted Share Incentive Scheme of Dongjiang Environmental Company Limited* (Revised Draft)” and its summary
 - 2.1 The basis for determining the participants and the scope of the participants
 - 2.2 The class, source, number and distribution of the restricted shares
 - 2.3 The validity period, the grant date, the locking period and the unlocking period of the incentive scheme
 - 2.4 The granted price of the restricted shares and the basis of determination for the granted price
 - 2.5 The conditions of the grant and the unlocking of the restricted shares
 - 2.6 The adjusting methods and procedures for the restricted share incentive scheme
 - 2.7 The accounting policies of the restricted share incentive scheme
 - 2.8 The implementation, grant and unlocking procedures of the restricted share incentive scheme
 - 2.9 The respective rights and obligations of the Company and the participants and Dispute Settlement Mechanism
 - 2.10 The solutions on implementation of incentive scheme for the change of circumstances of the Company and participants
 - 2.11 Change and Termination of the Restricted Incentive Shares Scheme
 - 2.12 The principles of repurchase for cancellation
3. To consider and approve the revised “2016 Method of Appraisal for Restricted Share Incentive Scheme of Dongjiang Environmental Company Limited*”
4. 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

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 H Shares Class Meeting, 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 H Shares Class Meeting, 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 H Shares Class Meeting.
- (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 H Shares Class Meeting. A proxy needs not be a member of the Company.
- (d) In the case of a joint holding, the 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 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 H Shares Class Meeting. If the form of proxy 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 H Shares Class Meeting.
- (g) The H Shares Class Meeting is expected to last for thirty minutes. Shareholders and their proxies shall be responsible for their own travelling and accommodation expenses for attending the H Shares Class Meeting.

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*