

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.

浙江天潔環境科技股份有限公司

Zhejiang Tengy Environmental Technology Co., Ltd

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

(Stock Code: 1527)

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the EGM of Zhejiang Tengy Environmental Technology Co., Ltd (the “**Company**”) will be held at 10:30 a.m. on Thursday, 15 June 2017 at the Company’s conference room, TENG Y Industrial Park, Paitou Town, Zhuji City, Zhejiang Province, the PRC for the purposes of considering and, if thought fit, passing the following supplemental resolutions.

In this notice, unless the context otherwise requires, capitalised terms used herein shall have the same meanings as defined in the Company’s circular dated 28 April 2017 (the “**Circular**”).

SPECIAL RESOLUTIONS

To consider and approve:

- (1) the Proposed A Share Offering;
 - (a) Type of securities to be issued;
 - (b) Nominal value per Share;
 - (c) Stock exchange for the proposed listing of the A Shares;
 - (d) Offering size;
 - (e) Target subscribers;
 - (f) Method of offering;
 - (g) Pricing methodology;
 - (h) Method of underwriting;
 - (i) Conversion of the form of the Company;
 - (j) Validity period of the resolution for the Proposed A Share Offering; and
 - (k) Right attached to the A Shares to be issued pursuant to the Proposed A share Offering.

- (2) the grant of authorisation to the Board to deal with all matters relating to the Proposed A Share Offering;
- (3) the plan for distribution of profits accumulated prior to the Proposed A Share Offering;
- (4) the use of proceeds of the Proposed A Share Offering and the feasibility analysis; and
- (5) the proposed amendments to the Articles of Association and the Meeting Procedural Rules pursuant to the Proposed A Share Offering;

ORDINARY RESOLUTIONS

To consider and approve:

- (6) the future dividend plan for the three years after the Proposed A Share Offering;
- (7) the A Share price stabilisation plan for the three years after the Proposed A Share Offering;
- (8) the dilution of immediate return as a result of the Proposed A Share Offering and remedial measures;
- (9) the report on the use of proceeds of the H Share Offering;
- (10) the undertakings regarding the disclosure of information in the A Share Offering Prospectus;
- (11) the appointment of domestic auditor;
- (12) the report on the related party transactions for the period from 1 January 2014 to 31 December 2016;
- (13) the proposed formulation and implementation of the Corporate Governance Rules pursuant to the Proposed A Share Offering; and
- (14) the Asset Acquisition Agreement and the transactions contemplated thereunder; and the authorisation of any one or more Directors to sign, execute and deliver all such documents and take all such actions and steps and do such acts, matters and things as any one or more of them may consider necessary, appropriate, desirable or expedient to give full effect to this resolution, and for the purposes thereof or in connection therewith.

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

Zhuji City, Zhejiang Province, the PRC
28 April 2017

Notes:

1. For the purpose of holding the EGM, the register of members of the Company is being closed from Tuesday, 16 May 2017 to Thursday, 22 June 2017 (both days inclusive), during which period no transfer of Shares can be registered.

In order for H Shareholders to be qualified to attend and vote at the EGM, all transfer document accompanied by the relevant share certificated must be lodged with the H Share Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Monday, 15 May 2017.

In order for Domestic Shareholders to be qualified to attend and vote at the Domestic Shareholders' Class Meeting all transfer document accompanied by the relevant share certificated must be lodged the registered office of the Company in the PRC at TENG Y Industrial Park, Paitou Town, Zhuji City, Zhejiang Province, the PRC, no later than 4:30 p.m. on Monday, 15 May 2017.

The Shareholders whose names appearing on the register of members of the Company on Monday, 15 May 2017 after close of business are entitled to attend and vote at the EGM.

2. Shareholders who are entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on their behalves. A proxy need not be a member of the Company.
3. The instrument appointing a proxy must be in writing under the hand of a Shareholder or his attorney duly authorised in writing. If the Shareholder is a legal person, that instrument must be executed either under its seal or under the hand of its director or other attorney duly authorised to sign the same on its behalf. If that instrument is signed by an attorney of the Shareholder, the power of attorney authorising that attorney to sign or other authorisation document must be notarised.
4. In order to be valid, the proxy form must be deposited, for H Shareholders, to the H Share Registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, or for Domestic Shareholders, to the registered office of the Company in the PRC at TENG Y Industrial Park, Paitou Town, Zhuji City, Zhejiang Province, the PRC not less than 24 hours before the time for holding the EGM. If the proxy form is signed by a person under a power of attorney or other authority, a notarised copy of that power of attorney or other authority shall be deposited at the same time as mentioned in the proxy form. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the EGM or any adjourned meetings should they so wish.
5. Shareholders shall produce their identity documents and supporting documents in respect of the Shares held when attending the EGM. If corporate Shareholders appoint authorised representative to attend the EGM, the authorised representative shall produce his/her identity documents and a notarised copy of the relevant authorisation instrument signed by the board of directors or other authorised parties of the corporate Shareholders or other notarised documents allowed by the Company. Proxies shall produce their identity documents and the proxy form signed by the Shareholders or their attorney when attending the EGM.
6. Shareholders who intend to attend the EGM should complete the reply slip and return it to the office of the H Share Registrar, Tricor Investor Services Limited (for H Shareholders) and the registered office of the Company in the PRC (for Domestic Shareholders) by hand, by post or by fax (+852 2510 8185, for H Shareholders and +86 575 8705 2108, for Domestic Shareholder) on or before Friday, 26 May 2017.
7. The EGM is expected to take less than a day. Shareholders attending the EGM shall be responsible for their own travel and accommodation expenses.
8. All voting at the EGM will be conducted by poll.

As at the date of this announcement, the executive Directors are Mr. BIAN Yu, Ms. BIAN Shu and Mr. BIAN Weican; the non-executive Directors are Mr. BIAN Jianguang, Mr. ZHANG Yuanyuan and Ms. ZHU Hong; and the independent non-executive Directors are Ms. TAM Hon Shan Celia, Mr. JIANG Yan and Mr. ZHANG Bing.