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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Dongjiang Environmental Company Limited (the “Company”), you should at once hand this circular and the accompanying reply slip and form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

- (1) PROPOSED APPOINTMENT OF DIRECTORS**
- (2) PROPOSED APPOINTMENT OF NON-EMPLOYEES
REPRESENTATIVES SUPERVISOR**
- (3) PROPOSED ADOPTION OF THE ESTIMATE ON ROUTINE RELATED
PARTY TRANSACTIONS FOR 2024**
- (4) PROPOSED AMENDMENTS TO RULES FOR INDEPENDENT DIRECTORS
AND**
- (5) NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2024**

Unless the context otherwise requires, capitalised terms used in this cover have the same meanings as defined in this circular.

Notice convening the first extraordinary general meeting of the Company in 2024 to be held at 11th Floor, Dongjiang Environmental Building, No. 9 Langshan Road, Nanshan District, Shenzhen, the PRC at 3:00 p.m. on Wednesday, 21 February 2024 is set out on pages 35 to 37 of this circular. A form of proxy for use at the EGM is also enclosed with this circular. Such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk.

Whether or not you are able to attend the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's H share registrar, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares of the Company) as soon as possible but in any event for the form of proxy, not less than 24 hours before the time appointed for the holding of the EGM (i.e. 3:00 p.m. on Tuesday, 20 February 2024). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM should you so wish.

To facilitate the Company in making arrangements for the EGM, you are invited to complete the enclosed reply slip in accordance with the instructions printed thereon and return it to the Company's H share registrar, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares of the Company) as soon as possible, but in any event, before 3:00 p.m. on Tuesday, 20 February 2024. However, the completion and return of the reply slip or not will not affect your right to attend and/or vote at the EGM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“A Share(s)”	A share(s) in the share capital of the Company, with a par value of RMB1.00 each, which are subscribed for and traded in RMB on the Shenzhen Stock Exchange
“Anjiatai”	Guangdong Anjiatai Environmental Protection Technology Co., Ltd.,* (廣東安佳泰環保科技有限公司), a company established in PRC with limited liability, the equity interest in which is held as to 70% by Dongjiang Veolia and 30% by Guangdong Donghuan Hazardous Waste Comprehensive Treatment Demonstration Center Co., Ltd.* (廣東東寰危險廢物綜合處理示範中心有限公司)
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Baowu Environmental Tech”	Baowu Group Environmental Resources Technology Co., Ltd.* (寶武集團環境資源科技有限公司), a company established in the PRC with limited liability and a substantial shareholder of the Company as at the Latest Practicable Date, which is controlled by Baowu Group
“Baowu Group”	China Baowu Steel Group Co., Ltd.,* (中國寶武鋼鐵集團有限公司), a wholly state-owned company established in the PRC, which is the controlling shareholder of Baowu Environmental Tech and is ultimately supervised by the State-owned Assets Supervision and Administration Commission of the State Council of the PRC* (中華人民共和國國務院國有資產監督管理委員會)
“Board”	the board of Directors
“Company” or “Dongjiang Environmental”	東江環保股份有限公司 (Dongjiang Environmental Company Limited*), a joint stock limited company established in the PRC, the H Shares and A Shares of which are listed on the Stock Exchange and on the Shenzhen Stock Exchange, respectively
“CSRC”	China Securities Regulatory Commission
“Director(s)”	the director(s) of the Company
“Dongjiang Veolia”	Huizhou Dongjiang Veolia Environmental Service Co., Ltd.,* (惠州東江威立雅環境服務有限公司), a company established in the PRC with limited liability, the equity interest in which is held as to 50% by each of the Company and Veolia Environmental Services Hong Kong Limited, respectively

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“EGM”	the first extraordinary general meeting of the Company in 2024 to be held at 11th Floor, Dongjiang Environmental Building, No. 9 Langshan Road, Nanshan District, Shenzhen, the PRC at 3:00 p.m. on Wednesday, 21 February 2024 or any adjournment thereof (as the case may be)
“Group”	the Company and its subsidiaries
“Guangdong Rising Holdings Group”	Guangdong Rising Holdings Group Co., Ltd.* (廣東省廣晟控股集團有限公司), a company established in the PRC with limited liability and a substantial shareholder of the Company as at the Latest Practicable Date, which is supervised and administered by the State-owned Assets Supervision and Administration Commission of the People’s Government of Guangdong Province* (廣東省人民政府國有資產監督管理委員會)
“H Share(s)”	the overseas listed foreign share(s) in the share capital of the Company, with a par value of RMB1.00 each, which are subscribed for and traded in HK\$ on the Stock Exchange
“High Hope Group”	Jiangsu High Hope International Group Co., Ltd.* (江蘇匯鴻國際集團股份有限公司), a joint stock limited company established in the PRC, which is a substantial shareholder of the Company as at the Latest Practicable Date and is controlled by SOHO Holdings Group
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Jieyang ALBA”	ALBA Rising Green Fuel (Jieyang) Ltd.* (歐晟綠色燃料(揭陽)有限公司), a company established in the PRC with limited liability
“Latest Practicable Date”	26 January 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Related Party Transaction(s)”	the transaction(s) between the Company and its controlling subsidiary(ies) and the Related Person(s) or Related Party(ies) under the Shenzhen Listing Rules

DEFINITIONS

“Related Person(s)” or “Related Party(ies)”	has the meaning ascribed to it under the Shenzhen Listing Rules
“RMB”	Renminbi, the lawful currency of the PRC
“Routine Related Party Transactions”	the estimated routine Related Party Transactions of the Group for the year ending 31 December 2024 proposed to be approved at the EGM in accordance with the Shenzhen Listing Rules
“Share(s)”	the share(s) of the Company, unless specified otherwise, including A Shares and H Shares
“Shareholder(s)”	the holders of Share(s)
“Shenzhen Listing Rules”	the Rules Governing the Listing of Shares on the Shenzhen Stock Exchange
“Shenzhen Stock Exchange”	the Shenzhen Stock Exchange
“SOHO Holdings Group”	Jiangsu SOHO Holdings Group Co., Ltd.,* (江蘇省蘇豪控股集團有限公司), a company established in the PRC with limited liability, which is the controlling shareholder of High Hope Group and is ultimately supervised by the State-owned Assets Supervision and Administration Commission of the People’s Government of Jiangsu Province* (江蘇省政府國有資產監督管理委員會)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed to it in the Listing Rules
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“%”	per cent.

In this circular, the English names of the PRC entities are translations of their Chinese names, and are included herein for identification purposes only.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Tan Kan (*Chairman*)

Non-executive Directors:

Mr. Huang Honggang

Mr. Jin Yongfu

Independent non-executive Directors:

Mr. Li Jinhui

Mr. Siu Chi Hung

Ms. Guo Suyi

Registered office:

1/F, 3/F, North of 8/F, 9/F-12/F
Dongjiang Environmental Building
No. 9 Langshan Road
North Zone of Hi-tech Industrial Park
Nanshan District, Shenzhen
the PRC

Principal place of business in Hong Kong:

6th Floor, O.T.B. Building
259-265 Des Voeux Road Central
Hong Kong

To the Shareholders

Dear Sir or Madam:

- (1) PROPOSED APPOINTMENT OF DIRECTORS**
- (2) PROPOSED APPOINTMENT OF NON-EMPLOYEES REPRESENTATIVES SUPERVISOR**
- (3) PROPOSED ADOPTION OF THE ESTIMATE ON ROUTINE RELATED PARTY TRANSACTIONS FOR 2024**
- (4) PROPOSED AMENDMENTS TO RULES FOR INDEPENDENT DIRECTORS AND**
- (5) NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2024**

INTRODUCTION

This circular aims to provide you with information regarding (1) the proposed appointment of Directors; (2) the proposed appointment of non-employees representatives Supervisor; (3) the proposed adoption of the estimate on Routine Related Party Transactions for 2024; (4) the proposed amendments to rules for independent directors; and (5) the notice convening the EGM.

* *For identification purposes only*

LETTER FROM THE BOARD

1. PROPOSED APPOINTMENT OF DIRECTORS

References are made to the announcements of the Company dated 16 January 2024 and 30 January 2024 in relation to, amongst others, resignation of executive Directors and proposed appointment of Directors.

According to the letters of nomination issued by Guangdong Rising Holdings Group a (substantial shareholder of the Company) and Baowu Environmental Tech (a substantial shareholder of the Company), Guangdong Rising Holdings Group nominated Mr. Wang Bian (“**Mr. Wang**”), Mr. Li Xiangli (“**Mr. Li**”) and Mr. Yu Fan (“**Mr. Yu**”), and Baowu Environmental Tech nominated Mr. Liu Xiaoxuan (“**Mr. Liu**”), as candidates for non-independent Directors of the Board. Upon review by the Nomination Committee of the Board, the above candidates have been nominated as candidates of non-independent Directors at the thirty-eighth meeting and the thirty-ninth meeting of the Seventh Session of the Board, amongst whom, Mr. Wang, Mr. Li and Mr. Yu are proposed to be appointed as executive Directors and Mr. Liu is proposed to be appointed as a non-executive Director (the “**Proposed Appointment of Directors**”). The Proposed Appointment of Directors shall be subject to consideration and approval at the EGM. If approved by the Shareholders, the terms of office of Mr. Wang, Mr. Li and Mr. Yu as executive Directors, and Mr. Liu as non-executive Director, will commence from the date of the EGM and end upon the expiry of the term of the Seventh Session of the Board.

Upon the approval of the Proposed Appointment of Directors by the Shareholders, Mr. Wang, Mr. Li, Mr. Yu and Mr. Liu will enter into appointment agreements with the Company. Executive Directors who receive remuneration for their other positions in the Company shall not receive additional remuneration as executive Directors. As such, the remuneration of Mr. Wang as the secretary of the party committee of the Company, Mr. Li as the chief executive officer of the Company and Mr. Yu as the deputy secretary of the party committee of the Company will be determined in accordance with standards set out in the “Remuneration and Assessment Scheme for the Chairman and Senior Management” made by the Company and the internal remuneration system of the Company, and they will not receive additional remuneration for their positions as executive Directors. The Company will disclose the remuneration of Mr. Wang, Mr. Li and Mr. Yu in its annual report(s). Mr. Liu, as a non-executive Director, will not receive remuneration from the Company.

LETTER FROM THE BOARD

The biographical details of Mr. Wang, Mr. Li, Mr. Yu and Mr. Liu are set out below:

Wang Bian (王碧安), male, aged 50, born in October 1973, is a member of Communist Party of China and holds a bachelor's degree. He has served as the secretary of the Party Committee and chairman of the People's Congress in Dabu Town, Ruyuan County, Guangdong Province; secretary of the Party Committee and chairman of the People's Congress of Daqiao Town; a member of the Standing Committee of Ruyuan County Party Committee, deputy secretary (cadre sent to aid Tibet) of Linzhi County Party Committee in Tibet; deputy secretary of the Party Group and deputy director of the Development and Reform Bureau of Shaoguan City, Guangdong Province; secretary of the Party Group and director of the Land and Resources Bureau of Shaoguan City, Guangdong Province; deputy secretary of the Communist Party of China Nanxiong Municipal Committee, Mayor, Party Secretary of the Municipal Government, and secretary of the Communist Party of China Nanxiong Municipal Committee; secretary of the Party Committee and chairman of Shenzhen Zhongjin Lingnan Nonferrous Metals Co., Ltd.* (深圳市中金嶺南有色金屬股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 000060). Mr. Wang is currently a member of the Luohu District, Shenzhen Political Consultative Conference, the rotating chairman of the Zinc and Lead Branch of the China Nonferrous Metals Industry Association, and the vice president of the Guangdong Enterprise Federation and Guangdong Entrepreneur Association, as well as a representative member of the China Listed Companies Association.

Li Xiangli (李向利), male, aged 42, born in November 1981, is a member of the Communist Party of China, holds a master's degree in engineering, and is a senior political engineer, a senior human resources specialist and an economist. He served as the deputy director of the Party Public Affairs and Human Resources Department and general manager of the Party and Human Resources Department of Guangdong Rising Non-Ferrous Metal Company Limited* (廣晟有色金屬股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 600259), secretary of the party branch, executive director and general manager of Dabu Guangdong Rising Rare-Earth Mining Company Limited* (大埔廣晟稀土礦業有限公司)* (now known as Dabu County Xinchengji Industry and Trade Company Limited* (大埔縣新誠基工貿有限公司)), general manager of Pingyuan Huaqi Rare Earth Industrial Company Limited* (平遠華企稀土有限公司), and deputy director of human resources department and director of human resources department (party committee organization department) of Guangdong Rising Holdings Group. He currently serves as the chief executive officer and the deputy secretary of the Party Committee of the Company.

Yu Fan (余帆), male, aged 44, born in February 1979, is a member of the Communist Party of China, graduated from Wuhan University majoring in business administration (bachelor's degree) and Shanghai University of Finance and Economics majoring in business administration (master's degree), and is a first-level enterprise human resource specialist. He served as the secretary of the Youth League Committee, deputy secretary of the Disciplinary Committee, director of the Party and Human Resources Department and director of the Supervision and Audit Office of Guangdong Hongling Group Co., Ltd.* (廣東省紅嶺集團有限公司), member of the Party Committee, secretary of the Disciplinary Committee, and Chairman of the Supervisors Committee of Guangdong Rising Construction Investment Group Co., Ltd.* (廣東省廣晟建設投資集團有限公司), member of the Party Committee, secretary of the Disciplinary Committee and Chairman of Supervisory Committee of Guangdong Rising Real Estate Group Co., Ltd.* (廣東省廣晟置業集團有限公司), and Chairman of the Supervisory Committee of Guangdong Rising Guohong Underground Space Investment and Construction Co., Ltd.* (廣東省廣晟國宏地下空間投資建設有限公司). He currently serves as the deputy secretary of the Party Committee, chairman of the trade union and chairman of the Supervisory Committee (until a new Supervisor is being elected at the EGM).

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Liu Xiaoxuan (劉曉軒), male, aged 46, born in July 1977, is a member of the Communist Party of China, holds a bachelor's degree and a master's degree in engineering and is a senior engineer. He successively served as the assistant to general manager, manager of industrial development department and deputy general manager of Shanghai Baosteel New Building Materials Technology Co., Ltd.* (上海寶鋼新型建材科技有限公司), deputy general manager (in charge of work), general manager and secretary of general party branch of Shanghai Baosteel Magnetic Industry Co., Ltd.* (上海寶鋼磁業有限公司), general manager of rotary hearth furnace division of Baowu Group Environmental Tech and general manager of Zhanjiang Baofa Saidi Rotary Hearth Furnace Technology Co., Ltd.* (湛江寶發賽迪轉底爐技術有限公司), and assistant to general manager of Baowu Group Environmental Tech and general manager, secretary of party branch of rotary hearth furnace division. He currently serves as the deputy general manager and a member of the party committee of Baowu Group Environmental Tech.

Save as the disclosed in this circular, as at the Latest Practicable Date, Mr. Wang, Mr. Li, Mr. Yu and Mr. Liu (i) have not held any directorships in any other public company the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) do not have any relationship with any Directors, Supervisors, senior management and substantial or controlling shareholders of the Company; and (iii) do not hold any other position with the Company and other members of the Group.

As at the Latest Practicable Date, Mr. Wang, Mr. Li, Mr. Yu and Mr. Liu do not have interest in the shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As at the Latest Practicable Date, save for their positions in Guangdong Rising Holdings Group or Baowu Environmental Tech (as the case may be), each being a substantial shareholder of the Company, Mr. Wang, Mr. Li, Mr. Yu and Mr. Liu have no relationship with the Company's other Directors, Supervisors, senior management and Shareholders holding more than 5% of the Shares, nor have they been subject to any punishment by the CSRC and other competent authorities or disciplined by any stock exchanges. They have not been publicly disclosed by the CSRC on the public inquiry platform for illegal and dishonest information in the securities and futures market and is not a dishonest person subject to enforcement action. Their qualifications for appointments are in compliance with the qualifications for appointment required under the Company Law of China, the Shenzhen Listing Rules, other relevant laws and regulations and the Articles of Association.

Save as disclosed above, there is no other information of Mr. Wang, Mr. Li, Mr. Yu and Mr. Liu required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and the Company is not aware of any other matter that needs to be brought to the attention of the Shareholders.

Four ordinary resolutions will be proposed at the EGM for Shareholders to consider and, if thought fit, approve the proposed appointment of Mr. Wang, Mr. Li, Mr. Yu and Mr. Liu as non-independent Directors of the Seventh Session of the Board.

LETTER FROM THE BOARD

2. PROPOSED APPOINTMENT OF NON-EMPLOYEES REPRESENTATIVES SUPERVISOR

Reference is made to the announcement of the Company dated 16 January 2024 in relation to, amongst others, the resignation of Mr. Yu as a Supervisor and the chairman of the Supervisory Committee due to his work arrangements. After the resignation of Mr. Yu, the number of Supervisors has fallen below the legally required number. Hence, Mr. Yu shall continue to assume his duties and perform his obligation as a Supervisor and the chairman of the Supervisory Committee in accordance with the Articles of Association and all relevant laws and regulations until the election of a new Supervisor at the EGM.

Mr. Peng Zhuozhuo (“**Mr. Peng**”) was approved and nominated as a candidate for non-employees representative Supervisor at the twenty-first meeting of the seventh session of the Supervisory Committee. Subject to Shareholders’ approval, the term of office of Mr. Peng will be effective from the date of the EGM to the expiry of the term of the Seventh Session of the Supervisory Committee. He will not receive any remuneration for his services as a non-employees representative Supervisor.

The biographical details of Mr. Peng are set out as follows:

Peng Zhuozhuo (彭卓卓), male, aged 41, born in August 1981, is a member of the Communist Party of China, joined the party in June 2004, graduated from the School of Software (now known as the School of Data Science and Computer) of Sun Yat-sen University in July 2006 with a master’s degree in software engineering, and is an auditor and a senior political engineer. He successively served as a clerk, deputy chief clerk, chief clerk of the Guangdong Provincial Audit Office, chief clerk of the Office of Inspector of the Guangdong Provincial State-owned Assets Supervision and Administration Commission assigned by the Guangdong Provincial Supervision Department of the Discipline Inspection Committee of the Guangdong Provincial State-owned Assets Supervision and Administration Commission, deputy director of supervision and audit department of Guangdong Railway Construction Investment Group Co., Ltd.* (廣東省鐵路建設投資集團有限公司), and deputy director and director of the discipline inspection and supervision office of Guangdong Rising Holdings Group. He currently serves as the secretary of the chairman of the supervisory committee of Shenzhen Zhongjin Lingnan Nonfemet Co., Ltd.* (深圳市中金嶺南有色金屬股份有限公司) (a company listed on the Shenzhen Stock Exchange, stock code: 000060), a position in respect of which a resignation applicable has been made.

Save as the disclosed in this circular, as at the Latest Practicable Date, Mr. Peng (i) has not held any directorships in any other public company the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not have any relationship with any Directors, Supervisors, senior management and substantial or controlling shareholders of the Company; and (iii) does not hold any other position with the Company and other members of the Group.

As at the Latest Practicable Date, Mr. Peng does not have interest in the shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

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As at the Latest Practicable Date, save for his positions in Guangdong Rising Holdings Group, a substantial shareholder of the Company, and its holding subsidiary Shenzhen Zhongjin Lingnan Nonfemet Co., Ltd., he has no relationship with the Company's other Directors, Supervisors, senior management and Shareholders holding more than 5% of the Shares, nor has he been subject to any punishment by the CSRC and other competent authorities or disciplined by any stock exchanges. He has not been publicly disclosed by the CSRC on the public inquiry platform for illegal and dishonest information in the securities and futures market and is not a dishonest person subject to enforcement action. His qualifications for appointment are in compliance with the qualifications for appointment required under the Company Law of China, the Shenzhen Listing Rules, other relevant laws and regulations and the Articles of Association.

Save as disclosed above, there is no other information of Mr. Peng required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and the Company is not aware of any other matter that needs to be brought to the attention of the Shareholders.

An ordinary resolution will be proposed at the EGM for Shareholders to consider and, if thought fit, approve the proposed appointment of Mr. Peng as a non-employee representative Supervisor of the Seventh Session of the Supervisory Committee.

3. PROPOSED ADOPTION OF THE ESTIMATE ON ROUTINE RELATED PARTY TRANSACTIONS FOR 2024

I. Basic information of the Routine Related Party Transactions

(i) Overview of the Related Party Transactions

In accordance with the needs in daily production and operation, the Company and its controlling subsidiaries expect to conduct Routine Related Party Transactions, such as purchase and sale of products as well as providing and receiving labor services, with Related Parties, including Guangdong Rising Holdings Group and its subsidiaries, Baowu Group and its subsidiaries, SOHO Holdings Group and its subsidiaries, Jieyang ALBA, Dongjiang Veolia and Anjiatai, with the total amount expected not to exceed RMB291,000,000 (exclusive of tax) in 2024.

On 16 January 2024, at the 38th meeting of the Seventh Session of the Board, the "Resolution on the Estimate on Routine Related Party Transactions in 2024" was approved with 4 votes in favor, 0 votes against and 0 votes abstained. Mr. Huang Honggang and Mr. Jin Yongfu, being Directors, abstained from voting on the resolution in their capacity as related Directors, and all the other non-related Directors approved unanimously.

The estimated maximum amount of the Routine Related Party Transactions in 2024 is RMB291,000,000 (exclusive of tax). According to the requirements of the Shenzhen Listing Rules and the Articles of Association, the Routine Related Party Transactions are subject to consideration and approval at a general meeting of the Company. The related Shareholders Guangdong Rising Holdings Group, Baowu Environmental Tech and High Hope Group will abstain from voting on the resolution at the EGM.

LETTER FROM THE BOARD

(ii) *Estimated Type and Amount of the Related Party Transactions in 2023*

Type of Related Party Transactions	Related Party	Content of Related Party Transactions	Pricing principle of Related Party Transactions	Contractual value or estimated amount <i>RMB0'000</i>	Actual amount incurred as at 16 January 2024 <i>RMB0'000</i>	Actual amount incurred in the previous year (<i>unaudited</i>) <i>RMB0'000</i>	
Sale of products or goods to Related Parties	Guangdong Rising Holdings Group	Sale of recycled products		2,500.00	0.00	0.00	
	Baowu Group	Sale of recycled products		500.00	0.00	0.00	
	Subtotal	-		<u>3,000.00</u>	<u>0.00</u>	<u>0.00</u>	
Labour services rendered to Related Parties	Guangdong Rising Holdings Group	Providing industrial waste treatment transportation, engineering and technical consulting services		3,000.00	0.00	1,345.05	
	Dongjiang Veolia	Providing industrial waste treatment services		3,000.00	0.00	1,035.21	
	Baowu Group	Providing industrial waste treatment transportation, engineering and technical consulting services		1,000.00	0.00	0.00	
	Jieyang ALBA	Providing industrial waste treatment services	Please refer to the section headed "Pricing Principle and Transaction Price of the Related Party Transactions"	1,000.00	0.00	0.00	
	Subtotal	-			<u>8,000.00</u>	<u>0.00</u>	<u>2,380.25</u>
Labour services and goods purchased or received from Related Parties	Guangdong Rising Holdings Group	Receiving Labour services and purchasing goods			3,000.00	0.00	633.99
	Baowu Group	Receiving industrial processing services, purchase raw materials, commodities, etc.			10,000.00	0.00	0.00
	Dongjiang Veolia	Receiving industrial waste treatment services			2,000.00	0.00	335.98
	Anjiatai	Receiving industrial waste treatment services		300.00	0.00	29.98	
	SOHO Holdings Group	Rental, property management fee and renovation fee, etc.		300.00	0.00	16.20	
	Subtotal	-		<u>15,600.00</u>	<u>0.00</u>	<u>1,016.16</u>	
Other transfers of resources or	Dongjiang Veolia	Providing branding services		2,500.00	0.00	658.12	
	Subtotal	-		<u>2,500.00</u>	<u>0.00</u>	<u>658.12</u>	
Total	-	-	-	<u><u>29,100.00</u></u>	<u><u>0.00</u></u>	<u><u>4,054.53</u></u>	

LETTER FROM THE BOARD

(iii) Actual Routine Related Party Transactions in the Previous Year

Type of Related Party Transactions	Related Party	Content of Related Party Transaction	Actual amount <i>(unaudited)</i> RMB0'000	Estimated amount RMB0'000	Percentage of actual amount occurred to the same business	Difference between actual amount occurred and estimated amount	Date of disclosure and index
Sale of products or goods to Related Parties	Guangdong Rising Holdings Group	Selling recycled products	-	2,500.00	0.00%	-100.00%	
	Subtotal	-	-	2,500.00	-	-100.00%	
Labour services rendered to Related Parties	Guangdong Rising Holdings Group	Providing industrial waste treatment, transportation, engineering and technical consulting services	1,345.05	3,000.00	1.46%	-55.17%	
	Jieyang ALBA	Providing industrial waste treatment services	-	2,000.00	0.00%	-100.00%	
	Dongjiang Veolia	Providing industrial waste treatment services	1,035.21	8,000.00	1.12%	-87.06%	
	Subtotal	-	2,380.25	13,000.00	-	-81.69%	
Labour services and goods received or purchased from Related Parties	Guangdong Rising Holdings Group	Receiving Labour services and purchasing goods	633.99	5,000.00	0.73%	-87.32%	Please refer to the announcement on Estimated Routine Related Party Transactions for the Year 2023 disclosed by the Company on the website of CNINFO (巨潮資訊網, www.cninfo.com.cn) on 28 February 2023 for details.
	Dongjiang Veolia	Receiving industrial waste treatment services	335.98	2,000.00	0.39%	-83.20%	
	Anjiatai	Receiving industrial waste treatment services	29.98	2,000.00	0.03%	-98.50%	
	High Hope Group	Rental, property management fee and renovation fee	16.20	300.00	0.89%	-94.60%	
	Subtotal	-	1,016.16	9,300.00	-	-89.07%	
Other transfers of resources or obligations that may occur through agreements	Dongjiang Veolia	Providing brand services	658.12	3,000.00	24.41%	-78.06%	
	Subtotal	-	658.12	3,000.00	-	-78.06%	
Total	-	-	<u>4,054.53</u>	<u>27,800.00</u>	<u>-</u>	<u>-85.42%</u>	

LETTER FROM THE BOARD

Explanation of the Board on the substantial differences between the actual occurrence of Routine Related Party Transactions and the estimates

For the whole year of 2023, due to the changes in the industrial hazardous waste treatment market and the industry in which Related Parties' operate, and business adjustments, etc., the amount of Related Party Transactions between the Company and Related Parties were different from those expected at the beginning of the year. The reason for the differences is mainly due to external factors. The difference compared to the estimates at the beginning of the year is normal and will not have a major impact on the Company's daily operations and performance.

The independent Directors' explanation on the substantial difference between the actual occurrence of Routine Related Party Transactions and the estimates

The actual total amount of the Company's Related Party Transactions in 2023 is lower than the estimated amount which was, mainly due to external factors such as changes in the industrial hazardous waste treatment market, changes in the industries in which Related Parties operate, and business adjustments. The Company adjusted sales and handling arrangements in a timely manner according to market demand and its own conditions to meet the actual needs of the Company's production and operation. The daily Routine Related Party Transactions of the Company strictly follow the transaction principle of "openness, fairness and just", and there is no prejudice to the interests of the Company and its Shareholders.

II. Information of Related Parties and the related relationship

(i) Basic information of Related Parties

1. Guangdong Rising Holdings Group

Company name:	Guangdong Rising Holdings Group Co., Ltd.
Legal representative	Lv Yongzhong
Registered capital:	RMB10 billion
Registered address:	Floor 50-58, The Pinnacle, No.17 Zhujiang West Road, Tianhe District, Guangzhou, Guangdong Province

LETTER FROM THE BOARD

Scope of operation: Asset management and operation, equity management and operation, investment operation, management and reinvestment of investment revenue; other businesses authorised by the State-Owned Assets Supervision and Administration Commission on provincial level; contracting overseas projects and international projects tendered in the PRC; contracting the surveying, consultancy, design and supervision of aforementioned overseas projects; export of labour and personnel required for the aforementioned overseas projects; deployment of staff necessary for the aforementioned overseas projects; property leasing; development, sales and deep processing of rare earth mineral products.

As at 31 December 2022, Guangdong Rising Holdings Group recorded audited total assets of RMB169.67682 billion and net assets of RMB59.139.54 billion. From January to December 2022, the total audited operating income of Guangdong Rising Holdings Group was RMB120.46275 billion and the net profit was RMB2.70363 billion.

As at 30 September 2023, Guangdong Rising Holdings Group recorded unaudited total assets of RMB185.90204 billion and net assets of RMB62.28804 billion. From January to September 2023, the total unaudited operating income of Guangdong Rising Holdings Group was RMB99,037.84 million and the net profit was RMB2.38414 billion.

As at the Latest Practicable Date, according to the relevant verification results, Guangdong Rising Holdings Group is not a dishonest person subject to enforcement.

As it is expected that there will be many Related Parties involved in the Routine Related Party Transactions between the subsidiaries of Guangdong Rising Holdings Group and the Company and its controlling subsidiaries, it is impracticable to disclose the information of all Related Parties. Therefore, the information of Related Parties with estimated transaction amount of less than RMB3 million or 0.5% of the audited net assets of the Company for 2022 are presented under the heads of common controlling shareholders on a combined basis.

LETTER FROM THE BOARD

2. Baowu Group

Company name:	China Baowu Steel Group Corporation Ltd.
Legal representative:	Hu Wangming
Registered capital:	RMB52,791,101,000
Registered address:	No. 1859 Shibo Avenue, China (Shanghai) Pilot Free Trade Zone
Business scope:	investment activities with own funds; investment management; asset management services for investment with own funds; enterprise headquarters management; land use right leasing; non-residential real estate leasing; tax services; human resources services (excluding employment agency activities and labour dispatching services); registration agent for market entities; commercial agency services; undertaking archive service outsourcing; tender and bidding agency services; big data service; enterprise management consulting.

As at 31 December 2022, Baowu Group recorded audited total assets of RMB1,239.841 billion and net assets of RMB584.970 billion. From January to December 2022, the total audited operating income of Baowu Group was RMB1,087.707 billion and the net profit was RMB25.870 billion.

As at 30 September 2023, Baowu Group recorded unaudited total assets of RMB1,371.649 billion and net assets of RMB610.847 billion. From January to September 2023, the total unaudited operating income of Baowu Group was RMB875.517 billion and the net profit was RMB18.282 billion.

As at the Latest Practicable Date, according to the relevant verification results, Baowu Group is not a dishonest person subject to enforcement.

As it is expected that there will be many Related Parties involved in the Routine Related Party Transactions between the subsidiaries of Baowu Group and the Company and its controlling subsidiaries, it is impracticable to disclose the information of all Related Parties. Therefore, the information of Related Parties with estimated transaction amount of less than RMB3 million or 0.5% of the audited net assets of the Company for 2022 are presented under the heads of common controlling shareholders on a combined basis.

LETTER FROM THE BOARD

3. SOHO Holdings Group

Company name:	Jiangsu SOHO Holdings Group Co., Ltd.
Legal representative:	Zhou Yong
Registered capital:	RMB2,000,000,000
Registered address:	No. 48 Software Avenue, Nanjing
Business scope:	financial and industrial investment, operation and management of state-owned assets within the scope of authorization; international trade; housing rental; natural silk, textile and clothing production, research and development and sales.

As at 31 December 2022, SOHO Holdings Group recorded audited total assets of RMB37.22045 billion and net assets of RMB13.99246 billion. From January to December 2022, the total audited operating income of SOHO Holdings Group was RMB19.66310 billion and the net profit was RMB1.02100 billion.

As at 30 September 2023, SOHO Holdings Group recorded unaudited total assets of RMB90.56510 billion and net assets of RMB31.89246 billion. From January to September 2023, the total unaudited operating income of SOHO Holdings Group was RMB78.03221 billion and the net profit was RMB0.72577 billion.

As at the Latest Practicable Date, according to the relevant verification results, SOHO Holdings Group is not a dishonest person subject to enforcement.

As it is expected that there will be many Related Parties involved in the Routine Related Party Transactions between the subsidiaries of SOHO Holdings Group and the Company and its controlling subsidiaries, it is impracticable to disclose the information of all Related Parties. Therefore, the information of Related Parties with estimated transaction amount of less than RMB3 million or 0.5% of the audited net assets of the Company for 2022 are presented under the heads of common controlling shareholders on a combined basis.

LETTER FROM THE BOARD

4. Jieyang ALAB

Company name:	ALBA Rising Green Fuel (Jieyang) Ltd.
Legal representative:	Cheng Xin
Registered capital:	RMB218 million
Registered address:	No. 27, Building 1, Sino-German Metal Eco-city, Qiaotou Village, Yujiao Town, Jiedong District, Jieyang City
Scope of operation:	Responsible for the design, construction, operation, maintenance and handover of Jieyang Luyuan Waste Comprehensive Treatment and Resource Utilization Plan within the franchise period and franchise area; the collection, transfer and transportation of domestic waste, kitchen organic waste and municipal solid waste with terminal processing, etc.

As at the Latest Practicable Date, according to the relevant verification results, Jieyang ALAB is not a dishonest person subject to enforcement.

As at 31 December 2022, Jieyang ALAB recorded audited total assets of RMB697.7 million, total liabilities of RMB533.44 million, and net assets of RMB164.26 million. From January to December 2022, the total audited operating income of Jieyang ALAB was RMB101.9 million and the net profit was RMB-11.07 million.

As at 30 September 2023, Jieyang ALAB had unaudited total assets of RMB688.29 million, total liabilities of RMB526.02 million, and net assets of RMB162.27 million. From January to September 2023, the total unaudited operating income of Jieyang ALAB was RMB78.66 million and the net loss was RMB-1.93 million.

LETTER FROM THE BOARD

5. Dongjiang Veolia

Company name: Huizhou Dongjiang Veolia Environmental Service Co., Ltd.

Legal representative: Zeng Yu

Registered capital: RMB60 million

Registered address: Shiwuliao Nankeng, Lianghua Town, Huidong County, Guangdong Province

Scope of operation: Investment and construction in Shiwuliao Nankeng, Lianghua Town, Huidong County, operation and management of dangerous waste safety landfill, dangerous waste incineration and treatment, waste battery recycling and treatment, and treatment and utilisation of hyper-toxic chemical wastes. Development, design, construction and related services of industrial solid waste treatment and disposal projects; operation services of environmental pollution control facilities; environmental protection technology development, consultation, exchange, and management services; technical services for hazardous waste treatment and disposal. Provide customers with: cleaning and maintenance of industrial facilities, desilting of various pools and water bodies, sludge separation treatment and waste gas treatment; Cleaning of various petrochemical tanks, tanks and tank cars and related environmental protection services.

As at the Latest Practicable Date, according to the relevant verification results, Dongjiang Veolia is not a dishonest person subject to enforcement.

As at 31 December 2022, Dongjiang Veolia recorded audited total assets of RMB502.9089 million, total liabilities of RMB238.4572 million, and net assets of RMB264.4517 million. From January to December 2022, the total audited operating income of Dongjiang Veolia was RMB251.7179 million and the net profit was RMB2.7489 million.

As at 30 September 2023, Dongjiang Veolia has unaudited total assets of RMB473.3113 million, total liabilities of RMB231.2207 million, and net assets of RMB242.0906 million. From January to September 2023, the total unaudited operating income of Dongjiang Veolia was RMB104.7984 million and the net profit was RMB-7.4916 million.

LETTER FROM THE BOARD

6. Anjiatai

Company name:	Guangdong Anjiatai Environmental Protection Technology Co., Ltd
Legal representative:	Huang Zhibin
Registered capital:	RMB175 million
Registered address:	Shiwuliao Nankeng, Lianghua Town, Huidong County, Guangdong Province
Scope of operation:	Investment, construction, operation and management of hazardous waste, and collection, temporary storage, treatment and comprehensive utilisation (incineration waste, physical and chemical waste, waste fluorescent tube) in Shiwuliao Nankeng, Lianghua Town, Huidong County.

As at the Latest Practicable Date, according to the relevant verification results, Anjiatai is not a dishonest person subject to enforcement.

As at 31 December 2022, Anjiatai recorded audited total assets of RMB209.3176 million, total liabilities of RMB81.2506 million, and net assets of RMB128.067 million. From January to December 2022, the total audited operating income of Anjiatai was RMB22.4243 million and the net profit was RMB-14.6739 million.

As at 30 September 2023, Anjiatai has unaudited total assets of RMB192.336 million, total liabilities of RMB74.0316 million, and net assets of RMB118.3044 million. From January to September 2023, the total unaudited operating income of Anjiatai was RMB1.7583 million and the net profit was RMB-9.7326 million.

(ii) *Related relationship with the Company*

As at the Latest Practicable Date, Guangdong Rising Holdings Group, together with its subsidiaries, held a total of 291,458,228 Shares, representing 26.37% of the total share capital of the Company, and is a controlling shareholder of the Company (under the Shenzhen Listing Rules). According to relevant requirements of the Shenzhen Listing Rules, Guangdong Rising Group and its subsidiaries are related legal persons of the Company.

As at the Latest Practicable Date, Baowu Environmental Tech, a controlling subsidiary of Baowu Group, together with its subsidiaries, held a total of 124,293,784 Shares, representing 11.25% of the total share capital of the Company, and is the second largest Shareholder of the Company. According to relevant requirements of the Shenzhen Listing Rules, Baowu Group and its subsidiaries are related legal persons of the Company.

LETTER FROM THE BOARD

As at the Latest Practicable Date, High Hope Group, a controlling subsidiary of SOHO Holdings Group, together with its subsidiaries, held a total of 94,287,507 Shares, representing 8.53% of the total share capital of the Company, and is the third largest Shareholder of the Company, and Jin Yongfu, a Director, serves as the vice president of SOHO Holdings Group. According to relevant requirements of the Shenzhen Listing Rules, SOHO Holdings Group and its subsidiaries are related legal persons of the Company.

Jieyang ALAB is a controlling subsidiary of ALBA Rising Green Fuel (Hong Kong) Ltd., an indirect associate of Guangdong Rising Holdings Group, the controlling Shareholder of the Company. According to relevant requirements of the Listing Rules, Jieyang ALAB is a related legal person of the Company.

As Dongjiang Veolia is not consolidated into the financial statements of the Company, it is a commonly controlled entity of the Company. Mr. Li Zehua, a former senior management officer of the Company (who has left his office for less than 12 months), assumes the office of director in Dongjiang Veolia. According to relevant requirements of the Shenzhen Listing Rules, Dongjiang Veolia is a related legal person of the Company.

Anjiatai is a consolidated subsidiary of Dongjiang Veolia, holding 70% of its equity interests. Mr. Li Zehua, a former senior management officer of the Company (who has left his office for less than 12 months), assumes the office of director in Anjiatai. According to relevant requirements of the Shenzhen Listing Rules, Anjiatai is a related legal person of the Company.

(iii) Analysis on Performance Capacity

The aforesaid Related Parties have maintained sound performance of contractual duties, normal operation and stable financial condition, and currently, there is no possibility of forming bad debts in relation to the amount payable to the Company nor possibility of non-performance of contractual duties.

III. Pricing Principle and Transaction Price of the Related Party Transactions

All the Related Party Transactions between the Group and the Related Parties were determined by both parties through negotiation based on the principle of fairness and reasonableness, on normal commercial terms, and with reference to the prevailing market price or cost plus a reasonable profit margin. There are no actions which prejudice the interests of the Company and its Shareholders.

The Group will enter into the relevant contracts with these Related Parties and carry out the transactions according to the actual conditions of the routine production and operation as well as the principle of openness, equality, fairness and justice.

LETTER FROM THE BOARD

IV. Purpose of the Related Party Transactions and Their Effect on the Company

(i) Purpose of the Related Party Transactions

The Routine Related Party Transactions between the Company together with its controlling subsidiaries and the Related Parties mainly include purchase and sales of the products and acceptance of the labour services. Such transactions may reduce the related selling expenses of the Company while enlarging the sales of the products of the Company, and help reduce the purchase expenses of the Company as well as effectively promote sustainable and stable development of the production and operation of the Company.

(ii) Effect on the Company

The Related Party Transactions between the Company together with its controlling subsidiaries and the Related Parties are within the ordinary operational businesses conducted by the Company together with its controlling subsidiaries in combination with the actual conditions of their routine production and operation based on the principle of openness, impartiality, fairness and justice without circumstances which prejudice the interests of the Company and its Shareholders. Neither would they have any negative effect on the current and future financial situations as well as operating results of the Company, nor affect the independence of the Company.

V. Verification Opinions from Independent Directors

The independent Directors of the Company held a special meeting to consider the estimate on the Routine Related Party Transactions and issued the following audit opinion and prior approval:

The Routine Related Party Transactions proposed to be conducted by the Company with the Related Parties in 2024 are based on the actual needs of production and operation of each party, and follow the principles of openness, equality and fairness, and are conducted voluntarily and equally, which will not affect the independence of operations of the Company. The aforesaid Related Party Transactions can fully utilize the resources and advantages of each party, which is conducive to the sustainable development of the Company and is in line with the interests of the Company as a whole, without any prejudice to the interests of the Company and its Shareholders.

The proposal has been approved and reviewed in advance at a special meeting of independent Directors before being submitted to the Board for consideration, and is in compliance with relevant regulatory requirements, and independent Directors agree with the estimate on the Related Party Transactions of the Company and agree to submit the proposal to the Board for consideration.

An ordinary resolution will be proposed at the EGM for Shareholders to consider and, if thought fit, approve the estimate on Routine Related Party Transactions for 2024.

The Company will comply with the requirements under the Listing Rules in respect of all the Routine Related Party Transactions as and when appropriate.

LETTER FROM THE BOARD

4. PROPOSED AMENDMENTS TO RULES FOR INDEPENDENT DIRECTORS

According to the relevant requirements of “Measures for the Management of Independent Directors of Listed Companies” (《上市公司獨立董事管理辦法》) and “Guidelines for Self-Discipline Supervision of Listed Companies of Shenzhen Stock Exchange No.1-Standardized Operation of Listed Companies on the Main Board (Revised in 2023)” (《深圳證券交易所上市公司自律監管指引第1號—主機板上市公司規範運作(2023年修訂)》), in order to further enhance the standard operation level of the Company, improve corporate governance structure, and effectively protect the rights and interests of Shareholders, the Company proposes to revise the Rules for Independent Directors. The amendments to the Rules for Independent Directors was considered and approved at the thirty-seventh meeting of the Seventh Session of the Board held on 15 December 2023.

An ordinary resolution will be proposed at the EGM for the Shareholders to consider and, if thought fit, approve the amendments to the Rules for Independent Directors, details of which are set out in the appendix to this circular.

THE EGM AND CLOSURE OF REGISTER OF MEMBERS OF H SHARES

Set out on pages 35 to 37 of this circular is the notices convening and holding the EGM at 11th Floor, Dongjiang Environmental Building, No. 9 Langshan Road, Nanshan District, Shenzhen, the PRC on 3:00 p.m. on Wednesday, 21 February 2024.

The register of members of H Shares is to be closed from Friday, 16 February 2024 to Wednesday, 21 February 2024 (both days inclusive), during which no transfer of H Shares will be registered for the identification of Shareholders qualified to attend and vote at the EGM. In order to be entitled to attend and vote at the EGM, share transfer documents accompanied by relevant H Share certificates should be lodged with the Company’s H Share registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable and in any event not later than 4:30 p.m. on Thursday, 15 February 2024. Shareholders whose names appear on the register of members of the H Shares at 4:30 p.m. on Thursday, 15 February 2024 are entitled to attend and vote at the EGM (for holders of H Shares).

The proxy form for the use in connection with the EGM is enclosed with this circular. You are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return it to the Company’s H Share registrar, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, (for holders of H shares of the Company) as soon as possible, and please return the proxy form not less than 24 hours (i.e. 3:00 p.m. on Tuesday, 20 February 2024) before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish.

LETTER FROM THE BOARD

VOTING BY POLL

According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, the proposed resolutions at the EGM will be voted on by way of poll.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholders are required to abstain from voting at the EGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

Having considered the reasons set out herein, the Directors consider that the above matters are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the EGM.

By order of the Board
Dongjiang Environmental Company Limited*
Tan Kan
Chairman

* *For identification purpose only*

**RULES FOR INDEPENDENT DIRECTORS OF
DONGJIANG ENVIRONMENTAL COMPANY LIMITED
(revised in December 2023)**

CHAPTER 1 GENERAL PROVISIONS

Article 1 In order to further enhance the level of compliant operation, improve the corporate governance structure, and effectively protect the rights and interests of shareholders of Dongjiang Environmental Company Limited (hereinafter referred to as the “**Company**”), these rules are formulated in accordance with the Administrative Measures for Independent Directors of Listed Companies (hereinafter referred to as the “**Administrative Measures**”) of the China Securities Regulatory Commission (hereinafter referred to as the “**CSRC**”), the Self-disciplinary Supervision Guideline for Listed Companies of the Shenzhen Stock Exchange No. 1 – Compliant Operation of Main Board Listed Companies of the Shenzhen Stock Exchange (revised in 2023) (hereinafter referred to as the “**SZSE**”) and other requirements.

Article 2 Independent directors are those who do not hold positions other than directorships in the Company and do not have direct or indirect interests in the Company, its substantial shareholders or de facto controllers, or other relationships that may affect their ability to make independent and objective judgments, and also include “independent non-executive directors” within the meaning of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the “**Stock Exchange**”) (hereinafter referred to as the “**Hong Kong Listing Rules**”).

The independent directors shall perform their duties independently, and be free from any influence of the Company’s substantial shareholders, de facto controllers or any other entities or individuals who have interest in the Company.

Article 3 The independent directors shall have the duty of loyalty and diligence to the Company and all shareholders. The independent directors shall conscientiously perform their duties in accordance with the requirements of relevant laws, administrative regulations, regulatory documents and the articles of association of the Company, perform the functions of participating in decision-making, supervising, checking and balancing, and professional consulting in the board of directors, safeguard the interests of the listed company as a whole, and protect the legitimate rights and interests of the minority shareholders.

**CHAPTER 2 QUALIFICATIONS, APPOINTMENT AND REMOVAL OF INDEPENDENT
DIRECTORS**

Article 4 Independent directors of the Company shall meet the following conditions:

- (i) Be qualified to serve as a director of a listed company in accordance with laws, administrative regulations and other relevant provisions.
- (ii) Satisfy the conditions of service and independence requirements for independent directors as stipulated in the Administrative Measures, the Compliant Operation and the Hong Kong Listing Rules.

APPENDIX RULES FOR INDEPENDENT DIRECTORS (Revised in December 2023)

- (iii) Have at least five years' experience in law, economics, management, accounting, finance or other work experience necessary for the fulfillment of duties as an independent director.
- (iv) Have basic knowledge of the operation of listed companies and be familiar with relevant laws, administrative regulations, rules and requirements.
- (v) Have good personal integrity and honesty, and do not have any major defaults or adverse records as stipulated in the Compliant Operation.
- (vi) Other conditions stipulated by laws, administrative regulations, CSRC regulations, SZSE business rules, Hong Kong Stock Exchange business rules and the articles of association of the Company.

Article 5 In principle, an independent director shall serve as an independent director in no more than three domestic listed companies and shall ensure that he/she has sufficient time and efforts to effectively perform his/her duties as an independent director.

Article 6 The number and composition of independent directors shall meet the following conditions:

- (i) The number of independent directors of the Company shall account for more than one-third (but at least three) of the members of the board of directors, including at least one accounting professional; the accounting professional shall meet the conditions of service as stipulated in the Compliant Operation of the SZSE and other relevant requirements.
- (ii) The Company shall establish an audit and risk management committee in the board of directors. The audit and risk management committee shall consist of at least three members, who shall be directors who do not hold senior management or executive director positions in the Company, of whom a majority shall be independent directors, and the accounting professional among the independent directors (who shall be the ex-officio member of the audit and risk management committee) shall be the convener (chairman).
- (iii) The Company may, as needed, establish special committees of the board of directors for nomination, remuneration and appraisal, strategic development and other purposes. The independent directors shall constitute a majority of the nomination committee and the remuneration and appraisal committee and shall serve as the convener (chairman) of such committees.
- (iv) In the event that the number of independent directors fall below the minimum requirement prescribed by the Administrative Measures and these rules as a result of an independent director failing to comply with the abovementioned conditions of independency or being unfit to perform their duties, the Company shall make up for the short full in accordance with the regulations.

APPENDIX RULES FOR INDEPENDENT DIRECTORS (Revised in December 2023)

Article 7 The board, supervisory committee, or an individual or entity shareholders holding more than 1% of shares issued by the listed company may nominate candidates of independent director to be elected at a general meeting.

Article 8 The person who nominates an independent director shall obtain the consent of the nominee before making the nomination. The nominator shall fully understand the nominee's occupation, education, title, detailed work experience, professional qualifications, relationship with the Company and its related parties, all part-time jobs, and whether there is any major default or other adverse records, and express an opinion that the nominee meets the conditions of independence and other conditions for serving as an independent director. The nominee shall make a public statement and commitment regarding his or her compliance with independence, qualifications and other conditions for serving as an independent director.

Article 9 The nomination committee of the Company or the special meeting of independent directors shall examine the qualifications of the nominees and form a clear opinion on the examination.

The Company has to submit to the SZSE the Declaration and Undertakings of Nominators of Independent Directors, the Declaration and Undertakings of Candidates for Independent Directors, the Biographical Details of Candidates for Independent Directors and other relevant materials no later than the time of publication of the announcement of notice of general meeting for the election of independent directors, and to ensure that the submitted materials are true, accurate and complete, and disclose relevant declarations and undertakings as well as the review opinion of the nomination committee or the special meeting of the independent directors, and the relevant contents as required by the Administrative Measures.

Article 10 The board of directors of the Company, the candidates for independent directors and the nominators for independent directors shall truthfully answer the inquiries of the SZSE within the prescribed period and supplement relevant materials in a timely manner as required.

If a candidate for independent director does not meet the conditions for service as an independent director or the independence requirements, and if the SZSE challenges the conditions for service and independence of a candidate for independent director, the Company shall make relevant disclosures in a timely manner.

When convening a general meeting for election of independent directors, the board of directors of the Company shall explain whether the candidates for independent directors have been challenged by the SZSE.

The Company shall not submit any candidate for independent director challenged by the SZSE to the general meeting for election. If the proposal has been submitted to the general meeting for consideration, it shall be canceled.

Article 11 The voting method for election of independent directors shall be the same as that for the election of other directors of the Company. The votes of minority shareholders shall be counted separately and the voting results shall be disclosed. If two or more independent directors are to be elected at a general meeting, a cumulative voting system shall be implemented. Voting for the election of independent directors and non-independent directors shall be conducted separately.

Article 12 The terms of office of the independent directors are the same as other directors of the Company. The independent director may be re-elected for another term of not more than six years upon expiration of a term of office. If he or she has served as an independent director of the Company for six consecutive years, he or she shall not be nominated as a candidate for independent director of the Company for a period of thirty-six months from the date of occurrence of such fact.

Article 13 An independent director who fails to meet the conditions of independence or the qualifications for service as stipulated in these rules shall immediately cease to perform his or her duties and resign from his or her position. In case of failure to resign, the board of directors of the Company shall terminate his/her duties in accordance with relevant requirements immediately after the board of directors of the Company becomes aware of or should have become aware of the occurrence of such fact, and shall execute in accordance with relevant requirements.

In the event that an independent director resigns or is removed from his/her position as a result of the circumstances set forth in the preceding paragraph, resulting in the number or proportion of independent directors on the board of directors or its special committees failing to comply with the requirements of the laws, administrative regulations, or the articles of association of the company, or if there is a lack of accounting professional among the independent directors, the Company shall complete the by-election within sixty days from the date of occurrence of such fact.

If an independent director is removed from office before expiration of his or her term of office and believes that the reason for removal is inappropriate, he or she may submit an objection together with relevant reasons, and the Company shall make relevant disclosure in a timely manner.

Article 14 An independent director may resign prior to the expiration of his or her term of office. An independent director who resigns shall submit a written resignation report to the board of directors, explaining any circumstances relating to his resignation or which he considers necessary to bring to the attention of the shareholders and creditors of the Company. The Company shall disclose the reasons for the resignation of an independent director and the matters requiring attention.

If the resignation of an independent director will result in the number or proportion of independent directors on the board of directors or its special committees failing to comply with the requirements of these rules or the articles of association of the Company, or if there is a lack of accounting professional among the independent directors, the independent director who intends to resign shall continue to perform his or her duties until the date on which a new independent director is appointed. The Company shall complete the by-election of an independent director within sixty days from the date of proposed resignation of the independent director.

Article 15 If an independent director fails to attend the board meetings in person for two consecutive times and does not delegate another independent director to attend the meetings on his/her behalf, the board of directors shall propose to convene a general meeting to remove such independent director from his/her position within thirty days from the date of occurrence of such fact.

Article 16 Before expiration of the term of office of an independent director, the Company may remove him/her from office in accordance with statutory procedures. If an independent director is removed prematurely, the Company shall disclose the specific reasons and grounds in a timely manner. If an independent director has any objections, the Company shall make relevant disclosure in a timely manner.

CHAPTER 3 DUTIES OF INDEPENDENT DIRECTORS AND WAYS OF PERFORMANCE OF DUTIES

Article 17 In the event of conflicts among shareholders or directors of the Company, causing significant impact on the Company's operation and management, the independent directors shall proactively fulfill their duties and safeguard the interests of the Company as a whole.

Article 18 The independent directors shall perform the following duties:

- (i) Actively participate in the decision-making of the board of directors and express clear opinions on the matters under deliberation.
- (ii) Supervise the matters set out in Article 19 of these rules and submitted to the special committee of the board of directors for deliberation on potential material conflicts of interest between the Company and its controlling shareholders, de facto controllers, directors and senior management, so as to ensure that the decisions of the board of directors are in line with the interests of the Company as a whole, and protect the legitimate rights and interests of minority shareholders.
- (iii) Provide professional, objective and independent advice on the Company's operation and development, and facilitate the improvement of decision-making capabilities of the board of directors.
- (iv) Supervise the risk management, internal control and compliance matters of the Company.
- (v) Other duties as stipulated by the laws, administrative regulations, CSRC regulations and the articles of association of the Company.

If an independent director is aware of a situation that affects his or her independence with respect to the matter under consideration, he or she shall declare such situation to the Company and recuse himself or herself from the matter. If there are circumstances that obviously affect his or her independence during his or her term of office, the independent director shall notify the Company in a timely manner, propose measures to resolve the situation, and if necessary, submit his or her resignation.

APPENDIX RULES FOR INDEPENDENT DIRECTORS (Revised in December 2023)

Article 19 The following matters shall be submitted to the board of directors for consideration after being approved by a majority of all independent directors of the Company:

- (i) Related party transactions subject to disclosure.
- (ii) Proposals of change or waiver of undertakings by the Company and related parties.
- (iii) Decisions made and measures taken by the board of directors of the acquired listed company in respect of the acquisition.
- (iv) Other matters as required by laws, administrative regulations, the CSRC and the articles of association of the Company.

Article 20 The independent directors shall have the general powers and functions of the directors, and may also exercise the following special powers and functions in accordance with the requirements of the laws, administrative regulations, the SZSE, the Hong Kong Stock Exchange, the CSRC and the articles of association of the Company:

- (i) Independently engage intermediaries to audit, consult or verify specific matters of the Company.
- (ii) Propose to the board of directors to convene an extraordinary general meeting.
- (iii) Propose to convene a meeting of the board of directors.
- (iv) Openly solicit shareholders' rights from shareholders in accordance with relevant laws.
- (v) Request the Company to provide information reasonably required and express independent opinions on matters that may jeopardize the interests of the Company or minority shareholders.
- (vi) Other powers and functions as provided for by laws, administrative regulations, the CSRC, the SZSE, the Hong Kong Stock Exchange and the articles of association of the Company.

Where an independent director exercises the powers and functions set out in items (i) to (iii) of the preceding paragraph, he or she shall obtain the approval of a majority of all independent directors.

The Company shall disclose in a timely manner any exercise of the powers and functions set out in item (i) by an independent director. In the event that the aforementioned powers and functions cannot be exercised normally, the Company shall disclose the details and reasons thereof.

APPENDIX RULES FOR INDEPENDENT DIRECTORS (Revised in December 2023)

Article 21 The independent opinions expressed by the independent directors shall be clear and unambiguous and shall include at least the following contents:

- (i) The basic information of the material matters.
- (ii) The basis for the opinion, including the procedures performed, documents examined, and contents of on-site inspection.
- (iii) The legality and compliance of the material matters.
- (iv) Impact on the interests of the Company and minority shareholders, possible risks and the effectiveness of measures taken by the Company.
- (v) Concluding opinions issued. In case of a qualified opinion, objection or inability to express an opinion on a material matter, the relevant independent director shall specify the reasons thereof.

The independent directors shall sign and confirm the independent opinions issued, and report the said opinions to the board of directors in a timely manner, and disclose the same with the relevant announcements of the Company. If the independent directors are unable to reach a consensus, the board of directors shall disclose the opinion of each independent director separately.

Article 22 Before convening the board meeting, the independent directors may communicate with the secretary to the board of directors of the Company to inquire about the matters to be considered, request for additional materials, and make comments and suggestions. The board of directors and relevant personnel of the Company shall carefully study the questions, requests and opinions raised by the independent directors and provide timely feedback to the independent directors on the status of implementation of amendments to the proposals and other matters.

Article 23 Independent directors shall attend the board meetings in person. If, for any reason, an independent director is unable to attend a board meeting in person, he or she shall review the materials of the meeting in advance, form a clear opinion, and delegate in writing other independent directors to attend the meeting on his or her behalf. If an independent director fails to attend the board meeting in person for two consecutive times and does not delegate other independent directors to attend the board meeting, the board of directors of the Company shall, within thirty days from the date of occurrence of the fact, propose to convene a general meeting to remove the independent director from his/her position.

Article 24 If an independent director votes against or abstains from voting on a board resolution, he/she shall explain the specific reasons and grounds, the legality and compliance of the matters involved in the resolution, the possible risks and the impact on the interests of the Company and the minority shareholders. The Company shall disclose the board resolutions together with the dissenting opinions of the independent directors and set out the same in the board resolutions and minutes of the meetings.

If two or more independent directors believe that the materials for a board meeting are incomplete, insufficiently justified or not provided in a timely manner, they may propose in writing to the board of directors that the meeting be postponed or that the matter be postponed for consideration, and the board of directors shall adopt such proposal.

Article 25 The independent directors shall pay continuous attention to the implementation of the board resolutions relating to the matters set out in item (2) of the first paragraph of Article 18 of these rules, and shall report to the board of directors in a timely manner if they become aware of any violation of relevant requirements of laws, administrative regulations, the CSRC, the SZSE, and the articles of association of the Company or any violation of the resolutions of the general meetings and the board of directors and may require the Company to provide a written explanation. The Company shall make timely disclosure of matters subject to disclosure.

In the event that the Company fails to provide an explanation or timely disclosure in accordance with the preceding paragraph, the independent directors may report to the CSRC, the SZSE or other regulatory authorities.

Article 26 The Company shall regularly or occasionally convene a meeting attended by all independent directors (hereinafter referred to as the special meeting of independent directors). Matters set out in Article 19 and items (i) to (iii) of the first paragraph of Article 20 of these rules shall be considered at the special meeting of independent directors.

The special meeting of independent directors may study and discuss other matters of the Company as needed.

A special meeting of independent directors shall be convened and presided over by an independent director jointly elected by a majority of the independent directors; if the convenor (chairman) does not or is unable to perform his or her duties, two or more independent directors may convene and elect a representative to preside over the meeting on their own.

The Company shall facilitate and support the convening of special meetings of independent directors.

In principle, at least one meeting shall be held annually with only the chairman of the board of directors and the independent directors in attendance for the independent directors to reflect their views on corporate matters to the chairman of the board of directors.

Article 27 Independent directors shall perform their duties in the special committees of the board of directors of the Company in accordance with the requirements of laws, administrative regulations, the CSRC, the SZSE and the articles of association of the Company. An independent director shall attend in person the meetings of the special committee on which he/she serves, and if he/she is unable to attend the meeting in person for any reason, he/she shall review the materials of the meeting in advance, form a clear opinion, and delegate in writing to other independent directors of the special committee to attend the meeting on his/her behalf. If an independent director is concerned about a material matter of the Company within the scope of duties of a special committee of the board of directors in the performance of his or her duties, he or she may, in accordance with relevant procedures, promptly submit the matter to the special committee for discussion and consideration.

Article 28 Independent directors shall work on-site at the Company for at least fifteen days each year. In addition to attending the general meetings, meetings of the board of directors and its special committees, and special meetings of independent directors as required, independent directors may perform their duties in a variety of ways, such as obtaining information on the operation of the Company on a regular basis, listening to reports from the management of the Company, communicating with intermediaries such as the head of the internal audit department and accounting firms responsible for auditing of the listed company, conducting on-site inspections, and communicating with the minority shareholders.

Article 29 Minutes of meetings of the board of directors of the Company and its special committees and special meetings of independent directors shall be made in accordance with relevant requirements, and the opinions of the independent directors shall be set out in the minutes of the meetings. The independent directors shall sign and confirm the minutes.

Independent directors shall prepare job logs to record in detail the performance of their duties. Information obtained by the independent directors in performing their duties, minutes of relevant meetings and correspondence with staff of the Company and intermediaries shall form part of the job logs. For important contents in the job logs, the independent directors may request the secretary to the board of directors of the Company and other relevant personnel to sign and confirm, and the Company shall cooperate in this regard.

The job logs of the independent directors and the information provided to the independent directors by the Company should be kept for at least ten years.

Article 30 The Company shall improve the mechanism for communication between independent directors and minority shareholders, and independent directors may verify with the Company in a timely manner on issues raised by investors.

Article 31 Independent directors shall submit an annual work report on their performance of duties to the annual general meeting of the Company. The annual work report shall include the following contents:

- (i) The number of board meetings attended, the method of attendance and voting, and the number of general meetings attended.
- (ii) Participation in the work of special committees of the board of directors and special meetings of independent directors.
- (iii) Consideration of the matters set out in item (ii) of the first paragraph of Article 18 of these rules and the exercise of special powers and functions of the independent directors as set out in the first paragraph of Article 20 of these rules.
- (iv) Information on significant matters, methods and results of communication with the internal audit department and the accounting firm responsible for auditing of the Company regarding the Company's financial and business status.

- (v) Communication with minority shareholders.
- (vi) The duration and content of on-site work at the Company.
- (vii) Other circumstances of performance of duties.

The annual work report of the independent directors shall be disclosed no later than the publication of notice of the annual general meeting of the Company.

Article 32 The independent directors shall conduct a self-examination of their independence on an annual basis and submit the results of such self-examination to the board of directors for confirmation. The board of directors of the Company shall evaluate the independence of the incumbent independent directors and issue a special opinion on an annual basis, which shall be disclosed together with the annual report.

Article 33 The independent directors shall continuously strengthen the study of securities laws and regulations and rules, and complete the relevant training provided by the CSRC, the SZSE and the China Association for Public Companies in order to continuously improve their ability to perform their duties.

CHAPTER IV ASSURANCES FOR PERFORMANCE OF DUTIES BY INDEPENDENT DIRECTORS

Article 34 The Company shall provide the independent directors with the necessary work conditions and staff support, and arrange for the securities and legal affairs department, the secretary to the board of directors and other special departments and dedicated staff to assist the independent directors in the performance of their duties, so as to ensure that the independent directors can effectively exercise their powers and functions.

The secretary to the board of directors of the Company shall ensure the smooth communication between the independent directors and other directors, senior management and other relevant persons, and ensure that the independent directors have access to adequate resources and necessary professional advice in the performance of their duties.

Article 35 Independent directors shall enjoy the same right to information as other directors. The Company shall ensure the effective exercise of the powers and functions of the independent directors by regularly informing them of its operations (including financial information), providing information, and organizing or cooperating with them in site visits.

The Company may organize independent directors to participate in research and discussion of major and complicated matters before consideration by the board of directors, fully listen to the opinions of independent directors, and provide timely feedback to independent directors on the adoption of their opinions.

Article 36 The Company shall issue notices of board meetings to independent directors in a timely manner, provide relevant meeting information no later than the deadline for notice of board meetings stipulated by laws, administrative regulations, the CSRC or the articles of association of the Company, and provide independent directors with effective channels of communication; where a meeting of a special committee of the board of directors is convened, the Company shall, in principle, provide the relevant information no later than three working days prior to the convening of the meeting of the special committee. The Company shall keep the above meeting information for at least ten years.

If two or more independent directors believe that the meeting materials are incomplete, insufficiently justified or not provided in a timely manner, they may propose in writing to the board of directors that the meeting be postponed or that the matter be postponed for consideration, and the board of directors shall adopt such proposal.

Meetings of the board of directors and special committees of the Company shall in principle be held on-site. Provided that all participating directors are able to fully communicate and express their opinions, the meetings may be held by video, telephone or other means in accordance with relevant procedures when necessary.

Article 37 Where an independent director exercises his powers and functions, the directors, senior management and other relevant persons of the Company shall provide assistance and shall not refuse, obstruct or conceal relevant information, or interfere with the independent exercise of his powers and functions.

If an independent director encounters obstruction in the exercise of his/her powers and functions in accordance with relevant laws, he/she may explain the situation to the board of directors of the Company, request the Company's directors, senior management and other relevant personnel to provide assistance, and record the details of the obstruction and the solution in his/her job logs; and if the obstruction cannot be eliminated, he/she may report the situation to the CSRC, the SZSE and other regulatory authorities.

If an independent director's performance of duties involves information subject to disclosure, the Company shall handle disclosure matters in a timely manner, and if the Company does not disclose such information, the independent director may directly apply for disclosure or report to the CSRC, the SZSE and other regulatory authorities.

Article 38 The Company shall bear the expenses incurred by the independent directors in engaging professional agencies and exercising other powers and functions.

Article 39 The Company shall grant appropriate allowances to independent directors. The criteria for the allowances shall be formulated by the board of directors and approved at the general meeting, and disclosed in the Company's annual report.

In addition to the above allowances, independent directors shall not receive any other benefits from the Company, its substantial shareholders, de facto controllers, or interested entities and individuals.

CHAPTER 5 SUPPLEMENTARY PROVISIONS

Article 40 The board of directors shall be responsible for interpreting and supervising the implementation of these rules and regulations. Unless otherwise specified, the terms used in these rules shall have the same meanings as those in the articles of association of the Company. In case of any matters not covered in these rules, the provisions of relevant laws and administrative regulations of the PRC and the articles of association of the Company shall apply.

Article 41 Unless otherwise specified, the terms of “above” and “within” referred to in these rules shall include the original figure.

Article 42 These rules shall become effective from the date of consideration and approval at the general meeting.

Article 43 Amendments to these rules shall be proposed by the board of directors and submitted to the general meeting for consideration and approval.

The English version of the Rules for Independent Directors (Revised in December 2023) is an unofficial translation of its Chinese version. In case of any discrepancy between the two versions, the Chinese version shall prevail.

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2024



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)

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2024

NOTICE IS HEREBY GIVEN that the first extraordinary general meeting in 2024 (the “EGM”) of Dongjiang Environmental Company Limited* (the “Company”) will be held at 11th Floor, Dongjiang Environmental Building, No. 9 Langshan Road, Nanshan District, Shenzhen, the People’s Republic of China (the “PRC”) on Wednesday, 21 February 2024 at 3:00 p.m. for the purpose of considering, and if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. The resolution in relation to the election of non-independent Directors of the seventh session of the Board;
 - 1.01 The resolution in relation to the election of Wang Bian as a non-independent Director of the seventh session of the Board;
 - 1.02 The resolution in relation to the election of Li Xiangli as a non-independent Director of the seventh session of the Board;
 - 1.03 The resolution in relation to the election of Yu Fan as a non-independent Director of the seventh session of the Board;
 - 1.04 The resolution in relation to the election of Liu Xiaoxuan as a non-independent Director of the seventh session of the Board;

* For identification purpose only

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2024

2. The resolution in relation to the election of Peng Zhuozhuo as a non-employee representative Supervisor of the seventh session of Supervisory Committee;
3. The resolution in relation to the proposed adoption of the estimate on routine related party transactions for 2024; and
4. The resolution in relation to the amendments to the Rules for Independent Directors.

By order of the Board
Dongjiang Environmental Company Limited*
Tan Kan
Chairman

Shenzhen, the PRC
31 January 2024

Notes:

1. 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 will be closed from Friday, 16 February 2024 to Wednesday, 21 February 2024 (both days inclusive) during which period no transfer of shares will be registered. 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H shares) not later than 4:30 p.m. on Thursday, 15 February 2024.
2. 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, 15 February 2024 are entitled to attend and vote at the EGM.
3. 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.
4. A form of proxy for use at the EGM is enclosed herewith. 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.
5. 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 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H shares) not less than 24 hours before the time for holding the EGM (i.e. 3:00 p.m. on Tuesday, 20 February 2024). 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 proxy form.
6. Shareholders and their proxies should submit identity proof when attending the EGM.
7. The EGM is not expected to last for more than half a day. Shareholders and their proxies shall be responsible for their own travelling and accommodation expenses for attending the meeting.

NOTICE OF THE FIRST EXTRAORDINARY GENERAL MEETING IN 2024

8. If the EGM is seriously affected by a typhoon or bad weather condition, the Company will post an announcement on the website of the Stock Exchange (www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting. The meeting may still be held as scheduled during a typhoon or bad weather condition. Shareholders of the Company should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.
9. To facilitate the Company in making arrangements for the EGM, you are invited to complete the enclosed reply slip in accordance with the instructions printed thereon and return it to the Company's H share registrar, Tricor Tengis Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (for holders of H Shares) as soon as possible, but in any event, before 3:00 p.m. on Tuesday, 20 February 2024. However, the completion and return of the reply slip or not will not affect your right to attend and/or vote at the EGM.

As at the date of this notice, the board of directors of the Company comprises one executive Director, being Mr. Tan Kan; two non-executive Director, being Mr. Huang Honggang and Mr. Jin Yongfu; and three independent non-executive Directors, being Mr. Li Jinhui, Mr. Siu Chi Hung and Ms. Guo Suyi.