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**Datang Environment Industry Group Co., Ltd.\***

**大唐環境產業集團股份有限公司**

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

**(Stock Code: 1272)**

## **NOTICE OF 2016 ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Datang Environment Industry Group Co., Ltd. (the “**Company**”) for the year of 2016 (the “**2016 AGM**”) will be convened at the 2:00 p.m. on Friday, 30 June 2017 at No. 120 Zizhuyuan Road, Haidian District, Beijing, the PRC, for the purpose of considering and, if thought fit, passing the following matters (whether amended or not). Terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 15 May 2017 (the “**Circular**”) unless otherwise specified.

### **Ordinary Resolutions**

- (1) To consider and approve the Report of the Board for 2016;
- (2) To consider and approve the Report of the Supervisory Committee for 2016;
- (3) To consider and approve the Final Financial Accounts of the Company for 2016;
- (4) To consider and approve the Financial Budget Report of the Company for 2017;
- (5) To consider and approve the Independent Auditor's Report and the audited financial statements for 2016;
- (6) To consider and approve the Profit Distribution Plan for 2016 and the Proposed 2016 Final Dividend;

- (7) To consider and approve the re-appointment of Ernst & Young and Ernst & Young Hua Ming LLP as international and domestic auditors of the Company for 2017, respectively, with term of engagement ended upon the conclusion of the 2017 annual general meeting of the Company, and the grant of authority to the Board, which further grants such authority to the senior management of the Company to determine remunerations of the auditors;
- (8) To consider and approve the Remuneration Report for Directors, Supervisors and senior management of the Company for 2016;
- (9) To consider and approve the Investment Plan for 2017; and
- (10) To consider and approve the Financial Services Agreement between the Company and Datang Finance and the continuing connected transactions and major transaction contemplated thereunder.

### **Special Resolution**

- (11) To consider and approve the amendments to the Articles of Association.

With respect to resolution no. (10) above, in view of the interests of China Datang in the proposed continuing connected transactions and major transaction contemplated under the Financial Services Agreement, China Datang and its associates (including China Datang Group Capital Holding Co., Ltd. (中國大唐集團資本控股有限公司)) are required to abstain from voting on the resolution to be proposed at the 2016 AGM to approve such resolution. As at the date of this notice, to the best knowledge, information and belief of the Directors, save as disclosed in the Circular, no other Shareholders will be required to abstain from voting in respect of the resolutions to be proposed at the 2016 AGM.

The main texts of resolutions at the 2016 AGM are set forth in the Circular thereof, which are available on the website of the Stock Exchange ([www.hkex.com.hk](http://www.hkex.com.hk)) and on the website of the Company ([www.dteg.com.cn](http://www.dteg.com.cn)).

By order of the Board  
**Datang Environment Industry Group Co., Ltd.\***  
**Jin Yaohua**  
*Chairman*

Beijing, the PRC, 15 May 2017

*As of the date of this notice, the non-executive Directors are Mr. Jin Yaohua, Mr. Liu Chuandong, Mr. Liu Guangming and Mr. Liang Yongpan; the executive Directors are Mr. Deng Xiandong and Mr. Lu Shengli; and the independent non-executive Directors are Mr. Ye Xiang, Mr. Mao Zhuanjian and Mr. Gao Jiaxiang.*

\* For identification purpose only

*Notes:*

- i. In order to ascertain the entitlements of the Shareholders to attend the 2016 AGM, the register of members of the Company will be closed from Tuesday, 30 May 2017 to Friday, 30 June 2017 (both days inclusive), during which period no transfer of Shares will be effected. Shareholders whose names appear on the register of members of the Company upon the end of business hours on Friday, 30 June 2017 are entitled to attend and vote at the 2016 AGM.

To be eligible to attend and vote at the 2016 AGM, all transfer documents must be lodged with the H Share Registrar, Computershare Hong Kong Investor Services Limited at at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H Shares), or the Company’s board office in the PRC at No. 120 Zizhuyuan Road, Haidian District, Beijing, the PRC, 100097 (for holders of Domestic Shares), no later than 4:30 p.m. on Monday, 29 May 2017.

- ii. Each Shareholder entitled to attend and vote at the 2016 AGM may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the 2016 AGM on its behalf. A proxy need not be a Shareholder. With respect to any Shareholder who has appointed more than one proxy, the proxy holders may only vote on a poll.
- iii. The instrument to appoint a proxy shall be signed by the appointer or his attorney duly authorised in writing or, in the case of a legal person, must be either executed under its common seal or under the hand of its directors or attorney duly authorised.
- iv. To be valid, the form of proxy must be lodged with the H Share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong (for holders of H Shares) or the Company’s board office in the PRC (for holders of Domestic Shares) within 24 hours prior to the holding of the 2016 AGM. If such instrument is signed by another person under a power of attorney or other authorisation documents given by the appointer, such power of attorney or other authorisation documents shall be notarised. The notarised power of attorney or other authorisation documents shall, together with the instrument appointing the proxy, be deposited at the specified place at the time set out in such instrument. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the 2016 AGM or any adjourned meetings should you so wish.
- v. Shareholders shall produce their identity documents and supporting documents in respect of Shares held when attending the 2016 AGM. If corporate Shareholders appoint authorised representative to attend the 2016 AGM, the authorised representative shall produce his/her identity documents and a notarised certified copy of the relevant authorised documents signed by the Board or other authorised parties of the Shareholders or other notarised certified documents allowed by the Company. Proxies shall produce their identity documents and the proxy forms signed by the Shareholders or their attorney when attending the 2016 AGM.
- vi. The Company has the rights to request a proxy who attends the 2016 AGM on behalf of a Shareholder to provide proof of identity.
- vii. H Shareholders (in person or by proxy) who intend to attend the 2016 AGM shall complete and deliver the reply slips to H Share Registrar, Computershare Hong Kong Investor Services Limited on or before Friday, 9 June 2017 in person, by mail or by fax. Domestic Shareholders (in person or by proxy) who intend to attend the 2016 AGM shall deliver the said document to the Company’s board office in the PRC subject to the same time limit.

- viii. The 2016 AGM is expected to be held for less than half a day. Shareholders who intend to attend the 2016 AGM shall bear their own transportation and accommodation expenses.
- ix. In case of joint Shareholders, the vote of the most senior one (in person or by proxy) will be accepted to the exclusion of the votes of other joint Shareholders, and for this purpose, the seniority shall be determined by the order in which the names of such joint Shareholders stand in the register of members of the Company.
- x. H Share Registrar, Computershare Hong Kong Investor Services Limited, is situated at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, and with the fax number: +852 2865 0990.
- xi. The contact details of the Company’s board office in the PRC are as follows:  
Address: No. 120 Zizhuyuan Road, Haidian District, Beijing, the PRC, 100097  
Fax number: +86 10 5838 9860