

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

浙江天潔環境科技股份有限公司
Zhejiang Tengy Environmental Technology Co., Ltd
(a joint stock company established in the People's Republic of China with limited liability)
(Stock Code: 1527)

**(1) PROPOSED AMENDMENTS TO
ARTICLES OF ASSOCIATION;
AND
(2) PROPOSED CHANGE OF INDEPENDENT
NON-EXECUTIVE DIRECTORS**

(1) PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

This announcement is made by Zhejiang Tengy Environmental Technology Co., Ltd (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

In accordance with (i) the amendments to and publication of relevant laws, regulations and regulatory documents in the People's Republic of China (the “**PRC**”) such as the Company Law of the PRC, the Guidelines for the Articles of Association of Listed Companies (《上市公司章程指引》), the Measures for the Administration of Independent Directors of Listed Companies (《上市公司獨立董事管理辦法》), the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》); and (ii) the amendments to the Listing Rules in relation to the adoption of a uniform set of 14 core standards for shareholder protections set out in Appendix A1 of the Listing Rules and the expanded paperless listing regime and electronic dissemination of corporate communication by listed issuers, and in view of the repeal of the Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited

Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》) and the Mandatory Provisions for Companies Listing Overseas (《到境外上市公司章程必備條款》), and taking into account the actual operational and management needs of the Company, the board (the “**Board**”) of directors of the Company (the “**Directors**”) has resolved to propose to the shareholders of the Company (the “**Shareholder(s)**”) certain amendments to the articles of association of the Company (the “**Articles of Association**”) (the “**Proposed Amendments to Articles of Association**”).

The Proposed Amendments to the Articles of Association are subject to the approval of the Shareholders by way of special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”) and will come into effect after obtaining all necessary approvals, authorizations or registration (if applicable) from or filing with the relevant government or regulatory authorities.

The Articles of Association are prepared in Chinese without an official English version. Any English translation is for reference only. In case of any inconsistency between the Chinese version and English version, the Chinese version shall prevail.

(2) PROPOSED CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

On 22 April 2025, each of Mr. Fung Kui Kei (“**Mr. Fung**”) and Mr. Li Jiannan (“**Mr. Li**”) has tendered his resignation from his position as an independent non-executive Director with effect after the conclusion of the forthcoming AGM so as to allow each of them to devote more time for their personal commitments. Each of Mr. Fung and Mr. Li confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the Shareholders or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to express its sincere gratitude and respect to Mr. Fung and Mr. Li for their contribution to the Company during their tenures as independent non-executive Directors respectively.

Immediately after Mr. Fung and Mr. Li's resignations at the conclusion of the AGM, subject to the approval by the Shareholders at the AGM, (i) Dr. Cheng Kin Pang ("**Dr. Cheng**") will be appointed as an independent non-executive Director, the chairman of the audit committee (the "**Audit Committee**") and a member of the nomination committee (the "**Nomination committee**") of the Company; and (ii) Mr. Xia Jiebin ("**Mr. Xia**") will be appointed as an independent non-executive Director, the chairman of the remuneration committee (the "**Remuneration Committee**") of the Company and a member of the Audit Committee (the "**Proposed Appointments**"), with effect from the passing of the each of the resolutions approving each of their appointments as an independent non-executive Director at the forthcoming AGM.

Dr. Cheng and Mr. Xia will be appointed at the forthcoming AGM by ordinary resolutions to be passed by the Shareholders attending the meeting and holding more than half of the voting rights (including their proxies). The term of office of Dr. Cheng and Mr. Xia will be for a period of three years, which is proposed to commence upon the approval of his appointment at the AGM and continue until 30 May 2028.

The biographical details of Dr. Cheng and Mr. Xia are as follows:

Dr. Cheng Kin Pang

Dr. Cheng, aged 42, obtained a bachelor degree of business administration from The Open University of Hong Kong in December 2006 and a masters of laws in international economic law from the Chinese University of Hong Kong in November 2012. He has also obtained a doctor degree of business administration from Apollos University in September 2016 and another doctor degree of business administration from the Hong Kong Polytechnic University in 2022.

Dr. Cheng was admitted as a member of the Hong Kong Institute of Certified Public Accountants (HKICPA) in July 2010 and as member of the Institute of Chartered Accountants (ICAEW) in January 2013.

From March 2010 to March 2012, Dr. Cheng served as the Chief Financial Officer of China Fortune Investments (Holding) Limited (formerly known as China Public Healthcare (Holdings) limited) (stock code then: 8116). From January 2014 to April 2014, he served as a non-executive director as Sing Pao Media Enterprises Limited (“**Sing Pao Media**”) (stock code then: 8010). From April 2014 to October 2014, he was re-designated as an executive director of Sing Pao Media. From October 2014 to June 2016, he served as an executive director of Global Strategic Group Limited (stock code: 8007). From 15 December 2015 to 25 February 2020, he served as an executive director of Century Energy International Holdings Limited (formerly known as China Oil Gangran Energy Group Holdings Limited) (stock Code: 8132) and its company secretary from 31 October 2016 to 22 April 2020. From August 2016 to September 2017, he served as an independent non-executive director of Success Dragon International Holdings Limited (stock code: 1182).

Mr. Xia Jiebin

Mr. Xia, aged 51, obtained a bachelor degree of business administration in international accounting at Xi'an University in July 1996. He was admitted as a certified accountant in China in June 1999 and as a certificate public valuer in China in March 2003.

From July 1996 to October 1999, Mr. Xia served at 紹興市審計事務所 (Shaoxing Audit Firm*). From November 1999 to April 2008, he served as the deputy director at 紹興中興會計師事務所有限公司 (Shaoxing Zhongxing Certified Public Accountants Co., Ltd.*). Since May 2008, he served as a director of 紹興中興會計師事務所有限公司 (Shaoxing Zhongshen Certified Public Accountants Co., Ltd.*). From November 2009 to November 2015, he served as the review expert for major state-owned asset valuation projects in Shaoxing County. In September 2019, he was appointed as an independent non-executive director of Zhejiang Great Southeast Corp. Ltd. (SZ stock code: 002063.SZ) In August 2019, he was appointed as an independent non-executive director of Zhejiang Jinggong Integration Technology Co., Ltd. (SZ stock code: 002006.SZ). From January 2022 to December 2024, He served as a graduate supervisor for the master of professional accounting program at Shaoxing University.

Each of Dr. Cheng and Mr. Xia has also confirmed that (i) they meet the independence criteria set out in Rule 3.13 of the Listing Rules; (ii) they have no past or present financial or other interests in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company; and (iii) there are no other factors which might affect their independence at the time of their appointments and as at the date of this announcement.

Upon the appointment being approved by the Shareholders at the AGM, each of Dr. Cheng and Mr. Xia will enter into a letter of appointment with the Company for a term commencing from the effective date of his appointment and ending on 30 May 2028. Pursuant to the Articles, each of Dr. Cheng and Mr. Xia will be subject to re-election by the Shareholders as well as other related provisions as stipulated in the Articles of Association and the Listing Rules. Dr. Cheng will be entitled to director's fee of HKD180,000 per annum and Mr. Xia will be entitled to director's fee of RMB60,000 per annum. Their remuneration packages were determined by the Board with recommendation of the Remuneration Committee after considering a range of factors including their experience, duties and responsibilities in the Group, the remuneration structure of the Group and levels of remuneration for peers in the market.

Save as disclosed in this announcement, as at the date of this announcement, Dr. Cheng and Mr. Xia (i) did not hold any directorships in other Hong Kong or overseas listed companies in the last three years, or hold any other positions in the Company or any of its subsidiaries; (ii) did not have any relationship with any Director, supervisor, senior management or substantial shareholders of the Company; and (iii) did not have or were deemed to have any interest or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporation (within the meaning of Part XV of the Securities and Futures Ordinances).

Save as disclosed in this announcement, as at the date of this announcement, the Board is not aware of any other matters in relation to the Proposed Appointments that need to be brought to the attention of the shareholders or any information that need to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

A circular containing, among other things, details of the Proposed Amendments to Articles of Association and the Proposed Appointments, together with a notice convening the AGM, will be despatched to the Shareholders in due course.

By order of the Board
Zhejiang Tengy Environmental Technology Co., Ltd
ZHU Xian Bo
Chairman

Zhuji City, Zhejiang Province, the PRC, 22 April 2025

As at the date of this announcement, the executive directors of the Company are Mr. BIAN Yu, Mr. ZHANG Yuanyuan and Ms. BIAN Shu; the non-executive directors of the Company are Ms. YU Ji, Mr. CHEN Jiancheng and Mr. ZHU Xian Bo; and the independent non-executive directors of the Company are Mr. WANG Feng, Mr. FUNG Kui Kei and Mr. LI Jiannan.

* *for transliteration purposes only*