

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 this notice.*



**China Boqi Environmental (Holding) Co., Ltd.**  
**中國博奇環保(控股)有限公司**

*(Incorporated in Cayman Islands with limited liability)*

**(Stock Code: 2377)**

**NOTICE OF EGM**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (“**EGM**”) of China Boqi Environmental (Holding) Co., Ltd. (the “**Company**”) will be held at the conference room of the Company at 10/F, CCT Center, No. 5 Laiguangying West Road, Chaoyang District, Beijing, the PRC on Friday, 20 December 2024 at 10:30 a.m. (the “**Meeting**”) to consider and, if thought fit, pass the following resolutions, as an ordinary resolution and a special resolution of the Company, respectively:

Unless otherwise defined, capitalised terms used herein shall have the same meanings as ascribed to them in the offer document of the Company dated 29 November 2024 (the “**Offer Document**”).

**ORDINARY RESOLUTION**

The following resolution (a) will be proposed to be considered and if thought appropriate passed as an ordinary resolution of the Company:

- (a) “**THAT**, the conditional voluntary cash offer (the “**Offer**”) by CLSA Limited on behalf of the Company to buy-back up to 150,858,120 ordinary shares (the “**Share(s)**”) at a price of HK\$1.20 per Share and subject to the terms and conditions as set out in the Offer Document together with the accompanying Form of Acceptance (copies of which marked “A” have been produced to the EGM and initialed by the chairman of the EGM for the purpose of identification) be approved, without prejudice and in addition to the existing authority of the Company under the general mandate to buy-back Shares granted at the annual general meeting of the Company held on 31 May 2024, and that the director(s) of the Company be authorised to execute all such documents (and, where necessary, to affix the seal of the Company thereon in accordance with the amended and restated memorandum and articles of association of the Company (the “**Articles of Association**”) and do all such acts as such director(s) consider desirable, necessary or expedient to give effect to or otherwise in connection with the Offer, including, without limitation, completion of the buy-back of Shares pursuant to the Offer.”

## SPECIAL RESOLUTION

The following resolution (b) will be proposed to be considered and if thought appropriate passed as a special resolution of the Company:

- (b) “**THAT**, the waiver (the “**Whitewash Waiver**”) in respect of any obligation under the Codes of Mr. Zeng to make a general offer for all the Shares not already owned or agreed to be acquired by Mr. Zeng Concert Parties, which may, but for such Whitewash Waiver, arise upon completion of the Offer be and is hereby approved, and that any one of the Directors be and is hereby authorised to execute all such documents (and, where necessary, to affix the seal of the Company thereon in accordance with the Articles of Association) with or without amendments and do all such things as he/she considers desirable, necessary or expedient in connection with or to give effect to any matters relating to or in connection with the Whitewash Waiver.”

By order of the Board

**China Boqi Environmental (Holding) Co., Ltd.**

**Zeng Zhijun**

*Chairman, Executive Director and Chief Executive Officer*

Beijing, PRC, 29 November 2024

*As at the date of this notice, the executive Directors are Mr. Zeng Zhijun, Mr. Liu Genyu and Ms. Qian Xiaoning; the non-executive Directors are Mr. Cheng Liquan Richard, Mr. Zheng Tony Tuo, Mr. Zhu Weihang and Mr. Chen Xue; and the independent non-executive Directors are Dr. Xie Guozhong, Mr. Li Tao, Prof. Yu Wayne W. and Ms. Zhang Fan.*

*Notes:*

1. A member entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies to attend and vote on his/her behalf. A member who is a recognized clearinghouse within the meaning of the Securities and Futures Ordinance is entitled to appoint one or more proxies to attend and vote on its behalf. A proxy need not be a member of the Company.
2. In the case of joint holders of any shares in the Company, any one of such joint holders may vote at the above Meeting, either personally or by proxy, in respect of such shares as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the Meeting, either personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
3. In order to be valid, a form of proxy must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above Meeting or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above Meeting (or any adjourned meeting thereof) if they so wish.
4. The register of members of the Company will be closed from Tuesday, 17 December 2024 to Friday, 20 December 2024 (both days inclusive) during which period no transfer of shares will be registered. In order to qualify for attending the Meeting, all share certificates with completed transfer forms must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 16 December 2024 for registration of share transfer.
5. As required under the Listing Rules, the votes at the Meeting will be taken by poll.