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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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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 dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in **Datang Environment Industry Group Co., Ltd.**, you should at once hand this circular together with the accompanying proxy form and reply slip to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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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)**

### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND NOTICE OF THE EGM**

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A letter from the Board is set out on pages 1 to 4 of this circular.

A notice convening the EGM of the Company to be held at 4:00 p.m. on Monday, 3 June 2019 at No. 120 Zizhuyuan Road, Haidian District, Beijing, the PRC, is set out on pages 5 to 7 of this circular.

The proxy form for use at the EGM is enclosed with this circular and such proxy form is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.dteg.com.cn](http://www.dteg.com.cn)).

If you intend to appoint a proxy to attend the EGM, you are required to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. For holders of H Shares, the form of proxy should be returned to the H Share Registrar and for holders of Domestic Shares, the form of proxy should be returned to the Company's board office in the PRC in person or by post not less than 24 hours before the time fixed for holding the EGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any other adjourned meeting should you so wish.

If you intend to attend the EGM in person or by proxy, you are required to complete and return the reply slip (for holders of H Shares) to the H Share Registrar or (for holders of Domestic Shares) to the Company's board office in the PRC on or before Tuesday, 14 May 2019.

18 April 2019

\* For identification purpose only

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## DEFINITIONS

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*Unless the context otherwise requires, the following expressions shall have the following meanings in this circular:*

“Articles of Association”	the articles of association of the Company (as amended, altered or otherwise supplemented from time to time)
“Board”	the board of Directors of the Company
“China” or “PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, Macau Special Administrative Region and Taiwan
“Company”	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 PRC with limited liability, the H Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1272)
“Director(s)”	director(s) of the Company
“Domestic Shares”	the original shares in share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and paid up in RMB and have not been listed on any stock exchanges
“EGM”	the extraordinary general meeting of the Company to be held at 4:00 p.m. on Monday, 3 June 2019 at No. 120 Zizhuyuan Road, Haidian District, Beijing, the PRC
“Group”	the Company and its subsidiaries
“H Share(s)”	the overseas listed foreign shares of the Company with a nominal value of RMB1.00 each, which are listed on the Main Board of the Stock Exchange
“H Share Registrar”	Computershare Hong Kong Investor Services Limited, the H Share registrar of the Company
“Hong Kong” or “HK”	Hong Kong Special Administrative Region of the PRC

\* *For identification purpose only*

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“RMB”	Renminbi, the lawful currency of the PRC
“SASAC”	State-owned Asset Supervision and Administration Commission of the State Council of the PRC (國務院國有資產監督管理委員會), responsible for the management of state assets
“Share(s)”	Domestic Share(s) and/or H Share(s)
“Shareholder(s)”	holder(s) of Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiaries”	has the meaning ascribed under the Listing Rules
“%”	per cent

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LETTER FROM THE BOARD

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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)**

*Non-executive Directors:*

Mr. Jin Yaohua  
Mr. Liu Chuandong  
Mr. Liu Guangming  
Mr. Li Yi  
Mr. Deng Xiandong

*Registered Office and Head Office in the PRC:*

No. 120 Zizhuyuan Road,  
Haidian District,  
Beijing,  
the PRC

*Executive Director:*

Mr. Shen Zhen

*Principal Place of Business in Hong Kong:*

31/F, Tower Two, Times Square,  
1 Matheson Street, Causeway Bay,  
Hong Kong

*Independent Non-executive Directors:*

Mr. Ye Xiang  
Mr. Mao Zhuanjian  
Mr. Gao Jiaxiang

18 April 2019

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF THE EGM**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 18 April 2019 in relation to the proposed amendments to the Articles of Association.

\* For identification purpose only

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## LETTER FROM THE BOARD

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The purposes of this circular are to provide you with, among other things: (i) further details of the proposed amendments to the Articles of Association; and (ii) a notice of the EGM.

### PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

As required by and in accordance with the “Notice regarding the Promotion of the Requirements of Incorporation of Party Building Work into the Articles of Associations of State-owned Enterprises” issued by the Organisation Department of the CPC Central Committee and the Party Committee of the SASAC of the State Council (Zu Tong Zi [2017] No. 11) (中共中央組織部、國務院國資委黨委《關於紮實推動國有企業黨建工作要求寫入公司章程的通知》(組通字[2017]11號)), the “Notice regarding Working Expenses of the Party Organisation of State-owned Enterprises” issued by the Organisation Department of the CPC Central Committee, the Ministry of Finance, the Party Committee of the SASAC of the State Council, the State Taxation Administration (Zu Tong Zi [2017] No. 38) (中共中央組織部、財政部、國務院國資委黨委、國家稅務總局《關於國有企業黨組織工作經費問題的通知》(組通字[2017]38號)), and the “Opinion on the Comprehensive Promotion of Legal Governance of Central Enterprises” issued by the SASAC of the State Council (Guo Zi Fa Gui Wei [2015] No. 166) (國務院國資委《關於全面推進法治央企的意見》(國資發規委[2015]166號)), the Company proposes to make amendments to the Articles of Association. Details are set out as follows:

No.	Before amendments	After amendments
Article 11	In accordance with the provisions of the Constitution of the Communist Party of China (《中國共產黨章程》), the Company shall establish an organisation of the Communist Party of China (“ <b>Party Committee</b> ”). The Party Committee shall play a leading role and function as the political core of the Company, supervising its direction of development, overlooking the whole picture and facilitating implementation. The Company shall equip with sufficient staffs to manage party affairs and provide sufficient working expenses.	In accordance with the provisions of the Constitution of the Communist Party of China (《中國共產黨章程》), the Company shall establish an organisation of the Communist Party of China (“ <b>Party Committee</b> ”). The Party Committee shall play a leading role <del>and function as the political core of the Company</del> , supervising its direction of development, overlooking the whole picture and facilitating implementation <u>as well as discussing and resolving on major issues of the Company as stipulated by its rules and regulations.</u> The Company shall <u>establish a working body of the Party</u> , equip with sufficient staffs to manage party affairs and provide sufficient working expenses <u>according to the proportion of 1% of the total amount of staff salaries of the Company for the previous year.</u>

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## LETTER FROM THE BOARD

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No.	Before amendments	After amendments
Article 116	The Board shall make inquiries with the Party Committee of the Company before making decisions on major issues of the Company.	The Board shall make inquiries with the Party Committee of the Company before making decisions on major issues of the Company. <b><u>The Company shall establish a legal governance mechanism with developed governance practices, compliant operation, standardised management, legal compliance and integrity and shall adopt the General Counsel system. Where the matters to be considered by the Board involve legal issues, the General Counsel shall present at such Board meetings and provide his legal opinion.</u></b>

Save for the proposed amendments set out above, the other chapters and articles of the Articles of Association will remain unchanged.

### THE EGM

The EGM is proposed to be held at 4:00 p.m. on Monday, 3 June 2019 at No. 120 Zizhuyuan Road, Haidian District, Beijing, the PRC by the Company to consider and, if thought fit, to pass the matters set out in the notice of the EGM. A proxy form and a reply slip have been dispatched to the Shareholders in accordance with the Listing Rules on 18 April 2019. The notice of the EGM is set out on pages 5 to 7 of this circular.

A form of proxy for use at the EGM is also enclosed herewith. Whether or not you intend to attend the EGM, you are advised to read the notice and complete the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and return the form of proxy to the H Share Registrar (for the holders of H Shares) or the Company's board office in the PRC (for the holders of Domestic Shares) as soon as possible and in any event not less than 24 hours before the time appointed for the EGM (i.e. no later than 4:00 p.m. (Hong Kong time) on Sunday, 2 June 2019) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Board recommends the Shareholders to vote in favour of the relevant resolution set out in the notice of the EGM as it is in the interests of the Company and the Shareholders as a whole.

Yours faithfully,

By order of the Board

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

**Jin Yaohua**

*Chairman*

\* *For identification purpose only*





**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 EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of Datang Environment Industry Group Co., Ltd. (the “**Company**”) will be convened at 4:00 p.m. on Monday, 3 June 2019 at No. 120 Zizhuyuan Road, Haidian District, Beijing, the PRC, for the purpose of considering and, if thought fit, passing the following matter (whether amended or not). Terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 18 April 2019 (the “**Circular**”) unless otherwise specified.

**Special Resolution**

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

The main texts and relevant details of resolution at the EGM 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, 18 April 2019

*As of the date of this notice, the non-executive Directors are Mr. Jin Yaohua, Mr. Liu Chuandong, Mr. Liu Guangming, Mr. Li Yi and Mr. Deng Xiandong; the executive Director is Mr. Shen Zhen; and the independent non-executive Directors are Mr. Ye Xiang, Mr. Mao Zhuanjian and Mr. Gao Jiexiang.*

\* For identification purpose only

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## NOTICE OF THE EGM

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*Notes:*

- i. In order to ascertain the entitlements of the Shareholders to attend the EGM, the register of members of the Company will be closed from Saturday, 4 May 2019 to Monday, 3 June 2019 (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 on Monday, 3 June 2019 are entitled to attend and vote at the EGM.

To be eligible to attend and vote at the EGM, all transfer documents must be lodged with the H Share Registrar, Computershare Hong Kong Investor Services Limited 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 Friday, 3 May 2019.

- ii. Each Shareholder entitled to attend and vote at the EGM may, by completing the form of proxy of the Company, appoint one or more proxies to attend and vote at the EGM 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 EGM. 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 EGM 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 EGM. If corporate Shareholders appoint authorised representative to attend the EGM, 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 EGM.
- vi. The Company has the rights to request a proxy who attends the EGM on behalf of a Shareholder to provide proof of identity.
- vii. H Shareholders (in person or by proxy) who intend to attend the EGM shall complete and deliver the reply slips to H Share Registrar, Computershare Hong Kong Investor Services Limited on or before Tuesday, 14 May 2019 in person, by mail or by fax. Domestic Shareholders (in person or by proxy) who intend to attend the EGM shall deliver the said document to the Company's board office in the PRC subject to the same time limit.
- viii. The EGM is expected to be held for less than half a day. Shareholders who intend to attend the EGM shall bear their own transportation and accommodation expenses.

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## NOTICE OF THE EGM

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- 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