



上海实业环境控股有限公司
SIIC ENVIRONMENT HOLDINGS LTD.

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(Company Registration No. 200210042R)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the shareholders of SIIC Environment Holdings Ltd. (the "**Company**") will be held at East West Ballroom, Level 2, Conrad Centennial Singapore, Two Temasek Boulevard, Singapore 038982, on Friday, 15 May 2015 at 3 p.m., for the purpose of considering and, if thought fit, passing with or without amendment, the ordinary resolution as set out below.

All capitalised terms used in this Notice which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 30 April 2015.

ORDINARY RESOLUTIONS:

ORDINARY RESOLUTION 1: THE PROPOSED ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP CAPITAL OF GLOBAL ENVIROTECH INVESTMENT LTD. ("TARGET COMPANY") (THE "PROPOSED ACQUISITION")

That pursuant to the Articles of Association of the Company, approval be and is hereby given:-

- the proposed acquisition by the Company of the entire issued and paid-up capital of Global Envirotech Investment Ltd. on the terms and subject to the conditions set out in the SPA, being a major transaction for the purposes of Chapter 10 of the Listing Manual;
- authority be and is hereby given to the Directors to carry out and implement the Proposed Acquisition in accordance with the SPA; and
- the Directors be and are hereby authorised to complete and do all acts and things as they may consider necessary or expedient for the purposes of or in connection with Proposed Acquisition and the SPA to give effect this resolution as they think fit and in the interests of the Company.

ORDINARY RESOLUTION 2: THE PROPOSED ALLOTMENT AND ISSUE OF 1,560,000,000 ORDINARY SHARES IN THE ISSUED AND PAID-UP CAPITAL OF THE COMPANY ("CONSIDERATION SHARES") AT AN ISSUE PRICE OF S\$0.132 PER CONSIDERATION SHARE IN SATISFACTION OF THE BALANCE PURCHASE CONSIDERATION (THE "PROPOSED ALLOTMENT AND ISSUE OF CONSIDERATION SHARES")

THAT subject to and contingent upon Resolution 1 being passed and pursuant to Section 161 of the Companies Act (Chapter 50) and Rule 805 of the Listing Manual:-

- authority be and is hereby given to the Directors to allot and issue to the Vendor and/or its designated nominee(s) an aggregate of 1,560,000,000 Consideration Shares at the Issue Price (or such other number of Consideration Shares and Issue Price as adjusted) on the terms and subject to the conditions set out in the SPA (as amended, modified or supplemented from time to time); and
- the Directors be and are hereby authorised to complete and do all acts and things as they may consider necessary or expedient for the purposes of or to give effect to this resolution as they think fit and in the interests of the Company.

Shareholders should note that Ordinary Resolutions 1 and 2 are inter-conditional upon each other. This means that:

- if Ordinary Resolution 2 is not passed, Ordinary Resolution 1 would not be passed; and**
- if Ordinary Resolution 1 is not passed, Ordinary Resolution 2 would not be passed.**

By order of the Board

Feng Jun
Executive Director
30 April 2015

Notes:-

- A shareholder entitled to attend and vote at the Extraordinary General Meeting (the "**Meeting**") is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at One Temasek Avenue #37-03 Millenia Tower Singapore 039192 not less than forty-eight (48) hours before the time appointed for holding the Meeting.

PERSONAL DATA PRIVACY

Where a shareholder of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.