SIIC ENVIRONMENT HOLDINGS LTD.

Company Registration No. 200210042R

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of the Company will be held at Pan Pacific Singapore, Ocean 5, Level 2, 7 Raffles Boulevard, Marina Square, Singapore 039595 on 25 April 2017 at 10.15 a.m. (or as soon as practicable immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be convened on the same day and at the same venue), for the purpose of considering and, if thought fit, passing with or without amendment, the ordinary resolutions as set out below.

All capitalised terms in the resolutions below and defined in the Circular dated 10 April 2017 to the shareholders of the Company (the "**Circular**") shall, unless otherwise defined herein, have the respective meanings ascribed thereto in the Circular.

Shareholders should note that the passing of Ordinary Resolutions 1, 2, and 3 set out in the Notice of EGM are inter-conditional. This means that if any one of Ordinary Resolutions 1, 2, and 3 is not approved, the other resolutions will not be passed.

ORDINARY RESOLUTION 1 – THE PLACEMENT

Resolved that, subject to and contingent upon the passing of Ordinary Resolutions 2 and 3:-

(a) For the purposes of Rule 812(1) and Rule 812(2) of the Listing Rules, approval be and is hereby given to the Directors to allot and issue 350,000,000 new ordinary shares in the Company to SIHL and/or such nominee as may be designated by SIHL, being TPL, on and subject to the terms of the Placement Agreement, details of which have been set out in the Circular.

(b) The Directors and each of them be and are hereby authorised to implement, effect and complete, and to do all such acts and things (including executing all such documents as may be required in connection with the Placement) as the Directors or any of them may consider necessary, desirable or expedient to give effect to this resolution as they or he may think fit.

Note: The Placee will, and will procure their associates to, abstain from voting on this Ordinary Resolution 1 in respect of their shareholding, and will not accept nomination as proxies unless specific instructions have been given in the Proxy Form by the Shareholders appointing them on how they wish their votes to be cast.

ORDINARY RESOLUTION 2 – PROPOSED PLACEMENT AS AN INTERESTED PERSON TRANSACTION

Resolved that, subject to and contingent upon the passing of Ordinary Resolutions 1 and 3:

In connection with the Placement and for the purpose of Chapter 9 of the Listing Rules, approval be and is hereby given for the Company, as an entity at risk (as defined in Chapter 9 of the Listing Rules), to enter into the Placement as an interested person transaction as set out in paragraph 6 of the Circular.

Note: The Placee will, and will procure their associates to, abstain from voting on this Ordinary Resolution 2 in respect of their shareholding, and will not accept nomination as proxies unless specific instructions have been given in the Proxy Form by the Shareholders appointing them on how they wish their votes to be cast.

ORDINARY RESOLUTION 3 – PROPOSED WHITEWASH RESOLUTION

Resolved that, subject to and contingent upon the passing of Ordinary Resolutions 1 and 2 above, and the conditions in the letter from the Securities Industry Council dated 13 March 2017 being fulfilled, the Shareholders do hereby (on a poll taken), unconditionally and irrevocably waive their rights to receive a general offer from the Placee and the parties acting in concert with them in accordance with Rule 14 of the Singapore Code on Take-overs and Mergers, for all the Shares not already owned or agreed to be acquired by the Placee and parties acting in concert with them, as a result of the Placement at the highest price per Share paid or agreed to be paid by the Placee and parties acting in concert with them in the six (6) months preceding the commencement of the offer which they would have otherwise been obliged to make for the Shares in accordance with Rule 14 of the Code.

Note: The Placee and parties acting in concert with them as well as parties not independent of them will abstain from voting on this Ordinary Resolution 3 in respect of their holding of Shares, and shall not accept nomination as proxies or otherwise for voting on this Ordinary Resolution 3 unless specific instructions have been given in the Proxy Form by the Shareholders appointing them on how they wish their votes to be cast.

BY ORDER OF THE BOARD

Shirley Tan Sey Liy
Company Secretary

Singapore, 10 April 2017

Notes:

1) A member entitled to attend and vote at the EGM is entitled to appoint one or two proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.

2) Where a member (other than a Relevant Intermediary*) appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies.

3) A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).

4) A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. The appointment of proxy must be executed under seal or the hand of its duly authorised officer or attorney in writing.

5) The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at One Temasek Avenue #37-02, Millenia Tower, Singapore 039192, at least 48 hours before the time fixed for the EGM.

* A Relevant Intermediary is:

a) a banking corporation licensed under the Banking Act (Chapter 19) of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or

b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Chapter 289) of Singapore and who holds shares in that capacity; or

c) the Central Provident Fund Board established by the Central Provident Fund Act (Chapter 36) of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Personal Data Protection:

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting ("**EGM**") and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for 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 member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member 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 member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.