
(A) ANNOUNCEMENT PURSUANT TO RULE 704(17)(C) OF THE SGX LISTING MANUAL

(B) UPDATE ON USE OF NET PROCEEDS FROM THE SHARE PLACEMENT

The Board of Directors (“**Board**”) of SIIC Environment Holdings Ltd. (“**Company**”, and together with its subsidiaries, collectively the “**Group**”) refers to its announcements dated 14 October 2013, 25 October 2013, 20 November 2013, 23 December 2013, 23 January 2014 and 27 January 2014 (the “**Share Placement Announcements**”) on the proposed placement of up to 3,100,000,000 new ordinary shares in the capital of the Company (the “**Share Placement**”). Unless otherwise defined, all terms and references used herein shall bear the same meaning ascribed to them in the Announcements and Share Placement Announcements.

The Company wishes to announce its wholly-owned subsidiary, Thrive Bloom Limited (the “**Purchaser**”) had on 31 December 2013 entered into a share sale and purchase agreement with Alliance Faith Investment Holdings Limited (the “**Vendor**”) and Gold Wisdom Holdings Limited (the “**Target Company**”) for the acquisition of the entire issued and paid-up capital of the Target Company from the Vendor (the “**Acquisition**”). The Target Company owns the 100% equity interest of Hong Kong Nany New Energy (Dazhou) Limited, who in turn owns the 100% equity interest of Dazhou Jiajing Environment Renewable Resource Co., Ltd (“**Dazhou Jiajing**”), a company incorporated in the People’s Republic of China which is engaged in the business of refuse disposal and waste incineration power generation (collectively known as the “**Target Group**”). Dazhou Jiajing is currently undertaking a 30-year waste incineration power generation concessionary project (“**Dazhou Project**”) through the Build-Own-Operate (“**BOO**”) model, which was granted by Dazhou City Government. The total design capacity is 1,050 tons/day of waste processing.

The Acquisition constitutes a “**Non-Disclosable Transaction**” as defined in Chapter 10 of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual (“**Listing Manual**”). The Acquisition has been completed and accordingly, the Target Group has become wholly-owned subsidiaries of the Company.

The total consideration for the Acquisition is RMB119,000,000 and was arrived at following arm’s length negotiations on a willing-buyer, willing-seller basis and taking into account, *inter alia*, various factors:

- (i) the earnings and growth potential; and
- (ii) the value of net tangible assets of Dazhou Jiajing acquired of approximately RMB133.1 million (approximately S\$27.7 million¹)

The Acquisition will be wholly satisfied in cash and will be funded from the Company’s internal resources and the net proceeds raised from the Share Placement and is not expected to have any material impact on the net tangible assets per share and earnings per share of the Company and the Group for the current financial year.

¹ Based on the exchange rate of S\$1: RMB4.812 as at 10 February 2014.

Further to the Share Placement Announcements, the Company wishes to update the shareholders that, as at to-date, the net proceeds from the Share Placement has been utilized for the following purposes:

	Balance (S\$'million)
Net proceeds from the Share Placement ²	260.2
Purpose	
Payment for the purchase consideration in relation to the acquisition of Shanghai Pucheng Thermal Power Energy Co., Ltd ²	109.5
Additional capital injection in Dalian Xinya Hengji Environmental Co., Ltd. ²	5.8
Payment for purchase consideration in relation to the Acquisition ²	17.4
Net proceeds balance	127.5

The Company will make further announcements via the SGXNET as and when the proceeds from the Share Placement are materially disbursed.

None of the Directors, substantial shareholders or controlling shareholders of the Company has any interest, direct or indirect, in the Acquisition.

By Order of the Board

Liu Yujie
Executive Director

11 February 2014

² Based on the exchange rate of S\$1:RMB 4.839. Part of the net placement proceeds was received in Renminbi in accordance with the Subscription Agreements and was translated based on the exchange rate of \$1:RMB4.839.