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

(Incorporated in the Republic of Singapore with limited liability)
(Company Registration Number 200210042R)
(Hong Kong stock code: 807)
(Singapore stock code: BHK)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**") of SIIC ENVIRONMENT HOLDINGS LTD. ("**Company**", together with its subsidiaries, the "**Group**") will be held at Unit 912, 9/F., Two Harbourfront, 22 Tak Fung Street, Hunghom, Kowloon, Hong Kong and **by way of electronic means (for both Singapore and Hong Kong Shareholders) on Friday, 29 April 2022 at 10:00 a.m.** for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2021 together with the Auditors' Report thereon.

   (Resolution 1)

2. To declare a final dividend of S$0.01 per share tax exempt (one-tier) for the financial year ended 31 December 2021. (2020: S$0.01)

   (Resolution 2)

3. To approve the payment of Directors' fees of S$800,000 for the financial year ending 31 December 2022. (2021: S$800,000)

   (Resolution 3)

4. To re-elect the following Directors of the Company retiring pursuant to Regulation 91 and Regulation 97 of the Constitution of the Company:

Mr. Zhou Jun	(Retiring under Regulation 91)	(Resolution 4)
Mr. Xu Xiaobing	(Retiring under Regulation 91)	(Resolution 5)
Mr. Huang Hanguang	(Retiring under Regulation 91)	(Resolution 6)
Mr. Zhu Dazhi	(Retiring under Regulation 97)	(Resolution 7)

   See Explanatory Note (i)

5. To re-appoint Messrs Deloitte & Touche LLP, as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration.

   (Resolution 8)

6. To transact any other ordinary business which may be properly transacted at an AGM.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

7. GENERAL MANDATE

   That pursuant to Section 161 of the Companies Act 1967, Rule 806 of the Listing Manual ("**Listing Manual**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") and the Rules ("**Hong Kong Listing Rules**") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("**SEHK**"), the Directors of the Company ("**Directors**") be authorised and empowered to:

   (a) (i) issue shares in the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or
   (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

   at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

   (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

   provided that:

   (1) the aggregate number of Shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

   (2) (subject to such manner of calculation as may be prescribed by the SGX-ST and SEHK) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:

   (a) new Shares arising from the conversion or exercise of any convertible securities;

   (b) new Shares arising from exercising share options or vesting of share awards; and

   (c) any subsequent bonus issue, consolidation or subdivision of Shares;

   Adjustments in accordance with Rule 806(3)(a) or Rule 806(3)(b) of the Listing Manual of the SGX-ST are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of the resolution approving the mandate;

   (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST and the Hong Kong Listing Rules for the time being in force (unless such compliance has been waived by the SGX-ST and the SEHK) and the Constitution of the Company; and

   (4) unless revoked or varied by the Shareholders in a general meeting, such authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

   See Explanatory Note (ii)

   (Resolution 9)

8. **Renewal of Share Purchase Mandate**

   That:

   (a) for the purposes of Sections 76C and 76E of the Companies Act 1967, the exercise by the Directors of all the powers of the Company to purchase, or otherwise acquire, issued Shares of the Company not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price or prices as may be determined by the Directors, from time to time, up to the Maximum Price (as hereinafter defined), whether by way of:

   (i) off-market purchases (each an "**Off-Market Share Purchase**") effected pursuant to an equal access scheme (as defined in Section 76C of the Companies Act 1967, as modified, supplemented or amended from time to time); and/or

   (ii) on-market purchases (each an "**On-Market Share Purchase**") on the SGX-ST and/or the SEHK, through the ready markets, through one or more duly licensed stock brokers appointed by the Company for such purpose,

   and otherwise in accordance with all other laws and regulations and rules of the SGX-ST, the Singapore Code on Take-overs and Mergers, the Hong Kong Listing Rules, the Code on Share Buybacks of Hong Kong, and the Code on Takeovers and Mergers of Hong Kong, as may for the time being, be applicable, be and is hereby authorised and approved generally and unconditionally ("**Share Purchase Mandate**").

   (b) The purchase of Shares by the Company under the Share Purchase Mandate may be made, at any time and from time to time, on and from the date of the passing of this resolution, up to the earlier of:–

   (i) the date on which the next AGM is held or is required by law or the Constitution to be held; or

   (ii) the date on which share purchases pursuant to the Share Purchase Mandate is carried out to the full extent mandated; or

   (iii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by Shareholders in a general meeting.

   (c) For the purpose of this resolution:

   "**Prescribed Limited**" means ten per centum (10%) of the total number of issued Shares excluding Treasury Shares and subsidiary holdings in the Company as at the date of the passing of this resolution; and

   "**Maximum Price**" in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) not exceeding:

   (i) in the case of an On-Market Share Purchase, 105% of the Average Closing Price (as hereinafter defined) of the Shares; and

   (ii) in the case of an Off-Market Share Purchase, 120% of the Average Closing Price of the Shares,

   where:

   "**Average Closing Price**" means the average of the closing market prices of a Share over the last five (5) Market Days ("**Market Day**", being a day on which the SGX-ST or the SEHK, as the case may be, is open for securities trading), on which transactions in the Shares were recorded, immediately preceding the date of making the On-Market Share Purchase, or, as the case may be, the date of making an announcement for an offer pursuant to the Off-Market Share Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five (5) Market Days and the day on which the On-Market Share Purchase or the date of the offer pursuant to the Off-Market Share Purchase, as the case may be, is made.

   (d) The Directors, and/or each and any of them, be and are hereby authorized, to complete and do all such acts and things, (including executing such documents as may be required), as they and/or he, may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorized by this resolution.

   See Explanatory Note (iii)

   (Resolution 10)

By Order of the Board

Shirley Tan Sey Liy
Man Yun Wah
Company Secretaries
Singapore, 25 March 2022

Explanatory Notes:

(i) Mr. Zhou Jun will, upon re-election as a Director of the Company, remain as a Non-Executive Director and a member of the Remuneration Committee of the Company.

Mr. Xu Xiaobing will, upon re-election as a Director of the Company, remain as an Executive Director, a member of the Executive Committee and a member of the Risk and Investment Management Committee of the Company.

Mr. Huang Hanguang will, upon re-election as a Director of the Company, remain as an Executive Director, a member of the Executive Committee and a member of the Risk and Investment Management Committee of the Company.

Mr. Zhu Dazhi will, upon re-election as a Director of the Company, remain as an Executive Director, a member of the Executive Committee and a member of the Risk and Investment Management Committee of the Company.

Please refer to the Company's Annual Report for the year ended 31 December 2021 for the detailed information on Mr. Zhou Jun, Mr. Xu Xiaobing, Mr. Huang Hanguang and Mr. Zhu Dazhi as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.

Please refer to the Company's Circular dated 25 March 2022 for the detailed information under the section headed "Details of the Directors to be Re-elected" on Mr. Zhou Jun, Mr. Xu Xiaobing, Mr. Huang Hanguang and Mr. Zhu Dazhi.

(ii) Ordinary Resolution 9 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Shareholders in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, if and where applicable noting the restrictions under the Hong Kong Listing Rules described below, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to shareholders.

For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

Notwithstanding the above, it must be noted that the Hong Kong Listing Rules provide that the general mandate obtained from Shareholders in general meeting shall be subject to a restriction that the aggregate number of Shares allotted or agreed to be allotted under the general mandate must not exceed 20% of the existing issued share capital of the Company as at the date this Ordinary Resolution is passed. The Company will comply with the requirements under the Hong Kong Listing Rules or the Listing Manual of the SGX-ST for matters relating to the general mandate, whichever is more onerous.

(iii) Resolution 10 above, if passed, will empower the Directors of the Company from the date of this AGM until the earlier of the date on which the next AGM is held or is required by law or the Constitution to be held or the date on which Share Purchases pursuant to the Share Purchase Mandate is carried out to the full extent mandated or the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by Shareholders in a general meeting, whichever is the earlier, to repurchase ordinary shares of the Company, subject to the Listing Manual, the Hong Kong Listing Rules and the Hong Kong Repurchase Code, by way of market purchases or off-market purchases of up to ten per centum (10%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the Maximum Price as defined in the Appendix A. Information on the Share Purchase Mandate, including the rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of ordinary shares by the Company pursuant to the Share Purchase Mandate on the audited consolidated financial accounts of the Group for the financial year ended 31 December 2021 are set out in greater detail in Appendix A to this circular.

Notes relating to measures to minimize the risk of COVID-19:

1. Pursuant to the COVID-19 (Temporary Measures) Act that was passed by Parliament on 7 April 2020 ("**Temporary Measures Act**") and the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 issued by the Minister of Law on 13 April 2020 (as amended from time to time) ("**Meeting Orders**"), issuers are able to make alternative arrangements to hold general meetings where personal attendance is required under written law or legal instruments (such as a company's constitution). As such, for both Singapore and Hong Kong Shareholders, the AGM to be held on 29 April 2022 (the "**2022 AGM**") will be held by way of **electronic means and shareholders will NOT be allowed to attend the 2022 AGM in person**. This notice will be made available on the Company's corporate website at http://www.siicenv.com as well as on the SGX website at https://www.sgx.com/securities/company-announcements and the SEHK's website at www.hkexnews.hk.
2. Alternative arrangements are instead put in place to allow shareholders to participate in the 2022 AGM by:
   (a) watching or listening to the 2022 AGM proceedings via a Live Webcast (as defined below). Shareholders who wish to participate as such will have to pre-register in the manner outlined in Note 3 below;
   (b) submitting questions ahead of the 2022 AGM. Please refer to Notes 8 to 9 below for further details; and
   (c) voting by proxy at the 2022 AGM. Please refer to Notes 10 to 18 below for further details.

Participation in the 2022 AGM via live webcast or live audio feed (for both Singapore and Hong Kong Shareholders)

3. A shareholder of the Company or their corporate representatives (in the case of a member which is a legal entity) will be able to watch or listen to the proceedings of the 2022 AGM through a "live" webcast via mobile phone, tablet or computer ("**Live Webcast**"). In order to do so, the member must pre-register by 10.00 a.m. on 26 April 2022 ("**Registration Deadline**"), at the following URL: https://conveneagm.com/sg/SIICEnv_AGM ("**SIIC AGM Website**"), to create an account.
4. Authenticated shareholders and, where applicable, their appointed proxy(ies), who have pre-registered via the pre-registration website will receive a confirmation email via the email address provided on pre-registration. **Shareholders must not forward the Live Webcast details to other persons who are not the members/Depositors and who are not entitled to attend the 2022 AGM.**
5. Shareholders and, where applicable, their appointed proxy(ies), who do not receive the confirmation email by 10.00 a.m. on 28 April 2022, but have registered by the Registration Deadline in accordance with paragraph 3 above, should email the following email address: support@conveneagm.com, or call the Singapore toll-free telephone number +65 6856 7330 for assistance.
6. Non-SRS holders whose shares are registered under Depository Agents ("**DAs**") must also contact their respective DAs to indicate their interest in order for their respective DAs to make the necessary arrangements for them to participate in the Live Webcast of the AGM proceedings.
7. Non-registered holder whose shares are held in the Central Clearing and Settlement System through banks, brokers, custodians, nominees or HKSCC Nominees Limited (together, the "**Intermediary**") must provide your email address to your Intermediary, before the deadline required by your Intermediary, for them to participate in the Live Webcast of the AGM proceedings.

Submission of questions prior to the 2022 AGM

8. A shareholder of the Company may submit questions relating to the resolutions to be tabled for approval at the 2022 AGM or the Company's businesses and operations. The Company shall only address relevant and substantial questions (as may be determined by the Company in its sole discretion) received. The Company will publish the minutes of the 2022 AGM on SGX website at https://www.sgx.com/securities/company-announcements, SEHK's website at http://www.hkexnews.hk and the Company's corporate website at http://www.siicenv.com within one month after the date of 2022 AGM.
9. To do so, all questions must be submitted no later than Friday, 15 April 2022 at 10.00 a.m. through any one of the following means:
   (a) via the SIIC AGM Website; or
   (b) via email to the following email address: agm2022@siicenv.com;

   The following details must be included with the submitted questions via email: (i) Full name; (ii) identification/registration number; and (iii) Manner in which the shares are held (e.g. via CDP, CPF or SRS) for verification purposes, failing which the submission will be treated as invalid.

Voting by proxy

10. Both Singapore and Hong Kong Shareholders may only exercise their voting rights at the 2022 AGM via proxy voting. Shareholders will not be able to vote through the live webcast at the AGM. Instead, if shareholders (whether individuals or corporates) wish to exercise their votes, they must submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf. The accompanying proxy form for the 2022 AGM may be accessed via the SIIC AGM Website or the Company's corporate website at http://www.siicenv.com, and will also be made available on the SGX website at https://www.sgx.com/securities/company-announcements and the SEHK's website at www.hkexnews.hk.

    The Shareholders are reminded to access the proxy form via the SIIC AGM Website or the SGX website at the URL: https://www.sgx.com/securities/company-announcements to submit their voting instruction for the Chairman of the Meeting no later than 10.00 a.m. on 26 April 2022 (being 72 hours before the time appointed for the 2022 AGM).
11. Both Singapore and Hong Kong Shareholders (including Relevant Intermediary*) who wish to vote on any or all of the resolutions at the 2022 AGM must submit a proxy form to appoint the Chairman of the Meeting as their proxy to do so on their behalf.
12. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
    (a) if submitted by post, be lodged at the Company's Share Registrar office in Singapore at In.Corp Corporate Services Pte. Ltd., 30 Cecil Street #19-08 Prudential Tower Singapore 049712 (**for Singapore Shareholders**) or at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (**for Hong Kong Shareholders**); or
    (b) if submitted electronically, be submitted via email to the following email address: agm2022@siicenv.com; or
    (c) via the following URL: https://conveneagm.com/sg/SIICEnv_AGM (**for Singapore Shareholders ONLY**) in the electronic format accessible on the SIIC AGM Website;

    in either case **by no later than 10.00 a.m. on 26 April 2022, being 72 hours before the time appointed for the 2022 AGM.**

    A member who wishes to submit an instrument of proxy must first download and/or complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

    In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via the SIIC AGM Website (for Singapore Shareholders ONLY) or at the following email address: agm2022@siicenv.com (for both Singapore and Hong Kong Shareholders).
13. Where shareholders (whether individual or corporate) appoint the Chairman of the Meeting as their proxy, they must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
14. In the case of submission of the Proxy Form other than via the SIIC AGM Website, the instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or on his/her attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its common seal or signed on its behalf by its attorney duly authorised in writing or by an authorised officer of the corporation, failing which the instrument of proxy may be treated as invalid.
15. An investor who holds shares under the Central Provident Fund Investment Scheme ("**CPF Investor**") and/or the Supplementary Retirement Scheme ("**SRS Investor**") (as may be applicable) and wishes to vote, should approach their respective CPF Agent Banks and/or SRS Operators to submit their votes to appoint the Chairman of the Meeting as their proxy, at least 7 working days before the 2022 AGM.
16. A Depositor 's name must appear on the Depository Register maintained by The Central Depositor (Pte) Limited as at 72 hours before the time fixed for holding the 2022 AGM in order for the Depositor to be entitled to vote at the 2022 AGM.
17. **Please note that Singapore and Hong Kong Shareholders will not be able to vote through the Live Webcast and can only vote with their proxy forms which are required to be submitted in accordance with the foregoing paragraphs.**

    Due to the fast-evolving COVID-19 situation in Singapore and Hong Kong, the Company may be required to change its Meeting arrangements at short notice. The Company is taking the relevant steps in accordance with the Part 4 of the COVID-19 (Temporary Measures) Act 2020. Shareholders are advised to refer to the Company's announcement(s) on the SGXNet and the HKEXnews for the latest updates on the status of the AGM, if any.
18. To ascertain the members' entitlement to attend and vote (where applicable) at the 2022 AGM, the register of members will be closed from Monday, 25 April 2022 to Friday, 29 April 2022, both days inclusive, during which period no transfer of shares can be registered. All transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's principal share registrar in Singapore, In.Corp Corporate Services Pte. Ltd., at 30 Cecil Street #19-08 Prudential Tower Singapore 049712, (**for Singapore Shareholders**) no later than 5:00 p.m. on Friday, 22 April 2022, or with the Company's Hong Kong branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, **(for Hong Kong Shareholders)** no later than 4:30 p.m. on Friday, 22 April 2022. Due to the Meeting Orders in Singapore and the recent development of COVID-19 pandemic in Hong Kong, both Singapore and Hong Kong Shareholders will not be allowed to attend the 2022 AGM in person. Both Singapore and Hong Kong Shareholders who wish to vote on any or all of the resolutions at the 2022 AGM must submit a proxy form to appoint Chairman of the Meeting as their proxy to do so on their behalf.

    Further announcement(s) regarding the closure of register of members of the Company for ascertaining shareholder 's entitlement to the proposed final dividend will be made by the Company in due course, if necessary.

*** Relevant Intermediary** is:

(a) a banking corporation licensed under the Banking Act 1970 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 2001 and who holds shares in that capacity; or

(c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, 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 Privacy

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 2022 AGM 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 2022 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the 2022 AGM (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.

As at the date of this notice, the Non-executive Chairman is Mr. Zhou Jun; the Executive Directors are Mr. Yang Jianwei, Mr. Xu Xiaobing, Mr. Huang Hanguang, Mr. Zhao Youmin and Mr. Zhu Dazhi; and the Independent non-executive Directors are Mr. Yeo Guat Kwang, Mr. An Hongjun and Mr. Zhong Ming.