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

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PROPOSED DUAL PRIMARY LISTING OF THE COMPANY'S SHARES IN ISSUE ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF INTRODUCTION

- **INFORMATION ON THE BRIDGING ARRANGEMENT**

The Board of Directors (the "**Board**") of SIIC Environment Ltd. (the "**Company**", and together with its subsidiaries, the "**Group**") refers to the Company's announcements dated 22 December 2017, 4 January 2018, 2 March 2018, 6 March 2018 and 7 March 2018 (the "**Announcements**") and the circular to shareholders dated 5 January 2018 (the "**Circular**") in relation to the proposed dual primary listing of its ordinary shares (the "**Shares**") on the Main Board of The Stock Exchange of Hong Kong Limited (the "**SEHK**") by way of introduction (the "**Proposed Listing**").

Capitalised terms used herein, unless otherwise defined, shall have the definitions ascribed to them in the Circular.

1. INFORMATION ON THE BRIDGING ARRANGEMENT

In connection with the Proposed Listing, Credit Suisse Securities (Hong Kong) Limited (the "**Designated Dealer**") and Haitong International Securities Company Limited (the "**Alternate Designated Dealer**") have been appointed as designated dealer and alternate designated dealer, respectively and intend to implement certain bridging arrangements. The bridging arrangements are intended to facilitate the migration of Shares to the Hong Kong Share Register in order for an open market in the Shares to develop in Hong Kong following the Proposed Listing.

In connection with the bridging arrangements, stock borrowing and lending agreements ("**SBLAs**") have been entered into between Triumph Power Limited (the "**Lender**") and each of the Designated Dealer and the Alternate Designated Dealer on 9 March 2018 which will come into effect from the first day of the period of 30 calendar days from and including the first day of the Proposed Listing (the "**Liquidity Period**"). Pursuant to the SBLAs, the Lender will make available Credit Suisse (Hong Kong) Limited (an affiliate of the Designated Dealer) ("**CS Affiliate**") and the Alternate Designated Dealer stock lending facilities of up to 260,658,000 Shares representing approximately 10% Shares in issue, on one or more occasions, subject to applicable laws, rules and regulations in Singapore and Hong Kong.

A sale and repurchase agreement ("**SRA**") has also been entered into between Triumph Power Limited (the "**Seller**") and CS Affiliate (the "**Purchaser**") on 9 March 2018. Pursuant to the SRA, the Purchaser shall acquire 16,682,000 Shares representing approximately 0.64% of the Shares in issue (the "**Sale Shares**"), at the total consideration of HK$52,167,950.40, equivalent to HK$3.1272 per Sale Shares, which is the closing price of the Shares quoted on the SGX-ST on 8 March 2018 (being the date immediately before the day of the SRA). Completion of the purchase of the Sale Shares from the Seller by the Purchaser pursuant to the SRA shall take place on the Business Day before the start of the Liquidity Period whereupon the Seller shall arrange for the delivery and transfer of the Sale Shares on the HK Register in favour of the Purchaser. The Seller shall repurchase the Sale Shares from the Purchaser at the total consideration of HK$52,167,950.40 equivalent to HK$3.1272 per Sale Shares, which is the closing of the Shares quoted on the SGX-ST on 8 March, 2018. The completion of the repurchase of Sale Shares by the Seller from the Purchaser shall take place following the expiry of the Liquidity Period not later than 15 Business Days following the expiry of the Liquidity Period. The number of Sale Shares shall be determined subject to applicable laws, rules and regulations in Singapore and Hong Kong.

It is expected that, upon the Listing and during the Liquidity Period, the Designated Dealer (and/or its affiliates authorised to carry out arbitrage activities) will seek to undertake, or request the Alternate Designated Dealer to carry out arbitrage activities to contribute to the liquidity of trading in the Shares in the Hong Kong market upon the Listing as well as to reduce potential material divergence between Share prices in the Hong Kong and Singapore markets during the Liquidity Period, including but not limited to:

(a) carrying out arbitrage trades in line with market practice in the context of dual listed stocks during the Liquidity Period when: (i) there is a concurrent availability of the securities on both the SGX-ST and SEHK; and (ii) there exists a meaningful Share price differential between the Hong Kong and Singapore markets (as determined by the Designated Dealer) to contribute towards trading liquidity; and

(b) building a sufficient inventory of securities in Hong Kong to enable it to carry out arbitrage, bridging and/or trading activities during the Liquidity Period.

The Alternate Designated Dealer will only undertake arbitrage activities at the request of the Designated Dealer.

For further information on the bridging arrangements, please refer to Appendix A to this announcement.

As the proposed Listing is subject to, *inter alia*, the approval of the SEHK and other relevant authorities, the Listing may or may not occur. There is no assurance that approval of the SEHK and other relevant authorities for the Listing and the listing of, and permission to deal in, the Shares on the Main Board of the SEHK will be granted. The information relating to the Listing in this announcement is also subject to change. The Company will make announcements as necessary to keep Shareholders updated on any material developments.

Shareholders and other investors are advised to exercise caution when trading in the Shares. In the event that the Shareholders and other investors are in doubt, they should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers.

By Order of the Board

Feng Jun
Executive Director
9 March 2018