SIIC ENVIRONMENT HOLDINGS LTD.
上海實業環境控股有限公司*

(formerly known as Asia Water Technology Ltd.)
(先前稱為亞洲水務有限公司)
(Company Registration No. 200210042R)
(公司註冊號200210042R)
(Incorporated in the Republic of Singapore)
(成立於新加坡)
(the "**Company**")
(簡稱「**公司**」)

NOMINATING COMMITTEE
提名委員會

The Code of Corporate Governance 2012 (the "**Code**") recommends that listed companies set up a Nominating Committee which reports to the Board of Directors (the "**Board**").
公司治理守則2012(簡稱「**守則**」)建議上市公司設立一個向董事會負責的提名委員會。

The primary role of the Nominating Committee is to make recommendations to the Board on all Board appointments to ensure a formal and transparent process.
提名委員會的主要職能是向董事會提出關於公司所有董事委任的建議,以確保委任過程是正式及透明的。

The terms of reference proposed for the Nominating Committee are annexed hereto as the **Appendix A.**
提名委員會的職權範圍列於**附件A**。

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TERMS OF REFERENCE FOR NOMINATING COMMITTEE
提名委員會職權範圍

1. MEMBERSHIP
成員

1.1 The Nominating Committee (the "**NC**") shall be appointed by the Board of Directors (the "**Board**") from amongst its members, and shall comprise at least three (3) members. If the Company has a lead independent Director, then the lead independent Director would also be a member of the NC. The composition of the Committee shall comply with the requirements of the Mainboard Listing Manual of the Singapore Stock Exchange Limited (the "**SGX-ST**") (the "**SGX LR**") as well as the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Exchange**") (the "**HK LR**", collectively the "**Listing Rules**") as amended from time to time. App 14-A.5.1
提名委員會(簡稱「**委員會**」)應由公司董事會(「**董事會**」)從董事中任命組成,至少有三位成員。如公司擁有牽頭獨立董事,該牽頭獨立董事將會是委員會的成員。委員會的組成必須遵守新加坡證券交易所(「**新交所**」)主板上市手冊(「**新交所上市手冊**」)及香港聯合交易所有限公司(「**聯交所**」)證券上市規則(「**聯交所上市規則**」,合稱為「**上市守則**」)的不時更新的要求。

1.2 A majority of members, including the Chairman shall be independent non-executive Directors. App 14- A.5.1
大多數的成員,包括主席,應是獨立非執行董事。

1.3 An independent non-executive Directors must have no relationship with the Company, its related corporations[1], its 10% shareholders, or its officers that could interfere, or be reasonably perceived to interfere with his exercise of independent business judgment with a view to the best interests of the Company in carrying out his functions as a member of the Committee. In addition, an independent non-executive Director must also satisfy the requirements under Rule 3.13 of the HK LR.
一位獨立非執行董事必須不存在與其關聯企業[1]，其10%股東或公司高級人員的任何可影響或被認為可影響他在履行委員會成員職能時的客觀商業判斷的關係。此外，一名獨立非執行董事也需符合聯交所上市規則3.13的要求。

If the Board wishes, in spite of the existence of one or more of the relationships as listed in the return **(Annex I)** referred to in clause 1.5 below, to consider a Director as independent, the Company should disclose in full the nature of the Director's relationship and bear responsibility for explaining why he should be considered independent.
如果董事會認為一位董事儘管存在第1.5條款中提到的確認書（**附件1**）中列出的一種或多種關係仍為獨立董事，公司應完全公佈該董事的關係性質並負責解釋認定該董事為獨立的原因。

1.4 On appointment, and thereafter, on an annual basis, every member shall complete the returns **(Annex I and Annex II)** as to his independence pursuant to the SG LR and HK LR. The Board shall review the return to decide if a Director is to be considered independent.
在受委任之時及之後，每位成員應根據上市手冊及上市規則每年填寫兩份獨立性的確認書（**附件1和附件2**）。董事會將審查確認書以確定董事的獨立性。

1.5 An independent member shall immediately notify the Company Secretary of any change in circumstances that may result in him not being able to meet the criteria for independence.
獨立成員應立即通知公司秘書任何可能使其不再符合獨立條件的情況變更。

The Board may, after considering the change in circumstances, require the resignation of the member, in compliance with provisions of the Companies Act, the Code and the NC's terms of reference.
董事會可在考慮情況變更後，根據公司法令，守則及委員會職權範圍要求該成員辭去成員職務。

1.6 The Chairman elected by members, shall be independent, or who is not directly associated with, a substantial shareholder.
由成員推選的主席，應是獨立的，或其與主要股東沒有直接的關聯。

1.7 A member who wishes to retire or resign from the NC shall notify the Board in writing, giving at least one (1) month's notice.
任何一位成員擬自提名委員會退任或辭職，至少應提前一(1)個月以書面方式通知董事會。

[1] The term "related corporation", in relation to the company shall have the same meaning as currently defined in the Companies Act, i.e. corporation that is the company's holding company, subsidiary, fellow subsidiary.
有關公司的「關聯企業」的詞匯，將與公司法現所註釋的擁有相同的意思，即關聯企業是公司的控股公司，子公司，同集團子公司。

1.8 The office of a member shall become vacant upon the member's death/resignation/retirement/removal or disqualification as a Director of the Company.
任何一位成員若死亡、辭職、退任、免職或喪失董事資格，該成員職務將被解除。

1.9 If for any reason, the total number of members shall fall below three (3), the Board shall within three (3) months of such occurrence, appoint such member of new members so that the total number of members is at least three (3).
出於任何原因，如果委員會的成員少於三(3)人，董事會應在該情況出現的兩個月內，在任何情況下，都不得超過三(3)個月，任命新成員，新成員的人數應使成員的總人數不少於三(3)人。

2. ADMINISTRATION
管理

2.1 Meetings
會議

a) The meetings of the NC may be conducted by means of telephonic/video conferencing or other methods of simultaneous communication by electronic or telegraphic means and the minutes of such a meeting signed by the Chairman shall be conclusive of any meeting conducted as aforesaid.
委員會會議可以通過電話會議／視頻會議或者其他以電子或電報方式同步溝通的形式進行，由委員會主席簽署的該會議的紀錄將作為會議的最終紀錄。

App 14- A.1.7 Note

b) Meetings of the NC will be held as the NC deems appropriate, however, the NC should meet at least once each year. Meetings should be recognized so that attendance is maximised. A meeting may be called, at any other time, by the Chairman or any member of the NC. A Director or Management may be invited to the meetings.
委員會會議可以在委員會認為適當時召開，但委員會每年至少應召開一次會議。會議的組織安排應便於大多數成員的出席。會議可以在任何時候由委員會主席或任何委員會成員召集。董事或管理層人員可受邀列席會議。

c) The Secretary of the NC shall be the Company Secretary.
委員會秘書將由公司秘書擔任。

App 14- A.1.4, F.1.4

d) The Secretary shall attend all meetings and minute the proceedings thereof.
秘書應出席所有會議並負責記錄會議紀要。

e) Minutes of all meetings shall be confirmed by the Chairman of the meeting and circulated to all the members of the NC.
所有會議的會議記錄應由會議主席簽署並分發給全體委員會成員。

If the Chairman of the NC so decides, the minutes shall be circulated to other members of the Board. Any Director may, provided that there is no conflict of interest and with the agreement of the Chairman, obtain copies of minutes of NC meetings.
主席可決定將會議記錄分發給其他董事。任何董事在不存在利益衝突及徵得主席的同意的前提下可取得提名委員會會議記錄的副本。

f) The notice of each meeting of the NC, confirming the venue, date and time and enclosing an agenda of items to be discussed, shall other than under exceptional circumstances, be forwarded to each member of the NC at least three (3) working days prior to the date of the meeting.
每次提名委員會會議的通知須列明會議地點、日期和時間，並附上會議議程，在會議前至少三個工作日分發給各委員會成員，特殊情況除外。

g) Full minutes of meetings of the Committee shall be kept by the secretary of the Committee. Draft and final versions of minutes of the meetings of the Committee shall be sent to all members of the Committee for their comment and records respectively, in both cases within seven (7) days after the meeting is held. App 14-A.1.4, A.1.5
委員會的完整會議紀錄應由委員會秘書保存。委員會會議紀錄的初稿及最後定稿應在會議後七(7)天內先後發送委員會全體成員，初稿供成員表達意見，最後定稿則作其紀錄之用。

2.2 Quorum
法定人數

The quorum shall be any two members, including at least one independent non-executive Director.
法定人數為兩位成員，其中至少一位是獨立非執行董事。

2.3 Voting
表決

A resolution shall be considered passed if:
在下列情況下，決議視為通過：

a) there is a majority of votes passed in favour of the resolution during a meeting of the NC, or
在委員會會議上，大多數票通過決議；或

b) there is agreement in writing by a majority of members entitled to participate in the decision.
大多數有權參與決定的成員作出書面同意。

In the event of an equality of votes, the Chairman shall have a casting vote.
在贊成和反對票數相等的情況下，主席將有權投決定票。

Any member who has an interest in any matters being reviewed or considered by the NC shall abstain from voting on the matter.
任何成員若在委員會審議或考慮的事項中存有利益關係，應放棄對該事項的表決權。

2.4 Attendance at Annual General Meeting
列席年度股東大會

The Chairman (or in his absence, an alternative member) of the NC shall attend the Annual General Meetings of the Company and be prepared to answer questions falling within the scope of the NC. App 14-E.1.2
主席（或在其缺席的情況下由一位成員代替）應出席公司的股東大會，並準備回答提名委員會職責範圍內的問題。

2.5 NC Resolutions in Writing
委員會決議案

The NC may pass resolutions by circulation. A resolution in writing signed or approved via letter, email of facsimile by at least two (2) NC members, including at least one independent non-executive Director, shall be as valid and effectual as if it had been passed at a meeting of the NC duly called and constituted. These resolutions may consist of several documents in original or facsimile in the like form each signed by one or more members.
委員會可通過發送的形式通過決議案。由至少兩名委員會成員，其包括至少一名獨立非執行董事簽署或通過信件，電郵批准決議案，此決議案應當合法及有效如同其透過委員會召開的會議通過。這些決議案可能包含數份文件的原件或傳真並由一位或多位成員簽署。

3. AUTHORITIES
授權

3.1 The Committee is authorized by the Board to review, assess and make recommendations on any issue in these terms of reference of the Committee. App 14-D.2.1
委員會已獲董事會授權對其職權範圍內的任何事宜作出檢討、評核及提出建議。

3.2 The Committee should make available its terms of reference explaining its role and the authority delegated to it by the Board by including them on the Exchange's website and the Company's website. The terms of reference of the Committee should be provided upon request and the role and function of the Committee shall be explained in the corporate governance report in the annual report of the Company. App 14-A.5.3, L.(a)
委員會應在公司及聯交所網站上公開其職權範圍，解釋其角色及董事會轉授予其的權力。委員會的職權範圍必須在有人提出要求時提供，並在公司年報中的《企業管治報告》中解釋委員會的角色及職能。

3.3 The Committee shall be provided with sufficient resources to perform its duties. App 14-A.5.4
委員會應獲供給充足資源以履行其職責。

3.4 Where the Board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular to shareholders and/or explanatory statement accompanying the notice of the relevant general meeting why they believe the individual should be elected and the reasons why they consider the individual to be independent. App 14- A.5.5
若董事會擬於股東大會上提呈決議案選任某人士為獨立非執行董事，有關股東大會通告所隨附的致股東通函及／或說明函件中，應該列明董事會認為應選任該名人士的理由以及他們認為該名人士屬獨立人士的原因。

4. DUTIES AND RESPONSIBILITES
職務與職責

The duties of the NC shall be:
提名委員會的職責是：

4.1 To make recommendations to the Board on the appointment of new executive and non-executive Directors, including making recommendations on the composition of the Board generally and the balance between executive and non-executive Directors appointed to the Board.
向董事會作出新執行董事及非執行董事的委任建議，包括關於董事會大致組成及執行董事和非執行董事比例均衡的建議。

4.2 To regularly review the Board structure, size and composition having regard to the scope and nature of the operations and the core competencies of the Directors as a group. The NC shall make recommendations to the Board with regards to any adjustments that are deemed necessary. App 14-A.5.2 (a)
考慮到公司的經營範圍與業務性質以及董事整體上具備的核心能力，定期審查董事會的結構、人數及組成，並向董事會建議需要作出的調整。

4.3 (i) To establish and review the criteria on the determination of the maximum number of directorship of listed companies any Director may hold.
設立和審閱確定任何董事可擔任上市公司董事的最高數量的標準。

(ii) To decide whether or not a Director is able to and has been adequately carrying out his/her duties as a Director of the Company, particularly when he/she has multiple Board representations and other principal commitments.
決定該董事是否能夠充分的履行他／她擔任董事的職務，尤其是當他／她擔任多家公司的董事和其他主要承諾。

4.4 To review, assess and recommend nominee(s) or candidate(s) for appointment or election to the Board, having regard to his/her qualification, competency, other principle commitments[2] and whether or not he/she is independent and in the case of a re-nomination, to his/her contribution and performance. A description of the process for the selection and appointment of new Directors to the Board shall be disclosed in the annual report. This should include disclosure on the search and nomination process. App 14-A.5.2 (b)
審閱，評估和建議任命或推選為董事會的人選，考慮他／她的資格，能力，其他主要承諾和他／她是否在重新任命的情況下是獨立的，他／她的貢獻和業績。有關選擇和委任新董事的過程的描述應披露在年報中。這應包括搜索和提名過程的披露。

4.5 To review Board succession plans for directors, in particular for the Chairman and Chief Executive Officer and the progressive renewal of the Board. App 14-A.5.2 (d)
審閱董事會繼任計劃，尤其是主席，首席執行官和逐步重建董事會。

[2] The term "**principal commitments**" shall include all commitments which involve significant time commitment such as full-time occupation, consultancy work, committee work, non-listed company board representations and directorships and involvement in non-profit organisations. Where a director sits on the boards of non-active related corporations, those appointments should not normally be considered principal commitments.
「**主要承諾**」應包括所有涉及重大時間承諾如全職工作，諮詢工作，委員會工作，非上市公司的董事會代表和董事及參與非盈利組織。如該董事擔任非活躍關聯企業的董事，這些任命通常將不視為主要承諾。

4.6 To determine, on an annual basis, if a Director is independent bearing in mind the circumstances set forth in Guideline 2.3 and 2.4 of the Code, factors as contained in 1.2.2 of the AC Composition under the Guidebook for Audit Committees in Singapore ("**ACGC**") published on 30 October 2008 as well as other salient factors. If the NC determines that a Director, who has one or more of the relationships mentioned therein can be considered independent, the Company should disclose in full, the nature of the Director's relationship and bear responsibility for explaining why he should be considered independent. Conversely, the NC has the discretion to determine that a Director is non-independent even if the said Director does not fall under the circumstances set forth in Guideline 2.3 and 2.4 of the Code.
根據守則方針第2.3和2.4條列出的情況，於2008年10月30日出版的新加坡審計委員會指南審計委員會組成第1.2.2條列出的因素以及其他顯著因素，每年確定董事的獨立性。如果提名委員會確定某位董事儘管存在所述的一種或多種關係但被認為是獨立的，公司應完全披露該董事的關係性質並負責解釋認定該董事為獨立的原因。相反地，提名委員會可以確定一位董事為非獨立，儘管該董事不存在守則方針第2.3和2.4條所列的情況。

4.7 To make recommendations on the re-appointment to the Board for the continuation (or not) in services of any Director who has reached the age of seventy (70) years.
向董事會作出有關任何年屆七十歲的董事續任（與否）的建議。

4.8 To recommend Directors who are retiring by rotation to be put forward for re-election.
作出關於董事輪流退任後推舉重選的建議。

4.9 To conduct a rigorous review and determine whether an Independent Director who has served the Board for a period of nine years since his date of appointment, can still remain independent. App 14-A.5.2 (c)
進行嚴格的審閱和確定獨立董事並且其已自委任日期起擔任董事九年的期間，是否仍然可視為獨立。

4.10 The NC of the Board should carefully consider the length of term each member should serve, bearing in mind that rotation introduces new perspectives to the Audit Committee ("**AC**") processes and allows greater number of Board members to gain a better understanding of the functions of the AC. The NC is recommended to stagger such rotations to ensure continuity of the AC's work and orderly transfer of accumulated knowledge (ACGC 1.2.15 to 1.2.16) under AC Composition.
委員會應仔細考慮每位成員任職期，同時牢記引入審計委員會（「**審委會**」）新觀點的過程並允許更多的董事會成員能更好的了解審計委員會的職能。委員會建議改變此輪換以確保根據審計委員會組成審計委員會工作的能持續性及有秩序地交接知識（ACGC1.2.15至1.2.16）。

4.11 The NC shall recommend to the Board internal guidelines to address the competing time commitments faced by Directors who serve on multiple Boards.
提名委員會應就董事兼任其它多家公司的董事職務所面對的時間限制問題，向董事會作出內部指導方針的建議。

4.12 To be responsible for assessing the effectiveness of the Board as a whole and for assessing the contribution of each individual Director to the effectiveness of the Board. This assessment process shall be disclosed annually.
負責評估董事會整體的效益及每位董事對董事會效益的貢獻。每年將披露此評估。

The NC shall develop a process for evaluation of the performance of the Board, its Board Committees and the Directors and propose objective performance criteria to enhance long-term shareholder value. The performance criteria should not be changed from year to year.
委員會應實施評估董事會表現，其董事會委員會的過程和提議客觀的績效標準以提高長期的股東價值。績效標準不應年復一年的改變。

The Chairman of the NC should act on the results of the performance evaluation and where appropriate, propose new members be appointed to the Board or seek the resignation of Directors, in consultation with the NC.
提名委員會主席應同委員會磋商，對表現評估的結果採取行動，在適當的時候，向董事會建議委任新的成員或和董事解聘。

The NC also in its recommendation to the Board for the re-election of retiring Directors and on the re-appointment of Directors, should consider feedback provided to the Board based on evaluations of the AC (1.2.4 of the ACGC under performance evaluation).
委員會也向董事會建議重選退任的董事和重新委任董事，應考慮根據審計委員會的評估（ACGC績效評估1.2.4）所提供給董事會的反饋意見。

4.13 To review training and professional development programs for the Board.
審閱給與董事會的培訓和專業發展課程。

4.14 to review the diversity policy of the Board, as appropriate, to review the measurable objectives that the Board has set for implementing the diversity policy of the Board and the progress of achieving the objectives, and to make disclosure of its review results in the corporate governance report annually. App 14-L(d)(ii)
在適當情況下檢討董事會成員多元化政策，及檢討董事會為執行董事會成員多元化政策而制定的可計量目標和達標進度，以及每年在《企業管治報告》內披露檢討結果。

5. REMUNERATION
薪酬

Having regard to the functions performed by members of the NC in addition to their function as Directors in relation to the activities of the NC and pursuant to the specific power conferred upon the Board by the Articles of Association of the Company, members of the NC may be paid such special remuneration in respect of their appointment and in such manner as shall be fixed by the Board.
考慮到提名委員會的成員身兼公司董事和提名委員會職務，根據公司章程賦予董事會的特別權利，董事會可根據提名委員會成員的職務決定給予特別薪酬。

6. DISCLOSURE IN ANNUAL REPORT
年報的披露

6.1 The annual report should set out the names of the NC and the key terms of reference of the NC, explaining its roles and authority delegated to it by the Board.
應在年報中披露委員會的名稱和委員會主要的職權範圍，解釋董事會所委派委員會的職務和權力。

6.2 The number of NC meetings held during the year and the attendance thereof.
該年里所召開的委員會會議和列席的次數。

App 14 – I(d) / App 14 – L(c)

6.3 The description of search and nomination process for selection, appointment/election and re-appointment/re-election of Directors should be disclosed in the annual report.
應在年報中披露搜索和提名任命／選舉和重新委任／重選董事的過程的描述。

6.4 Key information regarding Directors, such as academic and professional qualifications, shareholdings in the company and its related corporations, Board Committees served on (as a member or chairman), date of first appointment as a Director, date of last re-appointment/re-election as a Director, Directorships or chairmanships both present and those held over the preceding three years in other listed companies and other principal commitments should be disclosed in annual report.
應在年報中披露有關董事的主要信息，例如學歷和專業資格，於公司及其關聯企業的股權，所擔任的董事會（擔任成員或主席），首次擔任董事的日期，最後重新委任／重選為董事的日期，在過去三年里在其他上市公司和其他主要承諾擔任董事或主席的職務。

Other disclosures includes the list of Directors who are executive, non-executive or considered by the NC as independent as well as the names of the Directors submitted for appointment/election or re-appointment/re-election to be accompanied by such details and information to enable shareholders to make informed decisions.
其他披露包括執行，非執行或被委員會視為獨立董事的董事清單以及提呈委任／選舉或重新委任／重選為董事的名稱並附有相關的詳情和信息以便股東能做出明智的決定。

Other information including any relationship including immediate family relationships between the candidate and the Directors, the company or its shareholders, a spate list of current Directorships in other listed companies; and details of other principal commitments.
其他信息包括任何關係包括人選與董事之間，公司或其股東的親屬關係，目前在其他上市公司擔任董事職務的清單，和其他主要承諾的詳情。

6.5 The annual report should contain the full nature of the relationship as well as views or explanation on why the Director is considered Independent or non-independent despite the existence of one or more relationships mentioned in paragraph above or without.
年報應包含該董事被視為獨立或非獨立的關係的全部性質以及意見或解釋，儘管沒有或出現以上條文所提出的一個或多個的關係。

6.6 The process of assessment of the Board, Board Committees and each Director carried out in assessing the effectiveness of the Board as a whole as well as the contribution by each individual Director to the effectiveness of the Board should be disclosed in the annual report. If an external facilitator has been used, the connection of external facilitator and the company should be disclosed.
應在年報中披露董事會，董事會委員會和各個董事做出評估董事會整體的效能以及各個董事貢獻給董事會整體的效能的評估過程。如聘請外部協調員，該協調員與公司的聯繫應披露在年報中。

7. REPORTING PROCEDURES
報告程序

7.1 The Committee shall report back to the Board on their decisions or recommendations, unless there are legal or regulatory restrictions on their ability to do so (such as a restriction on disclosure due to regulatory requirements). App 14-D.2.2
委員會應向董事會匯報其決定或建議，除非該等委員會受法律或監管限制所限而不能作此匯報（例如因監管規定而限制披露）。

8. GENERAL
通則

8.1 The NC in carrying out its tasks under these terms of reference may obtain at the Company's expense such external or other independent professional advice as it considers necessary to carry out its duties and other factors, inter alia, connection between the external facilitator and the company or any of its Director, if any. App 14- A.5.4
委員會在根據此職權範圍所執行的職務可作為公司的費用取得外部或其他獨立專業意見因為其認為必要執行它的職責和其他因素，除其他事項外，外部協調員和公司或其任何一位董事之間的聯繫，如有。

8.2 The Board will ensure that the NC has access to internal and external professional advice in order for it to perform its duties.
董事會應確保提名委員會可獲得內部專業意見以執行其職責。

8.3 Any member of the NC may initiate amendments to its Terms of Reference when the need arises due to changes in the relevant rules or when there are changes in the Company's structure, organisation and/or operations which affect the matters set out in the Terms of Reference.
鑑於相關條規的變更或當公司結構，集團和／或營運的變更致使需對職權範圍的事項作出變更，委員會的任何成員可發起相應的修訂。

8.4 Amendments to the Terms of Reference shall be submitted to the NC for consideration and tabled at a Board meeting for approval.
對職權範圍作出的修訂應當提呈給委員會供其審閱並提呈給董事會批准。

Approved and adopted by the Nominating Committee on: 5 March 2018
提名委員會於2018年3月5日批准採納

Noted by the Board of Directors on: 5 March 2018
董事會於2018年3月5日知悉

SIIC ENVIRONMENT HOLDINGS LTD.
上海實業環境控股有限公司

(formerly known as Asia Water Technology Ltd.)
(先前稱為亞洲水務有限公司)
(Company Registration No. 200210042R)
(公司註冊號200210042R)
(Incorporated in the Republic of Singapore)
(成立於新加坡)
(the "**Company**")
(簡稱「**公司**」)

CONFIRMATION OF INDEPENDENCE
獨立性確認函

I confirm the following:–
本人確認下列屬實：

a) That I *am/am not an executive Director of the Company or any of its related corporations[1] and *have/have not been employed by the Company or any of its related corporations[1] in the immediate past three financial years.
本人*是／不是公司或其關聯企業[1]的執行董事，並且在過去三個財年內*曾／未曾受僱於公司或其關聯企業[1]。

b) That I *have/do not have an immediate family[2] member who is, or has been in the immediate past three financial years, employed by the Company or any of its related corporations[1] and whose remuneration is determined by the Company's Remuneration Committee.
本人*有／沒有直系親屬[2]現任或在過去三個財年內受僱於公司或其關聯企業[1]且其薪酬由公司的薪酬委員會決定。

c) That I (including my immediate family[2] member) *have/have not accepted any significant compensation from the Company or any of its related corporations[1] for the provisions of services, for the current or immediate past financial year other than compensation for Board services.
本人(包括本人的直系親屬[2])在現年或在過去三個財年內*曾／未曾接受公司或其關聯企業[1]提供服務的酬勞除董事費以外的酬勞。

d) That I (including my immediate family[2] member) in the current or immediate past financial year *am/am not *a 10% shareholder[3] of *or a partner in (with 10% or more stake) *or an executive officer of, or a Director of any of, any organisation to which the Company or any of its subsidiaries made, *or from which the Company or any of its subsidiaries received, significant payments or materials (which may include auditing, banking, consulting, and legal services), in the current or immediate past financial year. As a guide, payments[4] aggregated over any financial year in excess of S$200,000 should be deemed significant.
本人(包括本人的直系親屬[2])在現年或剛過去的財政年度*是／不是任何企業於本公司或任何其子公司支付，*或從本公司或任何其子公司接獲，重大的付款(這可包括審計，銀行，諮詢，和法律服務)的*10%股東[3]或*一位合夥人(擁有10%或以上的股權)*或執行人員，或董事。作為一個指南，付款[4]在任何財政年度內合計超過新幣20萬應被視為顯著的數額。

e) That I *do/do not have a relationship with the Company, its related corporations[1] or its officers that could interfere or be reasonably perceived to interfere, with my exercise of independent business judgment with a view to the best interests of the Company and in carrying out my functions as an independent Director and as a member of any Board Committee(s).
本人與公司、其關聯企業[1]或其高級執行人員*存在／不存在任何可能干涉，或在合理預想中可能幹涉，本人行使最有益於公司的獨立商業決定及本人執行獨立董事以及身為任何董事會委員會成員的職責的關係。

f) That I (including my immediate family[2] member) *am or am not a 10% shareholder[3] of the company.
本人（包括本人的直系親屬[2]）*是／不是公司的10%的股東[3]。

g) That I *am or am not or *has or has not been directly associated[5] with a 10% shareholder[3] of the company, in the current or immediate past financial year.
本人在現年或過去的財政年度*是／不是或*曾／未曾直接與公司的10%股東有關聯。

h)* That I *am or am not or *has or has not been served on the Board beyond nine years from the date of my first appointment, _____.
本人自第一次任命之日_____起，*是／不是或*已／尚未任命為董事超過9年。

If any of the relationships stated above exist, please provide details:
若任何上述關係存在，請提供具體詳情：

_____

_____

_____

In view of the foregoing, I am to be considered independent/not independent* of the Company's Management as contemplated by the Code of Corporate Governance.
鑑於上面所述，公司管理層將根據企業監管守則視本人為*獨立／非獨立董事。

_____

Name:
姓名：
Date:
日期：

* *delete where inapplicable*
請刪除不適用部分

Note:
備註：

[1] The term "related corporation", in relation to the company shall have the same meaning as currently defined in the Companies Act, i.e. corporation that is the company's holding company, subsidiary, fellow subsidiary.
有關公司的「關聯企業」的詞匯，將與公司法現所註釋的擁有相同的意思，即關聯企業是公司的控股公司，子公司，同集團子公司。

[2] The term "immediate family" shall have the same meaning as currently defined in the Listing Manual of the Singapore Exchange ("**Listing Manual**"), i.e. the person's spouse, child, adopted child, step-child, brother, sister and parent.
有關「**直系親屬**」的詞匯將與新交所上市守則中所註釋的擁有相同的意思，即該人的配偶，子女，繼子女，領養子女，兄弟，姐妹和父母。

[3] The term "10% shareholder" shall refer to a person who has an interest or interests in one or more voting shares in the company and the total votes attached to that share, or those shares, is not less than 10% of the total votes attached to all the voting shares in the company. "Voting shares" exclude treasury shares.
有關「10%股東」的詞匯是指該人在公司擁有權益或在表決權中擁有一個或以上的權益及連接此股權的總表決權，或這些股權，是不低於公司的所有表決股權的總表決權的10%。「表決股權」不包括庫存股份。

[4] Payments for transactions involving standard services with published rates or routine and retail transactions and relationship (for instance credit card or bank or brokerage or mortgage or insurance accounts or transactions) will not be taken into account, unless special or favourable treatment is accorded.
支付有關門市價格的正常或常規服務和零售交易和關係（例如信用卡或銀行或經紀或抵押或保險帳戶或交易）的款項將不被考慮在內，除非是給於特別或優惠的待遇。

[5] A Director will be considered "directly associated" to a 10% shareholder when the director is accustomed or under an obligation, whether formal or informal, to act in accordance with the directions, instructions or wishes of the 10% shareholder in relation with the corporate affairs of the corporation. A Director will not be considered "directly associated" with a 10% shareholder by reason only of his or her appointment having been proposed by that 10% shareholder.
董事將被視為與10%股東「直接關聯」當該董事是慣於或有義務，無論是正式或非正式，在按照10%股東的指示，指令或意願有關公司的企業事務行事。該董事將不被視為與10%股東「直接關聯「的原因只有他或她的任命是由該10%股東所提議的。

SIIC ENVIRONMENT HOLDINGS LTD.
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(Company Registration No. 200210042R)
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(Incorporated in the Republic of Singapore)
(成立於新加坡)
(the "**Company**")
(簡稱「**公司**」)

CONFIRMATION OF INDEPENDENCE
獨立性確認函

I confirm the following:–
本人確認下列屬實：

a) That I *do/do not hold more than 1% of the number of issued shares of the Company.
本人現在*有／沒有持有佔公司已發行股份數目超過1%。

b) That I *have/have not received any interest in any securities of the Company as a gift, or by means of other financial assistance, from the Company or a core connected person[1] of the Company.
本人*有／沒有從公司或其核心關連人士以饋贈形式或其它財務資助方式取得公司的任何證券權益。

c) That I *am/am not a director, partner or principal of a professional adviser which currently provides or has within one year immediately prior to the date of my appointment provided services, and I am not an employee of such professional adviser who is or has been involved in providing such services during the same period to:
本人*是／不是目前向下述公司／人士提供或曾於本人被委任為公司獨立非執行董事之日的前一年內向下述各方提供服務之專業顧問的董事、合夥人或主事人，且本人也不是該專業顧問目前有份參與或在相同期間內有份參與向下述公司／人士提供有關服務的僱員：

(i) the Company, its holding company or any of their respective subsidiaries or core connected persons; or
公司、其控股公司或彼等各自的任何附屬公司或核心關連人士；或

(ii) any person who was a controlling shareholder[1], or any person who was the chief executive or a Director (other than an independent non-executive Director) of the Company within one year immediately prior to the date of my appointment, or any of their respective close associates.
在本人被委任為公司獨立非執行董事之日前一年內，任何曾是公司的控股股東、或若沒有控股股東的話，曾擔任過公司的最高行政人員或董事（獨立非執行董事除外）的人士或其任何緊密聯繫人。

d) That I *do/do not have a material interest in any principal business activity of, and I am not involved in any material business dealings with, the Company, its holding company or their respective subsidiaries or with any core connected persons of the Company.
本人*有／沒有在公司、其控股公司或彼等各自的附屬公司的任何主要業務活動中擁有任何重大利益，也沒有涉及與公司、其控股公司或彼等各自的附屬公司之間或與公司任何核心關連人士之間的重大商業交易

e) That I *am/am not on the board of Directors of the Company specially to protect the interests of an entity whose interests are not the same as those of the shareholders of the Company as a whole.
本人出任公司董事會成員的目的，*是／不是在於保障某個擁有有別於公司股東整體利益的實體的利益。

f) That I *am/am not and *was/was not within two years immediately prior to the date of my appointment connected with a Director, the chief executive[1] or a substantial shareholder[1] of the Company.
本人目前*有／沒有或於本人被委任為公司獨立非執行董事之日前兩年內*有／沒有與公司的董事、最高行政人員或主要股東有關連。

g) That I *am/am not and have not at any time during the two years immediately prior to the date of my appointment been, an executive or Director (other than an independent non-executive Director) of the Company, of its holding company or of any of their respective subsidiaries or of any core connected persons of the Company.
本人目前*是／不是或於本人被委任為公司獨立非執行董事之日前兩年內*是／不是公司、其控股公司或彼等各自的附屬公司或公司任何核心關連人士的行政人員（包括任何擔任管理職責的人士及出任公司秘書）或董事（獨立非執行董事除外）。

h) That I *am/am not financially dependent on the Company, its holding company or any of their respective subsidiaries or any core connected persons of the Company.
本人在財務上*有／沒有依賴公司、其控股公司或彼等各自的附屬公司或公司的核心關連人士。

i) That I *do/do not have any past or present financial or other interests in the business of the Company or its subsidiaries or any connection with any core connected persons of the Company.
本人過往或現在在公司及其各自之附屬公司的業務上*有／沒有任何財務或其它權益，或過往或現在與公司之核心關連人士（根據上市規則中的定義）沒有任何關連。

If any of the relationships stated above exist, please provide details:
若任何上述關係存在，請提供具體詳情：

_____

_____

_____

In view of the foregoing, I am to be considered independent/not independent* of the Company's Management as contemplated by the Listing Rules.
鑑於上面所述，公司管理層將根據上市規則視本人為*獨立／非獨立董事。

_____
Name:
姓名：
Date:
日期：

* *delete where inapplicable*
請刪除不適用部分

[1] The terms shall have the meanings ascribed thereto in the Listing Rules.