

CHINA ENVIRONMENT LTD.

(Company Registration No. 200301902W)
(Incorporated in Singapore with limited liability)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of China Environment Ltd. ("the Company") will be held at **Cassia Room, Level 2, Metropolitan YMCA, 60 Stevens Road, Singapore 257854** on Friday, 24 May 2019 at 9.00 am for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the revised and re-audited Financial Statements of the Company for the financial year ended 31 December 2013 together with the Independent Auditor's Report thereon.
[See Explanatory Note (i)] **(Resolution 1)**
- To receive and adopt the Directors' Report and the revised and re-audited Financial Statements of the Company for the financial year ended 31 December 2014 together with the Independent Auditor's Report thereon.
[See Explanatory Note (i)] **(Resolution 2)**
- To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2015 together with the Independent Auditor's Report thereon. **(Resolution 3)**
- To re-elect the following Directors of the Company retiring pursuant to Article 77 of the Constitution of the Company:
Norman Winata **(Resolution 4)**
Koit Ven Jee **(Resolution 5)**
Lee Chia Sin **(Resolution 6)**
Mr Norman Winata will, upon re-election as Director of the Company, remain as Group Executive Chairman and a member of the Nominating Committee and will be considered non-independent.
Mr Koit Ven Jee will, upon re-election as Director of the Company, remain as Chairman of the Audit Committee and a member of the Remuneration Committee and Nominating Committee and will be considered independent.
Mr Lee Chia Sin will, upon re-election as Director of the Company, remain as Chairman of the Nominating Committee and Remuneration Committee and a member of the Audit Committee and will be considered independent.
- To approve the payment of Directors' Fees of up to S\$84,945 to Non-Executive Directors for the financial year ended 31 December 2016 (FY2015: S\$160,000). **(Resolution 7)**
- To approve the payment of Directors' Fees of S\$90,000 to Non-Executive Directors for the financial year ended 31 December 2017. **(Resolution 8)**
- To approve the payment of Directors' Fees of S\$89,260 to Non-Executive Directors for the financial year ended 31 December 2018. **(Resolution 9)**
- To approve the payment of Directors' Fees of S\$77,425 to Non-Executive Directors for the financial year from 1 January 2019 to 31 December 2019, to be paid quarterly in arrears. **(Resolution 10)**
- To re-appoint Messrs RT LLP as the Independent Auditor of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 11)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

11. Authority to issue shares in the share capital of the Company

That pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company be authorised and empowered to:

- Issue shares in capital of the Company (whether by way of rights, bonus or otherwise); and/or
- 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 or exchangeable into shares; and/or
- (Notwithstanding the authority conferred by this Ordinary 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 Ordinary Resolution was in force,

provided that:

- The aggregate number of shares to be issued pursuant to the Ordinary Resolution (including shares to be issued in pursuance of the Instruments made or granted pursuant to the Ordinary Resolution and including shares which may be issued pursuant to any adjustment effected under any relevant Instruments) shall not exceed fifty per centum (50%) (or such other limit or limits and manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company of which the aggregate number of shares and convertible securities issued other than on a pro rata basis to existing shareholders shall not exceed twenty per centum (20%) (or such other limit or limits and manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company;
- For the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (a) 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 Ordinary Resolution, after adjusting for:
 - New shares arising from the conversion or exercise of convertible securities or employee share options on issue as at the date of the passing of the Ordinary Resolution; and
 - Any subsequent consolidation or sub-division of shares.
- In exercising the power to make or grant Instruments (including the making of any adjustment under any relevant Instrument), the Company shall comply with the listing rules and regulations of the Singapore Exchange Securities Trading Limited for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited) and the Constitution of the Company; and
- Unless revoked or varied by the Company in General Meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company following passing of the Ordinary Resolution, or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (ii)]

(Resolution 12)

By Order of the Board

Norman Winata
Group Executive Chairman
Singapore, 9 May 2019

Explanatory Notes:

- The Ordinary Resolutions 1 and 2 proposed in items 1 and 2 above, are to receive and adopt Directors' Reports and the revised and re-audited Financial Statements of the Company for the financial years ended 31 December 2013 and 31 December 2014 respectively. The revision of the financial statements for the financial years ended 31 December 2013 and 31 December 2014 were prompted by The Accounting and Corporate Regulatory Authority's Financial Reporting Surveillance Programme.
- The Ordinary Resolution 12 in item 11 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company 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, 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 consolidation or sub-division of shares.

Notes:

- A member who is not a relevant intermediary, is entitled to appoint one or two proxies to attend and vote at the Annual General Meeting (the "Meeting").
 - A member who is a relevant intermediary, is entitled to appoint more than two proxies to attend and vote at the Meeting, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.
- A proxy need not be a member of the Company.
- The instrument appointing a proxy or proxies must be deposited at the Registered Office of the Company at 1 Phillip Street, #08-01 Royal One Phillip, Singapore 048692 not less than forty-eight (48) hours before the time appointed for holding the Meeting.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting 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 Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (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.