



HANKORE ENVIRONMENT TECH GROUP LIMITED

(Company Registration No.: 34074)
(Incorporated in Bermuda)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of HanKore Environment Tech Group Limited will be held at **Function Room 503&504, RELC INTERNATIONAL HOTEL, 30 Orange Grove Road, Singapore 258352**, on **Friday, 31 October 2014 at 9.30 am** to transact the following businesses:-

AS ORDINARY BUSINESS

- To receive and consider the Directors' Report and Audited Financial Statements of the Company for the financial year ended 30 June 2014 and the Auditors' Report thereon. **(Resolution 1)**
- To approve the payment of Directors' fees of S\$200,000 for the financial year ended 30 June 2014. (2013 : S\$223,000/-) **(Resolution 2)**
- To re-elect the following Directors retiring pursuant to Bye-Laws 86(1) of the Company's Bye-Laws, and who, being eligible, will offer themselves for re-election:-
 - Mr Chen Dawei, David **(Resolution 3)**
 - Mr Lin Zhe Ying **(Resolution 4)**
 - Mr Chen Da Zhi **(Resolution 5)**
 - Mr Yau Wing-Yiu **(Resolution 6)**
 - Mr Lee Kheng Joo **(Resolution 7)**

Mr Chen Dawei, David will upon re-election as a Director, remain as the Chairman of the Board and a member of the Nominating Committee of the Company.

Mr Chen Da Zhi will upon re-election as a Director, remain as a member of the Remuneration Committee of the Company.

Mr Lee Kheng Joo will, upon re-election as a Director of the Company, remain as Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

- To re-appoint Messrs KPMG LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 8)**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following ordinary resolutions with or without modifications:

- Authority to allot and issue shares
 - That, pursuant to Company's Bye-laws, and the listing rules of the Singapore Exchange Securities Trading Limited, approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:
 - issue shares in the capital of the Company whether by way of right, bonus or otherwise;
 - make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;
 - issue additional instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
 - (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force.
provided always that:
 - the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed fifty per cent. (50%) of the total number of issued shares excluding treasury shares of the Company, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to existing shareholders of the Company does not exceed twenty per cent. (20%) of the total number of issued shares excluding treasury shares of the Company, and for the purpose of this resolution, the issued share capital shall be the Company's total number of issued shares excluding treasury shares at the time this resolution is passed, after adjusting for:
 - new shares arising from the conversion or exercise of any convertible securities, or
 - new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the Singapore Exchange Securities Trading Limited; and
 - any subsequent bonus issue, consolidation or subdivision of the Company's shares, and
 - such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.
(See Explanatory Note i) **(Resolution 9)**

- Authority to allot and issue shares under the HanKore Environment Tech Group Limited Scrip Dividend Scheme

That authority be and is hereby given to the Directors to allot and issue from time to time such number of shares in the Company as may be required to be allotted and issued pursuant to the HanKore Environment Tech Group Limited Scrip Dividend Scheme.

(See Explanatory Note ii)

(Resolution 10)

- Authority to grant options and issue shares under the HanKore Employee Share Option Scheme

That, the Directors of the Company be and are hereby empowered to offer and grant options, and to allot and issue from time to time such number of shares as may be required to be issued or transferred pursuant to the exercise of options granted under the HanKore Employee Share Option Scheme (the "Scheme") provided always that the aggregate number of shares in respect of which such options may be granted and which may be issued pursuant to the Scheme shall not exceed fifteen per cent. (15%) of the total number of issued shares excluding treasury shares of the Company from time to time.

(See Explanatory Note iii)

(Resolution 11)

- To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

CHEN DAWEI, DAVID

Executive Chairman

16 October 2014

Singapore

Notes:

- A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy in his stead.
- A proxy need not be a member of the Company.
- If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- The instrument appointing a proxy must be deposited at the office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte Ltd at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 not less than forty-eight (48) hours before the time appointed for the Annual General Meeting.

Explanatory Notes:-

- The Ordinary Resolution 9 proposed in item 5 is to authorise the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 50 percent of the total number of issued shares excluding treasury shares of the Company, of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 20 percent of the total number of issued shares excluding treasury shares of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.
- Pursuant to the Special General Meeting of the Company held on 28 October 2005, the shareholders of the Company approved the passing of the ordinary resolution relating to the "HanKore Environment Tech Group Limited Scrip Dividend Scheme". In the circular dated 11 October 2005, the Scrip Dividend Scheme provides members with the option to elect to receive shares in lieu of the cash amount of any dividend declared on their holding of shares. The Ordinary Resolution 10 proposed in item 6, if passed, will empower the Directors of the Company to allot and issue shares in the Company pursuant to the terms and conditions of the HanKore Environment Tech Group Limited Scrip Dividend Scheme.
- The Ordinary Resolution 11 proposed in item 7 above, if passed, will empower the Directors of the Company, to offer and grant options and to allot and issue or transfer shares upon the exercise of such options in accordance with the HanKore Employee Share Option Scheme not exceeding 15% of the total number of issued shares excluding treasury shares of the Company from time to time.