SANLI ENVIRONMENTAL LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 201705316M)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of SANLI ENVIRONMENTAL LIMITED (the "**Company**") will be held by way of live audio-visual webcast and live audio-only stream on **Thursday, 28 July 2022** at **10.00 a.m**. (Singapore Time), to transact the following business:

AS ORDINARY BUSINESS:

1. To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 March 2022 together with the Independent Auditor's Report thereon. **Resolution 1**

2. To approve a tax exempt (1-tier) final dividend of 0.375 Singapore cents per share for the financial year ended 31 March 2022. **Resolution 2**

3. To approve Directors' fees of S$125,000 (FY2021: S$122,502) for the financial year ended 31 March 2022. **Resolution 3**

4. To re-elect Mr Sim Hock Heng, a Director retiring pursuant to Regulation 108 of the Company's Constitution.
[See Explanatory Note (a)] **Resolution 4**

5. To re-elect Mr Chan Hock Leong, a Director retiring pursuant to Regulation 108 of the Company's Constitution.
[See Explanatory Note (b)] **Resolution 5**

7. To re-appoint Messrs Deloitte & Touche LLP, as auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**

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

AS SPECIAL BUSINESS:

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

9. Authority to allot and issue shares and convertible securities **Resolution 7**

"That pursuant to Section 161 of the Companies Act 1967 (the "**Act**") and Rule 806 of the Listing Manual (Section B: Rules of Catalist) ("**Catalist Rules**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), the Directors of the Company be authorised and empowered to:

(a) (i) allot and issue shares in the capital of 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 or issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares; and/or

(iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues;

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 Instrument made or granted by the Directors of the Company while this Resolution was in force, provided always that:

(i) the aggregate number of Shares to be allotted and issued (including Shares to be issued pursuant to the Instruments made or granted) pursuant to this Resolution shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holding) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be allotted and issued (including Shares to be issued pursuant to the Instruments made or granted) other than on a pro-rata basis to the Shareholders of the Company shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holding) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below);

(ii) (subject to such manner of calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the percentage number of Shares that may be issued (including Shares to be issued pursuant to the Instruments made or granted) under sub-paragraph (i) above, the total number of issued Shares (excluding treasury shares and subsidiary holding) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holding) in the Company at the time of the passing of this Resolution, after adjusting for:

i. new Shares arising from the conversion or exercise of any convertible securities;

ii. new Shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and

iii. any subsequent bonus issue, consolidation or subdivision of shares;

(c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and all applicable legal requirements under the Act and the Constitution of the Company for the time being; and

(d) unless revoked or varied by the Company in a general meeting, such authority shall 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."

10. Proposed Renewal of The Share Buy-Back Mandate **Resolution 8**

"That:

(a) for the purposes of the Companies Act 1967 of Singapore ("**Companies Act**"), the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire ordinary shares in the capital of the Company ("**Shares**") not exceeding in aggregate the Maximum Limit (defined below), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (defined below), whether by way of:

(i) on-market purchases ("**On-Market Share Purchase(s)**") transacted on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") or, as the case may be, any other stock exchange on which Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or

(ii) off-market purchases ("**Off-Market Share Purchase(s)**") transacted otherwise than on the SGX-ST, in accordance with an equal access scheme (as defined in Section 76C of the Companies Act);

and otherwise in accordance with all other laws and regulations, including but not limited to the rules of the SGX-ST, as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally ("**Share Buy-Back Mandate**");

(b) the authority conferred on the Directors pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this resolution relating to the Share Buy-Back Mandate and expiring on the earliest of:

(i) the date on which the next annual general meeting of the Company is held or is required by law to be held;
(ii) the date on which the authority conferred by the Share Buy-Back Mandate is revoked or varied by the shareholders of the Company in a general meeting; or
(iii) the date on which the purchases or acquisitions of Shares pursuant to the Share Buy-Back Mandate have been carried out to the full extent mandated,

(c) in this resolution relating to the Share Buy-Back Mandate:

"**Average Closing Price**" means the average of the closing market prices of a Share over the last five (5) Market Days on which transactions in the Shares were recorded, immediately preceding the day of the On-Market Share Purchase by the Company or, as the case may be, the Offer Date (defined below) pursuant to the Off-Market Share Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5)-Market Day period and the day on which the On-Market Share Purchase is made or, as the case may be, the Offer Date;

"**Market Day**" means a day on which the SGX-ST is open for trading in securities;

"**Maximum Limit**" means that number of Shares representing 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the passing of this resolution relating to the Share Buy-Back Mandate, unless the Company has, at any time during the Relevant Period, reduced its share capital in accordance with the applicable provisions of the Companies Act, in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered (excluding any treasury shares and subsidiary holdings);

"**Maximum Price**" in relation to a Share to be purchased, means the purchase price (excluding applicable 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; and

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

"**Offer Date**" means the day on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from shareholders of the Company, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Share Purchase;

"**Relevant Period**" means the period commencing from the date on which this resolution relating to the Share Buy-Back Mandate is passed and expiring on the earlier of the date of the next annual general meeting of the Company or the date by which such annual general meeting is required by law to be held;

(d) any Share that is purchased or otherwise acquired by the Company pursuant to the Share Buy-Back Mandate shall, at the discretion of the Directors of the Company, either be cancelled or held in treasury and dealt with in accordance with the Companies Act; and

(e) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including, without limitation, executing such documents as

may be required and to approve any amendments, alterations or modifications to any documents) as they and/or he may consider desirable, expedient or necessary to give effect to the transactions contemplated and/or authorised by this resolution relating to the Share Buy-Back Mandate."

By Order Of The Board

Goh Siew Geok (Ms)
Company Secretary
Date:13 July 2022

Explanatory Notes:

(a) In relation to Ordinary Resolution No. 4, Mr Sim Hock Heng, will be retiring from office at the AGM pursuant to Regulation 108 of the Constitution of the Company, and will be standing for re-election at the AGM. Please refer to the sections on "Board of Directors", "Corporate Governance Report" and "Additional Information on Directors Seeking Re-Election" of the Company's 2022 Annual Report for more information relating to Mr Sim. There are no relationships (including immediate family relationships) between Mr Sim and other directors of the Company. Mr Sim will, upon re-election, continue to serve as a member of the Nominating Committee and Executive Director of the Company.

(b) In relation to Ordinary Resolution No. 5, Mr Chan Hock Leong, will be retiring from office at the AGM pursuant to Regulation 108 of the Constitution of the Company, and will be standing for re-election at the AGM. Please refer to the sections on "Board of Directors", "Corporate Governance Report" and "Additional Information on Directors Seeking Re-Election" of the Company's 2022 Annual Report for more information relating to Mr Chan. There are no relationships (including immediate family relationships) between Mr Chan and other directors of the Company. Mr Chan will, upon re-election, continue to serve as the Chairman of the Audit Committee, a member of the Nominating Committee and a member of the Remuneration Committee. Mr Chan is considered independent for purposes of Rule 704(7) of the Catalist Rules.

Statement Pursuant to Regulation 74 of the Company's Constitution

The effect of the resolutions under the heading "Special Business" in this Notice of the AGM are:

(1) The Ordinary Resolution 7 above, if passed, will empower the Directors of the Company from the date of this Meeting until the date 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 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, 100% of the total number of issued shares (excluding treasury shares and subsidiary holding), of which up to 50% may be issued other than on a pro-rata basis to Shareholders.

For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holding) 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 the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent consolidation or subdivision of Shares.

(2) The Ordinary Resolution 8 above, if passed, will empower the Directors, during the period commencing from the passing of the Resolution and expiring on the earliest of the date on which the next annual general meeting of the Company is held or is required by law to be held, the date on which the mandate is revoked or varied by Shareholders in general meeting or the date on which the purchase of Shares has been carried out to the full extent mandated, to purchase or otherwise acquire, by way of On-Market Share Purchases or Off-Market Share Purchases, up to 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the passing of the Resolution, on the terms of the Share Buy-Back Mandate as set out in the Appendix to the Annual Report. The Company may use internal sources of funds or borrowings or a combination of both to finance the Company's purchase or acquisition of the Shares pursuant to the Share Buy-Back Mandate. The Directors do not propose to exercise the Share-Buy Mandate in a manner and to such extent that it would have a material adverse effect on the financial position, liquidity and/or the capital adequacy of the Group.

NOTES:

1. MEASURES TO MINIMISE RISK OF COVID-19 TRANSMISSION

Participation in the AGM via live audio-visual webcast and live audio-only stream

(i) The AGM is being convened, and will be held, by live audio-visual webcast and live audio-only stream pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice of AGM, 2022 Annual Report of the Company for the financial year ended 31 March 2022, the Appendix on Share Buy-Back Mandate and the proxy form will not be despatched to members. Instead, this Notice of AGM, Annual Report, Appendix on Share Buy-Back Mandate and the proxy form will be published on the Company's website at **https://www.sanli.com.sg** and on the SGX website at **https://www.sgx.com/securities/company-announcements.**

(ii) Shareholders will NOT be able to attend the AGM in person. All shareholders or their corporate representatives (in the case of shareholders which are legal entities) will be able to participate in the AGM proceedings by accessing a live audio-visual webcast and live audio-only stream. To do so, shareholders are required to pre-register their participation in the AGM ("**Pre-registration**") at this link: https://septusasia.com/sanliagm2022 ("**AGM Registration and Q&A Link**") by **10.00 a.m.** on **25 July 2022** ("**Registration**

Deadline") for verification of their status as shareholders (or the corporate representatives of such shareholders).

(iii) Upon successful verification, authenticated shareholders or its corporate representative will receive an email by **10.00 a.m.** on **27 July 2022**. The email will contain instructions on how to access the live audio-visual webcast and live audio-only stream of the AGM proceedings. Shareholders or corporate representative must not forward the email to other persons who are not Shareholders and who are not entitled to attend the AGM. This is to avoid any technical disruption or overload to the live audio-visual webcast or audio-only stream. Shareholders who have pre-registered by the Registration Deadline in accordance with paragraph (ii) above but do not receive the email by **10.00 a.m.** on **27 July 2022**, should contact the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at srs.teamc@boardroomlimited.com or at +65 6536 5355.

2. VOTING BY PROXY

(i) Shareholders who wish to vote on any or all of the resolutions at the AGM must appoint the Chairman of the Meeting as their proxy to do so on their behalf. The proxy form for the AGM may be accessed at the Company's website at **https://www.sanli.com.sg.**

(ii) The duly executed proxy form must be deposited not less than seventy-two (72) hours before the time appointed for the holding of the AGM.

(iii) All the resolutions proposed at the AGM will be voted on by way of poll.

Submission of Proxy Forms to Vote

Members (including shareholders which are legal entities) are strongly encouraged to exercise their voting rights by submitting their Proxy Forms and, if doing so, must appoint the "**Chairman of the Meeting**" to act as their proxy and must specifically direct how their votes at the AGM are to be cast.

The Proxy Form, duly completed and signed, must be deposited in the following manner:

(i) If sent by post, must be deposited at the Company's Share Registrar's office at Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or

(ii) if submitted by electronic means, must be sent by email to srs.teamc@boardroomlimited.com;

not less than seventy-two (72) hours before the time appointed for the holding of the AGM.

Persons who would have been able to be appointed as proxies by relevant intermediaries (e.g. SRS investors) who wish to appoint the "Chairman of the Meeting" as their proxy should approach their relevant intermediaries (e.g. SRS Operators) to submit their votes **at least seven (7) working days before the AGM**. Such persons shall also be entitled to participate in the live audio-visual webcast and live audio-only stream and to submit questions in relation to the resolutions. "**Relevant intermediary**" has the meaning ascribed to it in section 181 of the Singapore Companies Act 1967.

3. SUBMISSION OF QUESTIONS PRIOR TO THE AGM

(i) Shareholders may submit questions related to the resolutions to be tabled at the AGM during Pre-registration via the AGM Registration and Q&A Link by **5.00 p.m.** on **20 July 2022** so that they may be addressed during the AGM proceedings.

(ii) The Company shall 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 AGM on SGXNet and the Company's website within one month after the date of AGM.

Important reminder

Due to the constantly evolving COVID-19 situation, the Company may be required to change its AGM arrangements at short notice. Shareholders are advised to regularly check the Company's website or announcements released on SGXNET for updates on the AGM. Further, in light of the current COVID-19 measures, which may make it difficult for shareholders to submit completed proxy forms by post, shareholders are strongly encouraged to submit completed proxy forms electronically via email.

Personal Data Privacy

Where a member of the Company submits (a) an application to pre-register to participate in the AGM via the live audio-visual webcast and live audio-only stream, (b) questions relating to the resolutions to be tabled for approval at the AGM, and/or (c) a Proxy Form to vote at the AGM and/or any adjournment thereof, the member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purposes of (a) processing the member's application to pre-register to participate in the AGM via the live audio-visual webcast and live audio-only stream and providing the member with any technical assistance where possible, (b) addressing any selected questions submitted by the member and following up with the member where necessary, (c) the processing and administration by the Company (or its agents or service providers) of the proxy appointed for the AGM (including any adjournment thereof), and (d) the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, "Purposes"), and (ii) 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 action or omission. Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member (such as his name, his presence at the AGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.

This notice has been reviewed by the Company's sponsor ("Sponsor"), SAC Capital Private Limited. This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made, or reports contained in this announcement. The contact person for the Sponsor is Mr David Yeong (Tel: (65) 6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.