

**NOTICE OF ANNUAL GENERAL MEETING**

**This Notice has been made available on the Company's corporate website (<http://en.znjhj.com/info.html>) and SGXNET. A printed copy of this Notice will not be despatched to members of the Company.**

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "AGM" or "Meeting") of Zheneng Jinjiang Environment Holding Company Limited 浙能锦江环境控股有限公司 (the "Company") will be held at 1 Yinxiu Road, Level 19, Meeting Room 1930, Tower A, Hangyue Commercial Center, Gongshu District, Hangzhou City, Zhejiang Province, People's Republic of China 310011 (浙江省杭州市拱墅区隐秀路1号杭悦商业中心写字楼A座19楼1930会议室(邮编: 310011)) on Monday, 24 April 2023 at 2.00 p.m. for the following purposes:-

- AS ORDINARY BUSINESS**
- To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2022 together with thereon. **(Resolution 1)**
  - To re-elect the following Directors of the Company retiring pursuant to the Company's Articles of Association.  
Mr Wei Dongliang (Retiring pursuant to Article 127) **(Resolution 2)**  
Dr Kan Yaw Kiong (Ernest) (Retiring pursuant to Article 126) **(Resolution 3)**  
[See Explanatory Note (i)]
  - To approve the payment of Directors' fees of S\$420,000 for the financial year ended 31 December 2021. **(Resolution 4)**  
[See Explanatory Note (ii)]
  - To approve the payment of Directors' fees of S\$312,630 for the financial year ended 31 December 2022. **(Resolution 5)**  
[See Explanatory Note (iii)]
  - To re-appoint Messrs PricewaterhouseCoopers LLP as the Company's auditors and to authorise the Directors to fix their remuneration. **(Resolution 6)**
  - 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 resolutions as Ordinary Resolutions, with or without modifications:-

- "APPOINTMENT OF DIRECTOR"**  
That Mr Jin Ruizhi be appointed as a Director of the Company to hold office with effect from the conclusion of this AGM."  
[See Explanatory Note (iv)] **(Resolution 7)**
- "APPOINTMENT OF DIRECTOR"**  
That Mr Liang Weiwen be appointed as a Director of the Company to hold office with effect from the conclusion of this AGM."  
[See Explanatory Note (v)] **(Resolution 8)**
- "THE PROPOSED RENEWAL OF THE GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS"**  
That:-
  - approval be and is hereby given for the purposes of Chapter 9 of the Listing Manual ("Chapter 9") of the Singapore Exchange Securities Trading Limited ("SGX-ST"), for the Company, its subsidiaries and associated companies that are considered to be "entities at risk" (as that term is used in Chapter 9), or any of them to enter into any of the transactions falling within the types of Mandated Transactions described in Appendix 2 to the Notice of Annual General Meeting dated 7 April 2023 ("Appendix 2") with any party who is of the class of Mandated Interested Persons described in Appendix 2, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions;
  - the approval given in paragraph (a) above (the "IPT General Mandate") shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company; and
  - the Directors of the Company and/or any of them be and are and/or is hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution." **(Resolution 9)**  
[See Explanatory Note (vi)]

By Order of the Board of Directors

Wei Dongliang  
Executive Chairman  
7 April 2023

**Explanatory Notes:-**

- The Ordinary Resolution 2 proposed in item 2 above is to re-elect Mr Wei Dongliang as a Director of the Company. Mr Wei Dongliang will, upon re-election as a Director of the Company, remain as a member of the Nominating Committee.  
The Ordinary Resolution 3 proposed in item 2 above is to re-elect Dr Kan Yaw Kiong (Ernest) as a Director of the Company. Dr Kan Yaw Kiong (Ernest) will, upon re-election as a Director of the Company, remain as Chairman of the Audit and Risk Management Committee and a member of the Remuneration Committee. He will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "SGX-ST").  
The profiles of Mr Wei Dongliang and Dr Kan Yaw Kiong (Ernest) can be found under the sections entitled "Board of Directors" and "Supplemental Information on Directors pursuant to Rule 720(6) of the Listing Manual of the SGX-ST" of the Company's Annual Report for the financial year ended 31 December 2022 ("Annual Report 2022").
- At the AGM of the Company held on 25 April 2022, Ordinary Resolution 5 in relation to the approval of Directors' Fees for the financial year ended 31 December 2021 ("FY2021") was not passed.  
The Ordinary Resolution 4 proposed in item 3 above, if passed, will facilitate the payment of Directors' fees for FY2021 to the Independent Directors who held office during FY2021. The Independent Directors who held office during FY2021 were Prof Ni Mingjiang, Mr Ang Swee Tian, Mr Tan Huay Lim and Mr Hee Theng Fong.
- The Ordinary Resolution 5 proposed in item 4 above, if passed, will facilitate the payment of Directors' fees to the Independent Directors who held office for the financial year ended 31 December 2022 ("FY2022"). Save for Prof Ni Mingjiang and Mr Ang Swee Tian who each held office for the whole of FY2022, the Directors' fees are pro-rated for FY2022 for (i) each of Mr Hee Theng Fong and Mr Tan Huay Lim until their cessation as Independent Directors at the conclusion of the AGM held on 25 April 2022 and (ii) Dr Kan Yaw Kiong (Ernest) from his date of appointment as an Independent Director on 22 July 2022.
- The Ordinary Resolution 7 proposed in item 7 above, if passed, is to appoint Mr Jin Ruizhi, who is the Chief Financial Officer of the Company, as an Executive Director of the Company. Pursuant to Article 130 of the Company's Articles of Association, Zhejiang Energy Hong Kong Holding Limited (浙江能源香港控股有限公司), being a member duly qualified to attend and vote at the AGM, has notified the Company of its intention to propose Mr Jin Ruizhi for election as an Executive Director of the Company. The Nominating Committee has reviewed Mr Jin Ruizhi's information and profile and is satisfied that Mr Jin Ruizhi has met the requisite standards as required by the Code of Corporate Governance 2018.  
**Key information and profile of Mr Jin Ruizhi**  
Mr Jin Ruizhi is the Chief Financial Officer of the Company. The profile of Mr Jin Ruizhi can be found under the section entitled "Key Management" of the Company's Annual Report 2022.  
Pursuant to Rule 720(6) of the Listing Manual of the SGX-ST, please refer to Appendix 1 to this Notice of Annual General Meeting for the information relating to Mr Jin Ruizhi as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST.
- The Ordinary Resolution 8 proposed in item 8 above, if passed, is to appoint Mr Liang Weiwen as a Non-Executive, Non-Independent Director of the Company. Pursuant to Article 130 of the Company's Articles of Association, Harvest Global Dynamic Fund SPC acting on behalf of and for the account of Harvest Environmental Investment Fund SP and Whitel Management Company Limited, each being a member duly qualified to attend and vote at the AGM, have notified the Company of their intention to propose Mr Liang Weiwen for election as a Non-Executive, Non-Independent Director of the Company. The Nominating Committee has reviewed Mr Liang Weiwen's information and profile and is satisfied that Mr Liang Weiwen has met the requisite standards as required by the Code of Corporate Governance 2018.  
**Key information and profile of Mr Liang Weiwen**  
Mr Liang Weiwen has 15 years' of working experience in Hong Kong, including 9 years as part of the senior management of listed companies in the industrial sector. He has been engaged in investment banking and public fund management for 14 years in the domestic securities industry and has led the initial public offerings of many enterprises, mergers & acquisitions and restructuring of listed companies, equity fundraisings and bond issuances. He is familiar with the operation rules of the capital market in China and Hong Kong, and has rich experience in the management of finance, securities, public funds and listed companies.  
Pursuant to Rule 720(6) of the Listing Manual of the SGX-ST, please refer to Appendix 1 to this Notice of Annual General Meeting for the information relating to Mr Liang Weiwen as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST.
- The Ordinary Resolution 9 proposed in item 9 above, if passed, is to authorise the interested person transactions as described in Appendix 2 to this Notice of Annual General Meeting and continuing in the year, and will empower the Directors to do all acts necessary to give effect to the IPT General Mandate. This authority will, unless revoked or varied by the Company in a general meeting, continue in force 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, whichever is the earlier. Please refer to Appendix 2 to this Notice of Annual General Meeting for more details.

**Notes:-**

- In respect of the AGM of the Company to be held on Monday, 24 April 2023 at 2.00 p.m. (Singapore time) at 1 Yinxiu Road, Level 19, Meeting Room 1930, Tower A, Hangyue Commercial Center, Gongshu District, Hangzhou City, Zhejiang Province, People's Republic of China 310011 (浙江省杭州市拱墅区隐秀路1号杭悦商业中心写字楼A座19楼1930会议室(邮编: 310011)) (and any adjournment thereof), notwithstanding the place in which the AGM is to be physically held, other than in respect of the Chairman, Directors and/or representatives of the Company present at such location, the AGM is being convened, and will be held, by way of electronic means pursuant to the Guidance on the Conduct of General Meetings Amid Evolving COVID-19 Situation and checklist jointly issued by the Accounting and Corporate Regulatory Authority, the Monetary Authority of Singapore and Singapore Exchange Regulation on 13 April 2020 and updated on 27 April 2020, 22 June 2020, 1 October 2020 and 4 February 2022 which is based on the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (as amended) read together with the Regulator's Column: Live Engagement and Voting Expected at all AGMs for FYs Ending 30 June 2022 or After issued by Singapore Exchange Regulation on 23 May 2022.  
Printed copies of this Notice of AGM and the proxy forms will not be sent to members. Instead, all documents (including the Annual Report 2022, proxy forms, this Notice of Annual General Meeting and the Appendices to this Notice of Annual General Meeting) or information relating to the business of this AGM will be sent to members by electronic means via publication on the Company's URL at <http://en.znjhj.com/info.html> and the SGXNet. Members and CPF/SRS investors are advised to check SGXNet and/or the Company's website regularly for updates.
- Alternative arrangements are instead put in place to allow members/proxies to participate in the AGM by:
  - watching or listening to the AGM proceedings via a Live Webcast (as defined below). Members/proxies who wish to participate as such will have to pre-register in the matter outlined in Notes 3 to 5 below;
  - submitting questions ahead of or "live" at the AGM. Please refer to the Notes 6 to 9 below for further details; and
  - voting (i) "live" by the members or by their duly appointed proxy(ies) (other than the Chairman of the AGM); or (ii) by appointing the Chairman of the AGM as proxy to vote on their behalf at the AGM. Please refer to Notes 10 to 18 below for further details.

**Participation in AGM proceedings via "live webcast"**

- A member of the Company, their proxy(ies) or their corporate representative (in the case of a member which is a legal entity) will be able to watch or listen to the proceedings of the AGM through a "live" webcast via mobile phone, tablet or computer ("**Live Webcast**"). In order to do so, the member/proxy(ies) must pre-register no later than 2.00 p.m. on Friday, 21 April 2023, being seventy-two (72) hours before the time appointed for the AGM ("**Registration Cut-Off Time**"), at the following URL: <https://go.lumiengage.com/zjehclagm2023> (the "**Pre-registration Website**"), to create an account.
- Following authentication of his/her/its status as a member or proxy(ies) of the member of the Company, an email containing instructions on how to access the "live" webcast and audio feed of the proceedings of the AGM will be sent to authenticated members and CPF/SRS investors by Saturday, 22 April 2023. Members and CPF/SRS investors who do not receive any email by 5.00 p.m. on Sunday, 23 April 2023, but have registered by the Registration Cut-Off Time, should contact the Company at +65 6536 5355.
- Investors holding Shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore) ("**Investors**") (other than CPF/SRS investors) will not be able to pre-register at the Pre-registration Website for the "live" broadcast of the AGM. An Investor (other than CPF/SRS investors) who wishes to participate in the "live" broadcast of the AGM should instead approach his/her relevant intermediary as soon as possible in order for the relevant intermediary to make the necessary arrangements to pre-register. The relevant intermediary is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/passport number) to the Company's Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., via email to [agm.team@boardroomlimited.com](mailto:agm.team@boardroomlimited.com) no later than 2.00 p.m. on Friday, 21 April 2023.

**Submission of questions ahead of the AGM**

- Members (including CPF and SRS Investors) may also submit questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations ahead of the AGM.
- To do so, all questions must be submitted no later than 2.00 p.m. on 15 April 2023 through any of the following means:
  - via the pre-registration website at the URL: <https://go.lumiengage.com/zjehclagm2023>;
  - in physical copy by depositing the same at the registered office of the Company's Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632; or
  - by email to the Company at [agm.team@boardroomlimited.com](mailto:agm.team@boardroomlimited.com).If the questions are deposited in physical copy at the Company's registered office of the Company's share transfer agent or sent via email, and in either case not accompanied by the completed and executed proxy form(s), the following details must be included with the submitted questions: (i) the member's full name; and (ii) his/her/its identification/company registration number for verification purposes, failing which the submission will be treated as invalid.
- The Company will address all substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM or the Company's business and operations by publishing its responses to such questions, if any, on the Company's corporate website at the following URL: <http://en.znjhj.com/info.html>, and on SGXNet at least 48 hours prior to the deadline for submission of proxy forms. Should there be subsequent clarification sought, or follow-up questions after the deadline of the submission of questions, the Company will address those substantial and relevant questions at the AGM.

**Submission of questions "live" at the AGM**

- Members (including CPF and SRS Investors) may submit textual questions "live" at the AGM in the following manner:
  - Members (including CPF and SRS Investors) or where applicable, their appointed proxy(ies) who have pre-registered and are verified to participate in the AGM can ask questions relating to the ordinary resolutions tabled for approval at the AGM "live" at the AGM, by typing in and submitting their questions through the "live" ask-a-question function via the webcast platform during the AGM.
  - Members who wish to appoint a proxy(ies) (other than the Chairman of the AGM) to ask questions "live" at the AGM on their behalf must, in addition to completing and submitting a proxy form, ensure that their proxy(ies) pre-register separately via the registration link that will be sent to the appointed proxy(ies) via email upon verification of the proxy form(s).
  - Members (including CPF and SRS Investors) or, where applicable, their appointed proxy(ies) must access the AGM proceedings via the "live" webcast platform in order to ask questions "live" at the AGM. The Company will, during the AGM itself, address the substantial and relevant questions (which are related to the resolutions to be tabled for approval at the AGM) which have not already been addressed prior to the AGM, as well as those received "live" at the AGM itself, as reasonably practicable. Where there are substantially similar questions, the Company will consolidate such questions; consequently, not all questions may be individually addressed.

**Submission of proxy form, or voting "live" at the AGM**

- Members who wish to exercise their voting rights at the AGM may:
  - (where such members are individuals) vote "live" via an electronic means at the AGM or (where such members are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the AGM)\* to vote "live" via electronic means at the AGM on their behalf; or  
*\*For the avoidance of doubt, CPF and SRS investors will not be able to appoint third party proxy(ies) (i.e., persons other than the Chairman of the AGM) to vote "live" at the AGM on their behalf.*
  - (where the member is an individual or corporate) appoint the Chairman of the AGM as his/her/its proxy to participate in and vote on his/her/its behalf at the AGM. In appointing the Chairman of the AGM as proxy, a member (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment for that resolution will be treated as invalid.
- A proxy need not be a member of the Company.
- A member of the Company who is not a relevant intermediary entitled to participate in the meeting and vote is entitled to appoint one or two proxies to participate and vote in his/her stead. Where a member who is not a relevant intermediary appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
- A member who is a relevant intermediary entitled to participate in the meeting and vote is entitled to appoint more than two proxies to participate and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than two proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.  
"Relevant intermediary" means:
  - a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
  - a person holding a capital markets services licence to provide custodial services under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
  - the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore (the "**CPF Act**"), in respect of shares purchased under the subsidiary legislation made under the CPF Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- Subject to Note 17 below, completion and return of proxy form shall not preclude a member from participating in and voting at the AGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a member personally participates in the Live Webcast of the meeting, and in such event, the Company reserves the right to refuse to allow any person or persons appointed under the proxy form to participate in the AGM.
- The proxy form must be submitted to the Company in the following manner:
  - via the pre-registration website at the URL: <https://go.lumiengage.com/zjehclagm2023>;
  - if submitted by post, be lodged at the office of the Company's Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue #14-07, Keppel Bay Tower, Singapore 098632; or
  - by sending a scanned PDF copy by email to the Company's Share Transfer Agent at [agm.team@boardroomlimited.com](mailto:agm.team@boardroomlimited.com).in either case, no later than 2.00 p.m. on Friday, 21 April 2023, **not less than 72 hours before the time appointed for the AGM.**
- A member who wishes to submit the proxy form must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.  
The proxy form must be signed by the appointer or his attorney duly authorised in writing. Where the proxy form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
- The proxy form is not valid for use by Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her relevant intermediary as soon as possible to specify his/her voting instructions. A CPF/SRS investor who wishes to vote should approach his/her CPF Agent Bank or SRS Operator at least 7 working days before the date of the AGM to submit his/her voting instructions.
- The Company shall be entitled to reject the proxy form if it is incomplete, improperly completed, illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in the proxy form (including any related attachment) (such as in the case where the appointer submits more than one proxy form). In addition, in the case of members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any proxy form lodged if such members are not shown to have Shares entered against their names in the Depository Register (as defined in Part IIIAA of the Securities and Futures Act 2001 of Singapore), as at 72 hours before the time appointed for holding this AGM as certified by The Central Depository (Pte) Limited to the Company.

**Personal data privacy:-**

By pre-registering for the Live Webcast, submitting a proxy form to vote at the AGM and/or any adjournment thereof, and/or submitting questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations, a member of the Company: (i) consents to the collection, use and disclosure of such 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 AGM (including any adjournment thereof) and 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) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); (ii) warrants that where such member discloses the personal data of such member's proxy(ies) and/or representative(s) to the Company (or its agents), such 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 such member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of such member's breach of warranty.