CIRCULAR DATED 10 APRIL 2017

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of China Jinjiang Environment Holding Company Limited, you should immediately forward this Circular, the Notice of Extraordinary General Meeting and the accompanying Proxy Form to the purchaser or transferee or to the bank, stockbroker or agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited ("**SGX-ST**") assumes no responsibility for the accuracy or correctness of any statements or opinions made, or reports contained, in this Circular.

China International Capital Corporation (Singapore) Pte. Limited was the sole issue manager, global coordinator, bookrunner and underwriter ("**Sole Issue Manager, Global Coordinator, Bookrunner and Underwriter**") for the initial public offering of shares in, and listing of, China Jinjiang Environment Holding Company Limited on the Mainboard of the SGX-ST. The Sole Issue Manager, Global Coordinator, Bookrunner and Underwriter assumes no responsibility for the contents of this Circular.

锦江环境
JINJIANG ENVIRONMENT

CHINA JINJIANG ENVIRONMENT HOLDING COMPANY LIMITED

中国锦江环境控股有限公司

(Company Registration Number: 245144)

(Incorporated in the Cayman Islands on 8 September 2010)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED RENEWAL OF THE GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	22 April 2017 at 11.00 a.m.
Date and time of Extraordinary General Meeting	:	25 April 2017 at 11.00 a.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place)
Place of Extraordinary General Meeting	:	Anson III Level 2, M Hotel, 81 Anson Road, Singapore 079908

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In this Circular, the following definitions shall apply throughout unless the context otherwise requires:

"**Audit Committee**"	:	The audit committee of the Company currently comprising of Mr. Tan Huay Lim, Mr. Ang Swee Tian, Mr. Hee Theng Fong and Mr. Roy Edwin Campbell II.
"**CDP**"	:	The Central Depository (Pte) Limited.
"**China Green Energy**"	:	China Green Energy Limited, an exempted company incorporated on 5 May 2004 under the laws of the Cayman Islands, which is one of the Controlling Shareholders of the Company.
"**Company**"	:	China Jinjiang Environment Holding Company Limited 中国锦江环境控股有限公司.
"**Controlling Shareholder**"	:	A person who (a) holds directly or indirectly 15% or more of the issued shares excluding treasury shares and subsidiary holdings in a company (the SGX-ST may determine that a person who satisfies the above is not a Controlling Shareholder); or (b) in fact exercises control over a company.
"**Directors**"	:	The directors of the Company for the time being (collectively, the "**Board of Directors**").
"**EAR Group**"	:	The Company, its subsidiaries and associated companies that are considered to be "entities at risk" within the meaning of Chapter 9 of the Listing Manual.
"**EGM**"	:	The extraordinary general meeting of the Company, notice of which is given on pages 21 and 22 of this Circular.
"**Executive Directors**"	:	Wang Yuanluo (王元珞), Wang Wuzhong (王武忠) and Wang Ruihong (王瑞红).
"**FY**"	:	Financial year ended or, as the case may be, ending 31 December.
"**Group**"	:	The Company and its subsidiaries.
"**Hangzhou Zhengcai**"	:	Hangzhou Zhengcai Holding Group Co., Ltd. (杭州正才控股集团有限公司) (formerly known as Zhejiang Zhengcai Trading Co., Ltd. (浙江正才贸易有限公司)), a company incorporated under the laws of the PRC with limited liability, which is a wholly-owned subsidiary of Jinjiang Group and is one of the Controlling Shareholders of the Company.
"**Independent Directors**"	:	The Directors who are deemed to be independent for the purposes of making recommendations on the proposed renewal of the IPT General Mandate, being all the Directors.
"**Independent Shareholders**"	:	The Shareholders, other than China Green Energy and Win Charm, who are deemed to be independent for the purposes of voting at the EGM on the ordinary resolution relating to the proposed renewal of the IPT General Mandate.
"**Interested Person**"	:	A director, chief executive officer or controlling shareholder of the Company or an associate of such director, chief executive officer or controlling shareholder.

"**IPT General Mandate**"	:	The general mandate from Shareholders to enable the EAR Group to enter into certain recurrent interested person transactions which are of a revenue or trading nature or certain interested person transactions necessary for day-to-day operations such as the purchase and sale of supplies and materials, provided that all such transactions are carried out on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders
"**Jinjiang Group**"	:	Hangzhou Jinjiang Group Co., Ltd. (杭州锦江集团有限公司), a company incorporated under the laws of the PRC with limited liability, which is owned as to 63.29% by Mr. Dou Zhenggang and 36.71% by Zhejiang Hengjia and is one of the Controlling Shareholders of the Company.
"**Latest Practicable Date**"	:	31 March 2017, being the latest practicable date prior to the printing of this Circular.
"**Listing Manual**"	:	The Listing Manual of the SGX-ST, including any amendments made thereto up to the Latest Practicable Date.
"**NTA**"	:	Net tangible assets.
"**PRC**"	:	People's Republic of China, excluding Hong Kong, Macau and Taiwan for the purposes of this Circular and for geographical reference only.
"**Prospectus**"	:	The prospectus of the Company dated 25 July 2016 in connection with its initial public offering and listing on the Mainboard of the SGX-ST.
"**Register of Members**"	:	The Register of Members of the Company.
"**Securities Accounts**"	:	Securities accounts maintained by Depositors with CDP, but not including securities sub-accounts maintained with a Depository Agent.
"**SFA**"	:	The Securities and Futures Act, Chapter 289 of Singapore, as amended from time to time.
"**SGX-ST**"	:	Singapore Exchange Securities Trading Limited.
"**Shareholders**"	:	Registered holders of Shares in the Register of Members, except that where the registered holder is CDP, the term "**Shareholders**" shall, in relation to such Shares and where the context admits, mean the persons named as Depositors in the Depository Register maintained by the CDP and whose Securities Accounts maintained with CDP are credited with those Shares.
"**Shares**"	:	Ordinary shares in the capital of the Company.
"**Substantial Shareholder**"	:	A person who has an interest directly or indirectly in 5% or more of the total number of voting Shares of the Company.
"**Win Charm**"	:	Win Charm Limited, an exempted company incorporated on 18 August 2005 under the laws of the Cayman Islands, which is a wholly-owned subsidiary of Jinjiang Group and is one of the Controlling Shareholders of the Company.

"**Zhejiang Hengjia**"	:	Zhejiang Hengjia Holding Co., Ltd. (浙江恒嘉控股有限公司), a limited liability company incorporated under the laws of the PRC, which is wholly owned by Ms. Wei Xuefeng, who is one of the Controlling Shareholders of the Company and the spouse of Mr. Dou. Zhejiang Hengjia is one of the Controlling Shareholders of the Company.

Glossary of Technical Terms

"**EMC**"	:	energy management contracting; mainly includes services relating to equipment selection, construction planning, residual heat utilisation, and optimisation of operations and maintenance.
"**municipal solid waste**"	:	household waste, sanitary waste, commercial waste and other non-industrial waste generated from day-to-day activities in an urban centre, which primarily comprises food and other organic waste.
"**WTE**"	:	waste-to-energy; mainly includes waste incineration and power generation in which municipal solid waste is burned at high temperature where the heat energy generated during burning is transformed to high temperature steam to initiate the rotation of turbines for power generation.

Currencies and Others

"**RMB**" and "**RMB cents**"	:	PRC Renminbi and Renminbi cents, respectively.
"**S$**", "**$**" and "**cents**"	:	Singapore dollars and cents, respectively.
"**%**" **or "per cent.**"	:	Per centum or percentage.

The terms "**Depositor**", "**Depository Agent**" and "**Depository Register**" shall have the meanings ascribed to them respectively, in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore ("**SFA**").

Words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include corporations.

Unless otherwise indicated, RMB amounts in this Circular have been translated into Singapore dollars, based on the exchange rate of S$1.00 : RMB4.9300 quoted by Bloomberg L.P. on the Latest Practicable Date.

Any reference in this Circular to any statute or enactment is a reference to that statute or enactment for the time being amended or re-enacted. Any word defined under the SFA, the Listing Manual, or any relevant laws of the Republic of Singapore or any modification thereof and used in this Circular shall, where applicable, have the meaning assigned to it under the SFA, the Listing Manual, or any relevant laws of the Republic of Singapore or any modification thereof, as the case may be, unless otherwise provided.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference to a time of day and date in this Circular is a reference to Singapore time and date, respectively, unless otherwise stated.

Any discrepancies in figures included in this Circular between the amounts shown and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them.

CHINA JINJIANG ENVIRONMENT HOLDING COMPANY LIMITED
中国锦江环境控股有限公司

(Company Registration Number: 245144)
(Incorporated in the Cayman Islands on 8 September 2010)

Board of Directors:

Wang Yuanluo (王元珞) (Executive Chairman and Chief Executive Officer)
Wang Wuzhong (王武忠) (Executive Director)
Wang Ruihong (王瑞红) (Executive Director)
Roy Edwin Campbell II (Non-Executive Director)
Ang Swee Tian (Lead Independent Director)
Hee Theng Fong (Independent Director)
Tan Huay Lim (Independent Director)
Ni Mingjiang (倪明江) (Independent Director)

Registered Office:

Grand Pavilion, Hibiscus Way
802 West Bay Road
P.O. Box 31119
KY1-1205, Cayman Islands

10 April 2017

To: The Shareholders of China Jinjiang Environment Holding Company Limited
中国锦江环境控股有限公司

Dear Sir / Madam

THE PROPOSED RENEWAL OF THE GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS

1. INTRODUCTION

1.1 EGM

The Directors are convening an extraordinary general meeting to be held on 25 April 2017 at 11.00 a.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at Anson III Level 2, M Hotel, 81 Anson Road, Singapore 079908 on the same day and at the same place) ("**EGM**") to seek Shareholders' approval for the proposed renewal of the general mandate for interested person transactions (the "**IPT General Mandate**").

1.2 Circular

The purpose of this Circular is to provide Shareholders with information relating to the proposed renewal of the IPT General Mandate to be tabled at the EGM.

2. THE PROPOSED RENEWAL OF THE IPT GENERAL MANDATE

2.1 Background

On 20 July 2016, the Shareholders had adopted the IPT General Mandate. The terms of the IPT General Mandate were set out in the section entitled "Interested Person Transactions and Potential Conflicts of Interests — General Mandate for Interested Person Transactions" in the Company's prospectus dated 25 July 2016 (the "**Prospectus**").

The IPT General Mandate enables the Company, its subsidiaries and associated companies that are considered to be "entities at risk" within the meaning of Chapter 9 of the Listing Manual (the "**EAR Group**"), to enter in the ordinary course of business into any of the mandated transactions with specified classes of the Company's interested persons, provided that such transactions are made on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders.

2.2 **Annual Renewal of the IPT General Mandate**

Pursuant to Rule 920(2) of the Listing Manual, the IPT General Mandate as disclosed in the Prospectus was expressed to be effective until the earlier of the following: (a) the conclusion of the forthcoming Annual General Meeting of the Company; or (b) the first anniversary of the date of the Company's listing on the Main Board of the SGX-ST. Accordingly, it is proposed that the IPT General Mandate be renewed at the EGM, to take effect until the conclusion of the next annual general meeting of the Company.

2.3 **Particulars of the IPT General Mandate to be renewed**

The nature of the interested person transactions and the classes of Interested Persons in respect of which the IPT General Mandate is sought to be renewed remain unchanged. Particulars of the IPT General Mandate, including the rationale for the IPT General Mandate, the benefits to be derived by the Company, as well as the review procedures for determining transaction prices with the specified classes of Interested Persons, are set out in paragraph 2.6 of this Circular.

2.4 **Audit Committee's Confirmation**

Pursuant to Rule 920(1)(c) of the Listing Manual, the Audit Committee confirms that:

(a) the methods or procedures for determining the transaction prices have not changed since the IPT General Mandate was last approved by Shareholders and disclosed in the Prospectus; and

(b) the methods or procedures referred to in sub-paragraph (a) above are sufficient to ensure that the mandated transactions carried out thereunder will be on normal commercial terms, and will not be prejudicial to the interests of the Company and its minority Shareholders.

2.5 **Chapter 9 of the Listing Manual**

Chapter 9 of the Listing Manual governs transactions between a listed company, as well as transactions by its subsidiaries and associated companies that are considered to be "at risk", with the listed company's interested persons.

Except for any transaction which is below S$100,000 in value and certain transactions which, by reason of the nature of such transactions, are not considered to put the listed company at risk to its interested persons and hence are excluded from the ambit of Chapter 9, when this Chapter applies to a transaction with an interested person and the value of the transaction alone or in aggregation with other transactions conducted with the same interested person during the financial year reaches or exceeds certain materiality thresholds (which are based on the listed company's latest audited consolidated net tangible assets ("**NTA**")), the listed company is required to make an immediate announcement, or to make an immediate announcement and seek its shareholders' approval for the transaction. In particular, shareholders' approval is required for an interested person transaction of a value equal to, or exceeding:

(a) 5% of the listed company's latest audited consolidated NTA; or

(b) 5% of the listed company's latest audited consolidated NTA, when aggregated with the values of all other transactions entered into with the "same interested person" (as such term is construed under Chapter 9 of the Listing Manual) during the same financial year.

Based on the audited consolidated financial statements of the Group for the financial year ended 31 December 2016, the consolidated NTA of the Group was RMB3,040.8 million (equivalent to approximately S$616.8 million). Accordingly, in relation to the Group, for the purposes of Chapter 9 of the Listing Manual, in the current financial year and until the audited consolidated financial statements of the Group for the financial year ending 31 December 2017 are published, 5% of the Group's latest audited consolidated NTA would be RMB152.0 million (equivalent to approximately S$30.8 million).

Chapter 9 of the Listing Manual, however, allows the Company to seek a mandate from its Shareholders for recurrent interested person transactions which are of a revenue or trading nature or for those necessary for its day-to-day operations. These transactions may not include the purchase or sale of assets, undertakings or businesses which are not part of the Company's day-to-day operations.

For the purposes of Chapter 9 of the Listing Manual:

(i) an "**approved exchange**" means a stock exchange that has rules which safeguard the interests of shareholders against interested person transactions according to similar principles as Chapter 9;

(ii) an "**associate**" in relation to an interested person who is a director, chief executive officer or controlling shareholder, includes an immediate family member (that is, the spouse, child, adopted child, step-child, sibling or parent) of such director, chief executive officer or controlling shareholder, the trustees of any trust of which the director/his immediate family, the chief executive officer/his immediate family or the controlling shareholder/his immediate family is a beneficiary, or in the case of a discretionary trust, is a discretionary object, and any company in which the director/his immediate family, the chief executive officer/his immediate family or the controlling shareholder/his immediate family has or have an aggregate interest (directly or indirectly) of 30% or more, and, where a controlling shareholder is a corporation, its subsidiary or holding company or fellow subsidiary or a company in which it and/or they have (directly or indirectly) an interest of 30% or more;

(iii) an "**associated company**" means a company in which at least 20% but not more than 50% of its shares are held by the listed company or group;

(iv) an "**entity at risk**" means:

  (i) the listed company;

  (ii) a subsidiary of the listed company that is not listed on the SGX-ST or an approved exchange; or

  (iii) an associated company of the listed company that is not listed on the SGX-ST or an approved exchange, provided that the listed company and/or its subsidiaries (the "**listed group**"), or the listed group and its interested person(s), has control over the associated company;

(v) an "**interested person**" means a director, chief executive officer or controlling shareholder of the listed company or an associate of such director, chief executive officer or controlling shareholder;

(vi) an "**interested person transaction**" means a transaction between an entity at risk and an interested person;

(vii) a "**transaction**" includes the provision or receipt of financial assistance; the acquisition, disposal or leasing of assets; the provision or receipt of services; the issuance or subscription of securities; the granting of or being granted options; and the establishment of joint ventures or joint investments, whether or not entered into in the ordinary course of business, and whether entered into directly or indirectly; and

(viii) in interpreting the term "**same interested person**" for the purpose of aggregation of the values of all transactions entered into with the same interested person during the same financial year under Rules 905 and 906 of Chapter 9 of the Listing Manual, the following applies:

(i) transactions between an entity at risk and interested persons who are members of the same group are deemed to be transactions between the entity at risk with the same interested person; and

(ii) if an interested person (which is a member of a group) is listed, its transactions with the entity at risk need not be aggregated with transactions between the entity at risk and other interested persons of the same group, provided that the listed interested person and other listed interested persons have boards the majority of whose directors are different and are not accustomed to act on the instructions of the other interested persons and their associates and have audit committees whose members are completely different.

2.6 **Renewal of the IPT General Mandate**

2.6.1 ***Introduction***

The Company anticipates that the EAR Group would, in the ordinary course of business, continue to enter into certain transactions with its Interested Persons (as such term is defined in the Listing Manual and/or in accordance with the directions of the SGX-ST), including but not limited to those categories of transactions described below. In view of the time-sensitive nature of commercial transactions, it would be advantageous for the Company to obtain a Shareholders' mandate to enter into certain interested person transactions in the EAR Group's normal course of business, provided that all such transactions are carried out on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders.

Chapter 9 of the Listing Manual allows a listed company to obtain a mandate from its shareholders for recurrent interested person transactions which are of a revenue or trading nature or for those necessary for its day-to-day operations. These transactions may not include the purchase or sale of assets, undertakings or businesses which are not part of its day-to-day operations.

The IPT General Mandate will take effect from the passing of the Ordinary Resolution relating thereto, and will continue in force until the conclusion of the next annual general meeting of the Company (unless sooner revoked or varied by the Company in general meeting). Approval from Shareholders will be sought for the renewal of the IPT General Mandate at the next annual general meeting (or extraordinary general meeting following such annual general meeting) and each subsequent annual general meeting (or extraordinary general meeting following such annual general meeting) of the Company, subject to satisfactory review by the Audit Committee of the Company of its continued application to the Mandated Transactions (as defined below).

2.6.2 ***Entities at Risk***

For the purposes of the IPT General Mandate, an "Entity at Risk" means:

(a) the Company;

(b) a subsidiary of the Company (excluding subsidiaries listed on the SGX-ST or an approved exchange); or

(c) an associated company of the Company (other than an associated company that is listed on the SGX-ST or an approved exchange) over which the Group, or the Group and its Interested Person(s), has or have control.

2.6.3 ***Classes of Mandated Interested Persons***

The IPT Mandate will apply to the transactions that are carried out between any Entity at Risk and the following entities, which are associates of the Controlling Shareholders of the Company:

Purchase of Raw Materials

(i) Ningbo Daxie Deran Trading Co., Ltd. (宁波大榭开发区德然商贸有限公司);

(ii) Ningbo Jinlikang Energy Co., Ltd. (宁波锦利康能源有限公司);

Purchase of Construction-Related Materials

(iii) Hangzhou Zhengcai;

Construction Services

(iv) Zhejiang Jinxin Construction Engineering Co., Ltd. (浙江锦鑫建筑工程有限公司);

Design and Consulting Services

(v) Hangzhou Jinjiang Engineering Design and Research Co., Ltd. (杭州锦江工程设计研究有限公司);

Project Technical and Management Services and Energy Management Contracting ("**EMC**") Services

(vi) Henan Jinrong Cement Co., Ltd. (河南锦荣水泥有限公司);

(vii) Guangxi Tiandong Jinsheng Chemical Engineering Co., Ltd. (西田东锦盛化工有限公司);

(viii) Shanxi Xiaoyi Xing'an Chemical Co., Ltd. (山西省孝义市兴安化工有限公司);

(ix) Cayman (Shanxian) Energy Comprehensive Utilisation Co., Ltd. (开曼（陕县）能源综合利用有限公司);

(x) Kuitun Jinjiang Chemical Engineering Co., Ltd. (奎屯锦江化工有限公司);

(xi) Kuitun Jinjiang Thermal Electricity Co., Ltd. (奎屯锦江热电有限公司);

(xii) Shanxian Jinhua Chemical Engineering Co., Ltd. (陕县锦华化工有限公司);

(xiii) Shanxi Fusheng Aluminium Industry Co., Ltd. (山西复晟铝业有限公司);

(xiv) Zhongning Jinning Carbon Co., Ltd. (中宁县锦宁碳素有限公司);

(xv) Zhejiang Zhuji Bafang Thermal Power Co., Ltd. (浙江诸暨八方热电有限责任公司);

(xvi) Inner Mongolia Jinlian Aluminium Co., Ltd. (内蒙古锦联铝材有限公司);

(xvii) Zhongning Jinning Aluminium Magnesium New Material Co., Ltd. (中宁县锦宁铝镁新材料有限公司);

(xviii) Guizhou Huajin Aluminium Industry Co., Ltd. (贵州华锦铝业有限公司);

(xix) Zhejiang Jiyang Thermal Power Co., Ltd. (浙江暨阳协联热电有限公司); and

(xx) Guangxi Napo Baiyi Mining Development Investment Co., Ltd. (广西那坡百益矿业开发投资有限公司),

(collectively, the "**Mandated Interested Persons**" and each a "**Mandated Interested Person**", all being "interested persons" as defined in the Listing Manual).

The Mandated Interested Persons remain the same as those disclosed in the Prospectus.

2.6.4 ***Categories of Mandated Interested Person Transactions***

The types of transactions with the Mandated Interested Persons to which the IPT General Mandate will apply (the "**Mandated Transactions**"), and the benefits to be derived therefrom, are set out below.

(a) *Purchase of Raw Materials and Construction-Related Materials*

This category of transactions pertains to the purchase of coal and other raw materials, as well as construction-related materials by the EAR Group from Mandated Interested Persons in the normal course of business of the EAR Group. The transactions within this category include:

(i) the purchase of coal and other raw materials by the EAR Group from the Mandated Interested Persons;

(ii) the purchase of construction-related materials by the EAR Group from the Mandated Interested Persons; and

(iii) the provision or obtaining of such other products and services which are incidental to or in connection with the provision or obtaining of products and services in sub-paragraphs (i) and (ii) above, including but not limited to transportation and logistics services.

(b) *Construction and Ancillary Services*

This category of transactions pertains to the provision of construction-related services and ancillary services (including design and consulting services) by the Mandated Interested Persons to the EAR Group in relation to the design and construction of waste-to-energy ("**WTE**") and other facilities, which are of a recurring nature and are in the ordinary course of business of the EAR Group. The transactions within this category include:

(i) the tender by the Mandated Interested Persons for (whether by way of public tender, invitation or otherwise) and/or obtaining by the Mandated Interested Persons of the award of contracts from the EAR Group as main contractors, sub-contractors, suppliers and/or consultants for construction, building, engineering, architectural, retro-fitting and/or alteration and addition works for WTE and other facilities ("**Construction Services**");

(ii) the provision of integrated design and consulting services by the Mandated Interested Persons to the EAR Group, including keeping track of the latest technological developments in the WTE industry, inspecting the qualification and experience of service providers to be engaged for design-related services, organising public tenders for the design of WTE facilities and liaising with and supervising service providers engaged to provide design-related services ("**Design and Consulting Services**"); and

(iii) the provision and/or obtaining of such other products and services which are incidental to or in connection with the provision or obtaining of products and services in sub-paragraphs (i) and (ii) above by the Mandated Interested Persons to the Group, including but not limited to the provision and/or obtaining of relevant construction materials and equipment.

(c) *Project Technical and Management Services and EMC Services*

This category of transactions pertains to the provision of project technical and management services and EMC services by the EAR Group to the Mandated Interested Persons, which are recurrent transactions of a revenue or trading nature. The transactions within this category include:

(i) the provision of project technical and management services;

(ii) the provision of energy-saving and residual heat utilisation solutions;

(iii) the provision of consultancy services in relation to operations optimisation and equipment selection;

(iv) the provision of management and operational support services;

(v) the provision of consultancy services in relation to energy-saving technology; and

(vi) the provision and/or obtaining of such other products and services which are incidental to or in connection with the provision or obtaining of products and services in sub-paragraphs (i) to (v) above, including but not limited to the provision of energy-saving and residual heat utilisation equipment and facilities.

The categories of Mandated Interested Person Transactions remain the same as those disclosed in the Prospectus.

2.6.5 ***Rationale for and Benefits of the IPT General Mandate***

The renewal of the IPT General Mandate on an annual basis would eliminate the need to announce, or to announce and convene separate general meetings from time to time to seek Shareholders' prior approval as and when potential Mandated Transactions with Mandated Interested Persons arise, thereby saving substantial administrative time and costs expended in convening such meetings, without compromising the corporate objectives and adversely affecting the business opportunities available to the EAR Group.

The IPT General Mandate is intended to facilitate transactions in the normal course of business of the EAR Group which are transacted from time to time with the Mandated Interested Persons, provided that they are carried out at arm's length and on normal commercial terms, and are not prejudicial to the interests of the Company and its minority Shareholders. The EAR Group will benefit from having access to competitive quotes from the Mandated Interested Persons in addition to obtaining quotes from, or transacting with, non-Mandated Interested Persons.

In accordance with the requirements of Chapter 9 of the Listing Manual, the Company will (i) disclose in its annual report the aggregate value of transactions conducted with Mandated Interested Persons pursuant to the IPT General Mandate during the financial year (as well as in the annual reports for subsequent financial years that the IPT General Mandate continues to be in force); and (ii) announce the aggregate value of transactions conducted with Mandated Interested Persons pursuant to the IPT General Mandate for the financial periods that the Company is required to report on pursuant to Rule 705 of the Listing Manual (which relates to quarterly reporting by listed companies) within the time required for the announcement of such report.

2.6.6 ***Review Procedures for Mandated Transactions with Mandated Interested Persons***

To ensure that Mandated Transactions with Mandated Interested Persons are undertaken at: (i) arm's length and on normal commercial terms consistent with the Group's usual business practices and on terms which are generally not more favourable than those extended to unrelated third parties; or (ii) in any event on terms no less favourable to the Group than prevailing open market rates, and will not be prejudicial to the interests of the Company and its minority Shareholders, the Group will adopt the following procedures for the review and approval of Mandated Transactions under the IPT General Mandate:

(a) The following procedures will be adopted in relation to (i) purchases of raw materials and construction-related materials from Mandated Interested Persons, (ii) the provision of Construction Services and ancillary services (including Design and Consulting Services) by Mandated Interested Persons and (iii) the provision of project technical and management services and EMC services to Mandated Interested Persons:

Purchase of Raw Materials and Construction-Related Materials

In relation to the purchase of coal and other raw materials as well as construction-related materials from Mandated Interested Persons, the price and commercial terms will be determined based on the prevailing market rates, which are determined by market forces, demand and supply, specifications and other relevant factors. The Group will also take into account transportation costs involved. Prices from the Company's interested persons are generally aggregate of cost, freight costs and an administrative fee of 2-3%. Where the prevailing market rates or prices are not available for comparison, the purchasing department of the Group will assess the pricing quoted by the Mandated Interested Person based on its usual business practices, taking into account factors, including but not limited to the budget allocated for the transaction as well as the capacity and reliability of the Mandated Interested Person.

In determining whether the price and commercial terms offered by the Mandated Interested Persons are fair and reasonable, factors such as, but not limited to, delivery schedules, compliance with specifications, track record and reliability, experience and expertise, capacity and payment terms will be taken into consideration. In addition, the purchasing department of the Group will procure at least two quotations from unrelated third party vendors in respect of similar categories of products. The price and commercial terms offered by the Mandated Interested Persons shall be no less favourable to the EAR Group than what is available in the market, having regard to all relevant factors.

Where it is impracticable or not possible for quotations to be obtained from unrelated third party vendors, the price and commercial terms offered by the Mandated Interested Person will be compared to those for the same or substantially the same types of transactions entered into between the Mandated Interested Person and third parties. The review procedures in such cases may include, where applicable, reviewing the standard price lists provided by the Mandated Interested Person to its customers for such products and be based on the commercial merits of the transaction. Where it is impractical or not possible to compare the price and commercial terms with those for the same or substantially the same types of transactions entered into between the Mandated Interested Person and third parties, the Relevant Authorised Persons (as defined in paragraph (b) below) will determine whether the terms of supply are fair and reasonable. This would include taking into account, where known, among other matters as may be necessary, the nature and duration of the transaction, the cost and margins of the Mandated Interested Person and the quality of the products to be purchased.

Construction Services and Ancillary Services

In relation to the provision of Construction Services and ancillary services (including Design and Consulting Services) by Mandated Interested Persons to the EAR Group, the price and commercial terms offered by the Mandated Interested Persons will be assessed based on the comparable third party contracts approach. At least two recent contracts, for the same or substantially the same nature of Construction Services and Design and Consulting Services (as the case may be), entered into by the Group with third parties will be used as a basis of comparing the price and commercial terms offered by the Mandated Interested Person, after taking into account, *inter alia*, if applicable, factors including but not limited to, the complexity of the services rendered, the Group's project specifications, the project schedule, the payment terms, the sufficiency and availability of resources, the creditworthiness of the Mandated Interested Person, the technical expertise required and prevailing estimated project costs. For example, in relation to Construction Services, as the main drivers affecting construction costs are floor area and installations required, the contracts of a similar nature will be analysed on a cost per square feet or cost per installation basis. After analysing the costs in specific detail, the Group will then derive a meaningful contract sum to be paid to the Mandated Interested Person.

Where it is impracticable or not possible for such contracts to be obtained, the price and commercial terms offered by the Mandated Interested Person will be compared to those for the same or substantially the same types of transactions entered into between the Mandated Interested Person and third parties. The review procedures in such cases may include, where applicable, reviewing the standard price lists provided by the Mandated Interested Person to its customers for such services and be based on the commercial merits of the transaction. Where it is impractical or not possible to compare the price and commercial terms with those for the same or substantially the same types of transactions entered into between the Mandated Interested Person and third parties, the Relevant Authorised Persons (as defined in paragraph (b) below) will determine whether the terms of supply are fair and reasonable. This would include taking into account, where known, among other matters as may be necessary, the nature and duration of the transaction, the cost and margins of the relevant project (if any) and the quality of the services to be provided.

Provision of Project Technical and Management Services and EMC Services

In relation to the provision of project technical and management services and EMC services by the EAR Group to Mandated Interested Persons, the price and commercial terms offered to the Mandated Interested Persons will be determined based on the comparable third party contracts approach. At least two recent contracts, for the same or substantially the same nature of project technical and management services or EMC services (as the case may be), entered into by the Group with third parties will be used as a basis of comparing and determining the price and commercial terms to be offered to the Mandated Interested Person, after taking into account, *inter alia*, if applicable, factors including but not limited to, the complexity of the services rendered, the Mandated Interested Person's project specifications, the project schedule, the payment and revenue-sharing terms (where applicable), the cost of investment required, the sufficiency and availability of resources, the creditworthiness of the Mandated Interested Person, the technical expertise required and the prevailing estimated project costs determined by a project director and/or quantity surveyor(s).

Where it is impracticable or not possible for such contracts to be obtained, the price and commercial terms offered to the Mandated Interested Person will be determined in accordance with ther Group's usual business practice and be consistent with the margins obtained by the Group in its business operations.

(b) The following review and approval procedures will apply to the Mandated Transactions:

(i) Transactions equal to or exceeding S$100,000 each in value but below the Financial Limit (as defined below) each in value, will be reviewed and approved by either the Chairman of the Board of Directors or an Executive Director, together with the Audit Committee or such other senior executive(s) of the Company designated by the Audit Committee from time to time for such purpose (collectively, the "**Relevant Authorised Persons**"), and tabled for review by the Audit Committee on a quarterly basis.

(ii) Transactions equal to or exceeding the Financial Limit each in value will be reviewed and approved by the Audit Committee.

(iii) Any of the Relevant Authorised Persons, and the Audit Committee, may, as he/it deems fit, request for additional information pertaining to the transaction under review from independent sources or advisers, including requesting for an independent financial adviser's opinion and/or the obtaining of valuations from independent professional valuers.

For the purposes of sub-paragraphs (i) and (ii) above, the Financial Limit shall be the amount equivalent to 5.0% of the Group's audited consolidated NTA for the time being, as determined by reference to the Group's latest announced audited consolidated financial statements.

(c) The following will apply to the review and approval process for all categories of Mandated Transactions:

(i) If any of the Relevant Authorised Persons has an interest in the transaction or is a nominee for the time being of the Mandated Interested Person, or if any associate (as defined in the Listing Manual) of the Relevant Authorised Persons is involved in the decision making process on the part of the Mandated Interested Person, the review and approval process shall be undertaken by the remaining Relevant Authorised Persons who do not have an interest in the transaction or are a nominee for the time being of the Mandated Interested Person, and who are not subject to such conflicts of interest, save that if all of the Executive Directors have an interest in the transaction, are nominees for the time being of the Mandated Interested Person or are subject to such conflicts of interest, the review and approval process shall be undertaken by the Audit Committee or such other senior executive(s) of the Company designated by the Audit Committee from time to time for such purpose.

(ii) If all of the Relevant Authorised Persons have an interest in the transaction, are nominees for the time being of the Mandated Interested Person or have associates (as defined in the Listing Manual) involved in the decision making process on the part of the Mandated Interested Person, the review and approval process shall be undertaken by the Chairman of the Audit Committee or another member of the Audit Committee (who is not a nominee of the Mandated Interested Person, has no interest in the transaction and is not subject to such conflicts of interest) designated by the Chairman of the Audit Committee from time to time for such purpose.

(iii) If a member of the Audit Committee has an interest in a transaction or is a nominee for the time being of the Mandated Interested Person, or if any associate (as defined in the Listing Manual) of a member of the Audit Committee is involved in the decision making process on the part of the Mandated Interested Person, he shall abstain from participating in the review and approval process of the Audit Committee in relation to that transaction.

(iv) If a member of the Audit Committee (who is not a nominee of the Mandated Interested Person, has no interest in the transaction and is not subject to such conflicts of interest) also serves as an independent non-executive director on the board of directors or (as the case may be) an audit or other board committee of the Mandated Interested Person, and he participates in the review and approval process of the Audit Committee in relation to a transaction with that Mandated Interested Person, he will abstain from participating on any decision before the board or committee of that Mandated Interested Person with respect to such transaction.

(d) The Company will maintain a register of Mandated Transactions carried out with Mandated Interested Persons (recording the basis, including the quotations obtained to support such basis, on which they are entered into), and the Company's annual internal audit plan will incorporate a review of all Mandated Transactions entered into in the relevant financial year pursuant to the IPT General Mandate.

The Audit Committee will review the internal audit reports on Mandated Transactions to ascertain that the internal control procedures and review procedures for Mandated Transactions have been complied with.

(e) If during any of the reviews by the Audit Committee, the Audit Committee is of the view that the internal control procedures and review procedures for Mandated Transactions have become inappropriate or insufficient in the event of changes to the nature of, or manner in which, the business activities of the Group or the Mandated Interested Persons are conducted, the Company will revert to Shareholders for a fresh general mandate based on new internal control procedures and review procedures so that Mandated Transactions will be carried out at arm's length, on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

The review procedures for the Mandated Transactions with Mandated Interested Persons remain the same as those disclosed in the Prospectus.

3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

3.1 Directors' Interests

The interests of the Directors in the Shares, as recorded in the Register of Directors' Shareholdings of the Company, as at the Latest Practicable Date are set out below:

	Direct Interest		Deemed Interest[2]		Total Interest	
Directors	**No. of Shares**	**%[1]**	**No. of Shares**	**%[1]**	**No. of Shares**	**%[1]**
Wang Yuanluo	–	–	–	–	–	–
Wang Wuzhong	–	–	–	–	–	–
Wang Ruihong	–	–	–	–	–	–
Roy Edwin Campbell II	–	–	–	–	–	–
Ang Swee Tian	–	–	–	–	–	–
Hee Theng Fong	–	–	–	–	–	–
Tan Huay Lim	–	–	–	–	–	–
Ni Mingjiang	–	–	–	–	–	–

Notes:

(1) Based on 1,216,824,200 Shares in issue as at the Latest Practicable Date.

(2) Deemed interests refer to interests determined pursuant to Section 4 of the SFA.

3.2 Substantial Shareholders' Interests

The interests of the Substantial Shareholders in the Shares, as recorded from the Register of Substantial Shareholders of the Company, as at the Latest Practicable Date are set out below:

Substantial Shareholders	Direct Interest		Deemed Interest[2]		Total Interest	
	No. of Shares	%[1]	No. of Shares	%[1]	No. of Shares	%[1]
China Green Energy	474,195,575	38.97	–	–	474,195,575	38.97
Win Charm[3]	275,714,500	22.66	474,195,575	38.97	749,910,075	61.63
Hangzhou Zhengcai[4]	–	–	749,910,075	61.63	749,910,075	61.63
Jinjiang Group[5]	–	–	749,910,075	61.63	749,910,075	61.63
Dou Zhenggang[6]	–	–	749,910,075	61.63	749,910,075	61.63
Wei Xuefeng[7]	–	–	749,910,075	61.63	749,910,075	61.63
Zhejiang Hengjia[8]	–	–	749,910,075	61.63	749,910,075	61.63
Radec XIX Ltd[9]	180,620,574	14.84	–	–	180,620,574	14.84
MKCP Mauritius Master Holdings Ltd.[9]	–	–	180,620,574	14.84	180,620,574	14.84
Mount Kellett Master Fund II, L.P.[9][10]	–	–	180,620,574	14.84	180,620,574	14.84
Mount Kellett Capital Management L.P.[9]	–	–	180,620,574	14.84	180,620,574	14.84
Mount Kellett Capital Management GP LLC[9]	–	–	180,620,574	14.84	180,620,574	14.84
Mr. Mark McGoldrick[9]	–	–	180,620,574	14.84	180,620,574	14.84
Fortress MK Advisors LLC[9][10]	–	–	180,620,574	14.84	180,620,574	14.84
FIG LLC[10]	–	–	180,620,574	14.84	180,620,574	14.84
Fortress Operating Entity I LP[10]	–	–	180,620,574	14.84	180,620,574	14.84
FIG Corp.[10]	–	–	180,620,574	14.84	180,620,574	14.84
Fortress Investment Group LLC[10]	–	–	180,620,574	14.84	180,620,574	14.84
AEP Investments (Mauritius) Limited[11]	81,478,351	6.70	–	–	81,478,351	6.70

Notes:

(1) Based on 1,216,824,200 Shares in issue as at the Latest Practicable Date.

(2) Deemed interests refer to interests determined pursuant to Section 4 of the SFA.

(3) Win Charm holds approximately 50.0% of the voting shares in the issued and paid-up share capital of China Green Energy. Accordingly, Win Charm is deemed to have an interest in the Shares held by China Green Energy by virtue of Section 4 of the SFA.

(4) Hangzhou Zhengcai holds 90.0% of the issued and paid-up share capital of Win Charm. Win Charm is deemed to have an interest in the Shares held by China Green Energy by virtue of Section 4 of the SFA – please refer to Note (3) above. Accordingly, Hangzhou Zhengcai is deemed to have an interest in the Shares held by China Green Energy and Win Charm by virtue of Section 4 of the SFA.

(5) Jinjiang Group directly and indirectly (through its wholly-owned subsidiary Hangzhou Zhengcai) holds the entire issued and paid-up share capital of Win Charm. Win Charm is deemed to have an interest in the Shares held by China Green Energy by virtue of Section 4 of the SFA – please refer to Note (3) above. Accordingly, Jinjiang Group is deemed to have an interest in the Shares held by China Green Energy and Win Charm by virtue of Section 4 of the SFA.

(6) Dou Zhenggang holds approximately 63.29% of the registered capital of Jinjiang Group. Jinjiang Group is deemed to have an interest in the Shares held by China Green Energy and Win Charm by virtue of Section 4 of the SFA – please refer to Note (5) above. Accordingly, Dou Zhenggang is deemed to have an interest in the Shares held by China Green Energy and Win Charm by virtue of Section 4 of the SFA.

(7) Wei Xuefeng, who is Dou Zhenggang's spouse, holds the entire registered capital of Zhejiang Hengjia. Zhejiang Hengjia holds approximately 36.71% of Jinjiang Group's registered capital. Jinjiang Group is deemed to have an interest in the Shares held by China Green Energy and Win Charm by virtue of Section 4 of the SFA – please refer to Note (5) above. Accordingly, Wei Xuefeng is deemed to have an interest in the Shares held by China Green Energy and Win Charm by virtue of Section 4 of the SFA.

(8) Zhejiang Hengjia holds approximately 36.7% of Jinjiang Group's registered capital. Jinjiang Group is deemed to have an interest in the Shares held by China Green Energy and Win Charm by virtue of Section 4 of the SFA – please refer to Note (5) above. Accordingly, Zhejiang Hengjia is deemed to have an interest in the Shares held by China Green Energy and Win Charm by virtue of Section 4 of the SFA.

(9) Radec XIX Ltd is wholly owned by MKCP Mauritius Master Holdings Ltd., which in turn is wholly-owned by Mount Kellett Master Fund II, L.P. Mount Kellett Master Fund II, L.P. is co-managed by Mount Kellett Capital Management L.P. and Fortress MK Advisors LLC, which have control over the business and affairs of Mount Kellett Master Fund II, L.P., including making investment and divestment decisions and voting the securities and interests held by Mount Kellett Master Fund II, L.P., including those in MKCP Mauritius Master Holdings Ltd. The general partner of Mount Kellett Capital Management L.P., which has full control over the business and affairs of Mount Kellett Capital Management L.P., including making all investment and divestment decisions and voting the securities and interests held by Mount Kellett Master Fund II, L.P., including those in MKCP Mauritius Master Holdings Ltd., is Mount Kellett Capital Management GP LLC. Mount Kellett Capital Management GP LLC is collectively wholly-owned by Mr. Mark McGoldrick (who is a managing member) and his family member (who is a non-managing member) with shareholding interests of 99% and 1% respectively. Accordingly, each of MKCP Mauritius Master Holdings Ltd., Mount Kellett Master Fund II, L.P., Mount Kellett Capital Management L.P., Fortress MK Advisors LLC, Mount Kellett Capital Management GP LLC and Mr. Mark McGoldrick are deemed to have an interest in the Shares held by Radec XIX Ltd by virtue of Section 4 of the SFA.

(10) Fortress MK Advisors LLC, which was appointed as the co-Manager of Mount Kellett Master Fund II, L.P. on 31 July 2015, is a wholly-owned subsidiary of FIG LLC, which is wholly-owned by Fortress Operating Entity I LP. The general partner of Fortress Operating Entity I LP is FIG Corp., which controls the business and affairs of Fortress Operating Entity I LP, including making investment and divestment decisions and voting the securities and interests held by Fortress Operating Entity I LP, including those in FIG LLC. FIG Corp. is wholly owned by Fortress Investment Group LLC, which is listed on the New York Stock Exchange. Accordingly, each of FIG LLC, Fortress Operating Entity I LP, FIG Corp. and Fortress Investment Group LLC are deemed to have an interest in the Shares held by Radec XIX Ltd by virtue of Section 4 of the SFA.

(11) The shares in AEP Investments (Mauritius) Limited corresponding to its investment in the Company are held by Asia Environmental Partners, L.P. and its parallel fund, Asia Environmental Partners (PF1), L.P. (collectively, "AEP"). AEP's general partner is Olympus Green Capital Partners, L.P., holding a 0.99% interest in AEP. AEP's limited partners are passive investors consisting of pension funds, government entities, financial institutions, endowments and family offices from North America, Asia, Europe and the Middle East (none of whom owns more than 1% of the Company on a fully diluted, look-through basis).

3.3 Save as disclosed in this Circular, none of the Directors, Substantial Shareholders and their associates have any interests in the proposed renewal of the IPT General Mandate.

4. DIRECTORS' RECOMMENDATION

Having considered, *inter alia*, the rationale for the proposed renewal of the IPT General Mandate, the Independent Directors are of the opinion that the entry by the EAR Group into the Mandated Transactions with the Mandated Interested Persons will enhance the efficiency of the EAR Group, and is in the interests of the Company. Accordingly, they recommend that Shareholders vote in favour of the Ordinary Resolution relating to the proposed renewal of the IPT General Mandate to be proposed at the EGM.

5. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages 21 and 22 of this Circular, will be held at Anson III Level 2, M Hotel, 81 Anson Road, Singapore 079908 on 25 April 2017 at 11.00 a.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the Ordinary Resolution set out in the notice of EGM on pages 21 and 22 of this Circular.

6. ABSTENTION FROM VOTING

Each of Dou Zhenggang and Wei Xuefeng, who collectively hold in aggregate approximately 61.63% of the Shares through China Green Energy and Win Charm, will abstain, and have undertaken to ensure that their respective associates will abstain, from voting at the EGM in respect of the ordinary resolution approving the proposed renewal of the IPT General Mandate. Such persons should also not accept nomination as proxies or otherwise for voting at the EGM in respect of the aforesaid Ordinary Resolution unless specific instructions have been given in the instrument of proxy on how Shareholders wish their votes to be cast for the Ordinary Resolution.

7. ACTION TO BE TAKEN BY SHAREHOLDERS

7.1 Appointment of Proxies

If a Shareholder is unable to attend the EGM and wishes to appoint a proxy to attend and vote on his behalf, he should complete, sign and return the accompanying Proxy Form in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than 72 hours before the time fixed for the EGM. The completion and return of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the EGM if he subsequently wishes to do so. In such event, the relevant Proxy Forms will be deemed to be revoked and the Company reserves the right to refuse to admit any person or persons appointed under the Proxy Form to the EGM.

7.2 When Depositor regarded as Shareholder

A Depositor shall not be regarded as a Shareholder of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register at least 72 hours before the time fixed for the EGM.

8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the proposed renewal of the IPT General Mandate, and the Company and its subsidiaries which are relevant to the proposed renewal of the IPT General Mandate, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

9. INSPECTION OF DOCUMENTS

The following documents are available for inspection at 9 Battery Road, #25-01, MYP Centre, Singapore 049910 during normal business hours from the date of this Circular up to and including the date of the EGM:

(a) the annual report of the Company for the financial year ended 31 December 2016;

(b) the Prospectus; and

(c) the Memorandum and Articles of Association of the Company.

Yours faithfully

For and on behalf of the Board of Directors of
CHINA JINJIANG ENVIRONMENT HOLDING COMPANY LIMITED
中国锦江环境控股有限公司

Wang Yuanluo
Executive Chairman and Chief Executive Officer

China International Capital Corporation (Singapore) Pte. Limited was the sole issue manager, global coordinator, bookrunner and underwriter ("**Sole Issue Manager, Global Coordinator, Bookrunner and Underwriter**") for the initial public offering of shares in, and listing of, China Jinjiang Environment Holding Company Limited on the Mainboard of the Singapore Exchange Securities Trading Limited. The Sole Issue Manager, Global Coordinator, Bookrunner and Underwriter assumes no responsibility for the contents of this Notice.

CHINA JINJIANG ENVIRONMENT HOLDING COMPANY LIMITED
中国锦江环境控股有限公司

(Company Registration Number: 245144)
(Incorporated in the Cayman Islands on 8 September 2010)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the "**EGM**") of China Jinjiang Environment Holding Company Limited 中国锦江环境控股有限公司 (the "**Company**") will be held at Anson III Level 2, M Hotel, 81 Anson Road, Singapore 079908 on 25 April 2017 at 11.00 a.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10.00 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing, with or without amendments, the following Ordinary Resolution:

THE PROPOSED RENEWAL OF THE GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS

THAT:-

(1) approval be and is hereby given for the purposes of Chapter 9 of the Listing Manual ("**Chapter 9**") of the 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 Interested Person Transactions described in the circular to shareholders of the Company dated 10 April 2017 (the "**Circular**") with any party who is of the class of interested persons described in the Circular, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions;

(2) the approval given in paragraph (1) above 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

(3) 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.

By Order of the Board of Directors

Wang Yuanluo
Executive Chairman and Chief Executive Officer
10 April 2017

Notes:

1. A member of the Company entitled to attend and vote at the EGM who is the holder of two or more shares in the capital of the Company ("**Shares**") is entitled to appoint not more than two proxies to attend and vote instead of him. A proxy need not be a member of the Company.

2. Where a member of the Company appoints more than one proxy, he/she must specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no such proportion is specified the first named proxy may be treated as representing 100% of the Shareholding and any subsequent named proxy as an alternate to the earlier named.

3. The Depository or a relevant intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).

4. The instrument appointing a proxy or proxies must be deposited with the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than 72 hours before the time appointed for the EGM. The sending of a Proxy Form by a member does not preclude him from attending and voting in person at the EGM if he so wishes. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the EGM in person and, in such event, the Company reserves the right to refuse to admit any person or persons appointed under the Proxy Form to the EGM.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, governmental or regulatory requirements, or guidelines or notices issued by any applicable governmental or regulatory authorities of any relevant jurisdiction, and/or complying with the Company's internal policies (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) (collectively, the "**Third Parties**"), the member has each of the Third Party's authority to provide such Third Party's personal data to the Company, is validly acting on each of their behalf and has obtained the prior consent of such Third Party for the collection, use and disclosure by the Company (or its agents) of the personal data of such Third Party for the Purposes, (iii) warrants that all personal data that the member provides to the Company is true, accurate and complete, and (iv) agrees that the member will indemnify and at all times to keep the Company and its related corporations (together with their respective officers, employees and agents) (each an "**Injured Party**") indemnified against any penalties, liabilities, claims, demands, losses and damages which may be suffered or incurred by the Injured Party or asserted against the Injured Party by any person or entity (including the member and the member's employees, agents) whatsoever, in respect of any matter or event whatsoever arising out or, in the course of, by reason of or in respect of any member's breach of warranty and/or any action or omission by the member that causes the Company and/or any of its related corporations to be in breach of the Personal Data Protection Act 2012 and all subsidiary legislation related thereto.

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