

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Sanli Environmental Limited (the “**Company**”) will be held at 28 Kian Teck Drive, Singapore 628845 on 28 July 2023 at 11.00 a.m. (or immediately 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) for the purpose of considering and, if thought fit, passing with or without any modifications the following resolution:

*All capitalised terms herein shall bear the meanings ascribed to them in the circular to shareholders of the Company dated 13 July 2023 (the “**Circular**”), unless otherwise defined herein.*

ORDINARY RESOLUTION

PROPOSED ADOPTION OF THE SANLI PERFORMANCE SHARE PLAN 2023

That:

- (a) a new performance share plan to be known as the “Sanli Performance Share Plan 2023” (the “**Plan**”), the details and rules of which are set out in the Appendix to the Circular, under which awards (the “**Awards**”) of fully-paid ordinary shares in the capital of the Company (“**Shares**”) in the form of existing Shares held as treasury shares and/or new Shares, will be delivered free of charge, to selected employees of the Company and its subsidiaries and other selected participants, be and is hereby approved and adopted;
- (b) the Directors of the Company be and are hereby authorised to establish and administer the Plan and to modify, amend and/or supplement the Plan from time to time, provided that such modification, amendment and/or supplement is effected in accordance with the provisions of the Plan, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Plan;
- (c) the Directors of the Company be and are hereby authorised to grant Awards in accordance with the provisions of the Plan and to deliver from time to time such number of fully-paid Shares, by transferring existing Shares held as treasury Shares and/or allotting and issuing new Shares, as may be required to be delivered pursuant to the vesting of the Awards under the Plan, provided that the aggregate number of Shares delivered under the Plan, when added to the number of Shares issued and issuable in respect of all Awards granted under the Plan and all other Shares issued and issuable under any other share-based incentive schemes of the Company for the time being in force, shall not exceed 15% of the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings) from time to time; and
- (d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this resolution.

By Order of the Board

Ng Lip Chi, Lawrence
Non-Executive Chairman and Independent Director
13 July 2023

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Notes:

1. Members of the Company are invited to attend the EGM in person. There will be no option for members to participate by electronic means. The Circular (including this Notice of EGM and Proxy Form) has been made available on SGXNet and on the Company's website at <https://www.sanli.com.sg>. Printed copies of this Notice of EGM and Proxy Form will also be sent to members by post.
2. Unless otherwise permitted under the Companies Act 1967 of Singapore (the "**Companies Act**"), a member of the Company entitled to attend, speak and vote at the EGM may appoint not more than two proxies to attend, speak and vote in his stead. A proxy need not be a member of the Company.
3. A member who is a relevant intermediary (as defined in Section 181 of the Companies Act) 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 such member.
4. Where a member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy in the Proxy Form.
5. If the member is a corporation, the Proxy Form must be executed under its common seal or signed by its duly authorised officer or attorney.
6. The duly completed and executed Proxy Form must be submitted:
 - (a) personally or by post to the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
 - (b) by electronic mail to srs.teamc@boardroomlimited.com,

in either case, to be received not less than 72 hours before the time appointed for holding the EGM, failing which the Proxy Form will be treated as invalid.

7. In addition to asking questions during the EGM proceedings, members can also submit questions relating to the resolution to be tabled for approval at the EGM in the following manner:
 - (a) by post to the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
 - (b) by electronic mail to srs.teamc@boardroomlimited.com,

in either case, so that they are received no later than **5.00 p.m. on 20 July 2023**.

When the questions are submitted, the member's full name, email address and manner in which shares are held must be included for verification purposes, failing which the submission will be treated as invalid. The Company will address substantial and relevant questions relating to the resolution to be tabled for approval at the EGM at least 48 hours prior to the closing date and time for the lodgement of the Proxy Form. The Company will publish the response to the questions on SGXNet and the Company's website.

8. Investors who hold shares under the Supplementary Retirement Scheme ("**SRS**") and who wish to vote, should approach their SRS Operators to submit their votes at least seven working days before the date of 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, regulations and/or guidelines (collectively, the "**Purposes**"), and (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

*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 notice, including the correctness of any of the statements or opinions made, or reports contained in this notice. The contact person for the Sponsor is Mr David Yeong (Tel: (65) 6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.*