



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "AGM") 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 Tuesday, 25 April 2017 at 10.00 a.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 2016 together with the Auditor's Report thereon. **(Resolution 1)**
- To declare a final dividend (tax not applicable) of 5.05 Singapore cents per ordinary share ("**Final Dividend**") for the financial year ended 31 December 2016. **(Resolution 2)**
- To re-elect Ms. Wang Yuanluo, a Director retiring pursuant to Article 127 of the Company's Articles of Association. [See Explanatory Note (i)] **(Resolution 3a)**
 - To re-elect Mr. Wang Wuzhong, a Director retiring pursuant to Article 127 of the Company's Articles of Association. [See Explanatory Note (ii)] **(Resolution 3b)**
 - To re-elect Mr. Wang Ruihong, a Director retiring pursuant to Article 127 of the Company's Articles of Association. [See Explanatory Note (iii)] **(Resolution 3c)**
 - To re-elect Mr. Roy Edwin Campbell II, a Director retiring pursuant to Article 127 of the Company's Articles of Association. [See Explanatory Note (iv)] **(Resolution 3d)**
 - To re-elect Mr. Ang Swee Tian, a Director retiring pursuant to Article 126 of the Company's Articles of Association. [See Explanatory Note (v)] **(Resolution 3e)**
 - To re-elect Mr. Hee Theng Fong, a Director retiring pursuant to Article 126 of the Company's Articles of Association. [See Explanatory Note (vi)] **(Resolution 3f)**
 - To re-elect Mr. Tan Huay Lim, a Director retiring pursuant to Article 126 of the Company's Articles of Association. [See Explanatory Note (vii)] **(Resolution 3g)**
 - To re-elect Mr. Ni Mingjiang, a Director retiring pursuant to Article 126 of the Company's Articles of Association. [See Explanatory Note (viii)] **(Resolution 3h)**
- To approve the payment of Directors' fees of SGD315,000 for the financial year ended 31 December 2016. **(Resolution 4)**
- To re-appoint Messrs Deloitte & Touche LLP, as the Company's auditors and to authorise the Directors to fix their remuneration. **(Resolution 5)**
- 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:-

7. "SHARE ISSUE MANDATE

That pursuant to Rule 806 of the Listing Rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") and notwithstanding the provisions of the Articles of Association of the Company, authority be and is hereby given to the Directors of the Company to:-

- issue shares in the capital of the Company (the "**Shares**") (whether by way of rights, bonus or otherwise); and/or
 - make or grant offers, agreements or options that may or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares (collectively, the "**Instruments**");
- (notwithstanding that the authority conferred by paragraph (a) of this resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this resolution was in force,

at any time and from time to time upon such terms and conditions, whether for cash or otherwise, and for such purposes and to such persons as the Directors may think fit for the benefit of the Company, provided that:-

- the aggregate number of Shares to be issued pursuant to this resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed fifty per cent. (50%) of the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be offered other than on a pro-rata basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed twenty per cent. (20%) of the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company (as calculated in accordance with sub-paragraph (ii) below);
- for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the percentage of the total number of issued Shares excluding treasury shares and subsidiary holdings shall be calculated based on the total number of issued Shares excluding treasury shares and subsidiary holdings of the Company at the time of the passing of this resolution, after adjusting for:-
 - new Shares arising from the conversion or exercise of any convertible securities;
 - new Shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of this resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST ("**Listing Manual**"); and
 - any subsequent bonus issue, consolidation or subdivision of Shares;
- in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
- unless revoked or varied by the Company in general meeting, the authority conferred by this resolution shall 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 to be held, whichever is the earlier, except that the Directors shall be authorised to allot and issue Shares pursuant to any Instrument made or granted by the Directors while this resolution was in force notwithstanding that such authority has ceased to be in force at the time of issue of such Shares." [See Explanatory Note (ix)]. **(Resolution 6)**

8. "JINJIANG ENVIRONMENT PERFORMANCE SHARE PLAN

That the Directors of the Company be and are hereby authorised to offer and grant awards in accordance with the provisions of the Jinjiang Environment Performance Share Plan (the "**Performance Share Plan**") and to deliver existing shares and to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of awards under the Performance Share Plan, provided that the aggregate number of shares to be allotted and issued pursuant to the Performance Share Plan shall not exceed fifteen per cent. (15%) of the total number of issued shares of the Company from time to time." [See Explanatory Note (x)]. **(Resolution 7)**

By Order of the Board of Directors

Wang Yuanluo
Executive Chairman and Chief Executive Officer
10 April 2017

Explanatory Notes:-

- Ms. Wang Yuanluo will, upon re-election continue as the Executive Chairman and Chief Executive Officer of the Company and a member of the Nominating Committee.
- Mr. Wang Wuzhong will, upon re-election continue as an Executive Director and Deputy General Manager of the Company.
- Mr. Wang Ruihong will, upon re-election continue as an Executive Director and Deputy General Manager of the Company.
- Mr. Roy Edwin Campbell II will, upon re-election continue as a Non-Executive Director and a member of the Audit and Nominating Committees.
- Mr. Ang Swee Tian will, upon re-election continue as the Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees. He will be considered Independent for the purpose of Rule 704(8) of the Listing Manual.
- Mr. Hee Theng Fong will, upon re-election continue as the Chairman of the Remuneration Committee and a member of the Audit Committee. He will be considered Independent for the purpose of Rule 704(8) of the Listing Manual.
- Mr. Tan Huay Lim will, upon re-election continue as the Chairman of the Audit Committee and a member of the Nominating Committee. He will be considered Independent for the purpose of Rule 704(8) of the Listing Manual.
- Mr. Ni Mingjiang will, upon re-election continue as a member of the Nominating and Remuneration Committees. He will be considered Independent for the purpose of Rule 704(8) of the Listing Manual.
- The Ordinary Resolution 6 proposed in item 7. above, if passed, is to empower the Directors to issue shares in the capital of the Company and/or instruments (as defined above). The aggregate number of shares to be issued pursuant to Resolution 6 (including shares to be issued in pursuance of instruments made or granted) shall not exceed fifty per cent. (50%) of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company, with a sub-limit of twenty per cent. (20%) for shares issued other than on a pro-rata basis (including shares to be issued in pursuance of instruments made or granted pursuant to this Resolution) to shareholders with registered addresses in Singapore. For the purpose of determining the aggregate number of shares that may be issued, the percentage of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company will be calculated based on the total number of issued shares and subsidiary holdings excluding treasury shares and subsidiary holdings of the Company at the time of the passing of Resolution 6, after adjusting for (i) new shares arising from the conversion or exercise of any convertible securities; (ii) new shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of the passing of Resolution 6, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual; and (iii) any subsequent bonus issue, consolidation or subdivision of shares. The Company does not have any subsidiary holdings.
- The Ordinary Resolution 7 proposed in item 8. above, if passed, is to authorise the Directors to offer and grant awards in accordance with the provisions of the Performance Share Plan and to allot and issue shares under the Performance Share Plan. The size of the Performance Share Plan is limited to fifteen per cent. (15%) of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company.

NOTICE OF BOOKS CLOSURE DATE AND FINAL DIVIDEND PAYMENT DATE

Notice is hereby given that, subject to the approval of the shareholders at the AGM for the payment of the Final Dividend, the Register of Members and the Transfer Books of the Company will be closed on 9 May 2017. Duly completed registrable transfers received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, up to the close of business at 5.00 p.m. on 8 May 2017 ("Entitlement Date") will be registered to determine shareholders' entitlements to the Final Dividend. Subject as aforesaid, persons whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares as at 5.00 p.m. on the Entitlement Date will be entitled to the Final Dividend.

The Final Dividend, if so approved by shareholders at the AGM, will be paid on 29 May 2017.

Notes:-

- A shareholder of the Company entitled to attend and vote at the AGM 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 shareholder of the Company.
- Where a shareholder 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.
- 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).
- 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 AGM. The sending of a Proxy Form by a shareholder does not preclude him from attending and voting in person at the AGM if he so wishes. Any appointment of a proxy or proxies shall be deemed to be revoked if a shareholder attends the AGM 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 AGM.

Personal data privacy:-

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder'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, 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 shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents) (collectively, the "**Third Parties**"), the shareholder 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 shareholder provides to the Company is true, accurate and complete, and (iv) agrees that the shareholder 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 shareholder and the shareholder'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 shareholder's breach of warranty and/or any action or omission by the shareholder 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.

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.

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:-

- 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;
- 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
- 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:

- 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.
- 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.
- 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).
- 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.