SANLI ENVIRONMENTAL LIMITED

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of SANLI ENVIRONMENTAL LIMITED (the "**Company**") will be held at YMCA of Singapore, 1 Orchard Road, Singapore 238824 on Friday, 28 July 2017 at 10.00 a.m., to transact the following business:

AS ORDINARY BUSINESS:

1. To receive and adopt the Directors' Statement and Audited Combined Financial Statements of the Company for the financial year ended 31 March 2017 together with the Independent Auditor's Report thereon. **Resolution 1**
2. To re-elect Mr Ng Lip Chi, Lawrence, a Director retiring pursuant to Regulation 118 of the Company's Constitution. *[See Explanatory Note (a)]* **Resolution 2**
3. To re-elect Mr Sim Hock Heng, a Director retiring pursuant to Regulation 118 of the Company's Constitution. *[See Explanatory Note (b)]* **Resolution 3**
4. To re-elect Mr Pek Kian Boon, a Director retiring pursuant to Regulation 118 of the Company's Constitution. *[See Explanatory Note (c)]* **Resolution 4**
5. To re-elect Mr Kew Boon Kee, a Director retiring pursuant to Regulation 118 of the Company's Constitution. *[See Explanatory Note (d)]* **Resolution 5**
6. To re-elect Mr Lee Tien Chiat, a Director retiring pursuant to Regulation 118 of the Company's Constitution. *[See Explanatory Note (e)]* **Resolution 6**
7. To re-elect Ms Elaine Beh Pur-Lin, a Director retiring pursuant to Regulation 118 of the Company's Constitution. *[See Explanatory Note (f)]* **Resolution 7**
8. To re-elect Mr Chan Hock Leong, a Director retiring pursuant to Regulation 118 of the Company's Constitution. *[See Explanatory Note (g)]* **Resolution 8**
9. To re-appoint Messrs Deloitte & Touche LLP, as auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 9**
10. To transact any other ordinary business that may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution, with or without modifications:–

11. Authority to allot and issue shares **Resolution 10**

"That pursuant to Section 161 of the Companies Act, Cap. 50 (the "**Act**") and Rule 806 of the Listing Manual (Section B: Rules of Catalist) ("**Catalist Rules**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), the Directors of the Company be authorised and empowered to:

(a) (i) allot and issue shares in the capital of the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or

(ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation or issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares; and/or

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

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

(b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force, provided always that:

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

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

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

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

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

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

(d) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."

By Order Of The Board

Goh Siew Geok (Ms)
Company Secretary
13 July 2017

Explanatory Notes:

(a) In relation to Ordinary Resolution 2, Mr Ng Lip Chi, Lawrence, will be retiring from office at the AGM pursuant to Regulation 118 of the Constitution of the Company, and will be standing for re-election at the AGM. Please refer to the sections on "Board of Directors" and "Corporate Governance Report" of the Company's 2017 Annual Report for more information relating to Mr Lawrence Ng. Mr Lawrence Ng will, upon re-election, continue to serve as the Chairman of the Board, the Chairman of the Remuneration Committee, a member of the Nominating Committee and a member of the Audit Committee. Mr Lawrence Ng is considered independent for purposes of Rule 704(7) of the Catalist Rules.

(b) In relation to Ordinary Resolution 3, Mr Sim Hock Heng, will be retiring from office at the AGM pursuant to Regulation 118 of the Constitution of the Company, and will be standing for re-election at the AGM. Please refer to the sections on "Board of Directors" and "Corporate Governance Report" of the Company's 2017 Annual Report for more information relating to Mr Sim. There are no relationships (including immediate family relationships) between Mr Sim and other directors of the Company. Mr Sim will, upon re-election, continue to serve as Chief Executive Officer of the Company.

(c) In relation to Ordinary Resolution 4, Mr Pek Kian Boon, will be retiring from office at the AGM pursuant to Regulation 118 of the Constitution of the Company, and will be standing for re-election at the AGM. Please refer to the sections on "Board of Directors" and "Corporate Governance Report" of the Company's 2017 Annual Report for more information relating to Mr Pek. There are no relationships (including immediate family relationships) between Mr Pek and other directors of the Company. Mr Pek will, upon re-election, continue to serve as Executive Director of the Company.

(d) In relation to Ordinary Resolution 5, Mr Kew Boon Kee, will be retiring from office at the AGM pursuant to Regulation 118 of the Constitution of the Company, and will be standing for re-election at the AGM. Please refer to the sections on "Board of Directors" and "Corporate Governance Report" of the Company's 2017 Annual Report for more information relating to Mr Kew. There are no relationships (including immediate family relationships) between Mr Kew and other directors of the Company. Mr Kew will, upon re-election, continue to serve as Executive Director of the Company.

(e) In relation to Ordinary Resolution 6, Mr Lee Tien Chiat, will be retiring from office at the AGM pursuant to Regulation 118 of the Constitution of the Company, and will be standing for re-election at the AGM. Please refer to the sections on "Board of Directors" and "Corporate Governance Report" of the Company's 2017 Annual Report for more information relating to Mr Lee. There are no relationships (including immediate family relationships) between Mr Lee and other directors of the Company. Mr Lee will, upon re-election, continue to serve as Executive Director of the Company.

(f) In relation to Ordinary Resolution 7, Ms Elaine Beh Pur-Lin, will be retiring from office at the AGM pursuant to Regulation 118 of the Constitution of the Company, and will be standing for re-election at the AGM. Please refer to the sections on "Board of Directors" and "Corporate Governance Report" of the Company's 2017 Annual Report for more information relating to Ms Elaine Beh. Ms Elaine Beh will, upon re-election, continue to serve as the chairman of the Nominating Committee, a member of the Remuneration Committee and a member of the Audit Committee. Ms Elaine Beh is considered independent for purposes of Rule 704(7) of the Catalist Rules.

(g) In relation to Ordinary Resolution 8, Mr Chan Hock Leong, will be retiring from office at the AGM pursuant to Regulation 118 of the Constitution of the Company, and will be standing for re-election at the AGM. Please refer to the sections on "Board of Directors" and "Corporate Governance Report" of the Company's 2017 Annual Report for more information relating to Mr Chan. Mr Chan will, upon re-election, continue to serve as the Chairman of the Audit Committee, a member of the Nominating Committee and a member of the Remuneration Committee. Mr Chan is considered independent for purposes of Rule 704(7) of the Catalist Rules.

Statement Pursuant to Regulation 74 of the Company's Constitution

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

The Ordinary Resolution 10 above, if passed, will empower the Directors of the Company from the date of this Meeting until the date of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such instruments, up to a number not exceeding, in total, 100% of the total number of issued shares (excluding treasury shares and subsidiary holding), of which up to 50% may be issued other than on a pro rata basis to Shareholders.

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

Notes:

(i) A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.

(ii) Relevant Intermediaries (as defined in the Act), such as banks and capital markets services licence holders which provide custodial services and are members of the Company may appoint more than two proxies provided that each proxy is appointed to exercise the rights attached to different shares held by the member.

(iii) The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.

(iv) If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the office of the Share Registrar of the Company, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not later than 72 hours before the time appointed for the holding of the Annual General Meeting.

(v) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the Annual General Meeting in order for the Depositor to be entitled to attend and vote at the Annual General Meeting.

Personal Data Privacy:

*By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, or by attending the Annual General Meeting, 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 Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where 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. In addition, by attending the Annual General Meeting and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for any of the Purposes.*

This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("**Sponsor**"), SAC Capital Private Limited, for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**").

The Sponsor has not independently verified the contents of this notice. 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 Ong Hwee Li (Telephone: (65) 6532 3829) at 1 Robinson Road, #21-02 AIA Tower, Singapore 048542. SAC Capital Private Limited is the parent company of SAC Advisors Private Limited.