

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "AGM" or "Meeting") of Zheneng Jinjiang Environment Holding Company Limited (the "Company") will be held at Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Level 3, Room 326, Singapore 039593 on Thursday, 25 April 2024 at 2.00 p.m. for the following purposes:

**AS ORDINARY BUSINESS**

- To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2023 together with the Auditors' Report thereon. **(Resolution 1)**
- To declare a final dividend (tax not applicable) of 1.30 Singapore cents per ordinary share for the financial year ended 31 December 2023. **(Resolution 2)**
- To re-elect the following Directors of the Company retiring pursuant to the Company's Articles of Association:  
Mr Ang Swee Tian (Retiring pursuant to Article 127) **(Resolution 3)**  
Prof Ni Mingjiang (Retiring pursuant to Article 127) **(Resolution 4)**  
[See Explanatory Note (i)]
- To approve the payment of Directors' fees of S\$305,000 for the financial year ended 31 December 2023. **(Resolution 5)**  
[See Explanatory Note (ii)]
- To re-appoint Messrs PricewaterhouseCoopers LLP as the Company's auditors and to authorise the Directors to fix their remuneration. **(Resolution 6)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

**AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following resolutions as ordinary resolutions, with or without modifications:

- "THE PROPOSED RENEWAL OF THE GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS"**  
That:  
(a) approval be and is hereby given for the purposes of Chapter 9 of the Listing Manual ("Chapter 9") of the Singapore Exchange Securities Trading Limited ("SGX-ST"), for the Company, its subsidiaries and associated companies that are considered to be "entities at risk" (as that term is used in Chapter 9), or any of them to enter into any of the transactions falling within the types of Mandated Transactions described in Appendix to the Notice of Annual General Meeting dated 10 April 2024 ("Appendix") with any party who is of the class of Mandated Interested Persons described in Appendix, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions;  
(b) the approval given in paragraph (a) above (the "IPT General Mandate") shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company; and  
(c) the Directors of the Company and/or any of them be and are and/or is hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution." **(Resolution 7)**  
[See Explanatory Note (iii)]
- "THE PROPOSED ADOPTION OF THE SHARE PURCHASE MANDATE"**  
(a) That the Company be and is hereby authorised to purchase or otherwise acquire issued and paid up ordinary shares of the Company ("Shares") not exceeding in aggregate the Maximum Limit (as hereinafter defined), at each price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:-  
(i) on-market purchases (each an "On-Market Share Purchase") transacted through the SGX-ST's trading system or on any other securities on which the Shares may for the time being be listed and quoted, through one or more duly licensed dealers appointed by the Company for the purpose; and/or  
(ii) off-market purchases (each an "Off-Market Share Purchase"), otherwise than on a securities exchange, effected in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act 1967 of Singapore, as amended, modified or supplemented from time to time, and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable,  
and the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire Shares in the foregoing manner be and is hereby authorised and approved generally and unconditionally (the "Share Purchase Mandate");  
(b) Unless varied or revoked by ordinary resolution of the Company in general meeting, the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Ordinary Resolution, and expiring on the earliest of:-  
(i) the conclusion of the next Annual General Meeting of the Company; or  
(ii) the date by which the next Annual General Meeting of the Company is required to be held; or  
(iii) the date on which the purchase of Shares by the Company pursuant to the Share Purchase Mandate is carried out to the full extent mandated (the "Relevant Period").  
(c) in this Ordinary Resolution:-  
"Maximum Limit" means 10% of the total number of issued and paid-up ordinary shares of the Company as at the date of the passing of this Ordinary Resolution (excluding any treasury shares, preference shares and convertible equity securities that may be held by the Company from time to time and subsidiary holdings); and  
"Maximum Price" in relation to a Share to be purchased or acquired, means the purchase price (excluding related brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) not exceeding:-  
(i) in the case of an On-Market Share Purchase, 105% of the Average Closing Price of the Shares; and (ii) in the case of an Off-Market Share Purchase, 120% of the Average Closing Price, where:-  
"Average Closing Price" means the average of the closing market prices of a Share over the last five (5) consecutive Market Days ("Market Day" being a day on which the SGX-ST is open for securities trading), on which the Shares are transacted on SGX-ST or, as the case may be, such securities exchange on which the Shares are listed or quoted, immediately preceding the date of the On-Market Share Purchase by the Company or, as the case may be, the date of making of the offer pursuant to the Off-Market Share Purchase, and deemed to be adjusted, in accordance with the rules of the SGX-ST, for any corporate action that occurs during the relevant five (5) Market Day period and the date of the On-Market Share Purchase, or, as the case may be, the date of the making of the offer pursuant to the Off-Market Share Purchase; and  
"date of making of the offer" means the date on which the Company makes an offer for an Off-Market Share Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Share Purchase) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Share Purchase; and  
(d) the Directors and each of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they/he may consider necessary, desirable, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution." **(Resolution 8)**  
[See Explanatory Note (iv)]

By Order of the Board of Directors

Wei Dongliang  
Executive Chairman

10 April 2024

**Explanatory Notes:**

- Resolution 3 proposed in item 3 above is to re-elect Mr Ang Swee Tian as a Director of the Company. Mr Ang Swee Tian will, upon re-election as a Director of the Company, remain as a Chairman of the Nominating Committee and the Remuneration Committee and a member of the Audit and Risk Management Committee. He will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.  
Ordinary Resolution 4 proposed in item 3 above is to re-elect Prof Ni Mingjiang as a Director of the Company. Prof Ni Mingjiang will, upon re-election as a Director of the Company, remain as a member of the Nominating Committee and a member of the Remuneration Committee. He will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.  
The profiles of Mr Ang Swee Tian and Prof Ni Mingjiang can be found under the sections entitled "Board of Directors" and "Supplemental Information on Directors pursuant to Rule 720(6) of the Listing Manual of the SGX-ST" of the Company's Annual Report for the financial year ended 31 December 2023 ("Annual Report 2023").
- Resolution 5 proposed in item 4 above, if passed, will facilitate the payment of Directors' fees to the Independent Directors who held office for the financial year ended 31 December 2023 ("FY2023").
- Resolution 7 proposed in item 7 above, if passed, is to authorise the interested person transactions as described in Appendix to this Notice of Annual General Meeting and recurring in the year, and will empower the Directors to do all acts necessary to give effect to the IPT General Mandate. This authority will, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier. Please refer to Appendix to this Notice of Annual General Meeting for more details.
- Resolution 8 proposed in item 8 above, if passed, will empower the Directors from the date of this Meeting until the date the next Annual General Meeting is to be held or is required by law to be held, whichever is earlier, to make purchases (whether by way of On-Market Share Purchases or Off-Market Share Purchases on an equal access scheme) from time to time of up to 10% of the total number of issued Shares excluding any Shares which are held as treasury shares of the Company at prices up to but not exceeding the Maximum Price. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate are set out in greater details in the Appendix to this Notice of Annual General Meeting.

**Notes:**

**General**

- The AGM of the Company will be held at Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Level 3, Room 326, Singapore 039593 ("Physical Meeting"). Shareholders and other attendees who are feeling unwell on the date of the AGM are advised not to attend the Physical Meeting.
- Authenticated shareholders and proxy(ies) will be able to ask questions in person at the Physical Meeting. Arrangements have also been put in place to permit shareholders to submit their questions ahead of the AGM. Please refer to Notes 13 to 15 below for further details.
- Live voting by poll will be conducted during the AGM for shareholders and proxy(ies) attending the Physical Meeting.
- Printed copies of the Annual Report for FY2023 (inclusive of Notice of AGM), the relevant proxy forms, and its Appendix will be despatched to members, and electronic copies of which will be published and may be accessed on the SGX-ST's website at the URL: <https://www.sgx.com/securities/company-announcements> and on the Company's corporate website at the URL: <http://en.znjijh.com/info.html>.

**Voting by Proxy**

- A member (whether individual or corporate) of the Company who/which is not a relevant intermediary entitled to attend, speak and vote at the Meeting, is entitled to appoint one or two proxies to participate and vote in his/her stead. Where a member who is not a relevant intermediary appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
- A member who is a relevant intermediary entitled to attend the meeting and vote is entitled to appoint more than two proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than two proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.  
"Relevant intermediary" means:  
(a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or  
(b) a person holding a capital markets services licence to provide custodial services under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or  
(c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore (the "CPF Act"), in respect of shares purchased under the subsidiary legislation made under the CPF Act providing for the making of investments from the contributions and interest standing in members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- A proxy need not be a member of the Company.
- The completed and signed Proxy Form must be submitted to the Company in the following manner:  
(a) by depositing a physical copy at the registered office of the Company's Share Transfer Agent in Singapore, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or  
(b) if submitted electronically, be submitted via email to the Company's Share Transfer Agent in Singapore, Boardroom Corporate & Advisory Services Pte. Ltd., at [srs.proxy@boardroomlimited.com](mailto:srs.proxy@boardroomlimited.com),  
in either case, no later than 2.00 p.m. on Monday, 22 April 2024, being seventy-two (72) hours before the time appointed for the AGM.
- A member who wishes to submit a Proxy Form must first complete and sign the Proxy Form, before submitting it by depositing to the address provided above, or scanning and sending it by email to the email address provided above.
- The Proxy Form must be executed by the appointer or his/her attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its seal or under the hand of its officer or attorney duly authorised, failing which the Proxy Form may be treated as invalid. Where the Proxy Form is signed on behalf of the appointer by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.
- An investor who holds shares under the Central Provident Fund ("CPF") Investment Scheme and/or Supplementary Retirement Scheme ("SRS") (as may be applicable) ("Investor") and wishes to vote the Chairman of the AGM as their proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF Agent Banks and/or SRS Operators to submit their votes at least 7 working days before the date of the AGM (i.e. 15 April 2024 at 5.00 p.m.). The Proxy Form is not valid for use by Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
- The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in the Proxy Form (including any related attachment) (such as in the case where the appointer submits more than one Proxy Form). In addition, in the case of Shares entered in the Depository Register, the Company may reject any Proxy Form lodged if such member, being the appointer, is not shown to have Shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

**Submission of questions ahead of the AGM**

- Members (including the CPF and SRS Investors) may submit substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations ahead of the AGM, or during the AGM.
- To submit the questions before the AGM, all questions must be submitted by 2.00 p.m. on 18 April 2024 ("Cut-Off Time") through any of the following means:  
(a) by depositing a physical copy at the registered office of the Company's Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or  
(b) if submitted by email, be submitted to the Company's Share Transfer Agent, at [srs.teamE@boardroomlimited.com](mailto:srs.teamE@boardroomlimited.com).  
If the questions are deposited in physical copy at the Company's Share Transfer Agent's registered office address or sent via email, and in either case not accompanied by the completed and executed Proxy Form, the following details must be included with the submitted questions: (i) the member's full name; and (ii) his/her/its identification/company registration number for verification purposes, failing which, the submission will be treated as invalid.
- The Company endeavours to address all substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM or the Company's business and operations by publishing its responses to such questions, if any, on the Company's corporate website at the following URL: <http://en.znjijh.com/info.html>, and on SGXNet at following URL: <https://www.sgx.com/securities/companyannouncements> at least forty-eight (48) hours prior to the deadline for submission of Proxy Forms (i.e. no later than 2.00 p.m. on 22 April 2024), or otherwise at the AGM.  
Should there be subsequent clarification sought, or follow-up questions after the deadline of the submission of questions, the Company will address those substantial and relevant questions at the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

**Personal data privacy:**

By submitting a proxy form appointing a proxy(ies) and/or representative to attend, speak and vote at the AGM and/or any adjournment thereof, and/or submitting questions relating to the resolutions to be tabled for approval at the AGM or the Company's businesses and operations, a member of the Company: (i) consents to the collection, use and disclosure of such member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"); (ii) warrants that where such member discloses the personal data of such member's proxy(ies) and/or representative(s) to the Company (or its agents), such member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that such member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of such member's breach of warranty.