

ASIA ENVIRONMENT HOLDINGS LTD.
(Company Registration No. 200004778C)
(Incorporated in Singapore)
(the "Company")

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Asia Environment Holdings Ltd. will be held at 24 Kaki Bukit Place Singapore 416202 on Monday, 28 April 2008 at 4.00 p.m. for the following purposes:-

AS ORDINARY BUSINESS

1. To receive and, if approved, to adopt the Audited Accounts for the financial year ended 31 December 2007 together with the Directors' Report and Auditors' Report thereon.
Resolution 1
2. To approve Directors' fees of S\$ 167,500 for the financial year ended 31 December 2007.
Resolution 2
3. To declare a Final Dividend of S\$0.02 cent per ordinary share, tax exempt under the Singapore one-tier corporate tax system, for the financial year ended 31 December 2007 as recommended by the Directors.
Resolution 3
4. To note Dr Zhang Guoqing who is retiring under Article 89 of the Articles of Association.
Resolution 4
5. To re-elect Mr Tan Chong Huat who is retiring under Article 89 of the Articles of Association.
Resolution 5
6. To re-elect Mr Huang Zhengxin who is retiring under Article 88 of the Articles of Association.
Resolution 6
7. To re-appoint Messrs KPMG, Certified Public Accountants as auditors of the Company and to authorise the Directors to fix their remuneration.
Resolution 7
8. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution (with or without amendments) as an Ordinary Resolution:-

9. IT WAS RESOLVED THAT the Directors be and are hereby authorised pursuant to the provisions of Section 161 of the Companies Act, Cap. 50 (the "Act") to allot and issue shares and convertible securities of the Company on such terms and conditions and with such rights or restrictions as they may deem fit PROVIDED ALWAYS THAT the aggregate number of shares and convertible securities to be issued pursuant to this resolution shall not exceed fifty per cent (50%) of the total number of issued shares excluding treasury shares of the Company, of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to existing shareholders shall not exceed twenty per cent (20%) of the total number of issued shares excluding treasury shares of the Company and that such authority shall continue in force until the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier, unless the authority is previously revoked

or varied at a general meeting. For the purposes of this resolution, the percentage of issued share capital shall be based on the Company's issued share capital at the time of the passing of this resolution after adjusting for: -

- (a) new shares arising from the conversion or exercise of any convertible securities or from exercising employee share options or vesting of share awards outstanding or subsisting at the time of the passing of this resolution provided that the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual; and
- (b) any subsequent bonus issue, consolidation or subdivision of shares.

Resolution 8

BY ORDER OF THE BOARD

Long Hsueh Ching
Company Secretary

Singapore: 10 April 2008

Notes:

- (i) A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. A member of the Company, which is a corporation, is entitled to appoint its authorised representative or proxy to vote on its behalf.

A proxy need not be a member of the Company.

The instrument appointing a proxy must be deposited at the Company's registered office at 24 Kaki Bukit Place Singapore 416202 at least 48 hours before the time of the Meeting.

- (ii) If re-elected as Director of the Company under Resolution 5, Mr Tan Chong Huat will remain as the Chairman of the Nominating Committee and the Remuneration Committee, and as a member of the Audit Committee.
- (iii) If re-elected under Resolution 6, Mr Huang Zhengxin will remain as the Chief Operating Officer of the Company.
- (iv) Resolution 8, if passed, will empower the Directors of the Company to issue shares and convertible securities in the Company up to a maximum of fifty per cent (50%) of the total number of issued shares excluding treasury shares of the Company (of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to existing shareholders shall not exceed twenty per cent (20%) of the total number of issued shares excluding treasury shares of the Company) for such purposes as they consider would be in the interests of the Company. This authority will continue in force until the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is the earlier, unless the authority is previously revoked or varied at a general meeting.