

**NOTICE IS HEREBY GIVEN** that the **2017 Annual General Meeting** of the shareholders of the Company will be held at 17 Kallang Junction, #04-03, Singapore 339274 on Tuesday, 28 February 2017 at 3:30 p.m. to transact the following businesses:

**ORDINARY BUSINESS**

1. To receive and adopt the Directors' Report and Audited Financial Statements for the year ended 31 October 2016 together with the Auditors' Report thereon. **Resolution 1**
2. (a) To re-elect Mr Lee Thiam Seng, who is retiring by rotation pursuant to Regulation 107 of the Company's Constitution, and who being eligible, offers himself up for re-election. **Resolution 2**  
(b) To note the retirements of the following Directors:
  - (i) Mr Low Kian Beng, who is retiring by rotation pursuant to Regulation 107 of the Company's Constitution and not seeking re-election; and
  - (ii) Mr Ng Cher Yan, who is not due for retirement pursuant to the Company's Constitution but is retiring voluntarily.
3. To elect Ms Pok Mee Yau, who will cease to hold office under Regulation 117 of the Company's Constitution and who, being eligible, offers herself for election as a director of the Company. **Resolution 3**
4. To approve the Director's fee of SGD 26,250/- for the period from 1 November 2015 to 2 June 2016 for Mr Ong Tai Tiong Desmond. **Resolution 4**
5. To approve the Directors' fees of SGD 104,375/- for the year ended 31 October 2016. **Resolution 5**
6. To re-appoint Messrs RSM Chio Lim LLP as the Company's Independent Auditor and to authorise the Directors to fix their remuneration. **Resolution 6**

**SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following Resolutions as Ordinary Resolutions, with or without amendments:

7. Authority to Allot and Issue Shares **Resolution 7**

That pursuant to Section 161 of the Companies Act, Cap. 50 of Singapore (the "Companies Act") and in accordance with Rule 806 of the Listing Manual Section B: Rules of Catalyst (the "Rules of Catalyst") of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to:-

  - (a) (i) issue shares in the capital of the Company 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 and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors 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 pursuant of any instrument made or granted by the directors while this Resolution was in force, provided that:-
    - (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuant of Instruments made or granted pursuant to this Resolution) does not exceed 100% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below, of which the aggregate number of shares to be issued other than on a pro rata basis to all shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
    - (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed, after adjusting for:-
      - (i) new shares arising from the conversion or exercise of convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
      - (ii) any subsequent bonus issue or consolidation or subdivision of shares;
    - (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Rules of Catalyst for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution; and
    - (4) 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 by law to be held, whichever is earlier.
8. Extension of the ecoWise Performance Share Plan **Resolution 8**

That pursuant to rule 16.1 of the rules of the ecoWise Performance Share Plan ("Performance Share Plan"), the extension of the duration of the Performance Share Plan for a period of 10 years from 23 March 2017 to 22 March 2027 (both dates inclusive) be and is hereby approved; and  
The Directors be and are hereby authorised to:
  - (a) grant awards in accordance with the provisions of the Performance Share Plan; and
  - (b) allot and issue from time to time such number of fully paid ordinary shares in the capital of the Company ("Shares") as may be required to be issued pursuant to the vesting of awards under the Performance Share Plan, provided that the aggregate number of new Shares to be allotted and issued pursuant to the Performance Share Plan shall not exceed fifteen (15) percent of the total number of issued Shares (excluding treasury shares) from time to time.
9. And to transact any other business which may be properly transacted at an Annual General Meeting. **Resolution 9**

**BY ORDER OF THE BOARD**

Nicholas Leong  
Company Secretary  
Singapore

Date: 13 February 2017

**EXPLANATORY NOTES TO THE NOTICE OF THE 2017 ANNUAL GENERAL MEETING ("AGM"):**

**Resolution 1** – is to receive and adopt the Audited Financial Statements for the financial year ended 31 October 2016 together with the Reports of the Directors and the Auditors which can be found in this Annual Report.

**Resolution 2** – Mr Lee Thiam Seng will, upon re-election as Director of the Company, remain as Director of the Company. He is considered an Executive and Non-Independent Director. Mr Lee is also the Chief Executive Officer of the Company. Mr Low Kian Beng is due to retire by rotation at the 2017 Annual General Meeting and being eligible, is not seeking re-election as Director of the Company. He is also the Deputy Chief Executive Officer of the Company.

**Resolution 3** – Ms Pok Mee Yau will, upon re-election as Director of the Company, remain as a member of the Audit Committee, Nominating Committee and Remuneration Committee. She is considered an Independent Director.

**Resolution 4** – is to approve the payment of Director's fee of SGD 26,250/- to Mr Ong Tai Tiong Desmond for the period from 1 November 2015 to 2 June 2016. Mr Ong Tai Tiong Desmond resigned as a Director of the Company on 2 June 2016.

**Resolution 5** – is to approve the payment of Directors' fees of SGD 104,375/- for the year ended 31 October 2016, for services rendered by the Directors on the Board as well as on various Board Committees. The Director's fee for Ms Pok Mee Yau was prorated as she was appointed on 19 August 2016.

**Resolution 6** – is to re-appoint Messrs RSM Chio Lim LLP, appointed since 2002, as the Company's Auditors and to authorise the Directors to fix their remuneration. The Company has complied with Rule 713(1) of the Rules of Catalyst by ensuring that the audit partner is not in charge of more than 5 consecutive years of audits. The current audit partner, Mr Derek How, was appointed effective from reporting year ended 31 October 2016.

**Resolution 7** – is to empower the Directors of the Company to issue shares and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to a number not exceeding, in total, 100% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which not exceeding 50% may be issued other than on a pro rata basis to existing shareholders. For determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed after adjusting for new shares arising from the conversion or exercise of convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when this Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

**Resolution 8** – is to:

- (a) approve an extension of the duration of the Performance Share Plan for a further period of 10 years from 23 March 2017 to 22 March 2027 (both dates inclusive); and
- (b) empower the Directors to grant awards pursuant to the Performance Share Plan and to allot and issue Shares pursuant to the Performance Share Plan, provided that the aggregate number of new Shares which may be issued under the Performance Share Plan is limited to fifteen (15) percent of the total number of issued Shares (excluding treasury shares) from time to time.

The Performance Share Plan was adopted at an Extraordinary General Meeting of the Company held on 23 March 2007 for an initial duration of up to a maximum period of 10 years from the date of adoption. The Performance Share Plan is accordingly due to expire on 22 March 2017. Under the rules of the Performance Share Plan, it may continue beyond 22 March 2017 with the approval of the Company's shareholders by ordinary resolution in general meeting and of any relevant authorities which may be required. Please refer to the Letter to Shareholders for more details.

**Proxies:**

1. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act, a member is entitled to appoint not more than two (2) proxies to attend, speak and vote at the meeting. Where a member appoints more than one (1) proxy, the proportion of his concerned shareholding to be represented by each proxy shall be specified in the proxy form.
2. Pursuant to Section 181(1C) of the Companies Act, a member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the meeting, 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 (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form. A proxy need not be a member of the Company.
3. If the member is a corporation, the instrument appointing the proxy must be under seal of the hand of an officer or attorney duly authorised.
4. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 17 Kallang Junction, #04-03, Singapore 339274 not less than 48 hours before the time appointed for holding the above Meeting.

This document has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Stamford Corporate Services Pte Ltd (the "Sponsor"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "SGX-ST"). The Company's Sponsor has not independently verified the contents of this document.

This document has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

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**Personal Data Privacy**

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purpose"), (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.