ECOWISE HOLDINGS LIMITED

Company Registration No. 200209835C
(Incorporated in the Republic of Singapore)

ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **2018 Annual General Meeting** of the shareholders of the Company will be held at 311 Neo Tiew Crescent Singapore 718818 on Wednesday, 28 February 2018 at 10.30 a.m. *(please note that there will be complimentary shuttle bus provided from Kranji MRT station at 9.30 a.m. and 10.00 a.m.)* to transact the following businesses:

ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 October 2017 together with the Auditors' Report thereon. **Resolution 1**

2. To re-elect Mr Wong Joo Wan, 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**

3. 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 3**

4. To elect Mr Cao Shixuan, who will cease to hold office under Regulation 117 of the Company's Constitution and who, being eligible, offers himself for election as a director of the Company. **Resolution 4**

5. To elect Mr Er Kwong Wah, who will cease to hold office under Regulation 117 of the Company's Constitution and who, being eligible, offers himself for election as a director of the Company. **Resolution 5**

6. To approve the Director's fee of SGD 16,666.67 for the period from 1 November 2016 to 28 February 2017 for Mr Ng Cher Yan. **Resolution 6**

7. To approve the Directors' fees of SGD 128,037.63 for the financial year ended 31 October 2017. **Resolution 7**

8. To re-appoint Messrs RSM Chio Lim LLP as the Company's Independent Auditor and to authorise the Directors to fix their remuneration. **Resolution 8**

SPECIAL BUSINESS

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

9. **Authority to Allot and Issue Shares** **Resolution 9**

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 Catalist (the "**Rules of Catalist**") 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 pursuance 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 Catalist for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; 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.

10. **Authority to grant Awards in accordance with ecoWise Performance Share Plan** **Resolution 10**

That approval be and is hereby given to the Directors to grant awards in accordance with the provisions of the ecoWise Performance Share Plan ("**Share Plan**") and to allot and issue or deliver from time to time such number of fully paid-up Shares as may be required to be issued pursuant to the vesting of Awards under the Share Plan, provided that the aggregate number of Shares to be allotted and issued pursuant to the Share Plan shall not exceed 15% of the total number of issued shares of the Company from time to time.

11. And to transact any other business which may be properly transacted at an Annual General Meeting.

BY ORDER OF THE BOARD

Cao Shixuan
Executive Director
Singapore

Date: 13 February 2018

EXPLANATORY NOTES TO THE NOTICE OF THE 2018 ANNUAL GENERAL MEETING ("AGM"):

Resolution 1 – is to receive and adopt the Audited Financial Statements for the financial year ended 31 October 2017 together with the Directors' Statement and Auditor's Report which can be found in this Annual Report.

Resolution 2 – Mr Wong Joo Wan will, upon re-election as a Director of the Company, remain as the Chairman of the Audit Committee and as a member of the Nominating Committee and Remuneration Committee. He is considered an Independent Director.

Resolution 3 – Mr Lee Thiam Seng will, upon re-election as a Director of the Company, remain as Chairman of the board of Directors. He is considered an Executive and Non-Independent Director. Mr Lee is also the Chief Executive Officer of the Company.

Resolution 4 – Mr Cao Shixuan will, upon election as a Director of the Company, remain as a Director of the Company. He is considered an Executive and Non-Independent Director. Mr Cao is also the Deputy Chief Executive Officer of the Company.

Resolution 5 – Mr Er Kwong Wah will, upon election as a Director of the Company, remain as Chairman of the Nominating Committee and as a member of the Audit Committee and Remuneration Committee. He is considered an Independent Director. He is also the Lead Independent Director.

Resolution 6 – is to approve the payment of Director's fee of SGD 16,666.67 to Mr Ng Cher Yan for the period from 1 November 2016 to 28 February 2017. Mr Ng Cher Yan retired as a Director of the Company on 28 February 2017.

Resolution 7 – is to approve the payment of Directors' fees of SGD 128,037.63 for the financial year ended 31 October 2017, for services rendered by the Directors on the Board as well as on various Board Committees. The Director's fee for Mr Er Kwong Wah was prorated as he was appointed on 3 July 2017.

Resolution 8 – 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 Catalist 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 9 – 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 10 – is to empower the Directors of the Company to offer and grant awards, and to allot and issue new ordinary shares in the capital of the Company, pursuant to the Share Plan (which was approved by shareholders at the Extraordinary General Meeting held on 23 March 2007 and extended accordingly for a period of 10 years at the Annual General Meeting held on 28 February 2017) as may be modified by the Remuneration Committee from time to time, provided that the aggregate number of Shares to be allotted and issued pursuant to the Share Plan shall not exceed 15% of the total number of issued ordinary shares of the Company from time to time.

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 1 Commonwealth Lane, One Commonwealth, #07-28, Singapore 149544 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.

The contact person for the Sponsor is Mr Bernard Lui

Telephone number: (65) 6389 3000

Email address: bernard.lui@morganlewis.com

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.