ECOWISE HOLDINGS LIMITED
(Company Registration No. 200209835C)

SETTLEMENT DEED

1. **INTRODUCTION**

1.1 The Board of Directors (the "**Board**") of ecoWise Holdings Limited (the "**Company**") wishes to inform the shareholders of the Company that the Company has on 20 August 2015 entered into a conditional Settlement Deed ("**Deed**") with Changyi Enersave Biomass to Energy Co Ltd ("**CEBEC**"), Weihai Xin Neng Management Co. Ltd (威海新能管理咨询有限公司) ("**WXN**") and Tay Wee Kwang ("**TWK**").

2. **SETTLEMENT OF THE DEBT**

2.1 The Company is the indirect legal and beneficial owner of the total issued share capital of CEBEC. CEBEC has a debt in the amount of Reminbi Two Million Seven Hundred and Thirty Thousand (RMB 2,730,000) ("**Debt**") owing to TWK which has been assigned to WXN.

2.2 WXN has, on 17 June 2015, filed an action against CEBEC in relation to the Debt ("**Suit**") with the People's Court of Changyi City, the PRC (中华人民共和国山东省昌邑市人民法院) ("**Court**") and further on 10 July 2015 obtained an order from the Court to prevent CEBEC from transfer, lease and mortgage its buildings but no impact to the normal operation of the buildings. ("**Court Order**").

2.3 As a full and final settlement of the Debt, the Company shall issue Ten Million (10,000,000) ordinary shares in the Company ("**Consideration Shares**") to TWK as directed and authorized by WXN on or before 31 October 2015 at S$0.07 ("**Price**"). TWK and WXN undertake to procure the immediate withdrawal of the Court Order and discontinuance of the Suit, upon the execution of the Deed.

2.4 The obligation of the Company to issue the Consideration Shares is conditional upon, *inter alia*, the Company having obtained all necessary approval, waiver or confirmation required and/ or issued by, or the filing with, the SGX-ST (as applicable) in relation to the issuance of the Consideration Shares.

3. **RATIONALE FOR THE SETTLEMENT**

3.1 With the settlement of this debt, the Company would be in a better position to pursue an orderly sale of this “asset that had been held for sale” to potential buyers, free of encumbrances.

BY ORDER OF THE BOARD

LOW KIAN BENG
Executive Director
20 August 2015