

**DARCO WATER TECHNOLOGIES LIMITED**

(Company Registration No. 200106732C)

(Incorporated in Singapore)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Darco Water Technologies Limited ("**Company**") will be held at 6 Battery Road #10-01, Singapore 049909 on 6 November 2014 at 10.00 a.m. for the purpose of considering, and, if thought fit, passing with or without any modifications, the following ordinary resolutions:

**ORDINARY RESOLUTION 1 –**

**THE PROPOSED DARCO PERFORMANCE SHARE PLAN**

**THAT:**

- (a) the performance share plan to be known as the "Darco Performance Share Plan" ("**Share Plan**") particulars of which are set out in the circular dated 21 October 2014 ("**Circular**"), under which awards ("**Awards**") of fully paid-up shares in the capital of the Company ("**Shares**") will be granted, free of charge, to employees and directors of the Company and its subsidiaries (including non-executive directors) be approved.
- (b) the Board of Directors of the Company be and is hereby authorised:
  - (i) to establish and administer the Share Plan;
  - (ii) to modify and/or amend the Share Plan from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Share Plan and to do all such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Share Plan;
  - (iii) to grant Awards in accordance with the provisions of the Share Plan and pursuant to Section 161 of the Companies Act and to allot and issue, transfer and/or deliver from time to time such number of fully paid-up Shares as may be required to be issued or delivered pursuant to the vesting of Awards provided that the aggregate number of Shares available pursuant to the Share Plan and any other share-based schemes of the Company, shall not exceed 15% of the total issued Shares of the Company (excluding any shares held in treasury) from time to time;
  - (iv) subject to the same being allowed by law, to apply any share purchased or acquired under any share purchase mandate and to deliver such existing Shares (including any shares held in treasury) towards the satisfaction of Awards granted under the Share Plan; and
  - (v) to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and authorised by this Ordinary Resolution 1.

**ORDINARY RESOLUTION 2 –**

**THE PROPOSED CHANGE OF AUDITORS FROM MESSRS BAKER TILLY TFW LLP TO MESSRS CROWE HORWATH FIRST TRUST LLP**

**THAT:**

- (a) Messrs Crowe Horwath First Trust be and is hereby appointed as auditors of the Company hold office until the conclusion of the next Annual General Meeting at a fee and on such terms to be agreed between the Directors and Messrs Crowe Horwath First Trust; and
- (b) the Directors of the Company and each of them be and are hereby authorised to do all such acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the proposed change of Auditors and/or this Ordinary Resolution 2.

By Order of the Board of Directors  
**Darco Water Technologies Limited**

Thye Kim Meng  
Chairman, Managing Director and Chief Executive Officer  
Date: 21 October 2014

**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 Extraordinary General Meeting ("**EGM**") 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 "**Purposes**"), (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.