

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of ecoWise Holdings Limited (the “**Company**”) will be held at SAFRA Toa Payoh, 293 Toa Payoh Lorong 6, Level 3, Reef Function Room, Singapore 319387 on 30 August 2024 (Friday) at 4:00 p.m. (or as soon as practicable thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 3:00 p.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications the following resolution:

*Unless otherwise defined, all capitalised terms used herein shall bear the same meaning as in the circular to Shareholders dated 15 August 2024 issued by the Company (“**Circular**”).*

AS ORDINARY RESOLUTION(S):

ORDINARY RESOLUTION 1 (THE PROPOSED PLACEMENT CUM WARRANTS ISSUE)

THAT:

- (a) approval be and is hereby granted for the issue and allotment by the Company of up to 200,000,000 Placement Shares at the Placement Price of S\$0.015 per Placement Share, and 200,000,000 Warrants at the Warrant Issue Price of S\$0.001, subject to the terms and conditions of the Placement and Underwriting Agreement;
- (b) the Placement Shares shall be issued free from all claims, pledges, mortgages, charges, liens and encumbrances and shall rank in all respects *pari passu* with the then existing issued Shares at the time of issue except that the Placement Shares will not rank for any dividends, rights, allotments or other distributions, the record date for which falls on or before the date of the issue of the Placement Shares;
- (c) the Warrants and the Warrant Shares shall be issued free from all claims, pledges, mortgages, charges, liens and encumbrances, and the Warrant Shares shall rank in all respects *pari passu* with the then existing issued Shares at the time of issue except that the Warrant Shares will not rank for any dividends, rights, allotments or other distributions, the record date for which falls on or before the date of the issue of the Warrant Shares; and
- (d) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 1 and implement any of the foregoing as they think fit and in the interests of the Company.

ORDINARY RESOLUTION 2 (THE PROPOSED PLACEMENT TO MR. GAN FONG JEK)

THAT subject to and contingent upon the passing of Ordinary Resolution 1:

- (a) approval be and is hereby granted for the issue and allotment by the Company of 2,000,000 Placement Shares with Warrants at the Placement Price and Warrant Issue Price to Mr. Gan Fong Jek, Non-Executive Independent Director of the Company, subject to the terms and conditions of the Placement and Underwriting Agreement; and
- (b) the Directors and each of them be and are hereby authorised to complete, enter and do all acts and things (including without limitation, prepare and finalise, approve, sign, execute and deliver all such documents or agreements as may be required) and do all deeds and things as they may consider necessary, desirable, incidental or expedient for the purposes of or to give effect to this Ordinary Resolution 2 and implement any of the foregoing as they think fit and in the interests of the Company.

BY ORDER OF THE BOARD
ecoWise Holdings Limited

Lee Thiam Seng
Executive Chairman & Chief Executive Officer
15 August 2024

Notes:

Unless otherwise defined, all capitalised terms used herein shall have the same meanings as the Circular dated 15 August 2024.

- (1) The EGM will be held, in a wholly physical format, at SAFRA Toa Payoh, 293 Toa Payoh Lorong 6, Level 3, Reef Function Room, Singapore 319387 on 30 August 2024 at 4:00 p.m. (or as soon as practicable thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 3:00 p.m. on the same day and at the same place). **There will be no option for Shareholders to participate virtually.**
- (2) The documents and information relating to the EGM (including the Circular, Notice of EGM, Proxy Form and Request Form) have been made available on SGXNet and the Company's website and may be accessed at the following URLs:
 - (a) <https://www.sgx.com/securities/company-announcements>; and
 - (b) <https://www.ecowise.com.sg>.

Nevertheless, printed copies of the Notice of EGM, the Proxy Form and the Request Form will be despatched to Shareholders.

A Shareholder who wishes to request a printed copy of the Circular may do so by completing and returning the Request Form which is despatched to him or her, by 22 August 2024:

- (a) personally or by post to the registered office of the Company's Share Registrar at Boardroom Corporate & Advisory Services Pte Ltd at 1 Harbourfront Ave, #14-07 Keppel Bay Tower, Singapore 098632; or
 - (b) by email to the Company's Share Registrar at srs.requestform@boardroomlimited.com.
- (3) **Submission of Questions in Advance of the EGM**
- (a) All Shareholders may submit substantial and relevant questions relating to the business of the EGM no later than 4:00 p.m. on 22 August 2024 via electronic mail to investorrelation@ecowise.com.sg and provide the following particulars, for verification purpose:
 - full name as it appears on his/her/its CDP records;
 - NRIC/Passport/UEN number;
 - contact number and email address; and

- the manner in which the shares are held in the Company (e.g. via CDP).

Please note that the Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

Investors who hold shares through Relevant Intermediaries*, including under the Central Provident Fund Investment Scheme (“**CPF Investors**”) or the Supplementary Retirement Scheme (“**SRS Investors**”) should approach their CPF Agent Banks/SRS Operators to submit their questions based on the abovementioned instructions.

Alternatively, Shareholders may also ask questions during the EGM.

- (b) The Company will endeavour to address all substantial and relevant questions:
- (if received by the deadline set out in section 3(a) above) before the EGM, by 25 August 2024, 4:00 p.m., via an announcement on SGXNet and the Company’s website; or
 - (if received after the deadline set out in section 3(a) above) during the EGM.
- (c) The Company will also, within one (1) month after the date of the EGM, publish the minutes of the EGM on SGXNet and the Company’s website, and the minutes will include the responses to substantial and relevant questions received from Shareholders which were addressed during the EGM.
- (4) **Voting**

Shareholders who wish to exercise their voting rights at the EGM may:

- (where the Shareholder is an individual) attend and vote at the EGM; or
- (where the Shareholder is an individual or a corporation) appoint a proxy to vote on their behalf.

Each of the resolution(s) to be put to the vote of Shareholders at the EGM (and at any adjournment thereof) will be voted on by way of poll.

Shareholders (including Relevant Intermediaries*) who wish to vote on any or all the resolution(s) at the EGM via proxy must submit a Proxy Form to appoint the proxy(ies). The Proxy Form must be submitted to the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, (i) if sent personally or by post, be deposited at the registered office of the Company’s Share Registrar at 1 Harbourfront Ave, #14-07 Keppel Bay Tower, Singapore 098632, or (ii) if submitted electronically, via e-mail to investorrelation@ecowise.com.sg by 4:00 p.m. on 27 August 2024 (being not less than seventy-two (72) hours before the time appointed for holding the EGM (or at any adjournment thereof)) and in default, the Proxy Form for the EGM shall not be treated as valid.

A Shareholder of the Company (other than a Relevant Intermediary*) entitled to attend, speak and vote at the EGM is entitled to appoint not more than two (2) proxies or Chairman to attend, speak and vote in his/her/its stead at the EGM. A Shareholder can appoint the Chairman of the EGM as his/her/its proxy, but this is not mandatory. A proxy need not be a Shareholder of the Company.

Where a Shareholder appoints two (2) proxies, he shall specify the proportion of his shareholding to be represented by each proxy. If no such proportion or number is specified, the first named proxy may be treated as representing one hundred per cent (100%) of the shareholding and any second proxy as an alternate to the first named.

If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy/proxies (except where the Chairman of the EGM is appointed as the Shareholder’s proxy) will vote or abstain from voting at his/her/their discretion. In the absence of specific direction as to the voting given by a Shareholder, the appointment of the Chairman of the EGM as the proxy for the relevant resolutions will be treated as invalid.

A Shareholder who is a Relevant Intermediary* may appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him/her/it (which number and class of shares shall be specified). Where such Shareholder appoints more than two (2) proxies, the appointments shall be invalid unless the Shareholder specifies the number of shares in relation to which each proxy has been appointed.

In the case of submission of the Proxy Form appointing the Chairman of the EGM as proxy, it must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing the Chairman of the EGM as proxy is executed by a corporation, it must be executed either under its seal or signed on its behalf by an attorney duly authorised in writing or by an authorised officer of the corporation. Where the instrument appointing the Chairman of the EGM as proxy is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument, failing which the instrument may be treated as invalid.

An investor who holds shares through CPF or SRS and wishes to vote, should approach their respective CPF Agent Banks (i.e. the agent banks approved by CPF) or SRS Operators (i.e. the agent banks included in the SRS) to submit their votes

to appoint the Chairman of the EGM as their proxy, at least seven (7) working days before the EGM (i.e. by 4:00 p.m. on 21 August 2024).

The name of a Depositor (as defined under Section 81SF of the Securities and Futures Act 2001 of Singapore) must appear on the Depository Register maintained by CDP as at seventy-two (72) hours before the time fixed for holding the EGM in order for the Depositor to be entitled to vote at the EGM.

The Company shall be entitled to reject the instrument appointing a proxy, proxies or the Chairman of EGM if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument appointing a proxy, proxies or the Chairman of EGM. In addition, in the case of a Shareholder whose shares are entered against his/her name in the Depository Register, the Company may reject any instrument of proxy lodged if such Shareholder, being the appointor, is not shown to have shares entered against his/her name in the Depository Register seventy-two (72) hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

(5) **Voting Results**

An independent scrutineer will be appointed by the Company to direct and supervise the counting and validation of all valid votes cast at the EGM. The voting results will be announced during the EGM and the Company will also issue an announcement on SGXNet on the results of the resolution(s) put to vote at the EGM.

* **"Relevant Intermediary"** has the same meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

PERSONAL DATA PRIVACY

By (a) submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, or (b) submitting any question prior to the EGM of the Company in accordance with this Notice, a Shareholder of the Company (i) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the **"Purposes"**), (ii) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the Shareholder 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, (iii) addressing substantial and relevant questions from Shareholders received before the EGM and if necessary, following up with the relevant Shareholders in relation to such questions, (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities, and (v) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.

*This Notice has been reviewed by the Company's sponsor, SAC Capital Private Limited (the **"Sponsor"**). This Notice has not been examined or approved by the Singapore Exchange Securities Trading Limited (the **"SGX-ST"**) and the SGX-ST assumes no responsibility for the contents of this Notice, including the correctness of any of the statements or opinions made or reports contained in this Notice.*

The contact person for the Sponsor is Ms. Lee Khai Yinn (Telephone: (65) 6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.