
NOTICE OF EXTRAORDINARY GENERAL MEETING

DARCO WATER TECHNOLOGIES LIMITED

(Incorporated in the Republic of Singapore – Company Registration No. 200106732C)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Darco Water Technologies Limited (the “**Company**”) will be convened and held at 1 Commonwealth Lane, #06-01 One Commonwealth, Singapore 149544 on 29 April 2025 (Tuesday) at 12.00 p.m. (or as soon as practicable following the conclusion or adjournment of the Annual General Meeting of the Company held earlier on the same day), for the following purposes:

To consider and if thought fit, to pass the following resolutions as Special Resolutions, with or without any modifications:

SPECIAL RESOLUTION 1 – PROPOSED ADOPTION OF NEW CONSTITUTION

That, subject to and conditional upon the passing of Special Resolution 2:

- (a) the articles contained in the new Constitution (the “**New Constitution**”) as contained in Appendix 1 of the letter to shareholders dated 7 April 2025 and submitted to this meeting, be approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the existing Constitution (the “**Existing Constitution**”); and
- (b) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the proposed adoption of the New Constitution and/or the transactions authorised by this Special Resolution.

[See Explanatory Note]

SPECIAL RESOLUTION 2 – PROPOSED ALTERATION TO THE OBJECTS CLAUSE

That, subject to and conditional upon the passing of Special Resolution 1:

- (a) the objects clause in the Existing Constitution be deleted in its entirety and substituted therefor the following clause:

“Subject to the provisions of the Statutes and this Constitution, the Company has full capacity to carry on or undertake any business or activity, do any act or enter into any transaction and for the said purposes, full rights, powers and privileges.”,

which shall be incorporated within the New Constitution to be adopted by Special Resolution 1.

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- (b) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the proposed alteration of the objects clause and/or the transactions authorised by this Special Resolution.

THE ABOVE SPECIAL RESOLUTIONS ARE INTER-CONDITIONAL ON EACH OTHER.

By Order of the Board of
Darco Water Technologies Limited

Dr. Zhang Zhenpeng
Executive Director and Chief Executive Officer
7 April 2025

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Explanatory Note:

The Special Resolution 1 proposed above, if passed, will result in the adoption of the New Constitution in place of the Existing Constitution of the Company, in accordance with the terms set out in the Letter to Shareholders. Please refer to the Letter to Shareholders for more information relating to the proposed adoption of the New Constitution.

Notes to Shareholders on arrangements for the Extraordinary General Meeting:

1. The Extraordinary General Meeting (“EGM”) will be held at 1 Commonwealth Lane, #06-01 One Commonwealth, Singapore 149544 on 29 April 2025 (Tuesday) at 12.00 p.m. (or as soon as practicable after the conclusion or adjournment of the Annual General Meeting held earlier on the same day) for the purpose of considering and if thought fit, passing, with or without any modification, the Special Resolution 1 and Special Resolution 2 set out in this Notice of EGM. **There will be no option for Shareholders to participate virtually.**
2. Printed copies of this Notice of EGM, the Proxy Form and the Letter to Shareholders will be sent to members. This Notice of EGM and the Letter to Shareholders may also be accessed at the Company’s website at the URL <https://darcowater.com/investor-information/extraordinary-general-meeting/>. This Notice of EGM and the Letter to Shareholders are also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
3. Arrangements relating to attendance at the EGM, submission of comments, queries and/or questions to the Chairman of the Meeting in advance of the EGM, addressing of substantial and relevant comments, queries and/or questions before the EGM, and voting by appointing proxy(ies) (including the Chairman of the Meeting), are set out in this Notice of EGM. Please refer to the section titled “Key dates/deadlines” below for the relevant steps and details for Shareholders to participate at the EGM.
4. **There will be no option for Shareholders to participate virtually at the EGM. A Shareholder (whether individual or corporate) must vote live at the EGM or must appoint proxy(ies) (including the Chairman of the Meeting), to attend, speak and vote on his/her/its behalf at the EGM if such Shareholder wishes to exercise his/her/its voting rights at the EGM.** The Proxy Form for the EGM of the Company may also be accessed at the Company’s website at the URL <https://darcowater.com/investor-information/extraordinary-general-meeting/> and is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>. Where a member (whether individual or corporate) appoints proxy(ies) (other than the Chairman of the Meeting), or appoints the Chairman of the Meeting as his/her/its proxy as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the proxy(ies) will vote or abstain from voting at his/her/their discretion.
5. CPF/SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF agent banks, SRS operators or relevant intermediaries to submit their votes and/or questions relating to the special resolutions tabled for approval at the EGM by Thursday, 17 April 2025 at 5.00 p.m.
6. Duly appointed proxy(ies), including the Chairman of the Meeting, acting as proxy, need not be a member of the Company.
7. The Proxy Form must be submitted to the Company in the following manners:
 - (i) if submitted by post, be deposited at registered office of the Company at 1 Commonwealth Lane #09-06, One Commonwealth, Singapore 149544; or
 - (ii) if submitted electronically, be submitted via email in Portable Document Format (PDF) format to the Company at agm@darcowater.com.

in either case, at least **48 hours** before the time fixed for holding the EGM of the Company and/or any adjournment thereof. A member who wishes to submit the Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above. **Members are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email.**

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 or services providers) for the purpose of the processing and administration by the Company (or its agents or services providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or services providers) 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 or services providers), 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 or service providers) 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.

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Key dates/deadlines:

Key Dates	Events and Information
12.00 p.m. on Thursday, 17 April 2025	Deadline for members to submit comments, queries and/or questions in advance of the EGM of the Company.
5.00 p.m. on Thursday, 17 April 2025	Deadline for CPF/SRS investors, including persons who hold Shares through relevant intermediaries (as defined in Section 181 of the Companies Act), who wish to appoint the Chairman of the Meeting as proxy to approach their respective CPF agent banks, SRS operators or relevant intermediaries to submit their votes and/or questions related to the special resolutions to be tabled for approval at the EGM.
12.00 p.m. on Friday, 25 April 2025	The Company will endeavour to address all substantial and relevant questions, comments and/or queries received from Shareholders relating to the special resolutions in the Notice of EGM prior to or at the EGM, by publishing its responses to the questions on the Company's website at the URL https://darcowater.com/investor-information/extraordinary-general-meeting/ and SGXNET at the URL https://www.sgx.com/securities/company-announcements .
12.00 p.m. on Sunday, 27 April 2025	<p>Deadline for members to submit Proxy Forms to appoint proxy(ies) (including the Chairman of the Meeting) to attend, submit question(s) and vote at the EGM of the Company.</p> <p>The Proxy Form must be submitted to the Company in the following manner:</p> <ul style="list-style-type: none"> (i) if submitted by post, be deposited at registered office of the Company at 1 Commonwealth Lane #09-06, One Commonwealth, Singapore 149544; or (ii) if submitted electronically, be submitted via email in Portable Document Format (PDF) format to the Company at agm@darcowater.com. <p>Shareholders are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email.</p>
12.00 p.m. on Tuesday, 29 April 2025 (or as soon as practicable after the conclusion or adjournment of the Annual General Meeting of the Company held earlier on the same day)	Members and (where applicable) duly appointed proxies and representatives may participate at the EGM at 1 Commonwealth Lane, #06-01 One Commonwealth, Singapore 149544. There will be no option for Shareholders to participate virtually.
By Thursday, 29 May 2025	The Company will publish the minutes of EGM on the Company's website at the URL https://darcowater.com/investor-information/extraordinary-general-meeting/ and on SGXNET at the URL https://www.sgx.com/securities/company-announcements within one (1) month after the EGM.