ECOWISE HOLDINGS LIMITED

Registration No: 200209835C
(Incorporated in Singapore)

NOTICE IS HEREBY GIVEN that the **2015 Annual General Meeting** of the shareholders of the Company will be held at 17 Kallang Junction #04-03 Singapore 339274 on Friday, 27 February 2015 at 2.30 p.m. to transact the following businesses:

ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and Audited Financial Statements for the year ended 31 October 2014 together with the Auditors' Report thereon. **Resolution 1**
2. To re-elect Mr Ang Mong Seng, who will be retiring by rotation under Article 107 of the Company's Articles of Association (the "Articles") and who, being eligible, offers himself for re-election as a director of the Company. **Resolution 2**
3. To re-elect Mr Lee Thiam Seng, who will be retiring by rotation under Article 107 of the Articles and who, being eligible, offers himself for re-election as a director of the Company. **Resolution 3**
4. To re-elect Mr Ong Tai Tiong Desmond, who will cease to hold office under Article 117 of the Articles and who, being eligible, offers himself for re-election as a director of the Company. **Resolution 4**
5. To approve the Directors' fees of SGD 121,250/- for the year ended 31 October 2014. **Resolution 5**
6. To re-appoint Messrs RSM Chio Lim LLP as Auditors and to authorise the Directors to fix their remuneration. **Resolution 6**

SPECIAL BUSINESS

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

7. **Authority to Allot and Issue Shares** **Resolution 7**

That pursuant to Section 161 of the Companies Act, Cap. 50 and in accordance with Rule 806 of the Listing Manual 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 pursuant 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, 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 20% 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 Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association 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.

8. **Authority to grant Awards in accordance with ecoWise Performance Share Plan** **Resolution 8**

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.

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

BY ORDER OF THE BOARD
Zhong Xiaowen
Company Secretary
Singapore
Date: 11 February 2015

EXPLANATORY NOTES TO THE NOTICE OF THE 2015 ANNUAL GENERAL MEETING ("AGM"):

Resolution 1 – is to receive and adopt the Audited Financial Statements for the financial year ended 31 October 2014 together with the Reports of the Directors and the Auditors which can be found in this Annual Report.

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

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

Resolution 4 – Mr Ong Tai Tiong Desmond will, upon re-election as 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.

Resolution 5 – is to approve the payment of Directors' fees of SGD 121,250/- for the year ended 31 October 2014, for services rendered by the Directors on the Board as well as on various Board Committees. The Director's fee for Mr Ong Tai Tiong Desmond was prorated as he was appointed on 9 April 2014.

Resolution 6 – 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 SGX-ST Listing Manual by ensuring that the audit partner is not in charge of more than 5 consecutive years of audits. The current audit partner, Mr Chan Weng Keen was appointed effective from reporting year ended 31 October 2012.

Resolution 7 – 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, 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which not exceeding 20% 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 8 – 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) 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. A member of the Company is entitled to attend and vote at the above Meeting and may appoint not more than two proxies to attend and vote instead of him.
2. Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies. 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 17 Kallang Junction #04-03 Singapore 339274 not less than 48 hours before the time appointed for holding the above Meeting.