

**ECOWISE HOLDINGS LIMITED**  
Registration No: 200209835C  
(Incorporated in Singapore)

**NOTICE IS HEREBY GIVEN** that the **2008 Annual General Meeting** of the shareholders of the Company will be held at 18 Cross Street 8th Floor Marsh & McLennan Centre Singapore 048423 on Thursday, 28 February 2008 at 10.00 a.m. to transact the following businesses:

**ORDINARY BUSINESS**

1. To receive and consider the audited financial statements of the Company and the reports of the Directors and Auditors for the year ended 31 October 2007. Resolution 1

2. To re-elect the following Directors retiring pursuant to the Company's Articles of Association:-

Mr Lee Thiam Seng (Article 107) Resolution 2

Mr Ong Teck Ghee (Article 107) Resolution 3

Mr Ong Teck Ghee shall, upon re-election as Director of the Company, remain as a Chairman of the Nominating Committee and as a member of the Audit Committee and Remuneration Committee and shall be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

3. To approve the Directors' fees of SGD 80,000/- for the year ended 31 October 2007. Resolution 4

4. To re-appoint Messrs RSM Chio Lim as Auditors and to authorise the Directors to fix their remuneration. Resolution 5

**SPECIAL BUSINESS**

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

**5. Proposed Share Issue Mandate**

Resolution 6

“That pursuant to Section 161 of the Companies Act, Cap. 50 and 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 allot and issue shares and convertible securities in the capital of the Company (whether by way of rights, bonus or otherwise) 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 provided always that the aggregate number of shares and convertible securities to be issued pursuant to this Resolution does not exceed 50% of the issued shares of the Company, of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to existing shareholders does not exceed 20% of the issued shares of the Company (the percentage of issued shares being based on the issued 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 any convertible securities or share options or vesting of share awards which are outstanding at the time this Resolution is passed and any subsequent consolidation or sub-division of shares) and unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.”

[See Explanatory Note (i)]

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

Resolution 7

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 ecoWise Share Option Scheme and the Share Plan shall not exceed fifteen per cent (15%) of the total number of issued ordinary shares of the Company from time to time.

[See Explanatory Note (ii)]

**7. Proposed grant of  
Award of 2,250,000 shares to Lee Thiam Seng**

Resolution 8

To approve the grant of Award of 2,250,000 Shares to Lee Thiam Seng, in accordance with the Share Plan.

[See Explanatory Note (iii)]

**8. Proposed grant of  
Award of 2,250,000 shares to Sunny Ong Keng Hua**

Resolution 9

To approve the grant of Award of 2,250,000 Shares to Sunny Ong Keng Hua, in accordance with the Share Plan.

[See Explanatory Note (iii)]

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

Explanatory Notes:

- (i) The Ordinary Resolution proposed in item 5 above, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company. The number of shares which the Directors may allot and issue under this Resolution would not exceed 50 per cent of the issued shares of the Company at the time this Resolution is passed. For allotments and issues of shares and convertible securities other than on a pro-rata basis to all shareholders, the aggregate number of shares to be allotted and issued shall not exceed 20 per cent of the issued shares of the Company at the time this Resolution is passed.
- (ii) The Ordinary Resolution proposed in item 6 above, if passed, will 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 Committee from time to time, provided that the aggregate number of Shares to be allotted and issued pursuant to the ecoWise Share Option Scheme and the Share Plan shall not exceed fifteen per cent (15%) of the total number of issued ordinary shares of the Company from time to time.
- (iii) The Ordinary Resolution proposed in items 7 and 8 above, if passed, will empower the Remuneration Committee of the Company to grant a total of 4,500,000 ordinary shares of the Company to the two controlling shareholders in accordance with and for the duration of the Share Plan.

**BY ORDER OF THE BOARD**

Yap Peck Khim  
Company Secretary

Dated: 13 February 2008

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**NOTICE OF THE 2008 ANNUAL GENERAL MEETING**

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Notes:

- (a) A member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member of the Company.
- (b) If a proxy is to be appointed, the form must be deposited at the registered office of the Company at No. 3 Phillip Street #14-01 Commerce Point Singapore 048693 not less than 48 hours before the meeting.
- (c) The form of proxy must be signed by the appointor or his attorney duly authorised in writing.
- (d) In the case of joint shareholders, all holders must sign the form of proxy.