

**JOINT VENTURE WITH HOLCIM (SINGAPORE) PTE LTD**

---

The Board of Directors of ecoWise Holdings Limited (“Company” or “ecoWise”) is pleased to announce that the Company has, together with its wholly-owned subsidiary ecoWise Solutions Pte Ltd (“ecoWise Solutions”), entered into a joint venture agreement (“JVA”) with Holcim (Singapore) Pte Ltd (“Holcim”) on 14 January 2008.

**Key terms of the JVA**

- (a) The purpose of the joint venture is to maintain and operate an industrial materials recycling and processing plant to recycle and process used copper slag, and to establish, maintain and operate a research and development facility in Singapore with a focus on developing fuels and raw materials that can be used in the manufacturing of cement and building and construction materials through a joint venture company in Singapore known as ecoWise Materials Pte Ltd (the “JV Company”).
- (b) The obligations of the parties to the JV Agreement shall be conditional upon, *inter alia*, the JV Company having obtained all requisite approvals (including the approval of the shareholders of the Company if required), permits and licences to engage in its business of recycling and processing used copper slag, and completion of the transfer of the assets, comprising plant and equipment for the recycling and processing of used copper slag, from Bee Joo Industries Pte Ltd (“BJI”) (a wholly-owned subsidiary of ecoWise) to the JV Company.
- (c) Holcim will purchase from ecoWise Solutions shares of the JV Company (the “Sale Shares”) representing a 50% stake in the JV Company for a purchase consideration of US\$3.8 million payable in cash upon completion of the sale and purchase of the Sale Shares. Holcim and ecoWise Solutions will each hold a 50% interest in the JV Company upon completion of the sale and purchase of the Sale Shares.
- (d) ecoWise shall procure BJI to sublease part of the premises at 5 Sungei Kadut Street 6 Singapore (the “BJI Lease”) to the JV Company. The BJI Lease shall terminate upon the commencement of the operations of the New Plant described below.
- (e) The JV Company shall acquire or lease from Holcim the premises at 7 Sungei Kadut Street 6 Singapore and shall with its own funds, construct a new industrial materials recycling and processing plant (the “New Plant”) on such premises.
- (f) ecoWise shall procure BJI to provide management and operation services to the JV Company and the JV Company shall pay to BJI a monthly management fee.
- (g) ecoWise shall procure the ecoWise Group Companies to exclusively engage the JV Company to recycle, process and dispose of all used copper slag collected by the EcoWise Group Companies in consideration of a disposal fee payable to the JV Company.
- (h) The JV Company shall appoint Holcim and BJI as the exclusive parties to off-take the recycled copper slag produced by the JV Company.

## **Rationale for and benefit to ecoWise**

Holcim is part of the Holcim Group which is a leading global supplier of cement, aggregates (crushed stone, gravel and sand) as well as ready-mix concrete and asphalt, including related services.

The joint venture between Holcim and ecoWise will enhance and strengthen their existing commercial relationship and allow the parties to leverage on each other's core competencies, knowledge and experience.

## **Financial Impact**

If the above transaction had been entered into on 1 November 2006, the earnings per share for financial year 2007 would have been 3.21 cents instead of 1.52 cents arising from the sale of shares as mentioned in paragraph (c) above. If the transaction had been entered into on 31 October 2007, the net tangible assets per share would have been 5.23 cents instead of 3.66 cents - such figures are calculated on assumption that the Rights cum Warrants Issue (as defined in the Company's Circular dated 12 September 2007) had been completed as at 1 November 2006.

## **Relative Figures under Rule 1006 of the Listing Manual**

### Rule 1006(a)

The net asset value of the Sale Shares is approximately 0.3% of the Group's net asset value, based on the Group's latest announced consolidated net asset value of S\$12,758,000 as at 31 October 2007.

### Rule 1006(b)

The net profit attributable to the Sale Shares is approximately 18.4% of the Group's net profit before tax of S\$6,076,000 for the financial year ended 31 October 2007.

### Rule 1006(c)

The aggregate value of the consideration received is approximately 6.5% of the Company's market capitalization of S\$83,325,000 as at 10 January 2008 (based on the market price of S\$0.25 per share, being the weighted average price of such share on 10 January 2008).

### Rule 1006(d)

Not applicable as this is not an acquisition.

## **Interests of Directors and Substantial Shareholders**

None of the Directors of the Company has any direct or indirect interest in the aforesaid joint venture. The Directors of the Company are not aware of any substantial shareholder having any interest, direct or indirect, in the aforesaid joint venture, and have not received any notification of interest in the joint venture from any substantial shareholder.

By Order of the Board

Lee Thiam Seng  
Executive Director  
14 January 2008