

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

**NOTICE IS HEREBY GIVEN** that the **2007 Annual General Meeting** of the shareholders of the Company will be held at 1 Pickering Street #02-02 Great Eastern Centre Singapore 048659 on Wednesday, 28 February 2007 at 3.00 p.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 2006. Resolution 1

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

Mr Ng Cher Yan (Article 107) Resolution 2

Mr Teoh Teik Kee (Article 107) Resolution 3

Mr Ng Cher Yan shall, upon re-election as Director of the Company, remain as a Chairman of the Audit Committee and as a member of the 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 declare a Final Dividend of SGD 0.01 per ordinary share (one-tier tax exempt) for the year ended 31 October 2006. Resolution 4

4. To approve the Directors' fees of SGD 80,000/- for the year ended 31 October 2006. Resolution 5

5. To re-appoint Messrs RSM Chio Lim 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:

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**6. Proposed Share Issue Mandate**

Resolution 7

“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)]

**7. Authority to offer and grant options  
in accordance with the ecoWise Share Option Scheme**

Resolution 8

That approval be and is hereby given to the Directors to offer and grant options in accordance with the Rules of the ecoWise Share Option Scheme (“the Scheme”) and to issue such shares in the capital of the Company as may be issued pursuant to the exercise of options under the Scheme, provided always that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed ten per centum (10%) of the issued shares of the Company from time to time.

[See Explanatory Note (ii)]

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

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Explanatory Notes:

- (i) The Ordinary Resolution proposed in item 6 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 7 above, if passed, will empower the Directors of the Company to offer and grant options under the Scheme and to allot and issue shares pursuant to the exercise of options under the Scheme, subject to the terms of the resolution.

**NOTICE IS ALSO HEREBY GIVEN** that the Transfer Books and Register of Members of the Company will be closed on 8 March 2007 for the purpose of determining shareholders' entitlements to the proposed final dividend of SGD 0.01 per ordinary share (one-tier tax exempt) in respect of the financial year ended 31 October 2006 (the "Proposed Final Dividend").

Duly completed transfers received by the Company's Registrars, Lim Associates (Pte) Ltd at 3 Church Street #08-01 Samsung Hub Singapore 049483 up to 5.00 p.m. on 7 March 2007 will be registered before entitlements to the Proposed Final Dividend is determined. The Proposed Final Dividend, if approved by shareholders at the 2007 Annual General Meeting, will be paid on 20 March 2007.

Members whose Securities Accounts with The Central Depository (Pte) Limited ("CDP") are credited with shares at 5.00 p.m. on 7 March 2007 will be entitled to the Proposed Final Dividend.

In respect of shares in Securities Accounts with CDP, the Proposed Final Dividend will be paid by the Company to CDP which will in turn distribute the dividend entitlements to such holders of shares in accordance with its practice.

**BY ORDER OF THE BOARD**

Tan Siok Kheng  
Company Secretary

Dated : 9 February 2007

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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.