

**ECOWISE HOLDINGS LIMITED**

Registration No: 200209835C  
(Incorporated in Singapore)

**NOTICE IS HEREBY GIVEN** that the **2009 Annual General Meeting** of the shareholders of the Company will be held at 17 Kallang Junction #04-03 Singapore 339274 on Friday, 27 February 2009 at 3.30 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 2008. Resolution 1

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

Mr Sunny Ong Keng Hua (Article 107) Resolution 2

Mr Ang Mong Seng (Article 107) Resolution 3

Mr Ang Mong Seng shall, upon re-election as Director of the Company, remain as a Chairman of the Remuneration Committee and as a member of the Audit Committee and Nominating 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 2008. Resolution 4

4. To re-appoint Messrs RSM Chio Lim LLP 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. **Authority to allot and issue shares up to fifty per centum (50%) of the issued shares in the capital of the Company** Resolution 6

“That pursuant to Section 161 of the Companies Act, Cap. 50. and subject to 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 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 that:-

- (i) the aggregate number of shares and convertible securities to be issued pursuant to this Resolution does not exceed 50 per cent (50%) of the total number of issued shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to existing shareholders of the Company does not exceed twenty per cent (20%) of the total number of issued shares excluding treasury shares of the Company (as calculated in accordance with sub-paragraph (ii) below);
- (ii) (subject to such manner of calculations 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 (i) above, the total number of issued shares excluding treasury shares shall be based on the total number of issued shares excluding treasury shares of the Company at the time this Resolution is passed after adjusting for:-
  - (a) new shares arising from the conversion or exercise of any convertible securities;
  - (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of the resolution approving the mandate, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of SGX-ST; and
  - (c) any subsequent bonus issue, consolidation or sub-division of shares
- (iii) 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 or the date by 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)]

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

Explanatory Notes:

- (i) The proposed Resolution 6, 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 and convertible securities, which the Directors may allot and issue under this Resolution shall not exceed 50% of the total number of issued shares excluding treasury shares of the Company at the time of passing this Resolution. For allotment and issue of shares and convertible securities other than on a pro-rata basis to all shareholders of the Company, the aggregate number of shares and convertible securities to be allotted and issued shall not exceed 20% of the total number of issued shares excluding treasury shares of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting.
- (ii) The proposed Resolution 7 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.

**BY ORDER OF THE BOARD**

Yap Peck Khim  
Company Secretary  
Singapore

Date: 12 February 2009

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**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 this 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.