
JOINT VENTURE WITH VERT-TECH PTE. LTD.

The Board of Directors of ecoWise Holdings Limited (the “**Company**”) wishes to refer to its earlier announcement on 18 January 2011 in relation to the incorporation of **ecoWise Technologists and Engineers Pte. Ltd.** (“**EWTE**”) by its wholly-owned subsidiary, ecoWise Solutions Pte. Ltd. (“**EWS**”).

The principal activities of EWTE are that of provision of consultancy services in the field of environmental solutions and development of low carbon and eco-friendly projects / technology.

Further to the aforesaid announcement, EWS has on 8 February 2011 entered into a Share Subscription and Joint Venture Agreement (the “**Agreement**”) with Vert-Tech Pte. Ltd. (“**Vert-Tech**”).

The Principal Terms of the Agreement are as follows:-

- a) EWS, which prior to this Announcement holds all of the issued share capital in EWTE comprising \$100/- divided into 100 shares, shall subscribe for an additional 79,900 new ordinary shares in EWTE for an aggregate subscription price of S\$79,900/-, payable in cash; Vert-Tech shall concurrently subscribe for 20,000 new ordinary shares in EWTE for an aggregate subscription price of S\$20,000/-, payable in cash. Consequent upon the aforesaid subscription, EWS and Vert-Tech shall hold a 80% and 20% of the shareholding respectively in EWTE.
- b) Vert-Tech will be entitled within the first 3 years of the Agreement to further subscribe for up to a further 10% of the issued share capital of the JV Company, subject to satisfaction of certain preconditions.

Financing

The above transaction will be funded by internal cash resources of the Company.

Financial Effects of the Joint Venture

The joint venture is not expected to have any material impact on the net tangible assets and earnings per share of the Company for the current financial year ending 31 October 2011.

Interest of Directors and Controlling Shareholders

None of the directors or substantial shareholders of the Company has an interest, direct or indirect, in the above transaction.

BY ORDER OF THE BOARD

LEE THIAM SENG
Executive Director
8 February 2011