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# ECOWISE HOLDINGS LIMITED

Registration No: 200209835C

(Incorporated in Singapore)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the **2011 Annual General Meeting** of the shareholders of the Company will be held at 17 Kallang Junction #04-03 Singapore 339274 on Monday, 28 February 2011 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 2010. **Resolution 1**
2. To re-elect the following Directors retiring pursuant to the Company's Articles of Association:-
  - a) Mr Lee Thiam Seng (Article 107) **Resolution 2**
  - b) Mr Ong Teck Ghee (Article 107) **Resolution 3**
  - c) Mr Low Kian Beng (Article 117) **Resolution 4**
 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 95,000/- for the year ended 31 October 2010. **Resolution 5**
4. To re-appoint Messrs RSM Chio Lim LLP 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:

5. **Authority to Allot and Issue Shares** **Resolution 7**  
That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors:-
  - (a) (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise; and/or
    - (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and
  - (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force, provided that:
    - (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per cent (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed twenty per cent (20%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
    - (2) (subject to such calculation 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 (1) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, 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 which are outstanding or subsisting at the time of the passing of this Resolution; and
      - (c) any subsequent bonus issue, consolidation or subdivision of shares;
    - (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association of the Company; and
    - (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.  
[See Explanatory Note(i)]
6. **Authority to grant Awards in accordance with ecoWise Performance Share Plan** **Resolution 8**  
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 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. And to transact any other business which may be properly transacted at an Annual General Meeting.

### Explanatory Notes:

- (i) The Ordinary Resolution proposed in **Resolution 7** above, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to 20% may be issued other than on a pro rata basis to shareholders.  
For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares) will be calculated based on the total number of issued shares (excluding treasury 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 or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.
- (ii) The proposed **Resolution 8** 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 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

Zhong Xiaowen  
Company Secretary  
Singapore  
Date: 11 February 2011

### 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 his 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.