

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an **EXTRAORDINARY GENERAL MEETING** of ecoWise Holdings Limited will be convened at 311 Neo Tiew Crescent, Singapore 718818 on 28 February 2018 at 12.00 p.m. (or such time immediately following the conclusion or adjournment of the AGM of the Company to be held at 10.30 a.m. on the same day and at the same place), for the purpose of considering and, if thought fit, passing with or without any modifications the following Resolutions:

All capitalised terms used in this notice which are not defined herein shall have the meanings ascribed to them in the Circular to Shareholders dated 6 February 2018.

**RESOLUTION 1: ORDINARY RESOLUTION**

**THE PROPOSED ADOPTION OF THE SHARE BUY-BACK MANDATE**

THAT approval be and is hereby given for the Directors of the Company to:

(a) for the purposes of the Companies Act, Chapter 50 of Singapore ("**Companies Act**"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire the issued ordinary shares fully paid in the capital of the Company ("**Shares**") not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:

- (i) on-market purchases, transacted on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") through the SGX-ST's trading system or through one or more duly licensed stockbrokers appointed by the Company for the purpose ("**Market Purchase**"); and/or
- (ii) off-market purchases (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Catalyst Rules ("**Off-Market Purchase**"),

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act and the Catalyst Rules as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally ("**Share Buy-Back Mandate**");

(b) unless varied or revoked by the Shareholders in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this resolution and expiring on:

- (i) the date on which the next annual general meeting of the Company ("**AGM**") is held or required by law to be held;
- (ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated; or
- (iii) the date on which the authority contained in the Share Buy-Back Mandate is varied or revoked by the Shareholders in a general meeting,

whichever is the earliest;

(c) in this resolution:

"**Prescribed Limit**" means 10% of the total number of Shares in the Company (excluding treasury shares) as at the date of passing of this resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered (excluding any treasury shares that may be held by the Company from time to time);

"**Relevant Period**" means the period commencing from the date of the last AGM or the EGM at which the Share Buy-Back Mandate is approved and expiring on the earliest of (a) the date the next AGM is held or is required by law to be held, (b) the date on which the Share buybacks are carried out to the full extent mandated, and (c) the date the Share Buy-Back Mandate is revoked or varied by the Shareholders in a general meeting;

"**Maximum Price**" in relation to a Share to be purchased, means an amount (excluding applicable brokerage, stamp duties, goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase : 105% of the Average Closing Price;
- (ii) in the case of an Off-Market Purchase : 120% of the Average Closing Price,

where:

"**Average Closing Price**" means the average of the closing market prices of the Shares over the last five Market Days on the SGX-ST, on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after such five Market Day period; and

"**day of the making of the offer**" means the day on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

(d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider expedient, incidental, necessary or in the interest of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

**RESOLUTION 2: SPECIAL RESOLUTION**

**THE PROPOSED AMENDMENTS TO THE EXISTING CONSTITUTION**

THAT the proposed amendments to the Existing Constitution be approved and adopted by the Company.

BY ORDER OF THE BOARD

Cao Shixuan  
Executive Director and Deputy Chief Executive Officer  
Singapore  
6 February 2018

**Notes:**

1. Every shareholder of the Company, who is not a Relevant Intermediary, is entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
2. A shareholder of the Company which is a corporation is entitled to appoint its authorised representative or proxies to vote on its behalf.
3. Where a shareholder (other than a Relevant Intermediary\*) appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the Proxy Form.
4. A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).
5. The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
6. The instrument appointing a proxy must be deposited at the registered office of the Company at 1 Commonwealth Lane, One Commonwealth, #07-28 Singapore 149544 at least 48 hours before the time set for the Extraordinary General Meeting or any postponement or adjournment thereof.
7. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited 48 hours before the time fixed for holding the Extraordinary General Meeting in order for the Depositor to be entitled to attend and vote at the Extraordinary General Meeting.

\*A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

**Explanatory Note on Special Resolution:**

The Special Resolution proposed above is to adopt a New Constitution following the wide-ranging changes to the Companies Act, introduced pursuant to the Companies (Amendment) Act 2014 ("**Amendment Act**"). The New Constitution will consist of the memorandum and articles of association of the Company which were in force immediately before the Extraordinary General Meeting, and incorporate amendments to, *inter alia*, take into account the changes to the Companies Act introduced pursuant to the Amendment Act. Please refer to the Company's Circular to Shareholders dated 6 February 2018 for more details.