

ECOWISE HOLDINGS LIMITED
(Company Registration No. 200209835C)

**RECEIPT OF NO OBJECTION NOTIFICATION LETTER FROM THE SGX-ST
ON THE RESUMPTION PROPOSAL**

The Board of Directors (the “**Board**”) of ecoWise Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) refers to the Company’s announcement dated 23 October 2024 in relation to the Company’s submission of the trading resumption proposal (the “**Resumption Proposal**”) to the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) and all previous and subsequent announcements relating to the Resumption Proposal and matters in connection thereto (the “**Previous Announcements**”) and wishes to provide updates in relation to the same.

Unless otherwise defined, all capitalised terms and references used herein shall bear the same meanings ascribed to them in the Previous Announcements.

1. RESUMPTION OF TRADING PROPOSAL

1.1 In relation to the Previous Announcements, the Company is pleased to announce that it has, on 14 March 2025, through its continuing sponsor, SAC Capital Private Limited (the “**Sponsor**”), received a letter from the SGX-ST (the “**SGX-ST No-Objection Letter**”) advising that it, the SGX-ST, has no objection to the Company’s Resumption Proposal, subject to the Company fulfilling the following conditions:

- (a) Disclosure of an undertaking from Mr. Lee Thiam Seng (i) not to recall for repayment of outstanding loans (including interest) owed to him until the Company has the ability to do so and (ii) to provide continuing financial support to the Group for at least 18 months following resumption of trading, so as to enable the Company to execute its business plans, remain a going concern and repay its debts as and when they fall due;
- (b) Disclosure of the Board of Directors’ opinion on the Group’s ability to continue operating as a going concern and the bases for such opinion;
- (c) Disclosure of the Board of Directors’ and Sponsor’s confirmations, with supporting bases, that the working capital available to the Group is sufficient for its present requirements and for at least 12 months after the date of resumption of trading of the Company’s shares; and
- (d) Disclosure of the Board of Directors’ confirmation that sufficient information has been disclosed to enable trading of the Company’s shares to continue in a fair and orderly manner upon lifting of the trading suspension,

(collectively, the “**Trading Resumption Conditions**”).

1.2 Under the SGX-ST No-Objection Letter, the Company is also required to:

- (a) announce the outcome of its Resumption Proposal, as set forth in the SGX-ST No-Objection Letter and the Trading Resumption Conditions; and
- (b) seek separate concurrence from the SGX-ST on the date for resumption of trading when all Trading Resumption Conditions have been fulfilled.

2. FULFILMENT OF TRADING RESUMPTION CONDITIONS

2.1 The Trading Resumption Conditions have been fulfilled in the following manner:

(a) Letter of Undertaking and Financial Support from Mr. Lee Thiam Seng (“Mr. Lee”)

- (i) On 17 March 2025, the Company obtained from Mr. Lee the required letter of undertaking and financial support (the “**Letter of Undertaking and Financial Support**”). In the Letter of Undertaking and Financial Support, Mr. Lee confirmed that (i) he will not recall for repayment of outstanding loans (including interest) owed to him by the Company until the Company has the ability to do so, and (ii) he will provide continuing financial support to the Group for at least 18 months following resumption of trading, so as to enable the Company and the Group to execute its business plans, remain a going concern and repay its debts as and when they fall due.
- (ii) Shareholders may recall that Mr. Lee advanced to the Company loans in the amounts of S\$750,000 on 28 July 2022 and S\$200,000 on 25 March 2024. As of the date of this announcement, there remains owing and payable to Mr. Lee an amount of S\$821,000 plus accrued interest of S\$40,000.
- (iii) The key terms of the advances made by Mr. Lee to the Company are as follows:
 - 1) The loan of S\$750,000 is unsecured and repayable on or before 31 December 2022, subject to an extension to be mutually agreed upon by both parties. Since 1 January 2023, the loan bears an interest rate of 6.5% per annum and is repayable on demand.
 - 2) The additional loan of S\$200,000 is unsecured and bears an interest rate of 6.5% per annum and is repayable on demand.

(b) Disclosure of the Board of Directors’ opinion on the Group’s ability to continue operating as a going concern and the bases for such opinion

- (i) The Board and Management have assessed the going concern status of the Group, based on the following:
 - 1) a close review of the Company’s consolidated financial statements for the financial year ended on 30 April 2024 and the 9-month period ended on 31 January 2025 (including balance sheets, income statements and cash flow statements). In particular, close attention has been paid to:
 - a. the cash flow forecasts prepared by management to determine if the Group can meet its short-term and longer-term obligations;
 - b. the Group’s ability to generate sufficient cash flow from its operations and financial activities;
 - c. operational factors that could materially impact on the Group’s operations, including market conditions and industry trends, its competitive position, and availability of resources and supplies;
 - d. financial, operational and external risks; and
 - e. management’s ongoing efforts in stabilising the Group’s operations.

- 2) In addition, the external auditor of the Company has accepted the Management's going concern assessment for FY2024, and did not highlight it as one of the bases for the disclaimer of opinion issued for FY2024. This is testament to the Management's continuous efforts in improving the Group's financial performance and position to create value for Shareholders.

The Management has also prepared the cash flow forecast of the Group of up to April 2026. The Board has reviewed the cashflow forecasts and is satisfied that the assumptions adopted by Management in preparing the cashflow forecasts are reasonable and has taken into considerations all reasonably foreseeable risks and opportunities. In addition, the Company has engaged the external auditor of the Company, Baker Tilly TFW LLP ("**Baker Tilly**"), to perform agreed-up procedures ("**AUP**") with respect to the cashflow forecasts for the period from 1 May 2024 to 31 October 2025 in accordance with the Singapore Standard on Related Services 4400 (Revised) Agreed-Upon Procedures Engagements. Based on the AUP conducted, Baker Tilly has checked the arithmetic accuracy of the cashflow forecasts of the relevant period, including the application of the assumptions in the computation of the cashflow forecasts of the relevant period, and have read and compared the accounting policies used in the preparation of the cashflow forecasts of the relevant period and ensured that these are consistent with the accounting policies as set out in the audited consolidated financial statements of the Group for FY2024, which are in accordance with the accounting standards adopted by the Group in the preparation of its financial statements. Baker Tilly has issued a report dated 23 October 2024 (the "**AUP Report**") to the Company and confirmed that no exceptions were found in relation to the above.

- (ii) The Board and management note that for the 9-month period ended on 31 January 2025:

- 1) the Group recorded a profit after tax from continuing operations of S\$81,000 (compared to the 9-month period ended on 31 January 2024 which saw the Group recording a loss after tax of S\$1,576,000);
- 2) the Group has generated positive cash flows of S\$3.70 million from operating activities (compared to the 9-month period ended on 31 January 2024 which saw the Group recording positive cash flows of S\$2.59 million); and
- 3) the Group's working capital position improved significantly, with net current assets of S\$10.27 million as at 31 January 2025 compared to the net current assets of S\$6.93 million as at 30 April 2024.

- (iii) As announced on 2 August 2024, the Company entered into a Placement and Underwriting Agreement to raise additional funds through a private placement to enable the Group to further strengthen its balance sheet and financial position by making available additional financial resources for its operational and growth needs. The placement transaction is conditional upon the resumption of trading of its shares.

The Cut-off Date of the Placement and Underwriting Agreement has been mutually extended until 31 March 2025. Other than this extension, all other provisions of the Placement and Underwriting Agreement remain in full force and effect.

- (iv) Taking into consideration the above factors and the updated cash flow forecast of the Group, the Board and management are satisfied that there are no material uncertainties in relation to the Group's ability to continue as a going concern. **The Board and management are, therefore, of the opinion that the Group is able to operate as a going concern for at least 12 months after the date of the resumption of trading.**
- (v) In addition, management expects the Group's operations, cash flows and financial position to improve further, in line with its sustained efforts in:
- 1) stabilising the Group's operations in Singapore and Malaysia by:
 - securing more orders from existing customers;
 - obtaining orders from new customers; and
 - resuming former products and services that had been inactive or lost in the past;
 - 2) working with strategic partners to offer more products and services that are synergistic with current operations;
 - 3) exploring collaboration opportunities with various technology companies in areas such as digitalisation, ICA (instrumentation, computerisation, and automation) and modularisation of process units for developing and owning intellectual properties and proprietary know-how in the green environmental industries; and
 - 4) monetising the Group's non-core assets through disposal. In this connection, the Group has actively pursued the sale of properties reclassified as non-current assets held for sale. Notably, a wholly owned subsidiary has entered into sale and purchase agreements for the disposal of properties in Seremban and Sabah on 31 May 2024 and 25 November 2024. The disposal of the Sabah properties was completed on 23 January 2025.
- (c) **Disclosure of the Board of Directors' and Sponsor's confirmations, with supporting bases, that the working capital available to the Group is sufficient for its present requirements and for at least 12 months after the date of resumption of trading of the Company's shares**

Board's Confirmation:

The Board is of the reasonable opinion that, after having made due and careful enquiry, and after taking into account the factors set out above regarding the Group's ability to continue operating as a going concern, the working capital available to the Group as at the date of this announcement is sufficient for its present requirements and for at least 12 months after the date of trading resumption.

Sponsor's Confirmation:

The Sponsor, after having made due and careful enquiry and taking into account, *inter alia*, the following:

- (i) the Board's view and the factors set out in the paragraphs above on the Group's ability to continue operating as a going concern; and

concurs with the Board's view that the Group possesses sufficient working capital for its present requirements and to sustain its operations as a going concern for at least 12 months after the date of resumption of trading of the Company's shares.

(d) Disclosure of the Board of Directors' confirmation that sufficient information has been disclosed to enable trading of the Company's shares to continue in a fair and orderly manner upon lifting of the trading suspension

The Board confirms, after having made all reasonable enquiries, that to the best of their knowledge and belief:

- (i) this announcement and all Previous Announcements have disclosed all material facts relevant to the Company's Resumption Proposal; and
- (ii) the Directors are not aware of any facts the omission of which would make any statement in this Announcement misleading.

Accordingly, this announcement and the Previous Announcements, read together with all publicly available information relating to the Group (including without limitation, the audited financial statements for FY2024 as well as the unaudited financial results of the Group for the 9-month ended 31 January 2025) contain sufficient disclosure of information to enable trading of the Company's shares to continue in a fair and orderly manner upon lifting of the trading suspension on the Company's shares.

As and when material developments arise, the Board will make appropriate announcements on SGXNet in a timely manner to update all Shareholders.

3. REQUEST FOR RESUMPTION OF TRADING

Following the satisfaction of the Trading Resumption Conditions by way of this Announcement, the Company will seek separate concurrence from SGX-ST on the date for resumption of trading and will update shareholders via publishing an announcement on SGXNet accordingly.

Trading in the Company's securities on the SGX-ST has been voluntarily suspended by the Company since 18 June 2021. The Company will make further announcements as appropriate or when there are any material developments.

Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders are also advised to refrain from taking any action in respect of their securities in the Company which may be prejudicial to their interests. Shareholders should consult their stockbrokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

By Order of the Board

Lee Thiam Seng
Executive Chairman and CEO

17 March 2025

This announcement has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "SGX-ST") and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Ms Lee Khai Yinn (Tel: (65) 6232 3210) at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542.