

**ECOWISE HOLDINGS LIMITED**  
(Company Registration No. 200209835C)  
(Incorporated in the Republic of Singapore)  
(the “**Company**”)

**MINUTES OF ANNUAL GENERAL MEETING**

<b>PLACE</b>	:	Devan Nair Institute for Employment and Employability, 80 Jurong East Street 21, Level 1, Hall 3, Singapore 609607
<b>DATE</b>	:	Friday, 29 August 2025
<b>TIME</b>	:	2:00 p.m.
<b>PRESENT</b>	:	As set out in the attendance records maintained by the Company
<b>IN ATTENDANCE</b>	:	As set out in the attendance records maintained by the Company
<b>CHAIRMAN</b>	:	Mr Allan Tan Poh Chye

**QUORUM**

Mr Allan Tan Poh Chye, the appointed Chairman of the Meeting (the “**Chairman**”) welcomed the shareholders of the Company (“**Shareholders**”) to the Annual General Meeting (“**Meeting**” or “**AGM**”).

There being a quorum present, the Chairman called the Meeting to order at 2:00 p.m..

**INTRODUCTION**

The Chairman introduced the members of the Board of Directors (“**Board**”) and the Chief Financial Officer and informed that the Company Secretary, representatives from Sponsor and External Auditors were also present in this Meeting.

**CORPORATE PRESENTATION**

Prior to the commencement of the formal business of the AGM, the Chief Financial Officer provided a presentation on the key highlights of the Group’s performance for the financial year ended 30 April 2025 (“**FY2025**”), key outlook and priorities for financial year ending 30 April 2026 (“**FY2026**”) and key strategic challenges. The presentation slides had been published on SGXNet prior to the AGM, on 28 August 2025.

**NOTICE OF MEETING**

The notice of AGM dated 14 August 2025 (“**Notice**”) had been sent to members by electronic means via publication on the Company’s website and SGXNet on 14 August 2025. Pertinent information relating to the proposed Resolutions tabled for approval at this Meeting was set out in the Notice. With consent of the Meeting, the Notice was taken as read.

The Chairman informed the Meeting that (i) the Company did not receive any questions from any Shareholders prior to the AGM; (ii) proxy forms lodged had been checked and were in order; and (iii) he had been appointed as a proxy by certain Shareholders and would be voting on the motions tabled in accordance with the instruction of the Shareholders.

## **POLL VOTING PROCEDURE**

All Resolutions as set out in the Notice will be voted by way of poll in accordance with Regulation 83 of the Company's Constitution and Rule 730A of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalyst ("**Catalist Rules**").

The poll would be conducted after the formalities of the Meeting and all resolutions had been proposed and seconded.

It was noted that Boardroom Corporate & Advisory Services Pte. Ltd. had been appointed as Polling Agent and DrewCorp Services Pte. Ltd. had been appointed as scrutineer for the voting and had tabulated the voting results. The Chairman proceeded to explain the polling instruction on behalf of the scrutineer.

## **ORDINARY BUSINESSES:**

### **1. ORDINARY RESOLUTION 1 – ADOPTION OF THE DIRECTORS' STATEMENT AND THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 30 APRIL 2025, TOGETHER WITH THE AUDITORS' REPORT**

The Meeting proceeded to receive and adopt the Audited Financial Statements for FY2025 together with the Directors' Statement and Independent Auditors' Report (the "**Audited Financial Statements**").

The Chairman opened the floor for questions.

Throughout the questions and answer session, questions raised by the shareholders of the Company were addressed by the Chief Financial Officer of the Company. Please refer to **Appendix - Questions and Answers Session** of this minutes for the details of the significant and relevant questions raised by shareholders and responses by the Company.

There being no further questions, the motion to receive and adopt the Audited Financial Statements for FY2025 was duly proposed and seconded and put to vote by poll.

The results of the poll (conducted after tabling of Resolution 7) were as follows:-

<b>Total number of shares represented by votes for and against the ordinary resolution</b>	<b>FOR</b>		<b>AGAINST</b>	
	<b>Number of shares</b>	<b>As a percentage of total number of votes for the resolution (%)</b>	<b>Number of shares</b>	<b>As a percentage of total number of votes against the resolution (%)</b>
331,388,408	331,197,108	99.94	191,300	0.06

Based on the poll results, the Chairman declared Ordinary Resolution 1 carried.

**IT WAS RESOLVED THAT** the Audited Financial Statements for FY2025 be and are hereby received and adopted.

## 2. ORDINARY RESOLUTION 2 – RE-ELECTION OF DIRECTOR: DR DANNY OH BENG TECK

Dr Danny Oh Beng Teck (“**Dr Oh**”), who was retiring as a Director of the Company pursuant to Regulation 107 of the Company’s Constitution, had consented to continue in office. Dr Oh, upon re-election as a Director of the Company, will remain as an Independent Non-Executive Director, Chairman of the Remuneration and Sustainability Reporting Committees, and a member of the Nominating and Audit Committees of the Company. Dr Oh will be considered independent pursuant to Rule 704(7) of the Catalist Rules.

There being no questions, the motion to re-elect Dr Oh as a Director of the Company was duly proposed and seconded and put to vote by poll.

The results of the poll (conducted after tabling of Resolution 7) were as follows:-

Total number of shares represented by votes for and against the ordinary resolution	FOR		AGAINST	
	Number of shares	As a percentage of total number of votes for the resolution (%)	Number of shares	As a percentage of total number of votes against the resolution (%)
331,388,408	331,388,408	100.00	0	0.00

Based on the poll results, the Chairman declared Ordinary Resolution 2 carried.

**IT WAS UNANIMOUSLY RESOLVED THAT** Dr Oh be and is hereby re-elected as a Director of the Company.

## 3. ORDINARY RESOLUTION 3 – RE-ELECTION OF DIRECTOR: MR GAN FONG JEK

Mr Gan Fong Jek (“**Mr Gan**”), who was retiring as a Director of the Company pursuant to Regulation 107 of the Company’s Constitution, had consented to continue in office. Mr Gan, upon re-election as a Director of the Company, will remain as the Independent Non-Executive Director, Chairman of the Audit Committee, and a member of the Sustainability Reporting, Remuneration and Nominating Committees. Mr Gan will be considered independent pursuant to Rule 704(7) of the Catalist Rules.

There being no questions, the motion to re-elect Mr Gan as a Director of the Company was duly proposed and seconded and put to vote by poll.

The results of the poll (conducted after tabling of Resolution 7) were as follows:-

Total number of shares represented by votes for and against the ordinary resolution	FOR		AGAINST	
	Number of shares	As a percentage of total number of votes for the resolution (%)	Number of shares	As a percentage of total number of votes against the resolution (%)
331,388,408	329,918,408	99.56	1,470,000	0.44

Based on the poll results, the Chairman declared Ordinary Resolution 3 carried.

**IT WAS RESOLVED THAT** Mr Gan be and is hereby re-elected as a Director of the Company.

#### 4. ORDINARY RESOLUTION 4 – APPROVAL OF DIRECTORS’ FEES FOR FY2026

Ordinary Resolution 4 is to seek shareholders’ approval for the Directors’ fees of up to S\$180,000 for FY2026.

There being no questions, the motion to approve the Directors’ fees of up to S\$180,000 for FY2026 was duly proposed and seconded and put to vote by poll.

The results of the poll (conducted after tabling of Resolution 7) were as follows:-

Total number of shares represented by votes for and against the ordinary resolution	FOR		AGAINST	
	Number of shares	As a percentage of total number of votes for the resolution (%)	Number of shares	As a percentage of total number of votes against the resolution (%)
331,388,408	331,388,408	100.00	0	0.00

Based on the poll results, the Chairman declared Ordinary Resolution 4 carried.

**IT WAS UNANIMOUSLY RESOLVED THAT** the Directors’ fees of up to S\$180,000 for FY2026, to be paid monthly in arrears, be and is hereby approved.

#### 5. ORDINARY RESOLUTION 5 – RE-APPOINTMENT OF AUDITORS

The retiring auditors, Messrs Baker Tilly TFW LLP, had expressed their willingness to continue in office.

There being no questions, the motion to re-appoint Messrs Baker Tilly TFW LLP as auditors of the Company was duly proposed and seconded and put to vote by poll.

The results of the poll (conducted after tabling of Resolution 7) were as follows:-

Total number of shares represented by votes for and against the ordinary resolution	FOR		AGAINST	
	Number of shares	As a percentage of total number of votes for the resolution (%)	Number of shares	As a percentage of total number of votes against the resolution (%)
331,388,408	331,388,408	100.00	0	0.00

Based on the poll results, the Chairman declared Ordinary Resolution 5 carried.

**IT WAS UNANIMOUSLY RESOLVED THAT** Messrs Baker Tilly TFW LLP, be and is hereby re-appointed as auditors of the Company until the conclusion of the next AGM at a remuneration to be fixed by the Directors.

**SPECIAL BUSINESSES:**

**6. ORDINARY RESOLUTION 6 – AUTHORITY TO ALLOT AND ISSUE SHARES**

The Chairman informed that Ordinary Resolution 6, if passed, will empower the Directors from the date of this AGM until the date of the next AGM to issue shares and convertible securities not exceeding the quantum as set out in this resolution.

There being no questions, the motion as detailed in Resolution 6 of the Notice was duly proposed and seconded and put to vote by poll.

The results of the poll (conducted after tabling of Resolution 7) were as follows:-

Total number of shares represented by votes for and against the ordinary resolution	FOR		AGAINST	
	Number of shares	As a percentage of total number of votes for the resolution (%)	Number of shares	As a percentage of total number of votes against the resolution (%)
331,388,408	331,143,071	99.93	245,337	0.07

Based on the poll results, the Chairman declared Ordinary Resolution 6 carried.

**IT WAS RESOLVED THAT** pursuant to Section 161 of the Companies Act 1967 (“**Companies Act**”) and the Catalist Rules, authority be and is hereby given to the Directors of the Company to:-

- (A) (i) allot and issue shares in the capital of the Company (“**Shares**”) 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) 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 may in their absolute discretion deem fit; and

- (B) (notwithstanding that this authority may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this authority was in force,

provided that:-

- (1) the aggregate number of Shares to be issued pursuant to this authority (including Shares to be issued in pursuance of Instruments made or granted pursuant to this authority) does not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in

accordance with sub-paragraph (2) below) (“**Issued Shares**”), of which the aggregate number of Shares to be issued other than on a pro-rata basis to the existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this authority) does not exceed fifty per cent (50%) of the total number of Issued Shares;

- (2) (subject to such manner of 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 percentage of Issued Shares shall be based on the total number of Issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this authority is given, after adjusting for:-
- (i) new Shares arising from the conversion or exercise of any convertible securities;
  - (ii) new Shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
  - (iii) any subsequent bonus issue, consolidation or sub-division of Shares.

Adjustments in accordance with sub-paragraphs (2)(i) or (2)(ii) are only to be made in respect of new Shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of the resolution approving the mandate;

- (3) in exercising the authority conferred by this Resolution, the Directors shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) such authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.

#### **7. ORDINARY RESOLUTION 7 – AUTHORITY TO GRANT AWARDS, ALLOT AND ISSUE SHARES UNDER THE ECOWISE PERFORMANCE SHARE PLAN**

The Chairman informed that Ordinary Resolution 7, if passed, will empower the Directors from the date of this AGM until the date of the next AGM to grant awards, issue shares from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the vesting of share awards under the ecoWise Performance Share Plan.

There being no questions, the motion as detailed in Resolution 7 of the Notice was duly proposed and seconded and put to vote by poll.

The results of the poll (conducted after tabling of Resolution 7) were as follows:-

Total number of shares represented by votes for and against the ordinary resolution	FOR		AGAINST	
	Number of shares	As a percentage of total number of votes for the resolution (%)	Number of shares	As a percentage of total number of votes against the resolution (%)
331,388,408	331,143,071	99.93	245,337	0.07

Based on the poll results, the Chairman declared Ordinary Resolution 7 carried.

**IT WAS RESOLVED THAT** pursuant to Section 161 of the Companies Act, the Directors be and are hereby authorised and empowered to offer and grant awards in accordance with the provisions of the ecoWise Performance Share Plan (the “**Share Plan**”) and to allot and issue from time to time, such number of Shares as may be required to be allotted and issued pursuant to the awards granted under the Share Plan (including but not limited to allotment and issuance of Shares at any time, whether during the continuance of such authority or thereafter, pursuant to awards made or granted by the Company whether granted during the subsistence of this authority or otherwise), provided always that the total number of new Shares issued and/or issuable pursuant to the Share Plan, and any other share option schemes of the Company shall not exceed fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) from time to time, and such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

## CONCLUSION

There being no other business to transact at the AGM, the Chairman declared the Meeting closed at 2:50 p.m. and he thanked all present for their attendance.

## CONFIRMED AS A TRUE RECORD OF THE PROCEEDINGS HELD

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**ALLAN TAN POH CHYE**  
**CHAIRMAN OF THE MEETING**

**Appendix - Questions and Answers Session**

- Question 1 : A Shareholder referred to the basic earnings/loss per share disclosed on page 104 of the Annual Report 2025 and inquired about the distinction between “Continuing Operations” and “Discontinued Operations”.
- Response 1 : The Chief Financial Officer explained that the Group’s subsidiaries in China were disposed during FY2025, and their results were accordingly classified under “Discontinued Operations”, while the results of the ongoing businesses were presented under “Continuing Operations”. The total basic earnings/loss per share reflects the combined results of both.