

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Darco Water Technologies Limited (the “**Company**”) will be convened and held by way of electronic means on 26 June 2020 (Friday) at 2.00 p.m., for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements and Director’s Statement of the Company and the Group for the financial year ended 31 December 2019 together with the Auditors’ Report thereon. **[Resolution 1]**
2. To approve the payment of Directors’ fees of S\$125,401 for the financial year ended 31 December 2019 (2018: S\$96,000). **[Resolution 2]**
3. To approve the payment of Directors’ fees of S\$138,000 for the financial year ended 31 December 2020, payable quarterly in arrears. **[Resolution 3]**
4. To re-elect the following Directors retiring pursuant to Regulation 106 of the Company’s Constitution:
 - (a) Mr Wang Yaoyu **[Resolution 4(a)]**
Note: Mr. Wang Yaoyu will, upon re-election as a Director of the Company, remain as Executive Chairman of the Company.
 - (b) Mr Wang Zhi **[Resolution 4(b)]**
Note: Mr. Wang Zhi will, upon re-election as a Director of the Company, remain as Non-Executive Deputy Chairman of the Company and Chairman of the Investment Committee.
 - (c) Mr Poh Kok Hong **[Resolution 4(c)]**
Note: Mr Poh Kok Hong was appointed as Executive Director and Chief Executive Officer of the Company with effect from 1 July 2019 and will, upon election as a Director, remain as Executive Director and Chief Executive Officer of the Company.
 - (d) Mr Tay Lee Chye Lester **[Resolution 4(d)]**
Note: Mr. Tay Lee Chye Lester will, upon re-election as a Director of the Company, remains as the Lead Independent Director, Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee, and will be considered independent pursuant to Rule 704(8) of the Listing Manual of the SGX-ST.
 - (e) Mr Tay Von Kian **[Resolution 4(e)]**
Note: Mr. Tay Von Kian will upon re-election as a Director of the Company, remains as the member of the Audit Committee, Nominating Committee and Remuneration Committee, and will be considered independent pursuant to Rule 704(8) of the Listing Manual of the SGX-ST.



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(f) Ms Ong Joo Mien Joanna

[Resolution 4(f)]

Note: Ms Ong Joo Mien Joanna was appointed as Non-Executive Independent Director of the Company with effect from 2 May 2019 and will, upon election as a Director, remain as Non-Executive Independent Director of the Company.

(g) Ms Gn Jong Yuh Gwendolyn

[Resolution 4(g)]

Note: Ms Gn Jong Yuh Gwendolyn was appointed as Non-Executive Independent Director with effect from 2 May 2019 and will, upon election as a Director, remain as Non-Executive Independent Director of the Company.

5. To re-appoint Crowe Horwath First Trust LLP, Public Accountants and Chartered Accountants, as the Company's Auditors and to authorise the Directors to fix their remuneration. **[Resolution 5]**
6. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

7. **Authority to allot and issue new Shares in the capital of the Company and/or instruments**

That pursuant to Section 161 of the Companies Act (Cap. 50) of Singapore (the "**Act**") and Rule 806 of the Listing Manual of the Singapore Exchange Securities Limited (the "**SGX-ST**"), authority be and is hereby given to the Directors of the Company to:

- (a) (i) allot and issue new 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 new Shares to be allotted and 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 may in their absolute discretion deem fit; and

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(b) notwithstanding the authority conferred by this Resolution may have ceased to be in force, allot and issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, provided that:

(1) the aggregate number of new Shares (including shares to be allotted and issued in pursuance of the Instruments made or granted pursuant to this Resolution) to be allotted and issued pursuant to this Resolution shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of new Shares to be allotted and issued other than on a pro rata basis to Shareholders of the Company (including Shares to be allotted and issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per cent (20%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company (as calculated in accordance with subparagraph (2) below);

(2) (subject to such manner of calculations as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of Shares that may be allotted and issued under sub-paragraph (1) above, the percentage of the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company at the time this Resolution is passed after adjusting for:-

(a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;

(b) new Shares arising from exercising of share options or vesting of share awards, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and

(c) any subsequent bonus issue, consolidation or subdivision of Shares;

Any adjustments made in accordance with sub-paragraphs (2)(a) or (2)(b) above shall only be made in respect of new Shares arising from convertible securities and Instruments which were issued and outstanding and/or subsisting at the time of the passing of this Resolution.

(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 Constitution of the Company for the time being; and

(4) unless revoked or varied by the Company in general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

[See Explanatory Note (1)]

[Resolution 6]



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8. Authority to grant options and to allot and issue Shares under the Darco Performance Share Plan

That pursuant to Section 161 of the Companies Act (Cap. 50) of Singapore (the “**Act**”), the Directors of the Company be and are hereby authorised to offer and grant awards in accordance with the provision of the Darco Performance Share Plan (the “**Share Plan**”) and to issue from time to time such number of shares in the capital of the Company (excluding treasury shares and subsidiary holdings) as may be required to be issued pursuant to the vesting of share awards under the Share Plan, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Share Plan shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, 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 (2)]

[Resolution 7]

By Order of the Board

Tan Wei Jie Joel
Company Secretary
Singapore, 4 June 2020

Explanatory Notes:

1. The Ordinary Resolution 6 proposed in item 7 above, if passed, will empower the Directors of the Company from the date of this Meeting until the date 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, fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to twenty per centum (20%) may be issued other than on a pro rata basis to existing shareholders of the Company. For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time Resolution 6 is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or the vesting of share awards which are outstanding or subsisting at the time when Resolution 6 is passed, and any subsequent bonus issue, consolidation or subdivision of shares.
2. The Ordinary Resolution 7 proposed in item 8 above, if passed, will empower the Directors of the Company, from the date of this Annual General Meeting until 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 the earlier, to issue shares in the Company pursuant to the vesting of share awards under the Share Plan (for the entire duration of the Share Plan) provided that the aggregate additional shares to be issued pursuant to the Share Plan do not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.

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Notes to Shareholders on arrangements for the Annual General Meeting:

1. Printed copies of this Notice of Annual General Meeting and the Annual Report for the financial year ended 31 December 2019 (the "FY2019 Annual Report") will not be sent to members. Instead, this Notice of Annual General Meeting and the FY2019 Annual Report may be accessed at the Company's website at the URL <https://www.darcowater.com/Investor%20Information/company-info/agm-2020>. This Notice of Annual General Meeting and the FY2019 Annual Report are also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to attendance at the Annual General Meeting of the Company via electronic means (including arrangements by which the meeting may be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the Annual General Meeting of the Company, addressing of substantial and relevant questions at the Annual General Meeting of the Company and voting by appointing the Chairman of the Meeting as proxy at the Annual General Meeting of the Company, are set out in the Company's accompanying announcement dated 4 June 2020. This announcement may be accessed at the Company's website at the URL <https://www.darcowater.com/Investor%20Information/company-info/agm-2020> and is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
3. **Due to the current Covid-19 restriction orders in Singapore, a member will not be able to attend the Annual General Meeting in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting.** The Proxy Form for the Annual General Meeting of the Company may be accessed at the Company's website at the URL <https://www.darcowater.com/Investor%20Information/company-info/agm-2020> and is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
4. The Chairman of the Meeting, acting as proxy, need not be a member of the Company.
5. The Proxy Form must be submitted to the Company in the following manners:
 - (i) if submitted by post, be deposited at registered office of the Company at Harvest@Woodlands, 280 Woodlands Industrial Park E5, #09-36 Singapore 757322; or
 - (ii) if submitted electronically, be submitted via email in Portable Document Format (PDF) format to the Company at AGM2020@darcowater.com.

in either case, at least 72 hours before the time fixed for holding the Annual General Meeting of the Company and/or any adjournment thereof. A member who wishes to submit the Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above. **In view of the current COVID-19 restriction orders and the related safe distancing measures in Singapore which may make it difficult for members to submit the completed Proxy Forms by post, members are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email.**

PERSONAL DATA PRIVACY:

By submitting a proxy form appointing the Chairman of the Meeting as proxy to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.