
NOTICE OF EXTRAORDINARY GENERAL MEETING



DARCO WATER TECHNOLOGIES LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 200106732C)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of **Darco Water Technologies Limited** (the “Company”) will be held at 1 HarbourFront Avenue #13-03 Keppel Bay Tower Singapore 098632 on 10 October 2023 at 10.00 a.m. (Singapore Time) 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 of EGM which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 25 September 2023 (the “Circular”) in relation to the Proposed Appointment of Auditors.

Ordinary Resolution: The Proposed Appointment of Auditors

That:

- (a) the appointment of Crowe as auditors of the Company with effect from the date of Shareholders’ approval of this ordinary resolution to hold office until the conclusion of the next AGM at such remuneration and on such terms to be agreed between the Directors and Crowe be and is hereby approved; and
- (b) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he/she may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Appointment of Auditors and/or the transactions authorised by this Ordinary Resolution.

By Order of the Board of Directors of
Darco Water Technologies Limited

Dr Zhang ZhenPeng
Chief Executive Officer and Executive Director

25 September 2023

Notes:

1. The EGM will be held at 1 HarbourFront Avenue #13-03 Keppel Bay Tower Singapore 098632 on 10 October 2023 at 10.00 a.m. (Singapore Time) for the purpose of considering and if thought fit, passing, with or without any modification, the Ordinary Resolution relating to the Proposed Appointment of Auditors.
2. **Printed copies of this Notice of EGM, the Circular, and the Proxy Form will be despatched to Shareholders of the Company.** In addition, this Circular together with the Notice of EGM and the enclosed Proxy Form may be accessed at the Company’s website at the URL <https://www.darcowater.com/investor-information/extraordinary-general-meeting-2023/> and are also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
3. Arrangements relating to the submission of comments, queries and/or questions to the Chairman of the Meeting in advance of and live at the EGM, addressing of substantial and relevant comments, queries and/or questions before and live at the EGM, and voting live at the EGM, or voting by appointing proxy(ies) (including the Chairman of the Meeting) at the EGM, are set out in **Section 8** of the Circular.

NOTICE OF EXTRAORDINARY GENERAL MEETING

4. Shareholders may submit comments, queries and/or questions related to the resolution in the Notice of EGM to the Chairman of the Meeting in advance of the EGM in the following manner:
- (a) if submitted by post, to the registered office of the Company, at **120 Lower Delta Road #04-03, Cendex Centre, Singapore 169208**. Comments, queries and/or questions submitted by Shareholders by post must be accompanied by the Shareholder's full name (as per CDP/CPF/SRS/Scrip-based records), NRIC/Passport/UEN number, address and the manner in which the Shareholder hold shares in the Company; or
 - (b) if submitted by way of electronic means, be submitted via email to the Company at egm@darcowater.com,

in either case, by 10.00 a.m. on 3 October 2023. The Company will endeavour to address all substantial and relevant comments, queries and/or questions received from Shareholders before the EGM. The Company will publish its responses to comments, queries and/or questions on the Company's website at the URL <https://www.darcowater.com/investor-information/extraordinary-general-meeting-2023/> and on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> by 10.00 a.m. on 5 October 2023.

5. **There will be no option for Shareholders to participate virtually at the EGM. A Shareholder (whether individual or corporate) must vote live at the EGM or must appoint proxy(ies) (including the Chairman of the Meeting) to attend, submit question(s) and vote on his/her/its behalf at the EGM in accordance with the instructions on the Proxy Form if such Shareholder wishes to exercise his/her/its voting rights at the EGM.** The Proxy Form may be accessed at the Company's website at the URL <https://www.darcowater.com/investor-information/extraordinary-general-meeting-2023/> and is also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>. Where a Shareholder (whether individual or corporate) appoints proxy(ies) (including the Chairman of the Meeting), he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in this Proxy Form, failing which the appointment of the proxy(ies) for that resolution will be treated as invalid.
6. CPF/SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF agent banks, SRS operators or relevant intermediaries to submit their votes and/or comments, queries and/or questions relating to the resolutions tabled for approval at the Extraordinary General Meeting by 29 September 2023 at 10.00 a.m. (Singapore Time).
7. Duly appointed proxy(ies), including the Chairman of the Meeting acting as proxy, need not be a Shareholder of the Company.
8. The Proxy Form must be submitted to the Company in the following manner:
- (a) if submitted by post, be lodged with the registered office of the Company at **120 Lower Delta Road #04-03, Cendex Centre, Singapore 169208**; or
 - (b) if submitted by way of electronic means, be submitted via email to the Company at egm@darcowater.com,

in either case, by 10.00 a.m. on 7 October 2023. A Shareholder who wishes to submit the Proxy Form must first 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. **Shareholders 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 a proxy(ies) (including the Chairman of the Meeting) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a Shareholder (i) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxy(ies) and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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 (collectively, the "**Purposes**"), (ii) warrants that where the Shareholder discloses the personal data of the proxy(ies) and/or representative(s) to the Company (or its agents or services providers), the Shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.

PROXY FORM

PROXY FORM

DARCO WATER TECHNOLOGIES LIMITED

(Company Registration Number: 200106732C)

(Incorporated in the Republic of Singapore)

IMPORTANT

1. The Extraordinary General Meeting (“EGM”) is being convened, and will be held at 1 HarbourFront Avenue #13-03 Keppel Bay Tower Singapore 098632. There will be no option for Shareholders to participate virtually.
2. The Notice of EGM is also accessible (a) via publication on the Company’s website at the URL <https://www.darcowater.com/investor-information/extraordinary-general-meeting-2023/>; and (b) via publication on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
3. CPF or SRS investors who wish to appoint the Chairman of the meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the EGM.
4. By submitting this proxy form, the shareholder accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 25 September 2023.
5. Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of the Chairman of the Meeting as a member’s proxy to attend, speak and vote on his/her/its behalf at the EGM.

I/We* _____ (Name) _____ (NRIC / Passport / Company Registration Number*)

of _____ (Address)

being a Shareholder/Shareholders* of DARCO WATER TECHNOLOGIES LIMITED (the “Company”), hereby appoint:

Name	Address	NRIC/Passport Number	Proportion of Shareholdings	
			No. of Shares (Ordinary Shares)	%

and/or *(please delete as appropriate)

Name	Address	NRIC/Passport Number	Proportion of Shareholdings	
			No. of Shares (Ordinary Shares)	%

or failing him/her/them, the Chairman of the Extraordinary General Meeting (the “Meeting”) as *my/our proxy/proxies to vote for *me/us on *my/our behalf at the Meeting of the Company to be held at 1 HarbourFront Avenue #13-03 Keppel Bay Tower Singapore 098632 on 10 October 2023 at 10.00 a.m. and at any adjournment thereof. *I/We direct *my/our *proxy/proxies to vote for or against the Ordinary Resolution proposed at the EGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the appointment of *proxy/proxies for that resolution will be treated as invalid.

Ordinary Resolution	For	Against	Abstain
To approve the Proposed Appointment of Auditors			

Voting will be conducted by poll

Dated this _____ day of _____ 2023

Total Number of Shares	Number of Shares
CDP Register	
Register of Members	

Signature(s) of Shareholder(s)
or Common Seal of Corporate Shareholder

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM



PROXY FORM

Notes:

1. The EGM will be held at 1 HarbourFront Avenue #13-03 Keppel Bay Tower Singapore 098632 on 10 October 2023 at 10.00 a.m. (Singapore Time) for the purpose of considering and if thought fit, passing, with or without any modification, the Ordinary Resolution relating to the Proposed Appointment of Auditors. **There will be no option for Shareholders to participate virtually.**
2. **Printed copies of this Notice of EGM, the Circular, and the Proxy Form will be despatched to Shareholders of the Company.** In addition, this Circular together with the Notice of EGM and the enclosed Proxy Form may be accessed at the Company's website at the URL <https://www.darcowater.com/investor-information/extraordinary-general-meeting-2023/> and are also available on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.
3. Arrangements relating to the submission of comments, queries and/or questions to the Chairman of the Meeting in advance of and live at the EGM, addressing of substantial and relevant comments, queries and/or questions before and live at the EGM, and voting live at the EGM, or voting by appointing proxy(ies) (including the Chairman of the Meeting) at the EGM, are set out in **Section 8** of the Circular.
4. Please insert the total number of shares held by you. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If no number is inserted, this Proxy Form shall be deemed to relate to all the shares held by you.
5. CPF/SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF agent banks, SRS operators or relevant intermediaries to submit their votes and/or comments, queries and/or questions relating to the resolutions tabled for approval at the Extraordinary General Meeting by 29 September 2023 at 10.00 a.m. (Singapore Time).
6. Duly appointed proxy(ies), including the Chairman of the Meeting acting as proxy, need not be a Shareholder of the Company.
7. The Proxy Form must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged with the registered office of the Company at **120 Lower Delta Road #04-03, Cendex Centre, Singapore 169208**; or
 - (b) if submitted by way of electronic means, be submitted via email to the Company at egm@darcowater.com,in either case, by 10.00 a.m. on 7 October 2023. A Shareholder 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. **Shareholders are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email.**
8. Where a Proxy Form is executed by an individual, it must be executed under the hand of the individual or his/her attorney duly authorised in writing. Where a Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or officer duly authorised in writing.
9. Where the Proxy Form is executed under the hand of an attorney duly authorised, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.
10. A corporation which is a Shareholder may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act 1967.

GENERAL:

The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the proxy form. In addition, in the case of Shares entered in the Depository Register, the Company may reject a Proxy Form if the Shareholder, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company

A Depositor shall not be regarded as a Shareholder of the Company and will not be entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register **72 hours before the time set for the EGM.**

PERSONAL DATA PRIVACY:

By submitting a Proxy Form appointing a proxy(ies) (including the Chairman of the Meeting) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a Shareholder (i) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxy(ies) and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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 (collectively, the "**Purposes**"), (ii) warrants that where the Shareholder discloses the personal data of the proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the Shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.