

Darco Water Technologies Limited

(Incorporated in the Republic of Singapore)
(Company Registration Number 200106732C)
(the "Company")

Minutes of Extraordinary General Meeting

Date	:	Tuesday, 29 April 2025
Time	:	12:00 p.m. (or as soon as practicable following the conclusion or adjournment of the Annual General Meeting of the Company held earlier on the same day)
Place	:	1 Commonwealth Lane, #06-01 One Commonwealth, Singapore 149544
Present	:	As per Attendance List maintained by the Company
Chairman	:	Mr Wang Zhi

CHAIRMAN OF THE MEETING

Mr Wang Zhi, Executive Chairman and Executive Director of the Company, welcomed the shareholders to the Extraordinary General Meeting ("**EGM**" or "**Meeting**").

QUORUM

As the quorum was present, Mr Wang Zhi declared the EGM open. Mr Wang Zhi noted that proxies lodged have been checked and are found to be in order.

NOTICE

Mr Wayne Koo ("**Mr Koo**"), from Waterbrooks Consultants Pte Ltd, noted that the Notice of EGM together with the Letter to Shareholders dated 7 April 2025 had been circulated to the shareholders and suggested that the Notice of EGM be taken as read.

VOTING

It was noted that in accordance with Regulation 80 of the Company's Constitution, the proposed Resolutions put to vote at the EGM were to be decided on a poll.

As Mr Wang Zhi was appointed as proxy by some shareholders to vote in accordance with their instructions on their behalf prior to the EGM, the resolutions tabled at the EGM were deemed proposed and seconded.

Mr Koo stated that Reliance 3P Advisory Pte Ltd and Boardroom Corporate & Advisory Services Pte Ltd have been appointed as the Scrutineers and Polling Agent respectively.

Mr Koo stated that the voting instructions in relation to voting by proxy has been circulated together with the proxy form prior to this meeting.

The Proxy Forms lodged have been checked by the Company's Scrutineers and are found to be in order.

COMMENTS, QUERIES AND QUESTIONS FROM SHAREHOLDERS

Mr Koo stated that shareholders have been given the opportunity to submit comments, queries and questions by 12.00 p.m. on Thursday, 17 April 2025. The Company has not received comments, queries and/or questions from shareholders in relation to the proposed resolutions before the stated deadline. Nonetheless, shareholders will have the opportunity to ask questions during the course of this EGM.

SPECIAL RESOLUTIONS

1. PROPOSED ADOPTION OF THE NEW CONSTITUTION – SPECIAL RESOLUTION 1

The Meeting noted that the Company was proposing to adopt the New Constitution in substitution for, and to the exclusion of, the Existing Constitution.

Mr Koo stated that information on the New Constitution, including the amendments proposed to be made, had been set out in the Letter to Shareholders dated 7 April 2025. Mr Koo further informed the Meeting that Special Resolutions 1 and 2 were inter-conditional on each other, such that Special Resolution 1 would only be passed if Special Resolution 2 was passed, and vice versa.

There being no questions, the motion was put to vote by way of a poll.

Mr Koo stated that there were 45,213,568 shares voting “FOR” the motion representing 100.00% of the votes submitted, and 0 shares voting “AGAINST” the motion representing 0.00% of the votes submitted, and 0 shares abstained from voting on the motion. Accordingly, Mr Koo declared Special Resolution 1 carried by a unanimous vote. It was resolved:

“That, subject to and conditional upon the passing of Special Resolution 2:

- (a) the articles contained in the new Constitution (the “**New Constitution**”) as contained in Appendix 1 of the letter to shareholders dated 7 April 2025 and submitted to this meeting, be approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the existing Constitution (the “**Existing Constitution**”); 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 may consider expedient or necessary or in the interests of the Company to give effect to the proposed adoption of the New Constitution and/or the transactions authorised by this Special Resolution.”

2. PROPOSED ALTERATION TO THE OBJECTS CLAUSE – SPECIAL RESOLUTION 2

The Meeting noted that as part of the adoption of the New Constitution, the objects clause in the Existing Constitution was proposed to be altered.

Mr Koo stated that information on the proposed alteration to the objects clause had been set out in the Letter to Shareholders dated 7 April 2025. Mr Koo further informed the Meeting that Special Resolutions 1 and 2 were inter-conditional on each other, such that Special Resolution 2 would only be passed if Special Resolution 1 was passed, and vice versa.

There being no questions, the motion was put to vote by way of a poll.

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Mr Koo stated that there were 45,213,568 shares voting “FOR” the motion representing 100.00% of the votes submitted, and 0 shares voting “AGAINST” the motion representing 0.00% of the votes submitted, and 0 shares abstained from voting on the motion. Accordingly, Mr Koo declared Special Resolution 2 carried by a unanimous vote. It was resolved:

“That, subject to and conditional upon the passing of Special Resolution 1:

- (a) the objects clause in the Existing Constitution be deleted in its entirety and substituted therefor the following clause:

“Subject to the provisions of the Statutes and this Constitution, the Company has full capacity to carry on or undertake any business or activity, do any act or enter into any transaction and for the said purposes, full rights, powers and privileges.”,

which shall be incorporated within the New Constitution to be adopted by Special Resolution 1.

- (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 may consider expedient or necessary or in the interests of the Company to give effect to the proposed alteration of the objects clause and/or the transactions authorised by this Special Resolution.”

CONCLUSION

There being no other business, Mr Wang Zhi thanked the shareholders for their patience and understanding during this period and for their active participation in the EGM, and declared the Meeting closed.

Certified as a True Record of Minutes

Wang Zhi
Chairman of Meeting