



DARCO WATER TECHNOLOGIES LIMITED

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

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Darco Water Technologies Limited ("the Company") will be held at EDB Room, Lower Lobby, The Fullerton Hotel Singapore, 1 Fullerton Square, Singapore 049178 on Monday, 28 April 2008 at 3.30 p.m. to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and the Audited Accounts of the Company for the year ended 31 December 2007 together with the Auditors' Report thereon. **(Resolution 1)**
2. To approve payment of a First and Final exempt (one-tier) dividend of 0.5 cent per ordinary share for the financial year ended 31 December 2007. **(Resolution 2)**
3. To re-elect the following Directors retiring by rotation in accordance with the Articles of Association of the Company and who, being eligible, offer themselves for re-election:

Mr Robert Wong Kwan Seng (Article 107) **(Resolution 3)**

Note : Mr Robert Wong Kwan Seng, if re-elected as a director, will remain as a member and chairman of the audit committee, a member of the remuneration committee and a member of the nomination committee. Mr Robert Wong Kwan Seng is an independent director.

Mr Joshua Siow Chee Keong (Article 107) **(Resolution 4)**

Note : Mr Joshua Siow Chee Keong, if re-elected as a director, will remain as a member of the audit committee, a member and chairman of the remuneration committee and a member and chairman of the nomination committee. Mr Joshua Siow Chee Keong is an independent director.
4. To approve the directors' fees of S\$144,500 payable by the Company for the year ended 31 December 2007 (2006: S\$135,000). **(Resolution 5)**
5. To re-appoint Messrs LTC & Associates as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

AS SPECIAL BUSINESS

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

6. **Authority to allot and issue shares up to 50 per centum (50%) of issued shares in the capital of the Company**
"That pursuant to Section 161 of the Companies Act, Cap. 50. and subject to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to allot and issue shares and convertible securities in the capital of the Company (whether by way of rights, bonus or otherwise) 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 provided always that the aggregate number of shares and convertible securities to be issued pursuant to this Resolution does not exceed 50% of the issued shares of the Company, of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to existing shareholders does not exceed 20% of the issued shares of the Company (the percentage of issued shares being based on the issued shares in the capital of the Company at the time this Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding at the time this Resolution is passed and any subsequent consolidation or sub-division of shares) and unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier." **(Resolution 7)**
7. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

NOTICE OF BOOKS CLOSURE

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed on 9 May 2008 for the purpose of determining members' entitlements to the First and Final exempt (one-tier) dividend of 0.5 cent per ordinary share (the "First and Final Dividend") to be proposed at the Annual General Meeting of the Company to be held on Monday, 28 April 2008 at 3.30 p.m.

Duly completed registrable transfers in respect of the shares in the Company received up to the close of business at 5:00 p.m. on 8 May 2008 by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd, 3 Church Street #08-01 Samsung Hub Singapore 049483 will be registered to determine members' entitlements to First and Final Dividend. Members whose Securities Accounts with The Central Depository (Pte) Ltd are credited with shares in the Company as at 5:00 p.m. on 8 May 2008 will be entitled to such proposed First and Final Dividend.

The proposed First and Final Dividend, if approved at the Annual General Meeting will be paid on 29 May 2008.

BY ORDER OF THE BOARD

Tan Lay Hong
Company Secretary

Singapore, 11 April 2008

Proxies:

A member entitled to attend and vote at the Annual General Meeting may appoint not more than two proxies to attend and vote on his behalf and where a member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy. A proxy need not be a member of the Company. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 41 Loyang Drive Singapore 508952 not less than 48 hours before the time set for the Annual General Meeting.