

DARCO WATER TECHNOLOGIES LIMITED

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

PROPOSED CONSOLIDATION OF EVERY TWENTY (20) EXISTING ORDINARY SHARES IN THE CAPITAL OF THE COMPANY INTO ONE (1) ORDINARY SHARE

— NOTICE OF BOOKS CLOSURE DATE

1. INTRODUCTION

- 1.1 The Board of Directors (the “**Board**”) of Darco Water Technologies Limited (the “**Company**”) refers to the announcements released by the Company on 18 September 2015 and 16 October 2015, and the circular to shareholders of the Company (the “**Shareholders**”) dated 28 October 2015 (the “**Circular**”), in relation to the proposed share consolidation of every twenty (20) existing ordinary shares (“**Existing Shares**”) in the capital of the Company into one (1) ordinary share (“**Consolidated Share**”), fractional entitlements to be disregarded (the “**Share Consolidation**”). The Share Consolidation was approved by the Shareholders at the Extraordinary General Meeting held on 19 November 2015.
- 1.2 Unless otherwise defined, all terms and references used herein shall bear the same meaning ascribed to them in the Circular.

2. NOTICE OF BOOKS CLOSURE DATE

- 2.1 NOTICE IS HEREBY GIVEN that the Register of Members and the share transfer books of the Company will be closed at 5.00 p.m. on 30 November 2015 (the “**Books Closure Date**”) in order to determine the entitlements of Shareholders to the Consolidated Shares under the Share Consolidation.
- 2.2 Under the Share Consolidation, every twenty (20) Existing Shares registered in the name or standing to the credit of the Securities Account (as the case may be), of each Shareholder as at the Books Closure Date will be consolidated into one (1) Consolidated Share, fractional entitlements to be disregarded.
- 2.3 With effect from 9.00 a.m. on 1 December 2015, being the Market Day immediately following the Books Closure Date (the “**Share Consolidation Effective Date**”), every twenty (20) Existing Shares registered in the name or standing to the credit of the Securities Account (as the case may be), of each Shareholder will be consolidated into one (1) Consolidated Share, whereupon the Register of Members and the Depository Register will be updated to reflect the number of Consolidated Shares held by the Shareholders based on the number of Existing Shares held by them as at the Books Closure Date.
- 2.4 However, notwithstanding that the Share Consolidation will become effective on the Share Consolidation Effective Date, the Shares will commence trading as Consolidated Shares with effect from 9.00 a.m. on the day falling three (3) Market Days before the Share Consolidation Effective Date (the “**Effective Trading Date**”), as trades on the SGX-ST are settled on a “T+3” settlement cycle, which means that a purchase or sale of Shares on day T will be settled three (3) Market Days later.

2.5 Accordingly, for trading purposes:

- (a) trading in Existing Shares will cease at 5.00 p.m. on 25 November 2015, being the day falling four (4) Market Days before the Share Consolidation Effective Date; and
- (b) trading in the Consolidated Shares will commence from 9.00 a.m. on 26 November 2015, being the day falling three (3) Market Days before the Share Consolidation Effective Date.

2.6 Shareholders should note that the number of Consolidated Shares which they will be entitled to pursuant to the Share Consolidation, based on their holdings of the Existing Shares as at the Books Closure Date, will be rounded down to the nearest whole Consolidated Share and any fractions of a Consolidated Share arising from the Share Consolidation will be disregarded. All fractional entitlements arising from the implementation of the Share Consolidation will be dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company, including (i) disregarding the fractional entitlements, or (ii) aggregating and selling the same and retaining the net proceeds for the benefit of the Company. **Shareholders who hold less than twenty (20) Existing Shares as at the Books Closure Date will not be entitled to any Consolidated Shares and will no longer be Shareholders upon completion of the Share Consolidation. Such Shareholders who wish to remain as Shareholders upon completion of the Share Consolidation are advised to purchase additional Existing Shares so as to increase the number of Existing Shares held to a multiple of twenty (20) Existing Shares prior to the Books Closure Date.**

2.7 Each Consolidated Share will rank *pari passu* in all respects with each other. The Consolidated Shares will be traded in board lots of 100 Consolidated Shares.

3. SHARE CERTIFICATES

3.1 Deposit of Share Certificates with CDP

- (a) Shareholders who hold physical share certificates for the Existing Shares in their own names ("**Existing Share Certificates**") and who wish to deposit the same with CDP and have their Consolidated Shares credited to their Securities Accounts maintained with CDP must deposit their Existing Share Certificates with CDP, together with duly executed instruments of transfer in favour of CDP, no later than twelve (12) Market Days prior to the Books Closure Date.
- (a) After the Books Closure Date, CDP will only accept the deposit of share certificates for Consolidated Shares ("**New Share Certificates**"). Shareholders who wish to deposit their share certificates with CDP after the Books Closure Date must first deliver their Existing Share Certificates to the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623, for cancellation and issuance of New Share Certificates in replacement thereof as described below. Upon receipt of the New Share Certificates in their own names, Shareholders may then proceed to deposit these New Share Certificates in their own names with CDP.

3.2 Issue of New Share Certificates

- (a) Depositors and Shareholders who have deposited their Existing Share Certificates with CDP at least twelve (12) Market Days prior to the Books Closure Date need not take any action. The Company will make arrangements with CDP to effect the exchange for New Share Certificates pursuant to the Share Consolidation.

- (b) Shareholders who have not deposited their Existing Share Certificates as aforesaid or who do not wish to deposit their Existing Share Certificates with CDP are advised to forward all their Existing Share Certificates to the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623, as soon as possible after they have been notified of the Books Closure Date for cancellation and exchange for New Share Certificates, and preferably, not later than five (5) Market Days after the Books Closure Date for cancellation and exchange for New Share Certificates. No receipt will be issued by the Share Registrar upon receipt of any Existing Share Certificates. The New Share Certificates will be sent by ordinary mail to the registered addresses of Shareholders at their own risk within ten (10) Market Days from the Books Closure Date or the date of receipt of the Old Share Certificates, whichever is later.
- (c) Shareholders are to deliver their respective Existing Share Certificates to the Company's Share Registrar or CDP in accordance with the provisions set out above, only after the Company's announcement of the Books Closure Date.
- (d) Shareholders should note that New Share Certificates will not be issued to Shareholders unless their Existing Share Certificates have already been tendered to the Share Registrar for cancellation.
- (e) Shareholders should notify the Share Registrar if they have lost any of their Existing Share Certificates or if there is any change in their respective addresses from that reflected in the Register of Members.

3.3 Share Certificates Not Valid for Settlement of Trades on the Mainboard of the SGX-ST

Shareholders are reminded that their Existing Share Certificates are not valid for settlement of trading in the Shares on the Mainboard of the SGX-ST, as the Company is under a book-entry (scripless) settlement system. After the Share Consolidation Effective Date, their Existing Share Certificates will continue to be accepted by the Share Registrar for cancellation and issue of New Share Certificates in replacement thereof for an indefinite period. The Existing Share Certificates will not be valid for delivery for trades done on the Mainboard of the SGX-ST although they will continue to be *prima facie* evidence of legal title.

4. TRADING ARRANGEMENT FOR THE SHARES AND ODD LOTS

4.1 Trading Arrangements for the Shares

With effect from 9.00 a.m. on 26 November 2015, the Effective Trading Date, trading in the Shares will be in board lots of 100 Consolidated Shares. Accordingly, twenty (20) Existing Shares as at 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date will represent one (1) Consolidated Share with effect from 9.00 a.m. on the Effective Trading Date. Trading in the Existing Shares will cease after 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date.

4.2 Trading Arrangements for Odd Lots of Consolidated Shares

The Shares are currently traded in board lots of 100 Shares in the ready market. Following the Share Consolidation, the Securities Accounts of Shareholders (being Depositors) may be credited with odd lots of Consolidated Shares (that is, lots other than board lots of 100 Consolidated Shares). The market for trading of such odd lots of Consolidated Shares may be illiquid. Shareholders (being Depositors) who receive odd lots of Consolidated Shares pursuant to the Share Consolidation and who wish to trade such odd lots of Consolidated Shares on the SGX-ST should note that odd lots of Consolidated Shares can be traded on the unit share market which, following the Share Consolidation, would allow trading in odd lots with a minimum size of one (1) Consolidated Share. As odd lots of Consolidated Shares can

be traded on the unit share market, no separate arrangements will be made for the trading of such odd lots.

5. INDICATIVE TIMETABLE

The table below sets out the indicative timetable for the Share Consolidation.

Time and Date	Event
20 November 2015 (Friday)	Announcement of the Notice of Books Closure Date for the Share Consolidation
5.00 p.m. on 25 November 2015 (Wednesday)	Cessation of trading in the Existing Shares
9.00 a.m. on 26 November 2015 (Thursday)	Effective Trading Date (commencement of trading of the Consolidated Shares on the SGX-ST)
5.00 p.m. on 30 November 2015 (Monday)	Books Closure Date for the Share Consolidation
9.00 a.m. on 1 December 2015 (Tuesday)	Share Consolidation Effective Date (Share Consolidation becomes effective)

6. CONTACT INFORMATION

- 6.1 The address of the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd, is as follows:-

Boardroom Corporate & Advisory Services Pte. Ltd.
50 Raffles Place #32-01
Singapore Land Tower
Singapore 048623

- 6.2 The address of CDP is as follows:-

The Central Depository (Pte) Limited
9 North Buona Vista Drive
#01-19/20
The Metropolis
Singapore 138588

BY ORDER OF THE BOARD

Thye Kim Meng
Chairman, Managing Director and Chief Executive Officer
20 November 2015