

**ECO WORLD INTERNATIONAL BERHAD**

Registration No. 201301030020 (1059850-A)  
(Incorporated in Malaysia)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Tenth Annual General Meeting ("**10<sup>th</sup> AGM**") of Eco World International Berhad ("**Company**") will be held as a virtual meeting at the broadcast venue at EcoWorld Gallery @ Eco Grandeur, Lot 6232, Persiaran Mokhtar Dahari, Eco Grandeur, 42300 Bandar Puncak Alam, Selangor Darul Ehsan, Malaysia ("**Broadcast Venue**") on Monday, 25 March 2024 at 10:30 a.m. for the following purposes:

**AGENDA**

**AS ORDINARY BUSINESS**

- |   |   |  |
|---|---|--|
| 1 | To receive the Audited Financial Statements for the financial year ended 31 October 2023 together with the Reports of the Directors and Auditors thereon.   | <i>[Please refer to Explanatory Note (i)]</i>  |
| 2 | To approve the payment of Directors' Fees to each of the following Non-Executive Directors of the Company quarterly in arrears from the 10 <sup>th</sup> AGM until the 11 <sup>th</sup> Annual General Meeting (" <b>AGM</b> ") of the Company:<br><br>(i) Mr Cheah Tek Kuang<br>(ii) Tan Sri Datuk Dr Rebecca Fatima Sta Maria<br>(iii) Dato' Siow Kim Lun<br>(iv) Dato' Kong Sooi Lin<br>(v) Ms Pauline Wong Wan Voon | <b>Ordinary Resolution 1</b><br><b>Ordinary Resolution 2</b><br><b>Ordinary Resolution 3</b><br><b>Ordinary Resolution 4</b><br><b>Ordinary Resolution 5</b><br><i>[Please refer to Explanatory Note (ii)]</i> |
| 3 | To approve the payment of Directors' Benefits to the Non-Executive Directors of the Company from the 10 <sup>th</sup> AGM until the 11 <sup>th</sup> AGM of the Company.  | <b>Ordinary Resolution 6</b><br><i>[Please refer to Explanatory Note (iii)]</i>  |
| 4 | To re-elect the following Directors who are retiring pursuant to Clause 114 of the Constitution of the Company:<br><br>(i) Mr Cheah Tek Kuang<br>(ii) Tan Sri Datuk Dr Rebecca Fatima Sta Maria   | <b>Ordinary Resolution 7</b><br><b>Ordinary Resolution 8</b><br><i>[Please refer to Explanatory Note (iv)]</i>   |
| 5 | To re-appoint KPMG PLT as Auditors of the Company until the conclusion of the 11 <sup>th</sup> AGM of the Company and to authorise the Directors to fix their remuneration.   | <b>Ordinary Resolution 9</b>   |

**AS SPECIAL BUSINESS**

To consider and if thought fit, to pass the following resolution:

- |   |  |  |
|---|--|--|
| 6 | <b>Proposed Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPT") and Proposed New Shareholders' Mandate for Additional RRPT ("Proposed Shareholders' Mandate")</b> | <b>Ordinary Resolution 10</b><br><i>[Please refer to Explanatory Note (v)]</i> |
|---|--|--|

"THAT, subject to the provisions of the Main Market Listing Requirements ("**MMLR**") of Bursa Malaysia Securities Berhad ("**Bursa Malaysia**"), the Company and/or its subsidiaries and/or joint ventures ("**Group**") be and is/are hereby authorised to enter into any of the transactions falling within the types of existing and additional RRPT of the Group from time to time with related parties who may be a Director, a major shareholder of the Group or a person connected with such a Director and major shareholder, as specified in Section 2.2 of the Company's Circular to Shareholders dated 23 February 2024 which are necessary for the day-to-day operations and are in the ordinary course of business and are carried out at arms' length on normal commercial terms of the Group on terms not more favourable to the related parties than those generally available to the public and are not, in the Company's opinion, detrimental to the minority shareholders of the Company.

THAT the mandate given by the shareholders of the Company shall only continue to be in force until:

- (i) the conclusion of the next AGM of the Company at which time it will lapse, unless by a resolution passed at the next AGM, the authority is renewed;
- (ii) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("**Act**") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is earlier.

AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities to give full effect to the Proposed Shareholders' Mandate."

**7 Proposed Reduction of the Issued Share Capital of the Company of RM500 million pursuant to Section 117 of the Act ("Proposed Capital Reduction")**

**Special Resolution**  
*[Please refer to Explanatory Note (vi)]*

"THAT, subject to the approvals from the relevant parties and/or authorities (where applicable) pursuant to Section 117 of the Act being obtained, the Company be and is hereby given the authority and approval to reduce the share capital of the Company via the cancellation of the issued share capital by RM500 million and for the credit arising from such cancellation to be used to set-off against any accumulated losses of the Company (if any) and the remaining balance credited to the retained earnings account of the Company which shall be used in a manner to be determined by the Board of Directors of the Company ("**Board**") at a later date and in the best interest of the Company as permitted by the relevant and applicable laws and regulations as well as the MMLR of Bursa Malaysia.

AND THAT the Board be and is hereby empowered and authorised to take such steps and do all acts, deeds and things and to execute, sign, deliver and cause to be delivered for and on behalf of the Company all such documents and/or agreements (including, without limitation, the affixing of the Company's common seal, where necessary) as the Board may consider necessary, expedient and/or relevant to finalise, implement and to give full effect to and complete the Proposed Capital Reduction with full powers to assent to any conditions, terms, modifications, variations and/or amendments in any manner as may be required or imposed by the relevant authorities or as the Board may in their discretion deem fit, necessary, expedient or relevant and to do all such acts and things as the Board may consider necessary or expedient in the best interest of the Company."

- 8 To transact any other business for which due notice shall have been given in accordance with the Act.

By Order of the Board

TAI YIT CHAN (SSM PC No. 202008001023) (MAICSA 7009143)  
TAN AI NING (SSM PC No. 202008000067) (MAICSA 7015852)  
Company Secretaries

Selangor Darul Ehsan  
23 February 2024

## NOTES:

- (i) The 10<sup>th</sup> AGM will be conducted virtually through live streaming and online remote voting using the Remote Participation and Voting (“RPV”) facilities to be provided by SS E Solutions Sdn Bhd via Securities Services e-Portal platform (“SS e-Portal”) at <https://sshbsb.net.my/>. Please follow the procedures set out in the Administrative Guide for the 10<sup>th</sup> AGM to register, attend, speak (in the form of real time submission of typed texts) and vote (collectively, “participate”) remotely via the RPV facilities.
- (ii) The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Act, which stipulates that the Chairman of the meeting shall be present at the main venue of the AGM and in accordance with Clause 78 of the Company's Constitution which allows a general meeting to be held at more than one venue, using any technology or method that enables the members of the Company to participate and exercise their right to speak and vote at the general meeting. Members, proxies and/or corporate representatives will not be allowed to be physically present nor admitted at the Broadcast Venue on the day of the 10<sup>th</sup> AGM.
- (iii) In respect of deposited securities, only members whose names appear on the Record of Depositors on 18 March 2024 (General Meeting Record of Depositors) shall be eligible to participate in the 10<sup>th</sup> AGM or appoint proxy(ies) to attend and/or vote on his/her behalf.
- (iv) A member entitled to attend and vote at the 10<sup>th</sup> AGM is entitled to appoint not more than two (2) proxies to participate and vote in his/her stead at the same meeting. A proxy may but need not be a member of the Company. There shall be no restriction to the qualification of the proxy. Where a member appoints up to two (2) proxies, the appointments shall be invalid unless the member specifies the proportions of his/her shareholdings to be represented by each proxy. A proxy appointed to participate and vote at the 10<sup>th</sup> AGM shall have the same rights as the member to participate at the 10<sup>th</sup> AGM.
- (v) Where a member is an Exempt Authorised Nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account (“omnibus account”) as defined under the Securities Industry (Central Depositories) Act, 1991, there shall be no limit to the number of proxies which the Exempt Authorised Nominee may appoint in respect of each omnibus account it holds.
- (vi) Where a member of the Company is an Authorised Nominee as defined under the Securities Industry (Central Depositories) Act, 1991, it is entitled to appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account. Where an Authorised Nominee appoints two (2) proxies to attend and vote at the 10<sup>th</sup> AGM, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies, failing which, the appointment shall be invalid.
- (vii) The instrument appointing a proxy by a member who is entitled to participate at the AGM, shall be executed by the appointor or his/her attorney duly authorised in writing or via electronic submission. If the appointor is a corporation, the instrument shall be either under its common seal or the hand of its officer or its duly authorised attorney.
- (viii) The appointment of proxy may be made in the form of hardcopy or by electronic means as specified below and must be received by the Poll Administrator, SS E Solutions Sdn Bhd no later than Saturday, 23 March 2024 at 10.30 a.m. or any adjournment thereof:

### ***In hardcopy form***

Deposited at the office of the Poll Administrator, SS E Solutions Sdn Bhd at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia.

### ***By electronic means***

Alternatively, the instrument appointing the proxy may also be lodged electronically via SS e-Portal at <https://sshbsb.net.my/> or by fax to +603-2094 9940 or by email to [eservices@sshbsb.com.my](mailto:eservices@sshbsb.com.my).

If you have submitted your proxy form(s) prior to the 10<sup>th</sup> AGM and subsequently decide to appoint another person or wish to personally participate in the 10<sup>th</sup> AGM via RPV facilities, please write in to [eservices@sshbsb.com.my](mailto:eservices@sshbsb.com.my) to revoke the earlier appointed proxy(ies) no later than Saturday, 23 March 2024 at 10.30 a.m. or any adjournment thereof.

The members, proxies or corporate representatives may submit questions before the 10<sup>th</sup> AGM to the Chairman of the meeting or Board of Directors electronically by email to [eservices@sshbsb.com.my](mailto:eservices@sshbsb.com.my) no later than Saturday, 23 March 2024 at 10.30 a.m. or via real time submission of typed texts via RPV facilities during the live streaming of the 10<sup>th</sup> AGM as the primary mode of communication.

## EXPLANATORY NOTES

### (i) Item 1 of the Agenda - Audited Financial Statements

Agenda item no. 1 is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval from the shareholders for the Audited Financial Statements. Hence, this agenda item is not put forward for voting.

### (ii) Ordinary Resolutions 1 to 5 - Directors' Fees from the 10<sup>th</sup> AGM until the 11<sup>th</sup> AGM of the Company

The payment of the Directors' Fees of RM128,000 per annum for each Non-Executive Director from the 10<sup>th</sup> AGM until the 11<sup>th</sup> AGM of the Company will only be made quarterly in arrears if the proposed Ordinary Resolutions 1 to 5 have been passed at the 10<sup>th</sup> AGM pursuant to Clause 122 of the Constitution of the Company.

### (iii) Ordinary Resolution 6 - Directors' Benefits from the 10<sup>th</sup> AGM until the 11<sup>th</sup> AGM of the Company

There is no revision to the proposed Directors' Benefits payable to the Non-Executive Directors from the 10<sup>th</sup> AGM to the 11<sup>th</sup> AGM of the Company. The proposed Directors' Benefits of RM250,000 for the services rendered from the 10<sup>th</sup> AGM until the 11<sup>th</sup> AGM of the Company will only be made by the Company as and when incurred if the proposed Ordinary Resolution 6 has been passed at the 10<sup>th</sup> AGM.

In determining the total estimated amount of the Directors' Benefits, the Board has considered the number of scheduled and special meetings for the Board and Board Committees as well as the number of Non-Executive Directors involved in the meetings. Details of the Directors' Benefits are available in our Corporate Governance Report 2023.

### (iv) Ordinary Resolutions 7 and 8 - Re-election of Directors

Mr Cheah Tek Kuang and Tan Sri Datuk Dr Rebecca Fatima Sta Maria who retire pursuant to Clause 114 of the Company's Constitution, being eligible, have offered themselves for re-election.

Mr Cheng Hsing Yao who retires pursuant to Clause 114 of the Company's Constitution together with Datuk Heah Kok Boon and Mr Andrew Chew Kwang Ming who retire pursuant to Clause 121 of the Company's Constitution, have expressed their intention not to seek re-election. Hence, they will hold office as Non-Independent Non-Executive Directors of the Company until the conclusion of the 10<sup>th</sup> AGM.

The profiles of the Directors who are standing for re-election as per Agenda item no. 4 (collectively referred to as "Retiring Directors") are set out in the Board of Directors' profiles section of the Integrated Annual Report 2023.

The Nomination & Remuneration Committee ("NRC") had assessed the skills, experience, character, integrity, competency, commitment and contribution of the Retiring Directors and had recommended for the Retiring Directors to be re-elected based on the following justifications:

- (i) the performance and contribution of the Retiring Directors were found to be satisfactory and they are competent and able to discharge their duties and responsibilities as Directors of the Company;
- (ii) met the fit and proper criteria as set out in the Directors' Fit and Proper Policy; and
- (iii) fulfills the requirement of independence set out in the MMLR of Bursa Malaysia.

Based on the above, the Board had endorsed the recommendation of the NRC to seek the shareholders' approval for the re-election of the Retiring Directors. The Retiring Directors had abstained from deliberation and decision on their respective eligibility to stand for re-election at the relevant NRC/Board meeting and will continue to abstain from voting on their own re-election at the 10<sup>th</sup> AGM.

### (v) Ordinary Resolution 10 - Proposed Shareholders' Mandate

The proposed Ordinary Resolution 10, if passed, will allow the Group to enter into the RRPT under the Proposed Shareholders' Mandate pursuant to the provisions of the MMLR of Bursa Malaysia and the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such RRPT occur would not arise. This will reduce substantially the expenses associated with the convening of general meetings on ad hoc basis, improve administrative efficiency considerably and allow manpower resources and time to be focused on attaining the Group's corporate objectives and business opportunities. The Proposed Shareholders' Mandate is subject to renewal on an annual basis.

Please refer to the Company's Circular to Shareholders dated 23 February 2024 which is available on the Company's website at <https://ecoworldinternational.com/investor-relations/general-meetings/> for further information.

## **(vi) Special Resolution - Proposed Capital Reduction**

The Special Resolution on the Proposed Capital Reduction if passed, will enable the creation of a reasonable amount of retained earnings for our Company to facilitate and enhance our ability to declare and pay dividends in the future in anticipation of the progressive receipt of future cash proceeds from our joint venture companies and subsidiaries following sales of the completed stocks.

For information purposes, the Proposed Capital Reduction of RM500 million was arrived at after taking into account the following considerations:

- the resultant pro forma retained earnings of our Company, after accounting for the final dividend of RM144 million representing RM0.06 per ordinary share in the financial year ended 31 October 2023, of approximately RM386.5 million as at 31 October 2023 will not be sufficient to facilitate declaration of the targeted dividends of up to RM504 million, representing 21 sen per ordinary share, in 2024 and 2025 ("**Targeted Distribution Amount**");
- to provide additional headroom for further declaration of dividends by our Company in the future in excess of the Targeted Distribution Amount subject to, amongst others, the working capital and funding requirements of our Group as well as compliance with all legal and regulatory requirements at the material points in time; and
- to avoid having to seek multiple shareholders' approvals for multiple share capital reduction exercises in the future, resulting in delays in distributing excess cash available to shareholders, making it costly and inefficient.

Please refer to the Company's Circular to Shareholders dated 23 February 2024 which is available on the Company's website at <https://ecoworldinternational.com/investor-relations/general-meetings/> for further information.

## **PERSONAL DATA PRIVACY**

*By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at the AGM 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member 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) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.*