

ECOWORLD

INTERNATIONAL

CREATING TOMORROW & BEYOND

ECO WORLD INTERNATIONAL BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Eleventh Annual General Meeting (“**11th AGM**”) of Eco World International Berhad (“**Company**”) will be held at Zepp Kuala Lumpur, B2-01-02, Level B2, The Labs, Bukit Bintang City Centre, No. 2, Jalan Hang Tuah, 55100 Kuala Lumpur on Thursday, 27 March 2025 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 2024 together with the Reports of the Directors and Auditors thereon. *[Please refer to Explanatory Note (i)]*
- 2 To approve the payment of Directors’ Fees to each of the following Independent Non-Executive Directors of the Company quarterly in arrears from the 11th AGM until the Twelfth Annual General Meeting (“**12th AGM**”) of the Company:
 - (i) Mr Cheah Tek Kuang
 - (ii) Tan Sri Datuk Dr Rebecca Fatima Sta Maria
 - (iii) Dato’ Siow Kim Lun
 - (iv) Dato’ Kong Sooi Lin
 - (v) Ms Pauline Wong Wan Voon**Ordinary Resolution 1**
Ordinary Resolution 2
Ordinary Resolution 3
Ordinary Resolution 4
Ordinary Resolution 5
[Please refer to Explanatory Note (ii)]
- 3 To approve the payment of Directors’ Benefits to the Independent Non-Executive Directors of the Company from the 11th AGM until the 12th AGM of the Company. **Ordinary Resolution 6**
[Please refer to Explanatory Note (iii)]
- 4 To re-elect the following Directors who are retiring pursuant to Clause 114 of the Constitution of the Company:
 - (i) Tan Sri Dato’ Sri Liew Kee Sin
 - (ii) Ms Pauline Wong Wan Voon**Ordinary Resolution 7**
Ordinary Resolution 8
[Please refer to Explanatory Note (iv)]
- 5 To re-elect Datuk Heah Kok Boon who is retiring pursuant to Clause 121 of the Constitution of the Company. **Ordinary Resolution 9**
[Please refer to Explanatory Note (iv)]
- 6 To re-appoint Messrs KPMG PLT as Auditors of the Company until the conclusion of the 12th AGM of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 10**

As Special Business

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

7 Proposed Renewal of Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPT") ("Proposed Shareholders' Mandate")

Ordinary Resolution 11

[Please refer to Explanatory Note (v)]

"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 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 26 February 2025 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."

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

By Order of the Board

Yeow Sze Min (SSM PC No. 201908003120) (MAICSA 7065735)

Lim Lih Chau (SSM PC No. 201908001454) (LS0010105)

Company Secretaries

Kuala Lumpur

26 February 2025

NOTES

- (i) In respect of deposited securities, only members whose names appear on the Record of Depositors on 20 March 2025 (General Meeting Record of Depositors) shall be eligible to attend, participate, speak and vote at the 11th AGM or appoint proxy(ies) to attend, participate, speak and/or vote on his/her behalf.
- (ii) A member entitled to attend and vote at the 11th AGM is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote at the same meeting. A proxy may but need not be a member of the Company and there shall be no restriction to the qualification of the proxy. Where a member appoints up to two (2) proxies, he/she shall specify the proportions of his/her shareholdings to be represented by each proxy, failing which the appointments shall be invalid.
- (iii) 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.
- (iv) 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 11th 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.
- (v) The instrument appointing a proxy by a member who is entitled to attend and vote at the 11th 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.
- (vi) The appointment of proxy may be made either in the form of hardcopy or by electronic means as specified below and must be received by our Share Registrar, Securities Services (Holdings) Sdn Bhd not less than forty-eight (48) hours before the time for holding the 11th AGM, i.e. by Tuesday, 25 March 2025 at 10.30 a.m., or any adjournment thereof:

In hardcopy form

Deposited at the office of our Share Registrar, Securities Services (Holdings) Sdn Bhd at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur.

By electronic means

Alternatively, the instrument appointing the proxy may also be lodged electronically by fax to +603-2094 9940 or by email to eservices@sshshb.com.my.

The lodging of the Proxy Form will not preclude you from attending and voting in person at the 11th AGM of the Company should you subsequently wish to do so.

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 11th AGM until the 12th AGM of the Company

The Independent Non-Executive Directors ("**INEDs**") are entitled to annual Directors' Fees based on the following:

No.	Name	Designation	Directors' Fees (RM)
1	Cheah Tek Kuang	Chairman	128,000
2	Tan Sri Datuk Dr Rebecca Fatima Sta Maria	INED	100,000
3	Dato' Siow Kim Lun	INED	100,000
4	Dato' Kong Sooi Lin	INED	100,000
5	Pauline Wong Wan Voon	INED	100,000

The payment of the Directors' Fees for each INED from the 11th AGM until the 12th AGM of the Company will only be made quarterly in arrears if the proposed Ordinary Resolutions 1 to 5 have been passed at the 11th AGM pursuant to Clause 122 of the Constitution of the Company.

(iii) Ordinary Resolution 6 – Directors’ Benefits from the 11th AGM until the 12th AGM of the Company

There is no revision to the proposed Directors’ Benefits payable to the INEDs from the 11th AGM to the 12th AGM of the Company. The proposed Directors’ Benefits of RM250,000 for the services rendered from the 11th AGM until the 12th 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 11th 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 INEDs involved in the meetings. Details of the Directors’ Benefits are available in our Corporate Governance Report 2024.

(iv) Ordinary Resolutions 7 to 9 – Re-election of Directors

Tan Sri Dato’ Sri Liew Kee Sin and Ms Pauline Wong Wan Voon who retire pursuant to Clause 114 of the Company’s Constitution together with Datuk Heah Kok Boon who retires pursuant to Clause 121 of the Company’s Constitution, being eligible, have offered themselves for re-election.

The profiles of the Directors who are standing for re-election as per item no. 4 and 5 of the Agenda (collectively referred to as “**Retiring Directors**”) are set out in the Board of Directors’ profiles section of the Integrated Annual Report 2024.

For the purpose of determining the eligibility of the Retiring Directors standing for re-election at the 11th AGM, 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 endorsed the recommendation of the NRC to seek the shareholders’ approval for the re-election of the Retiring Directors.

(v) Ordinary Resolution 11 – Proposed Shareholders’ Mandate

The proposed Ordinary Resolution 11, 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 significantly reduce the expenses associated with the convening of general meetings on an 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 26 February 2025 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.*