

**THIS CIRCULAR TO SHAREHOLDERS OF ECO WORLD INTERNATIONAL BERHAD (“ECOWORLD INTERNATIONAL” OR “COMPANY”) IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**IF YOU ARE IN ANY DOUBT AS TO THE COURSE OF ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT ADVISER IMMEDIATELY.**

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**ECO WORLD INTERNATIONAL BERHAD**

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

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE**

**PART A**

- (I) PROPOSED TERMINATION OF THE COLLABORATION AGREEMENT BETWEEN ECOWORLD INTERNATIONAL AND ECO WORLD DEVELOPMENT GROUP BERHAD (“EW BERHAD”); AND**
  - (II) PROPOSED CHANGE OF COMPANY NAME FROM ECOWORLD INTERNATIONAL TO EWI CAPITAL BERHAD,**
- (COLLECTIVELY, THE “PROPOSALS”)**

**Principal Adviser**



**CIMB Investment Bank Berhad**  
Registration No. 197401001266 (18417-M)

**PART B**

**INDEPENDENT ADVICE LETTER TO THE NON-INTERESTED SHAREHOLDERS OF ECOWORLD INTERNATIONAL IN RELATION TO THE PROPOSALS**

**Independent Adviser**



**MIDF Amanah Investment Bank Berhad**  
Registration No. 197501002077 (23878-X)

The resolutions in respect of the above Proposals will be tabled at the Extraordinary General Meeting (“**EGM**”) of our Company. The Notice of EGM, Proxy Form, Administrative Guide and this Circular to Shareholders are available online at our Company’s corporate website at <https://ecoworldinternational.com/investor-relations/general-meetings/>.

Date and time of the EGM : Tuesday, 24 June 2025 at 3.30 p.m. or at any adjournment thereof

Venue of the EGM : Zepp Kuala Lumpur,  
B2-01-02, Level B2, The Labs,  
Bukit Bintang City Centre,  
No. 2, Jalan Hang Tuah,  
55100 Kuala Lumpur.

Last date and time for lodging of the Proxy Form : Sunday, 22 June 2025 at 3.30 p.m.

This Circular is dated 30 May 2025

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## DEFINITIONS

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Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

Act	:	Companies Act 2016, as amended from time to time and any re-enactment thereof
Board	:	Board of Directors of EcoWorld International
Brand License Agreement	:	License agreement dated 14 October 2014 entered into between our Company and EWDSB where our Company had been granted by EWDSB the non-exclusive, worldwide, royalty-free licence to use the Eco World Marks; read together with the subsequent novation agreement dated 15 April 2015 entered into between our Company, EWDSB and EW Berhad where EWDSB has novated all its rights, title, interests, benefits, obligations and liabilities under the license agreement to EW Berhad
Bursa Securities	:	Bursa Malaysia Securities Berhad
CCM	:	Companies Commission of Malaysia
CIMB or Principal Adviser	:	CIMB Investment Bank Berhad
Circular	:	This circular to the shareholders of EcoWorld International in relation to the Proposals dated 30 May 2025
Collaboration Agreement	:	Collaboration agreement dated 27 October 2016 entered into between our Company and EW Berhad to establish a framework for mutual collaboration and strategic alliance to, among others, (i) enhance the “ECOWORLD” brand name; (ii) further develop the parties’ respective capabilities and expertise; (iii) increase sales of the parties’ respective property development projects and grow market share; and (iv) mitigate any potential conflict of interest situations
Director(s)	:	Shall have the meaning given in Section 2(1) of the Act, Section 2(1) of the Capital Markets and Services Act 2007, as amended from time to time and any re-enactment thereof, and for the purpose of the Proposals, includes any person who is or was within the preceding six (6) months of the date on which the terms of the Proposals were agreed upon, a Director or a chief executive of our Company
EcoWorld International or Company	:	Eco World International Berhad (Registration No. 201301030020 (1059850-A))
EcoWorld International Group or Group	:	EcoWorld International, our subsidiaries and joint ventures
EcoWorld International Share(s) or Share(s)	:	Ordinary share(s) in EcoWorld International
Eco World Marks	:	“ECOWORLD” and “CREATING TOMORROW & BEYOND” trademarks, including logos, brands and other features associated therewith
Effective Date	:	Means the date on which the Proposed Collaboration Agreement Termination and the Termination of Brand License Agreement, take effect being, if the shareholders’ approvals of Eco World International and EW Berhad are obtained for the Proposed Collaboration Agreement Termination on the same date, the date on which both shareholders’ approvals are obtained; or, if the shareholders’ approvals are obtained on different dates, the date on which the later shareholders’ approval is obtained.

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**DEFINITIONS (Cont'd)**

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EGM	: Extraordinary General Meeting
EPS	: Earnings per Share
EW Berhad	: Eco World Development Group Berhad (Registration No. 197401000725 (17777-V))
EWI	: Eco World Capital (International) Sdn Bhd (Registration No. 201601003766 (1174692-P))
EWDSB	: Eco World Development Sdn Bhd (Registration No. 201101045178 (973298-T))
EWI IPO	: The initial public offering of our shares followed by the listing of and quotation for our shares on the Main Market of Bursa Securities which took place on 3 April 2017
FPE	: Financial period ended / ending, as the case may be
FYE	: Financial year ended / ending 31 October, as the case may be
Listing Requirements	: Main Market Listing Requirements of Bursa Securities, as amended from time to time and any re-enactment thereof
LPD	: 30 April 2025, being the latest practicable date prior to the date of this Circular
Major Shareholder(s)	<p>: A person who has an interest or interests in one or more voting shares in our Company and the number or aggregate number of those shares, is:</p> <p>(a) 10% or more of the total number of voting shares in our Company; or</p> <p>(b) 5% or more of the total number of voting shares in our Company where such person is the largest shareholder of our Company</p> <p>For the purpose of this definition, “interest” shall have the meaning of “interest in shares” given in Section 8 of the Act. A Major Shareholder includes any person who is or was within the preceding six (6) months of the date on which the terms of the Proposals were agreed upon, a Major Shareholder of our Company or any other corporation which is our Company’s subsidiary, joint venture or holding company</p>
MIDF Investment or Independent Adviser	: MIDF Amanah Investment Bank Berhad
NA	: Net assets
Person(s) Connected	: Shall have the same meaning given in Paragraph 1.01 of the Listing Requirements
Proposals	: Collectively, the Proposed Collaboration Agreement Termination and the Proposed Change of Name
Proposed Change of Name	: Proposed change of name of our Company from “Eco World International Berhad” to “EWI Capital Berhad”
Proposed Collaboration Agreement Termination	: Proposed termination of the Collaboration Agreement
Tan Sri Liew	: Tan Sri Dato’ Sri Liew Kee Sin

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**DEFINITIONS (Cont'd)**

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Termination Agreements	: Collectively, Termination of Brand License Agreement and Termination of Collaboration Agreement
Termination of Brand License Agreement	: Termination of License Agreement dated 30 April 2025 entered into between our Company and EW Berhad for the termination of the Brand License Agreement
Termination of Collaboration Agreement	: Termination of Collaboration Agreement dated 30 April 2025 entered into between our Company and EW Berhad for the termination of the Collaboration Agreement
UK	: The United Kingdom

**Currency**

AUD	: Australian Dollar, the lawful currency of Australia
GBP or £	: British Pound, the lawful currency of the United Kingdom
RM and sen	: Ringgit Malaysia and sen respectively, the lawful currency of Malaysia

All references to “**our Company**” in this Circular are to EcoWorld International, and references to “**our Group**” are to our Company, our subsidiaries and joint ventures. References to “**we**”, “**us**”, “**our**” and “**ourselves**” are to our Company, and where the context otherwise requires, shall include our subsidiaries and joint ventures. All references to “**you**” or “**your**” in this Circular are to our shareholders.

Words denoting the singular shall, where applicable, include the plural and vice versa, and words denoting the masculine shall, where applicable, include the feminine and/or neuter gender, and vice versa. References to persons shall include corporations, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to time of day in this Circular shall be a reference to Malaysian time, unless otherwise stated.

Any discrepancies in the figures in this Circular between the amounts stated, actual figures and the totals thereof are due to rounding.

This Circular contains translation of certain GBP or £ and AUD amounts into RM at specified rates. No representation is made that the GBP or £ and AUD amounts referred to in this Circular could have been or could actually be converted into RM amounts, at the rates indicated or at all. Unless otherwise indicated, the translations of GBP or £ and AUD were made based on the exchange rates of GBP or £1.00 : RM5.7705 and AUD1.00 : RM2.7583, being the 5.00 p.m. middle rates as set forth in the statistical release of Bank Negara Malaysia as at the LPD.

Certain statements in this Circular may be forward-looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by our Board after due enquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements. In light of these and other uncertainties, the inclusion of a forward-looking statement in this Circular should not be regarded as a representation or warranty that our Group’s plans and objectives will be achieved.

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## EXECUTIVE SUMMARY

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This section is only a summary of the salient information of the Proposals and is extracted and summarised from the full text of Part A of this Circular. It may not contain all the information that may be important to you. You should read and understand this section together with the entire Part A of this Circular before you vote on the resolutions pertaining to the Proposals to be tabled at our forthcoming EGM.

<b>Salient Information</b>	<b>Description</b>	<b>Reference to Circular</b>
<b>Details of the Proposals</b>	<p><b>(i) Background relating to our entry into the Collaboration Agreement and the Brand License Agreement</b></p> <p>Our Company had entered into the Collaboration Agreement with EW Berhad on 27 October 2016 in conjunction with the EWI IPO in respect of which EW Berhad acquired a 27% equity interest in our Company.</p> <p>The Collaboration Agreement was entered into by the parties to establish a framework for mutual collaboration and strategic alliance, which includes the objective of mitigating any potential conflict of interest situations which may arise between the Company and EW Berhad.</p> <p>Pursuant to the Collaboration Agreement, our Company agrees not to undertake any property development or investments in Malaysia, while EW Berhad agrees not to undertake any property development or investments in countries other than Malaysia, except through EcoWorld International.</p> <p>Prior to our entry into the Collaboration Agreement, we had entered into the Brand License Agreement with EW Berhad to leverage on the recognition and brand name of the Eco World Marks in our business affairs and marketing activities.</p>	Section 2 of Part A
	<p><b>(ii) Proposed Collaboration Agreement Termination</b></p> <p>On 30 April 2025, our Company and EW Berhad entered into the Termination of Collaboration Agreement where the parties have mutually agreed to terminate the Collaboration Agreement, subject to shareholders' approvals of both our Company and EW Berhad being obtained for the same.</p> <p>As a consequence of the Proposed Collaboration Agreement Termination, the objective of the parties to adopt a common brand name in respect of the Eco World Marks through the Brand License Agreement will no longer subsist. Accordingly, the parties have also entered into the Termination of Brand License Agreement, which shall take effect on the Effective Date.</p>	
	<p><b>(iii) Proposed Change of Name</b></p> <p>The Proposed Change of Name is being undertaken as a consequence of the Termination Agreements.</p>	

## EXECUTIVE SUMMARY (Cont'd)

Salient Information	Description	Reference to Circular
<b>Rationale and benefits of the Proposals</b>	<p>: Since the onset of the Covid-19 pandemic, residential property market conditions in the UK and Australia have posed challenges for new project launches. Supply chain disruptions, high energy prices, and a tight labour market have driven up development costs while high mortgage rates continue to constrain the purchasing power of homebuyers. As such, our Group has been pursuing a stock monetisation strategy with the aim of returning excess cash available to shareholders.</p> <p>Several broad macroeconomic indicators have begun to trend in a more favourable direction including a decline in inflation rates in the UK and Australia. While mortgage rates and construction costs remain elevated compared to pre-pandemic levels, years of significant undersupply in new housing have also led to strong demand for residential properties, potentially enabling strategically timed and priced site launches based on market conditions and project feasibility.</p> <p>Additionally, revenue from real estate development in the UK and Australia is only recognised upon the completion of projects and the handover of units to purchasers. As such, the long development cycle between new launches and revenue recognition continues weighing on our Group's financial performance.</p> <p>Accordingly, after careful consideration of the options available, our Board and management team are of the view that Malaysia is an attractive real estate market for our Company. This is premised on its stable economic outlook, promising prospects, more favourable accounting rules for revenue recognition from development activities as well as our management team's familiarity with the local property market.</p> <p>The Proposed Collaboration Agreement Termination is undertaken to enable our Company to pursue property investment and/or development opportunities in Malaysia. By expanding the geographical scope of its operations to include Malaysia, our Company will be able to chart a more agile and resilient path forward for our Group, in line with its aim to create sustainable long-term value for shareholders and other stakeholders of our Company.</p> <p>To raise proceeds for reinvestment, our Company plans to monetise up to two (2) long gestational property assets over the next eighteen (18) to twenty-four (24) months subject to further evaluation of the project feasibility. This may include the sale of land parcels or partnerships with strategic investors via joint venture arrangements. Combined with our zero gearing position and gradual cash build-up from the sale of our Group's remaining completed stocks, we are well-positioned to explore new investment and/or development opportunities.</p>	Section 3 of Part A
<b>Risks of the Proposals</b>	: The potential risk factors which may arise from the Proposals are as follows:	Section 5 of Part A

## EXECUTIVE SUMMARY (Cont'd)

Salient Information	Description	Reference to Circular
	<ul style="list-style-type: none"> <li>(i) EcoWorld International will cease to benefit from the shared “ECOWORLD” branding with EW Berhad;</li> <li>(ii) Success of EcoWorld International’s business expansion into Malaysia is subject to risks inherent in the real estate industry;</li> <li>(iii) Inability to identify or acquire investment assets and/or real estate development projects suitable for our Group’s purposes; and</li> <li>(iv) Potential conflict of interest between EcoWorld International and EW Berhad as both entities would be competing with each other, within and outside Malaysia.</li> </ul>	
<b>Approvals required</b>	<p>: The Proposals are subject to the following approvals being obtained:</p> <ul style="list-style-type: none"> <li>(i) our non-interested shareholders at our forthcoming EGM; and</li> <li>(ii) the non-interested shareholders of EW Berhad in respect of the Proposed Collaboration Agreement Termination.</li> </ul>	Section 7 of Part A
<b>Conditionality of the Proposals</b>	<p>: The Proposed Collaboration Agreement Termination is not conditional upon the Proposed Change of Name. However, the Proposed Change of Name is conditional upon the Proposed Collaboration Agreement Termination.</p> <p>The Proposals are not conditional upon any other corporate exercises undertaken or to be undertaken by our Company.</p>	Section 8 of Part A
<b>Interests of our Directors, Major Shareholders and/or Persons Connected to them</b>	<p>: Save as disclosed below, none of our Directors, Major Shareholders and/or Persons Connected to them have any interests, direct and/or indirect, in the Proposals:</p> <ul style="list-style-type: none"> <li>(i) Tan Sri Liew, a Major Shareholder and a former Director and Executive Vice Chairman of our Company (who has resigned on 30 April 2025), is deemed interested in the Proposals as he is also a Director and the Executive Chairman as well as a Major Shareholder of EW Berhad through his direct and indirect shareholdings in EW Berhad via Jernih Padu Sdn Bhd, Eco World Development Holdings Sdn Bhd and his spouse’s interest;</li> <li>(ii) Datuk Heah Kok Boon, a shareholder and a former Non-Independent Non-Executive Director of our Company (who has resigned on 30 April 2025), is deemed interested in the Proposals as he is also the Alternate Director to Tan Sri Liew on the board of EW Berhad and the Chief Financial Officer as well as a shareholder of EW Berhad;</li> <li>(iii) EW Berhad, a Major Shareholder of our Company, is an interested party to the Proposals as it is also our counterparty to the Termination of Collaboration Agreement;</li> </ul>	Section 10 of Part A



## EXECUTIVE SUMMARY (Cont'd)

Salient Information	Description	Reference to Circular
	<p>(iv) Sinarmas Harta Sdn Bhd, a Major Shareholder of our Company, is deemed interested in the Proposals as it is also a Major Shareholder of EW Berhad via its direct shareholding in EW Berhad;</p> <p>(v) Syabas Tropikal Sdn Bhd, a Major Shareholder of our Company, is deemed interested in the Proposals as it is also a Major Shareholder of EW Berhad through its indirect shareholding in EW Berhad via Sinarmas Harta Sdn Bhd; and</p> <p>(vi) Dato' Leong Kok Wah, a Major Shareholder of our Company, is deemed interested in the Proposals as he is also a Non-Independent Non-Executive Director of EW Berhad and a Major Shareholder of EW Berhad through his indirect shareholding in EW Berhad via Syabas Tropikal Sdn Bhd.</p>	
<b>Directors' statement and recommendation</b>	<p>: Our Board, after having considered all relevant aspects of the Proposals, including but not limited to the rationale, benefits, effects as well as the evaluation of the Independent Adviser on the fairness and reasonableness of the Proposals, is of the opinion that the Proposals are fair and reasonable in the best interest of our Company.</p> <p>Accordingly, our Board recommends that you <b>VOTE IN FAVOUR</b> of the resolutions pertaining to the Proposals to be tabled at our forthcoming EGM.</p>	Section 12 of Part A
<b>Audit Committee's statement</b>	<p>: The Audit Committee of our Company is of the opinion that the Proposals are:</p> <p>(i) in the best interest of our Company;</p> <p>(ii) fair, reasonable and on normal commercial terms; and</p> <p>(iii) not detrimental to the interest of the non-interested shareholders of our Company.</p> <p>In forming its view above, our Audit Committee has taken into account the fair evaluation of the Independent Adviser and considered all aspects of the Proposals, including the following:</p> <p>(i) the rationale and benefit of the Proposals;</p> <p>(ii) the risks of the Proposals;</p> <p>(iii) industry outlook of the real estate markets in the UK, Australia and Malaysia;</p> <p>(iv) the salient terms of the Termination Agreements; and</p> <p>(v) the effects of the Proposals.</p>	Section 13 of Part A

## EXECUTIVE SUMMARY *(Cont'd)*

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<b>Salient Information</b>	<b>Description</b>	<b>Reference to Circular</b>
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Our Audit Committee has concurred with the Independent Adviser's findings that the terms of the Proposals are fair and reasonable and not detrimental to the non-interested shareholders of our Company.

**You should also consider the recommendation of the Independent Adviser as set out in Part B of this Circular before you vote on the resolutions pertaining to the Proposals to be tabled at our forthcoming EGM.**

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**PART A**

**LETTER TO OUR SHAREHOLDERS IN RELATION TO THE PROPOSALS**

**ECOWORLD**  
INTERNATIONAL  
CREATING TOMORROW & BEYOND  
**ECO WORLD INTERNATIONAL BERHAD**  
Registration No. 201301030020 (1059850-A)  
(Incorporated in Malaysia)

**Registered Office:**

Unit No. 19-01, Menara EcoWorld,  
Bukit Bintang City Centre,  
No. 2, Jalan Hang Tuah,  
55100 Kuala Lumpur.

30 May 2025

**Board of Directors:**

Mr Cheah Tek Kuang (*Independent Non-Executive Chairman*)  
Dato' Teow Leong Seng (*President & Chief Executive Officer*)  
Tan Sri Datuk Dr Rebecca Fatima Sta Maria (*Senior Independent Non-Executive Director*)  
Dato' Siow Kim Lun (*Independent Non-Executive Director*)  
Dato' Kong Sooi Lin (*Independent Non-Executive Director*)  
Ms Pauline Wong Wan Voon (*Independent Non-Executive Director*)

**To: Our Shareholders**

Dear Sir/Madam,

**(I) PROPOSED COLLABORATION AGREEMENT TERMINATION; AND**

**(II) PROPOSED CHANGE OF NAME**

**(COLLECTIVELY, THE "PROPOSALS")**

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**1. INTRODUCTION**

On 30 April 2025, CIMB had, on behalf of our Board, announced that EcoWorld International proposes to undertake the Proposals.

We are currently an international property developer with property development projects only in the UK and Australia. The main objective of the Proposals is to enable us to pursue property investment and/or development opportunities in Malaysia whilst maintaining our presence and retaining our access to the UK and Australia real estate markets.

The Proposals are deemed as related party transactions under Paragraph 10.08 of the Listing Requirements in view of the interests of certain Directors, Major Shareholders and/or Persons Connected to them as set out in Section 10 of Part A of this Circular. As such, we have appointed MIDF Investment as the Independent Adviser to advise our non-interested Directors and non-interested shareholders on the Proposals.

The independent advice letter from MIDF Investment in relation to the Proposals is set out in Part B of this Circular.

THE PURPOSE OF PART A OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE DETAILS OF THE PROPOSALS AS WELL AS TO SET OUT THE RECOMMENDATION OF OUR BOARD AND TO SEEK YOUR APPROVAL FOR THE RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT OUR FORTHCOMING EGM. THE NOTICE OF EGM AND PROXY FORM ARE ENCLOSED IN THIS CIRCULAR.

YOU ARE ADVISED TO READ THE CONTENTS OF THIS CIRCULAR (INCLUDING THE INDEPENDENT ADVICE LETTER AS SET OUT IN PART B OF THIS CIRCULAR) TOGETHER WITH THE RELEVANT APPENDICES CAREFULLY BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT OUR FORTHCOMING EGM.

## **2. DETAILS OF THE PROPOSALS**

### **2.1 Background relating to our entry into the Collaboration Agreement and the Brand License Agreement**

On 27 October 2016, we entered into the Collaboration Agreement with EW Berhad, a property developer primarily involved with property development projects in Malaysia. This agreement was entered into in conjunction with the EWI IPO. EW Berhad had acquired a 27% equity interest through EWC, its wholly owned subsidiary in our Company during the EWI IPO.

The Collaboration Agreement was entered into by the parties to establish a framework for mutual collaboration and strategic alliance, which includes the objective of mitigating any potential conflict of interest situations which may arise between the Company and EW Berhad. Pursuant to the Collaboration Agreement, our Company agrees not to undertake any property development or investments in Malaysia, while EW Berhad agrees not to undertake any property development or investments in countries other than Malaysia, except through EcoWorld International.

Prior to our entry into the Collaboration Agreement, we had entered into the Brand License Agreement with EW Berhad. The purpose of the Brand License Agreement was to enable our Company to leverage on the recognition and brand name of the Eco World Marks in our business affairs and marketing activities.

Both the Collaboration Agreement and Brand License Agreement remain in full force and effect as at the date of this Circular.

### **2.2 Proposed Collaboration Agreement Termination**

On 30 April 2025, our Company and EW Berhad entered into the Termination of Collaboration Agreement subject to shareholders' approvals of both our Company and EW Berhad being obtained for the same.

As a consequence of the Proposed Collaboration Agreement Termination, the objective of the parties to adopt a common brand name in respect of the Eco World Marks through the Brand License Agreement will no longer subsist. Accordingly, the parties have also mutually agreed to terminate the Brand License Agreement by entering into the Termination of Brand License Agreement, which shall take effect on the Effective Date.

Pursuant to the Termination of Brand License Agreement, EcoWorld International is allowed a transition period of twelve (12) months or such extended period as may be mutually agreed between the parties following the termination to undertake an orderly phase-out of its use of the Eco World Marks.

Further, EcoWorld International shall, at the cost and expense of EW Berhad, take all necessary steps to assign to EW Berhad or its nominee any and all of its rights to the Eco World Marks registered in favour of EcoWorld International, pursuant to the Brand License Agreement.

Following the Termination of Collaboration Agreement, it is acknowledged that conflict of interest situations may arise, as EW Berhad is our Major Shareholder and is also involved in property development activities.

In order to mitigate any potential conflict of interest between EcoWorld International and EW Berhad:

- (i) Tan Sri Liew, our former Executive Vice Chairman, who also serves as a Director and the Executive Chairman of EW Berhad and Datuk Heah Kok Boon, our former Non-Independent Non-Executive Director, who also serves as an Alternate Director to Tan Sri Liew on the board of EW Berhad, have resigned from our Board on 30 April 2025. This avoids potential conflict of interest issues arising from having individuals holding directorships on the boards of competitors, enhancing our corporate governance framework ahead of the completion of the Proposed Collaboration Agreement Termination; and
- (ii) EW Berhad has agreed that for so long as EW Berhad is our Major Shareholder, in the event a proposal relating to a property development project and/or property investment project is presented by EcoWorld International for shareholders' approval, and EW Berhad and/or its nominee holding the EcoWorld International Shares votes against such proposal, EW Berhad shall not, whether by itself or through any of its subsidiaries or joint venture companies, undertake and/or invest in such project for a period of twelve (12) months from the date on which EW Berhad and/or its nominee holding the EcoWorld International Shares voted against the proposal.

The Proposed Collaboration Agreement Termination, if approved by the shareholders of our Company and EW Berhad, will take effect from the Effective Date.

Please refer to Section 3 of Part A of this Circular for further details on the rationale and benefits of the Proposed Collaboration Agreement Termination.

## 2.3 Proposed Change of Name

The Proposed Change of Name is being undertaken as a consequence of the Termination Agreements.

The proposed name "EWI Capital Berhad" was approved by CCM on 22 April 2025 and it has been reserved for a period of thirty (30) days from the date of approval which period has been extended by sixty (60) days to 21 July 2025. If required, our Company will continue to extend the period for the reservation of name with CCM.

## 3. RATIONALE AND BENEFITS OF THE PROPOSALS

Since the onset of the Covid-19 pandemic, residential property market conditions in the UK and Australia have posed challenges for new project launches. Supply chain disruptions, high energy prices, and a tight labour market have driven up development costs while high mortgage rates continue to constrain the purchasing power of homebuyers.

As such, our Group has been pursuing a stock monetisation strategy with the aim of returning excess cash available to our shareholders. This approach was supported by the shareholders of our Company who had approved two (2) consecutive rounds of reduction of the issued share capital of EcoWorld International of RM1.5 billion and RM500 million, which were completed on 3 August 2023 and 20 May 2024 respectively ("**Capital Reductions**").

Following completion of the Capital Reductions, our Company had declared a total of RM1.2 billion in dividends to the shareholders during the FYE 2023 and 2024. The successful execution of the overall business strategy of pursuing cash-generation through monetisation of our completed stocks has also enabled our Company to be debt-free since March 2024.

Whilst staying focused on cash-generation, the Board and our management team have been actively exploring other avenues to pursue growth, create long-term value for our shareholders, and address the market challenges mentioned above. This includes exploring opportunities in jurisdictions outside the UK and Australia, such as potential development opportunities in Malaysia, whilst maintaining our presence and retaining access to our existing markets, with the flexibility to launch the remaining sites of our Group situated in London and Sydney when market conditions improve. As at the LPD, the remaining sites of our Group are comprised of four (4) locations in London and one (1) in Sydney.

In this regard, several broad macroeconomic indicators have begun to trend in a more favourable direction. These include a decline in inflation rates, which has allowed central banks in the UK and Australia to begin easing interest rates, along with a moderation in construction cost and inflation. While mortgage rates and construction costs remain elevated compared to pre-pandemic levels, years of significant undersupply in new housing have also led to strong demand for residential properties. Depending on market conditions and project feasibility, this may enable our sites to be launched with carefully timed and priced offerings based on market conditions and demand.

Additionally, revenue from real estate development in the UK and Australia is only recognised upon the completion of projects and the handover of units to purchasers. As at the LPD, our Company has completed ten (10) projects in the UK and two (2) projects in Australia with a gross development value (GDV) of £3,117.8 million (equivalent to RM17,991.2 million) and AUD559.4 million (equivalent to RM1,543.0 million), respectively. Nearly all units from these completed projects have been sold and handed over to purchasers. Given the long development cycle between new launches and revenue recognition, this timing gap is expected to continue weighing on our Group's financial performance over the next several years.

Conversely, in Malaysia, the accounting rules permit development revenue to be recognised progressively, with only a short timing gap between new launches and income recognition. This can potentially generate nearer-term income for our Company once a project is secured and launched which will strengthen our Group's financial performance.

Accordingly, after careful consideration of the options available, our Board and management team are of the view that Malaysia is an attractive real estate market for our Company. This is premised on its stable economic outlook, promising prospects, more favourable accounting rules for revenue recognition from development activities as well as our management team's familiarity with the local property market.

The Proposed Collaboration Agreement Termination is undertaken to enable our Company to pursue property investment and/or development opportunities in Malaysia. By expanding the geographical scope of its operations to include Malaysia, our Company will be able to chart a more agile and resilient path forward for our Group, in line with its aim to create sustainable long-term value for shareholders and other stakeholders of our Company.

Following the Proposed Collaboration Agreement Termination, the objective of the parties to adopt a common brand name in respect of the Eco World Marks through the Brand License Agreement will no longer subsist. Accordingly, the parties have also mutually agreed to terminate the Brand License Agreement by entering into the Termination of Brand License Agreement simultaneously with the execution of the Termination of Collaboration Agreement, which shall take effect on the Effective Date.

In line with the above and to avoid any market confusion with EW Berhad once the Company actively enters the Malaysia market, the Company's name is proposed to be changed to "EWI Capital Berhad". This reflects our history as part of the EcoWorld group whilst establishing a new platform for the development of a stand-alone brand identity in line with our evolving strategic business direction as outlined above.

To raise proceeds for reinvestment, our Company plans to monetise up to two (2) long gestational property assets over the next eighteen (18) to twenty-four (24) months subject to further evaluation of the project feasibility. This may include the sale of land parcels or partnerships with strategic investors via joint venture arrangements. Combined with our zero gearing position and gradual cash build-up from the sale of our Group's remaining completed stocks, we are well-positioned to explore new investment and/or development opportunities.

## **4. INDUSTRY OUTLOOK**

### **4.1 UK real estate market**

In 2024, the UK housing market experienced notable price and rental growth despite underlying challenges in housing supply and affordability. The UK House Price Index rose by 4.6%, while private rental rates in the UK surged by 9%, reflecting strong demand pressures in both ownership and rental segments. Supply-side constraints also persisted, with only 68,987 new private homes registered in the UK by National House Building Council during the year, 32% below the pre-pandemic annual average recorded from 2010 to 2019.

Construction costs continued to pose challenges for new developments. Although cost inflation has stabilised following a 4.0% increase in 2024, total construction costs remain elevated, which are up 31.1% compared to 2019 levels.

High interest rates further compounded supply constraints. The Bank of England's base rate remains significantly above pre-pandemic norms, at 4.25%, compared to the 0.25% to 0.75% range that prevailed through most of 2010 to 2020. These elevated rates have reduced the purchasing power of homebuyers and increased financing costs for developers, limiting new project launches.

Looking ahead, gradual declines in interest rates are expected to improve affordability and stimulate buyer activity. However, broader economic headwinds in the near to medium term, such as trade tensions and geopolitical uncertainty, may continue to dampen investor confidence. Given the elevated construction costs, selling prices will need to outpace construction cost growth to restore development viability.

*(Source: UK Office for National Statistics and National House Building Council)*

### **4.2 Australia real estate market**

Australia's housing market in 2024 saw moderate growth, with average house prices increasing by 2.9% and rental rates rising by 6.4%. Despite the completion of 110,438 new private homes in 2024, the pace of housing supply has not kept up with demand, largely driven by strong net migration inflows of 400,000 to 500,000 people annually.

Construction costs, although stabilised after a 4.3% rise in 2024, remain significantly above pre-pandemic levels, having increased by 33% since 2019. Alongside this, elevated interest rates have continued to impact market activity. The Reserve Bank of Australia's cash rate stands at 3.85%, much higher than the 0.75% to 2.5% range seen between 2015 and 2020. These higher rates have made home financing more expensive and limited the feasibility of launching new housing projects.



It is expected that interest rates will decline gradually, which will improve affordability and support buyer demand. However, investor confidence may stay subdued due to a soft economic outlook shaped by global trade tensions and geopolitical risks. Over the long term, sustained migration inflows are expected to bolster underlying demand, helping to support both property prices and rental growth.

*(Source: Australia Bureau of Statistics)*

#### **4.3 Malaysia real estate market**

Malaysia's real estate market recorded significant increase in level of activities in 2024, with the total value of property transactions rising by 18% year-on-year to RM232 billion. This surge in activity reflects growing confidence and renewed momentum across all major segments. The residential sub-sector led with a 46% share of total transaction value, followed by commercial (25%) and industrial (12%) segments, indicating broad-based market participation.

The recovery was supported by various government initiatives aimed at stimulating economic activity and promoting sustainable growth in the property sector. Policies introduced under Budget 2023 and 2024, alongside structural reforms and incentives, played a key role in boosting market sentiment and encouraging real estate investment nationwide.

A positive development in 2024 was the continued reduction in residential overhang. The number of unsold completed units dropped by 10.3% in volume and 21.2% in value compared to 2023, reaching 23,149 units worth RM13.9 billion in 2024. Compared to the peak in 2018, the overhang in terms of number of units has fallen by 28%, reflecting healthier absorption rates and more balanced supply-demand conditions.

The real estate market is expected to maintain a stable trajectory, supported by Malaysia's economic growth that is driven by resilient domestic demand, wage growth and investment activities. With inflation expected to remain in line with recent historical trends, the outlook for interest rates remains stable, creating a more predictable environment for both buyers and investors. Stable domestic economic growth, interest rate conditions, and investor sentiment are expected to be the key drivers of real estate activity in Malaysia.

*(Source: Malaysia National Property Information Centre (NAPIC), Bank Negara Malaysia)*

### **5. RISKS OF THE PROPOSALS**

The potential risk factors which may arise from the Proposals are as follows:

#### **5.1 We will cease to benefit from our shared "ECOWORLD" branding with EW Berhad**

Upon completion of the Proposals, we will cease to be able to leverage on the established branding and goodwill of the "ECOWORLD" brand name within the property development industry and with customers. Accordingly, our Company will increase its marketing and rebranding efforts to ensure continued consumer confidence and recognition of its property development projects.

Although our Company is confident in its product offerings as well as the quality of its development projects, there can be no assurance that the Company will be successful in its rebranding efforts. Failure to do so could result in lower consumer recognition and in turn, may adversely impact on our Group's business, financial condition, results of operations and prospects.

## **5.2 The success of our business expansion into Malaysia is subject to risks inherent in the real estate industry**

The success of the expansion of our business into Malaysia is subject to risks inherent in the real estate industry in Malaysia such as competition risks, changes in demand for types of residential, industrial and commercial properties, changes in economic, social and political conditions, potential increase in construction costs and material price as well as adverse changes in property tax, assessment and other statutory charges.

While the Malaysian real estate market is attractive due to its stable economic outlook, favourable accounting rules and our management team's familiarity with the local real estate market, there can be no assurance that our Group will be able to successfully mitigate the various risks inherent in the industry. Failure to do so may have a material adverse impact on our Group's business, financial condition and results of operations.

## **5.3 Inability to identify or acquire investment assets and/or real estate development projects suitable for our Group's purposes may have adverse impact on our Group's future performance**

If our Group is unable to acquire suitable investment assets, sites or development lands that align with our investment criteria and/or which are strategically located and commercially viable, we may not be successful in implementing our business strategy contemplated by the Proposals. This, in turn, could have a material adverse impact on our Group's business, financial condition, results of operations and prospects.

## **5.4 Potential conflict of interest between our Company and EW Berhad**

EW Berhad is listed on the Main Market of Bursa Securities with its core activity primarily involving property development within Malaysia.

As at the LPD, EW Berhad is a Major Shareholder of our Company by virtue of its indirect shareholding through EWC, a wholly-owned subsidiary of EW Berhad. EWC is the single largest shareholder of our Company, holding a 29% equity interest.

In the event the Collaboration Agreement is terminated, conflict of interest situations may potentially arise between our Company and EW Berhad since the parties may be competing with each other not just in Malaysia but outside Malaysia as well. This could include situations where EcoWorld International acquires or targets to acquire investments and/or development properties in locations where EW Berhad has a similar business presence and/or may have plans to expand into.

While EW Berhad has agreed to certain conflict of interest mitigating measures as set out in Section 2.2 above and would, in any case, be required to comply with provisions regulating conflicts of interest under the Act and Listing Requirements, these measures and requirements do not eliminate the potential of conflict altogether and there is no assurance that the interests of EW Berhad in its capacity as our Major Shareholder will be aligned with and will not differ from or conflict with those of our Company or our other shareholders in all cases or circumstances.

# **6. EFFECTS OF THE PROPOSALS**

## **6.1 Share capital and substantial shareholders' shareholdings**

The Proposals will not have any effect on our issued share capital and the shareholdings of the substantial shareholders of our Company as the Proposals do not involve any issuance of new ordinary shares in our Company.

## 6.2 NA, NA per Share and gearing

For illustrative purposes, the pro forma effects of the Proposals on the NA, NA per Share and gearing of our Group based on the audited consolidated statement of financial position of our Group as at 31 October 2024 which has been adjusted for a final dividend of RM120.0 million representing RM0.05 per Share ("**FYE 2024 Final Dividend**") and on the assumption that the Proposals (including the FYE 2024 Final Dividend) had been effected on that date are as follows:

	<b>Audited as at 31 October 2024</b>	<b>After the FYE 2024 Final Dividend</b>	<b>After the Proposals</b>
	<b>RM 000</b>	<b>RM 000</b>	<b>RM 000</b>
Issued share capital	592,454	592,454	592,454
Other reserves	43,943	43,943	43,943
Retained earnings	655,833	<sup>(1)</sup> 535,833	<sup>(2)</sup> 535,133
<b>Shareholders' funds / NA</b>	<b>1,292,230</b>	<b>1,172,230</b>	<b>1,171,530</b>
No. of Shares in issue (000)	2,400,002	2,400,002	2,400,002
NA per Shares <sup>(3)</sup> (RM)	0.54	0.49	0.49
Total interest-bearing borrowings (RM 000)	-	-	-
Gearing <sup>(4)</sup> (times)	-	-	-

### Notes:

- (1) Subsequent to 31 October 2024, our Company had on 14 January 2025 paid the FYE 2024 Final Dividend.  
(2) After deducting estimated expenses in relation to the Proposals amounting to RM700,000.  
(3) Calculated based on NA divided by the number of EcoWorld International Shares in issue.  
(4) Calculated based on total borrowings divided by shareholders' funds.

## 6.3 Earnings and EPS

Save for the estimated expenses of about RM700,000 in relation to the Proposals, the Proposals are not expected to have any material effect on the earnings and EPS of our Group for the FYE 2025.

Upon completion of the Proposals, our Company will be able to pursue property development and investment projects in Malaysia. Barring any unforeseen circumstances, such Malaysian projects are expected to be accretive to the future earnings and/or EPS of our Group as our Company generate nearer-term income through the recognition of development revenue and/or earnings progressively over the tenure of the projects as compared to our projects in the UK and Australia where revenue and/or earnings can only be recognised upon project completion and handover of units to purchasers.

## 7. APPROVALS REQUIRED

The Proposals are subject to the following approvals being obtained:

- (i) our non-interested shareholders at our forthcoming EGM; and
- (ii) the non-interested shareholders of EW Berhad in respect of the Proposed Collaboration Agreement Termination.

## **8. CONDITIONALITY OF THE PROPOSALS**

The Proposed Collaboration Agreement Termination is not conditional upon the Proposed Change of Name. However, the Proposed Change of Name is conditional upon the Proposed Collaboration Agreement Termination.

The Proposals are not conditional upon any other corporate exercises undertaken or to be undertaken by our Company.

## **9. CORPORATE EXERCISES ANNOUNCED BUT PENDING COMPLETION**

Save for the Proposals, we do not have any other corporate exercises which have been announced by our Company but are pending completion as at the date of this Circular.

## **10. INTERESTS OF OUR DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM**

Save as disclosed below, none of our Directors, Major Shareholders and/or Persons Connected to them have any interests, direct and/or indirect, in the Proposals:

- (i) Tan Sri Liew, a Major Shareholder and a former Director and Executive Vice Chairman of our Company (who has resigned on 30 April 2025), is deemed interested in the Proposals as he is also a Director and Executive Chairman as well as a Major Shareholder of EW Berhad through his direct and indirect shareholdings in EW Berhad via Jernih Padu Sdn Bhd, Eco World Development Holdings Sdn Bhd and his spouse's interest;
- (ii) Datuk Heah Kok Boon, a shareholder and a former Non-Independent Non-Executive Director of our Company (who has resigned on 30 April 2025), is deemed interested in the Proposals as he is also the Alternate Director to Tan Sri Liew on the board of EW Berhad and the Chief Financial Officer as well as a shareholder of EW Berhad;
- (iii) EW Berhad, a Major Shareholder of our Company, is an interested party to the Proposals as it is also our counterparty to the Termination of Collaboration Agreement;
- (iv) Sinarmas Harta Sdn Bhd, a Major Shareholder of our Company, is deemed interested in the Proposals as it is also a Major Shareholder of EW Berhad via its direct shareholding in EW Berhad;
- (v) Syabas Tropikal Sdn Bhd, a Major Shareholder of our Company, is deemed interested in the Proposals as it is also a Major Shareholder of EW Berhad through its indirect shareholding in EW Berhad via Sinarmas Harta Sdn Bhd; and
- (vi) Dato' Leong Kok Wah, a Major Shareholder of our Company, is deemed interested in the Proposals as he is also a Non-Independent Non-Executive Director of EW Berhad and a Major Shareholder of EW Berhad through his indirect shareholding in EW Berhad via Syabas Tropikal Sdn Bhd.

The direct and indirect shareholdings of the interested Director and/or Major Shareholders in EcoWorld International as at the LPD are as follows:

	Direct		Indirect	
	No. of Shares	%	No. of Shares	%
<u>Interested Director and Major Shareholder</u>				
Tan Sri Liew*	246,540,798	10.27	23,700,000 <sup>(1)</sup>	0.99
<u>Interested Director</u>				
Datuk Heah Kok Boon*	100,000	less than 0.01	-	-
<u>Interested Major Shareholder</u>				
EW Berhad	-	-	696,000,000 <sup>(2)</sup>	29.00
Sinarmas Harta Sdn Bhd	78,726,900	3.28	696,000,000 <sup>(2)</sup>	29.00
Syabas Tropikal Sdn Bhd	-	-	774,726,900 <sup>(3)</sup>	32.38
Dato' Leong Kok Wah	-	-	774,726,900 <sup>(4)</sup>	32.38

**Notes:**

\* Resigned on 30 April 2025.

- (1) Deemed interest by virtue of his interest in Eco World Development Holdings Sdn Bhd pursuant to Section 8 of the Act and indirect interest by virtue of his spouse's interest in our Company pursuant to Section 59(11)(c) of the Act.
- (2) Deemed interest by virtue of its interest in EWC pursuant to Section 8 of the Act.
- (3) Deemed interest by virtue of its interest in Sinarmas Harta Sdn Bhd pursuant to Section 8 of the Act.
- (4) Deemed interest by virtue of his interest in Syabas Tropikal Sdn Bhd pursuant to Section 8 of the Act.

The interested Directors identified above have abstained and/or will continue to abstain from all deliberations and voting pertaining to the Proposals at the relevant Board meetings.

The interested Directors and interested Major Shareholders identified above will abstain from voting in respect of their direct and/or indirect shareholdings in our Company, if any, on the resolutions pertaining to the Proposals at our forthcoming EGM.

The interested Directors and interested Major Shareholders will also ensure that Persons Connected to them will abstain from voting in respect of their direct and/or indirect shareholdings in our Company, if any, on the resolutions pertaining to the Proposals at our forthcoming EGM.

## 11. TOTAL AMOUNT TRANSACTED WITH THE SAME RELATED PARTIES FOR THE PRECEDING TWELVE (12) MONTHS

The total amount transacted between our Group with the interested Directors, interested Major Shareholders and/or Persons Connected to them (as identified in Section 10 above) for the twelve (12) months preceding the LPD is approximately RM3.6 million, being the rental of office space, employees related costs and provision of support services by EW Berhad group of companies to the Group.

## 12. DIRECTORS' STATEMENT AND RECOMMENDATION

Our Board, after having considered all relevant aspects of the Proposals, including but not limited to the rationale, benefits, effects as well as the evaluation of the Independent Adviser on the fairness and reasonableness of the Proposals, is of the opinion that the Proposals are fair and reasonable and in the best interests of our Company.

Accordingly, our Board recommends that you **VOTE IN FAVOUR** of the resolutions pertaining to the Proposals to be tabled at our forthcoming EGM.

### **13. AUDIT COMMITTEE'S STATEMENT**

The Audit Committee of our Company is of the opinion that the Proposals are:

- (i) in the best interest of our Company;
- (ii) fair, reasonable and on normal commercial terms; and
- (iii) not detrimental to the interest of the non-interested shareholders of our Company.

In forming its view above, our Audit Committee has taken into account the fair evaluation of the Independent Adviser and considered all aspects of the Proposals, including the following:

- (i) the rationale and benefit of the Proposals;
- (ii) the risks of the Proposals;
- (iii) industry outlook of the real estate markets in the UK, Australia and Malaysia;
- (iv) the salient terms of the Termination Agreements; and
- (v) the effects of the Proposals.

Our Audit Committee has concurred with the Independent Adviser's findings that the terms of the Proposals are fair and reasonable and not detrimental to the non-interested shareholders of our Company.

### **14. INDEPENDENT ADVICE**

The Proposals are deemed related party transactions under Paragraph 10.08 of the Listing Requirements. As such, our Board has on 30 April 2025 appointed MIDF Investment to act as the Independent Adviser to undertake the following in relation to the Proposals. The role of the Independent Adviser is:

- (i) to comment as to whether the Proposals:
  - (a) are fair and reasonable in so far as the non-interested shareholders of our Company are concerned; and
  - (b) are detrimental to our non-interested shareholders,and such opinion must set out the reasons for the key assumptions made and the factors taken into consideration in forming such opinion;
- (ii) to advise our non-interested shareholders whether they should vote in favour of the Proposals; and
- (iii) to take all reasonable steps to satisfy itself that it has a reasonable basis to make the comments and advice in subparagraphs (i) and (ii) above.

The independent advice letter from MIDF Investment is set out in Part B of this Circular. You should read the contents of the Circular (including the independent advice letter) carefully before voting on the resolutions pertaining to the Proposals to be tabled at our forthcoming EGM.

## 15. ESTIMATED TIME FRAME FOR COMPLETION OF THE PROPOSALS

Barring any unforeseen circumstances, the Proposals are expected to be completed by the third quarter of calendar year 2025 upon obtaining the required approvals as set out Section 7 above.

## 16. DETAILS OF OUR EGM

The EGM of our Company will be held physically at Zepp Kuala Lumpur, B2-01-02, Level B2, The Labs, Bukit Bintang City Centre, No. 2, Jalan Hang Tuah, 55100 Kuala Lumpur on Tuesday, 24 June 2025 at 3.30 p.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing the resolutions to give effect to the Proposals.

If you are unable to attend, participate, speak and/or vote in person at the EGM of our Company, you may appoint a proxy or proxies to attend, participate, speak and/or vote on your behalf. Please complete, sign and send the enclosed Proxy Form in accordance with the instructions stated in the Proxy Form.

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 EGM, i.e. by Sunday, 22 June 2025 at 3.30 p.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 email to [eservices@sshsb.com.my](mailto:eservices@sshsb.com.my) or by fax to +603-2094 9940.

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

The Notice of EGM together with the Proxy Form are enclosed in this Circular and can be downloaded from our Company's website at <https://ecoworldinternational.com/investor-relations/general-meetings/> or Bursa Securities' website at <https://www.bursamalaysia.com/>.

## 17. FURTHER INFORMATION

You are advised to refer to the attached **Appendix I** for further information.

Yours faithfully,  
For and on behalf of the Board of  
**ECO WORLD INTERNATIONAL BERHAD**

**CHEAH TEK KUANG**  
Independent Non-Executive Chairman

**PART B**

**INDEPENDENT ADVICE LETTER TO OUR NON-INTERESTED SHAREHOLDERS  
IN RELATION TO THE PROPOSALS**



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## EXECUTIVE SUMMARY

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*All definitions used in this Executive Summary shall have the same meaning as the words and expressions defined in the “Definitions” section in Part A of the Circular, except where the context otherwise requires or where otherwise defined herein. All references to “we”, “us” or “our” in this Independent Advice Letter (“IAL”) are references to MIDF Amanah Investment Bank Berhad (“**MIDF Investment**”), being the Independent Adviser for the Proposals. All references to “you” are to EcoWorld International’s non-interested shareholders.*

**THIS EXECUTIVE SUMMARY IS INTENDED TO BE A BRIEF SUMMARY OF THIS IAL. NON-INTERESTED SHAREHOLDERS OF ECOWORLD INTERNATIONAL ARE ADVISED TO READ AND UNDERSTAND THIS IAL IN ITS ENTIRETY AND THE LETTER FROM THE BOARD AS SET OUT IN PART A OF THE CIRCULAR TOGETHER WITH THE ACCOMPANYING APPENDICES AND ARE NOT TO RELY SOLELY ON THE EXECUTIVE SUMMARY BEFORE FORMING AN OPINION ON THE PROPOSALS. YOU ARE ADVISED TO CONSIDER CAREFULLY THE RECOMMENDATION CONTAINED IN BOTH LETTERS BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT THE FORTHCOMING EGM OF THE COMPANY.**

**IF YOU ARE IN DOUBT AS TO THE COURSE OF ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.**

### **1. INTRODUCTION**

On 30 April 2025, CIMB had, on behalf of the Board, announced that EcoWorld International proposes to undertake the Proposals.

Further details of the Proposals are set out in Section 2 of Part A of the Circular.

In view of the interests of certain Directors and Major Shareholders of EcoWorld International and Persons Connected to them in the Proposals as set out in Section 10 of Part A of the Circular, the Proposals are deemed as related party transactions pursuant to Paragraph 10.08 of the Listing Requirements. Accordingly, the Board had on 28 April 2025 appointed MIDF Investment as the Independent Adviser to advise the non-interested Directors and non-interested shareholders of EcoWorld International in respect of the Proposals.

The purpose of this IAL is to provide the non-interested shareholders of EcoWorld International with an independent evaluation on the fairness and reasonableness of the Proposals and whether the Proposals are detrimental to the non-interested shareholders of EcoWorld International, together with our recommendation on whether the non-interested shareholders of EcoWorld International should vote in favour of the resolutions pertaining to the Proposals at the Company’s forthcoming EGM, subject to the scope and limitations of our role and evaluation as specified herein.

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**EXECUTIVE SUMMARY (CONT'D)**

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**2. EVALUATION OF THE PROPOSALS**

In arriving at our evaluation, we have assessed and evaluated the Proposals on a holistic basis and we have also taken into consideration the following:

Section in this IAL	Consideration factors	MIDF Investment's evaluation
Section 6.1	Rationale and benefits of the Proposals	<p>The rationale and benefits of the Proposals are fair and reasonable and not detrimental to the interests of the non-interested shareholders as the Proposed Collaboration Agreement Termination will allow EcoWorld International:</p> <ul style="list-style-type: none"><li>• to pursue property investment and/or development opportunities in Malaysia, a market with more favourable growth prospects. Additionally, the Malaysian Financial Reporting Standards framework allows for progressive recognition of revenue from projects, which could smoothen the Group's cash flows and earnings recognition compared to the UK and Australian markets; and</li><li>• reduce the Group's geographic concentration in its existing core markets.</li></ul> <p>In line with the cessation of the collaborative framework with EW Berhad, the Brand License Agreement will also be terminated. Following this, the Group has proposed a change of name to EWI Capital Berhad to reflect its evolving business direction and to establish its own proprietary and a stand-alone corporate identity.</p> <p>In addressing any potential conflict of interest, we also take note that Tan Sri Liew and Datuk Heah Kok Boon have resigned from the Board, thereby eliminating dual board representation and potential governance ambiguity. In addition, alternative mechanisms have been mutually agreed to address potential conflict of interest scenarios.</p> <p>Please refer to Section 6.1 of this IAL for further details.</p>
Section 6.2	Effects of the Proposals	<p>The Proposals will not have any effect on the issued share capital of the Company and substantial shareholders' shareholding of the Company as the Proposals will not involve issuance of any new Shares.</p> <p>Save for the expenses to be incurred arising from the Proposals, the Proposals are not expected to have any material effect on the consolidated NA, NA per Share, gearing, earnings and EPS of the Group.</p> <p>Please refer to Section 6.2 of this IAL for further details.</p>

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**EXECUTIVE SUMMARY (CONT'D)**

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Section in this IAL	Consideration factors	MIDF Investment's evaluation
Section 6.3	Industry outlook	<p>Based on the outlook for the real estate market in the UK, the UK housing market remains supported by strong demand but is constrained by limited new supply, elevated construction costs and high financing rates.</p> <p>Meanwhile, the Australian real estate market is expected to remain supported by strong migration-led demand. Despite elevated construction costs and a tight interest rate environment, the outlook remains viable over the medium term as interest rate reductions are anticipated to improve affordability.</p> <p>The Malaysian real estate market recorded strong activity levels in 2024, driven by supportive government initiatives and a reduction in residential overhang. The sector is expected to maintain a stable trajectory, supported by economic growth that is driven by resilient domestic demand, wage growth and investment activities, as well as a conducive interest rate environment.</p> <p>Please refer to Section 6.3 of this IAL for further details.</p>
Section 6.4	Risk factors in relation to the Proposals	<p>The risks for the Proposals are set out in Section 5, Part A of the Circular. We wish to highlight the risks of the Proposals to the non-interested shareholders of EcoWorld International, being (i) cessation of branding synergies with EW Berhad; (ii) the success of the Group's business expansion into Malaysia is subject to risks inherent in the real estate industry; (iii) inability to identify or acquire investment assets and/or real estate development projects suitable for the Group's purposes may have adverse impact on the Group's future performance; and (iv) potential conflict of interest between the Company and EW Berhad.</p> <p>In evaluating the Proposals, the non-interested shareholders of the Company should carefully consider the said risk factors and their respective mitigating factors prior to voting on the resolutions pertaining to the Proposals at the forthcoming EGM of the Company. Non-interested shareholders of the Company should also note that the risk factors mentioned therein are not meant to be exhaustive.</p> <p>Please refer to Section 6.4 of this IAL for further details.</p>

### 3. CONCLUSION AND RECOMMENDATION

Premised on our overall assessment of the Proposals and our evaluation as set out in Section 6 of this IAL, we are of the opinion that, on the basis of the information available to us, the Proposals are **fair and reasonable** and is **not detrimental** to the interests of the non-interested shareholders of EcoWorld International.

Accordingly, we recommend that the non-interested shareholders of EcoWorld International to **vote in favour** of the resolutions pertaining to the Proposals to be tabled at the Company's forthcoming EGM.

**Registered Office:**  
Level 25, Menara MBSB Bank  
PJ Sentral, Lot 12  
Persiaran Barat, Seksyen 52  
46200 Petaling Jaya, Selangor

**30 May 2025**

**To: The Non-Interested Shareholders of EcoWorld International**

Dear Sir/Madam,

**ECO WORLD INTERNATIONAL BERHAD (“ECOWORLD INTERNATIONAL” OR THE “COMPANY”)**

**INDEPENDENT ADVICE LETTER TO THE NON-INTERESTED SHAREHOLDERS OF ECOWORLD INTERNATIONAL IN RELATION TO THE PROPOSALS**

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*This IAL is prepared for the inclusion in the Circular in relation to the Proposals. All definitions used in this IAL shall have the same meaning as the words and expressions defined in the “Definitions” section in Part A of the Circular, except where the context otherwise requires or where otherwise defined herein.*

## **1. INTRODUCTION**

On 30 April 2025, CIMB had, on behalf of the Board, announced that EcoWorld International proposes to undertake the Proposals.

The Group is currently an international property developer with property development projects only in the UK and Australia. The main objective of the Proposals is to enable the Group to pursue property investment and/or development opportunities in Malaysia whilst maintaining their presence and retaining their access to the UK and Australia real estate markets.

Further details of the Proposals are set out in Section 2 of Part A of the Circular.

In view of the interests of certain Directors and Major Shareholders of EcoWorld International and Persons Connected to them in the Proposals as set out in Section 10 of Part A of the Circular, the Proposals are deemed as related party transactions pursuant to Paragraph 10.08 of the Listing Requirements. Accordingly, the Board had on 28 April 2025 appointed MIDF Investment as the Independent Adviser to advise the non-interested Directors and non-interested shareholders of EcoWorld International in respect of the Proposals.

The purpose of this IAL is to provide the non-interested shareholders of EcoWorld International with an independent evaluation on the fairness and reasonableness of the Proposals and whether the Proposals are detrimental to the non-interested shareholders of EcoWorld International, together with our recommendation on whether the non-interested shareholders of EcoWorld International should vote in favour of the resolutions pertaining to the Proposals at the Company’s forthcoming EGM, subject to the scope and limitations of our role and evaluation as specified herein. Nonetheless, you should rely on your own evaluation of the merits of the Proposals before making a decision on the course of action to be taken at the forthcoming EGM of the Company.

This IAL is prepared solely for the use of the non-interested shareholders of EcoWorld International for the purposes stated above and should not be used and relied upon by any other party for any other purposes whatsoever.

**YOU ARE ADVISED TO READ AND UNDERSTAND BOTH THIS IAL AND PART A OF THE CIRCULAR TOGETHER WITH THE ACCOMPANYING APPENDICES, AND TO CONSIDER CAREFULLY THE RECOMMENDATIONS CONTAINED IN BOTH THE LETTERS BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT THE FORTHCOMING EGM OF THE COMPANY.**

**IF YOU ARE IN ANY DOUBT AS TO THE COURSE OF ACTION TO BE TAKEN, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.**

## **2. DETAILS OF THE PROPOSALS**

The details of the Proposals are set out in Section 2 of Part A of the Circular, which should be read in their entirety by the non-interested shareholders of EcoWorld International.

## **3. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM**

The interests of the interested Directors, interested Major Shareholders and/or Persons Connected to them are set out in Section 10 of Part A of the Circular.

## **4. SCOPE AND LIMITATIONS OF OUR EVALUATION OF THE PROPOSALS**

MIDF Investment was not involved in any formulation or any deliberation and negotiation on the terms and conditions of the Proposals. The terms of reference of our appointment as Independent Adviser to the non-interested Directors and non-interested shareholders are in accordance with the requirements set out in Paragraph 10.08(3) of the Listing Requirements. MIDF Investment's scope as Independent Adviser is limited to expressing an independent opinion on the fairness and reasonableness of the Proposals insofar as the non-interested shareholders are concerned and whether the Proposals are to the detriment of the interest of the non-interested shareholders, based on information and documents made available to us but not limited to the following:

- (i) information contained in Part A of the Circular and the appendices attached thereto;
- (ii) the Collaboration Agreement;
- (iii) the Brand License Agreement;
- (iv) the salient terms of the Termination Agreements;
- (v) other relevant information, documents, confirmations and/or representations provided by, or obtained in or derived from our discussions with the Board and management of EcoWorld International; and
- (vi) other relevant publicly available information such as the Company's annual reports, the Company's unaudited quarterly report for the FPE 31 January 2025 and the Company's announcement on 30 April 2025 in relation to the Proposals.

We have not conducted any form of independent investigation into the business, affairs, operations, financial position or prospects of the Group and all relevant parties involved in the Proposals. We have relied on the Board and management of EcoWorld International to exercise due care to ensure that all information, documents and representations provided to us to facilitate our evaluation of the Proposals are accurate, valid and complete in all material respects. Accordingly, we have not independently verified such information, whether written or verbal, and shall not assume responsibility or liability whatsoever for its reasonableness, reliability, validity, accuracy and/or completeness of such information.

After making all reasonable enquiries and to the best of our knowledge and belief, we are satisfied with the disclosures from the Board and management of EcoWorld International, and that sufficient information has been obtained, and we have no reason to believe any of the information is unreliable, incomplete, misleading or inaccurate of which might reasonably affect our evaluation and opinion as set out in this IAL.

The Board has seen and approved the content of this IAL and has individually and collectively accepted full responsibility for the accuracy of the information contained in this IAL (save for the assessment, evaluation and opinion of MIDF Investment) and confirmed that after having made all reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements or no other facts and/or information, the omission of which would make any information in this IAL incomplete, false or misleading.

The responsibility of the Board in respect of the independent advice and expression of opinion by MIDF Investment in relation to the Proposals are limited to ensuring that accurate information in relation to the Group was provided to MIDF Investment for its evaluation of the Proposals and to ensure that all information in relation to the Group that are relevant to MIDF Investment's evaluation of the Proposals have been completely disclosed to MIDF Investment and that there is no material fact, the omission of which would make any information provided to MIDF Investment false or misleading.

Our scope as Independent Adviser is limited to expression of an independent opinion on the Proposals. We note that the Proposed Change of Name is conditional upon the Proposed Collaboration Agreement Termination, however, the Proposed Collaboration Agreement Termination is not conditional upon the Proposed Change of Name. In rendering our advice, we have taken note of the pertinent matters which we believe are of general importance in enabling us to form our opinion on the fairness and reasonableness of the Proposals and whether the Proposals are detrimental to the interest of the non-interested shareholders of the Company.

It is not within our terms of reference to express any opinion on the commercial risks or commercial merits of the Proposals which remains the sole responsibility of the Board, and where comments or points of consideration are included on certain pertinent matters which may be commercially oriented, these are incidental to our overall evaluation and concern matters which we may deem material for disclosure.

Our evaluations as set out in this IAL are rendered solely for the benefit of the non-interested shareholders of EcoWorld International as a whole. We have not taken into consideration any specific investment objective, financial situation or particular needs of any individual non-interested shareholder or any specific group of non-interested shareholders. We recommend that any individual non-interested shareholder or group of non-interested shareholders who are in doubt as to the action to be taken or require advice in relation to the Proposals in the context of their individual objectives, financial situation or particular needs, to consult their respective stockbrokers, bank managers, solicitors, accountants or other professional advisers.

Our evaluations and opinions as set out in this IAL are based upon market, economic, industry, regulatory and other conditions (if applicable) and the information/documents made available to us, as at the LPD or such other relevant period as discussed herein (as the case may be). Such conditions may change significantly over a period of time. Accordingly, our evaluations and opinions in this IAL do not take into account the information, events and conditions arising after the LPD or such other relevant period as discussed herein (as the case may be).

We will notify the non-interested shareholders, if after the despatch of this Circular, we:

- (a) become aware of significant change affecting the information contained in this IAL;
- (b) have reasonable grounds to believe that a material statement in this IAL is misleading or deceptive; or
- (c) have reasonable grounds to believe that there is a material omission in this IAL.

If circumstances require, a supplementary IAL will be sent to the non-interested shareholders of EcoWorld International.

## 5. DECLARATION OF CONFLICT OF INTEREST AND OUR CREDENTIALS, EXPERIENCE AND EXPERTISE

We confirm that we are not aware of any circumstances which exist or are likely to give rise to a possible conflict of interest situation for MIDF Investment to carry out the role as the Independent Adviser to EcoWorld International in respect of the Proposals, and we do not have any other professional relationship with EcoWorld International in the past two (2) years prior to the date of this IAL.

MIDF Investment is a participating organisation of Bursa Securities and a holder of the Capital Markets Services License issued by the Securities Commission Malaysia as a Principal Adviser who is permitted to carry out activity of advising on corporate finance under the Capital Markets and Services Act, 2007. MIDF Investment provides a range of advisory services which include, amongst others, mergers, acquisitions and divestitures, take-overs/general offers, fund raising, initial public offerings and reverse take-overs. We have significant experience in the independent analysis of transactions and issuing opinions on whether the terms and financial conditions of a transaction are deemed fair and reasonable, including those of acquisitions, disposals and general offers.

Our credentials and experience as an Independent Adviser, since 2017 and up to the date of this IAL, include amongst others, the following:

- (i) independent advice letter dated 30 May 2023 to the non-interested shareholders of Glomac Berhad ("**Glomac**") in relation to the acquisition of the remaining 49% equity interest in Glomac Bina Sdn Bhd not owned by Glomac from Tan Sri Dato' Mohamed Mansor bin Fateh Din and Mohd Yasin Loh bin Abdullallah for a total cash consideration of RM16,252,854;
- (ii) independent advice letter dated 3 March 2023 to the non-interested shareholders of Malton Berhad ("**Malton**") in relation to the disposal by Regal Path Sdn Bhd, a 51% joint venture of Malton, of the Pavilion Bukit Jalil Mall to Pavilion Real Estate Investment Trust for a total indicative disposal consideration of RM2,200,000,000;
- (iii) independent advice letter dated 23 March 2021 to the non-interested shareholders of Bina Puri Holdings Bhd ("**Bina Puri**") pertaining to the acquisition of 2,022,593 ordinary shares in Ideal Heights Properties Sdn Bhd ("**IHP**"), representing 44.5% equity interest in IHP by Bina Puri Properties Sdn Bhd (wholly-owned subsidiary of Bina Puri) for a total purchase consideration of RM26,938,000 to be satisfied in cash and issuance of new ordinary shares in Bina Puri;
- (iv) independent advice letter dated 26 September 2018 to the non-interested shareholders of DRB-HICOM Berhad ("**DRB-HICOM**") in relation to the disposal by HICOM Holdings Berhad, a wholly-owned subsidiary of DRB-HICOM, of 74,000,000 ordinary shares in Alam Flora Sdn Bhd ("**AFSB**"), representing 97.37% equity interest in AFSB, to Tunas Pancar Sdn Bhd, a wholly-owned subsidiary of Malakoff Corporation Berhad, for a cash consideration of RM944,610,000;

- (v) independent advice letter dated 28 March 2018 to the shareholders of DutaLand Berhad (“**DutaLand**”) pertaining to the disposal by Pertama Land & Development Sdn Bhd, a wholly owned subsidiary of Duta Plantations Sdn Bhd which in-turn is wholly-owned by DutaLand, of the plantation assets in the district of Beluran (Labuk-Sugut) and Tongod, Sabah, measuring approximately 11,579.31 hectares to Boustead Rimba Nilai Sdn Bhd, a wholly owned subsidiary of Boustead Plantations Berhad, for a total cash consideration of RM750,000,000; and
- (vi) independent advice letter dated 27 April 2017 to the non-interested shareholders of MMC Corporation Berhad (“**MMC**”) in relation to the acquisition of 37,459,501 ordinary shares in Penang Port Sdn Bhd (“**PPSB**”), representing approximately 51.0% ordinary equity interest in PPSB by MMC Port Holdings Sdn Bhd, a wholly-owned subsidiary of MMC, from Seaport Terminal (Johore) Sdn Bhd for a cash consideration of RM220,000,000.

Premised on the foregoing, we are capable, competent and have the relevant experience in carrying out our role and responsibilities as the Independent Adviser to advise the non-interested directors and non-interested shareholders of EcoWorld International for the Proposals.

## 6. EVALUATION OF THE PROPOSALS

In arriving at our opinion and recommendation as the Independent Adviser to the non-interested shareholders of EcoWorld International in respect of the Proposals, subject to the aforementioned reliance and limitation, we have considered the following factors:

- (i) rationale and benefits of the Proposals; Section 6.1
- (ii) effects of the Proposals; Section 6.2
- (iii) industry outlook; and Section 6.3
- (iv) risk factors in relation to the Proposals. Section 6.4

### 6.1 Rationale and benefits of the Proposals

We take cognisance of the rationale and benefits of the Proposals as stated in Section 3 of Part A of the Circular.

#### 6.1.1 Strategic flexibility through market expansion

The Collaboration Agreement was executed in conjunction with the EWI IPO and intended to outline the basis of the mutual collaboration between the parties and as a means of mitigation for any potential conflict of interest situation, the parties have agreed upon geographical segregation for their respective property development and investments.

Prior entry into the Collaboration Agreement, EcoWorld International was a newly established entity and the Brand License Agreement was intended to facilitate EcoWorld International’s early growth by leveraging on the strength and market recognition of the “ECOWORLD” brand granted to EcoWorld International.

In the intervening years, the Company has established strong operational footprint in the UK and Australia. Nevertheless, since Covid-19 pandemic, these markets have faced headwinds such as higher interest rates, increased construction costs, and tighter labour markets, which poses challenges for new property project launches.



In light of these conditions, the Malaysian market has been identified as a jurisdiction that offers more favourable growth prospects, coupled with the management's local market familiarity, and regulatory frameworks that permit progressive revenue recognition, which supports this shift. However, under the terms of the existing Collaboration Agreement, EcoWorld International is currently precluded from undertaking property development in Malaysia. Hence, the Proposed Collaboration Agreement Termination is being undertaken to enable EcoWorld International to pursue property investment and/or property development opportunities in Malaysia.

We are of the view that the Proposed Collaboration Agreement Termination will enable the Group to pivot strategically into a market with more favourable operating conditions. While EcoWorld International has built a presence in the UK and Australia, prevailing market conditions in these countries, including elevated interest rates, construction cost pressures, policy uncertainties, and cooling foreign investment sentiment, have created a more challenging landscape for new project launches in the near-term. These challenges, when coupled with uncertain demand, longer project gestation, and completion method revenue recognition framework, constrain near-term cash flow and earnings visibility.

In contrast, the Malaysian market offers better near-term growth stability for the Group. Supported by consistent demand, local market familiarity, and progressive revenue recognition framework, the Malaysian real estate market presents an opportunity for the Group to rebalance its earnings profile and generate more consistent cash flows while evaluating the timing of its project launches in its overseas markets. The ability to redirect part of its resources into Malaysia, where the management team has local market familiarity, will allow EcoWorld International to enhance shareholder value through geographical diversification and better capital allocation. Backed by the Group's net cash position and with the absence of debt, the Group is well positioned to pursue these opportunities with financial flexibility and without straining its balance sheet. As at 31 January 2025, the Company and its subsidiary companies had cash and cash equivalents of approximately RM156.94 million. In addition, the Group's effective share of cash and cash equivalents held at its joint venture companies amounted to approximately RM34.49 million (based on its effective equity interest). Currently, the Group has no borrowings, reflecting a strong financial position to support its strategic initiatives.

In line with this strategic shift, and consequential to the Proposed Collaboration Agreement Termination, the objective of the parties to adopt a shared branding framework will no longer subsist. Accordingly, both parties have also agreed to terminate the Brand License Agreement. Following the termination of the Brand License Agreement, EcoWorld International will no longer have the right to use the "ECOWORLD" brand. As such, the Company has proposed a change of company name to EWI Capital Berhad (subject to the shareholders' approval at the forthcoming EGM) to reflect its evolving business direction and the formalisation of its stand-alone corporate identity. The brand transition will be carried out progressively over a 12-months transition period to allow for an orderly phase-out of its use of the Eco World Marks.

We are of the view that this sequential transition, beginning with the termination of the Collaboration Agreement, followed by the termination of the Brand License Agreement, and leading to the Proposed Change of Name, is necessary to enable the Group to operate independently, reposition its brand in line with its strategic objectives, and pursue new market opportunities in Malaysia. In addition, the 12-month transition period, as mutually agreed by both parties, is reasonable and operationally sufficient to support an orderly shift to the new corporate identity, with minimal disruption to the Company and ongoing project execution.

While the Group will no longer be able to use the "ECOWORLD" brand, shareholders should note that EcoWorld International is already well-recognised in its existing overseas markets based on its proven track record in project delivery and execution. Nonetheless, we acknowledge that in entering the Malaysian market, the Group will need to gradually establish its identity under a new name, which the Group is expected to achieve over time.

### 6.1.2 Reinforcement of governance and conflict of interest mitigation measures

While the Collaboration Agreement aims to, among others, mitigate potential conflicts of interest between EcoWorld International and EW Berhad due to their similar business presence in the same jurisdictions, both parties have mutually agreed on the alternative mechanism to address potential conflict of interest following the Termination of Collaboration Agreement.

As stipulated under the Termination of Collaboration Agreement, for so long as EW Berhad is the Major Shareholder of EcoWorld International, in the event a proposal relating to property development project and/or property investment project is presented by EcoWorld International for shareholders' approval and EW Berhad and/or its nominee holding the Shares votes against such proposal, EW Berhad shall not, whether by itself or through any of its subsidiaries or joint ventures companies, undertake and/or invest in such project for a period of twelve (12) months from the date on which EW Berhad and/or its nominee holding the Shares voted against the proposal.

We noted that on 30 April 2025, Tan Sri Liew had resigned from his role as Director and the Executive Vice Chairman of EcoWorld International (who is also the Director and Executive Chairman of EW Berhad), and EW Berhad's representative, Datuk Heah Kok Boon had also resigned as a Non-Independent Non-Executive Director of EcoWorld International (who is also the Alternate Director to Tan Sri Liew & Chief Financial Officer of EW Berhad). Following the above resignations, Tan Sri Liew will no longer have any executive influence or oversight over the Board's deliberations or business strategies. Similarly, Datuk Heah Kok Boon will no longer have any influence or oversight over the Board's deliberations or business strategies. These resignations eliminate dual board representation and potential governance ambiguity, thereby complementing the Proposals and collectively enhances EcoWorld International's corporate governance framework ahead of the completion of the Proposals.

In addition, the imposition of the 12-month restriction period on EW Berhad and/or its subsidiaries or joint venture companies, as stipulated under the Termination of Collaboration Agreement, is, in our view, reasonable and sufficient in addressing potential conflict of interest scenarios. This restriction ensures that where EW Berhad and/or its nominee votes against a proposed property development project and/or property investment project by EcoWorld International, EW Berhad and/or its subsidiaries or joint venture companies are precluded from subsequently undertaking or investing in such project for a period of 12 months. The restriction is intended to ensure that any opportunity voted down is not immediately pursued by EW Berhad, its subsidiaries, or joint venture companies for their own benefit. As such, this mechanism reduces the risk of conflicting commercial interests and limits the likelihood of EW Berhad voting against proposals with the intention of pursuing the same opportunities independently during the restricted period.

We are of the opinion that these measures are both appropriate and adequate in maintaining arm's-length independence and protecting the interests of the Company's minority shareholders following the implementation of the Proposals.

**Premised on all the above, we are of the view that the rationale and benefits of the Proposals are fair and reasonable and not detrimental to the interests of the non-interested shareholders of EcoWorld International.**

## 6.2 Effects of the Proposals

We noted the following effects of the Proposals as set out in Section 6 of Part A of the Circular:

### (i) Share capital and substantial shareholders' shareholdings

The Proposals will not have any effect on the issued share capital and the substantial shareholders' shareholdings of the Company as the Proposals will not involve issuance of any new Shares.

**(ii) NA, NA per Share and gearing**

Save for the expenses to be incurred arising from the Proposals, the Proposals are not expected to have any material effect on the consolidated NA, NA per share and gearing of the Group.

**(iii) Earnings and EPS**

Save for the expenses to be incurred arising from the Proposals, the Proposals are not expected to have any material effect on the earnings and EPS of the Group.

**Premised on the above, and noting that the accessibility to participate in the Malaysian property market allows for progressive revenue recognition under the Malaysian Financial Reporting Standards framework (as compared to the completed method of revenue recognition generally adopted under International Financial Reporting Standards in the Group's overseas markets), the Group is expected to experience less volatility in its earnings and cash flow. Accordingly, we are of the view that the effects of the Proposals are not detrimental to the interests of the non-interested shareholders of EcoWorld International.**

### 6.3 Industry outlook

In evaluating the industry outlook of the Group moving forward, we have considered the outlook of the real estate markets in the UK, Australia, and Malaysia, which have been summarised as follows:

- (i) In 2024, the UK housing market recorded a 4.6% increase in the House Price Index and a 9% rise in private rental rates, amid ongoing supply-side constraints and affordability challenges. New private home registrations stood at 68,987 units, 32% below the pre-pandemic annual average from 2010 to 2019;
- (ii) Although construction cost inflation stabilised at 4.0% during the year, total costs remain 31.1% above 2019 levels. Elevated interest rates, with the Bank of England's base rate at 4.25%, have contributed to reduced homebuyer purchasing power and limited new project launches. While interest rates are anticipated to decline gradually, broader macroeconomic uncertainties may continue to affect investor sentiment;
- (iii) In Australia, house prices and rental rates rose by 2.9% and 6.4% respectively in 2024. A total of 110,438 new private homes were completed in 2024, though supply remains insufficient to meet demand, supported by net migration inflows of 400,000 to 500,000 people annually;
- (iv) Construction costs increased by 4.3% during the year and are now 33% higher than 2019 levels. The Reserve Bank of Australia's cash rate of 3.85% has continued to weigh on housing affordability and the viability of new project launches. Interest rates are expected to ease gradually, though a cautious outlook persists due to a soft economic outlook shaped by global trade tensions and geopolitical risks;
- (v) In Malaysia, the real estate sector recorded a year-on-year increase of 18% in total transaction value to RM232 billion in 2024. The residential sub-sector accounted for 46% of total transaction value, followed by commercial (25%) and industrial (12%) segments. Market recovery was supported by government initiatives under Budget 2023 and 2024, as well as structural reforms; and

- (vi) The residential overhang declined by 10.3% in volume and 21.2% in value compared to 2023. The domestic real estate market is expected to remain stable, supported by Malaysia's economic growth that is driven by resilient domestic demand, wage growth and investment activities, alongside steady interest rate conditions and investor sentiment. These factors are expected to be the key drivers of real estate activity in Malaysia.

### 6.3.1 UK real estate market

In 2024, the UK housing market experienced notable price and rental growth despite underlying challenges in housing supply and affordability. The UK House Price Index rose by 4.6%, while private rental rates in the UK surged by 9%, reflecting strong demand pressures in both ownership and rental segments. Supply-side constraints also persisted, with only 68,987 new private homes registered in the UK by National House Building Council during the year, 32% below the pre-pandemic annual average recorded from 2010 to 2019.

Construction costs continued to pose challenges for new developments. Although cost inflation has stabilised following a 4.0% increase in 2024, total construction costs remain elevated, which are up 31.1% compared to 2019 levels.

High interest rates further compounded supply constraints. The Bank of England's base rate remains significantly above pre-pandemic norms, at 4.25%, compared to the 0.25% to 0.75% range that prevailed through most of 2010 to 2020. These elevated rates have reduced the purchasing power of homebuyers and increased financing costs for developers, limiting new project launches.

Looking ahead, gradual declines in interest rates are expected to improve affordability and stimulate buyer activity. However, broader economic headwinds in the near to medium term, such as trade tensions and geopolitical uncertainty, may continue to dampen investor confidence. Given the elevated construction costs, selling prices will need to outpace construction cost growth to restore development viability.

*(Source: UK Office for National Statistics and National House Building Council)*

### 6.3.2 Australia real estate market

Australia's housing market in 2024 saw moderate growth, with average house prices increasing by 2.9% and rental rates rising by 6.4%. Despite the completion of 110,438 new private homes in 2024, the pace of housing supply has not kept up with demand, largely driven by strong net migration inflows of 400,000 to 500,000 people annually.

Construction costs, although stabilised after a 4.3% rise in 2024, remain significantly above pre-pandemic levels, having increased by 33% since 2019. Alongside this, elevated interest rates have continued to impact market activity. The Reserve Bank of Australia's cash rate stands at 3.85%, much higher than the 0.75% to 2.5% range seen between 2015 and 2020. These higher rates have made home financing more expensive and limited the feasibility of launching new housing projects.

It is expected that interest rates will decline gradually, which will improve affordability and support buyer demand. However, investor confidence may stay subdued due to a soft economic outlook shaped by global trade tensions and geopolitical risks. Over the long term, sustained migration inflows are expected to bolster underlying demand, helping to support both property prices and rental growth.

*(Source: Australia Bureau of Statistics)*

### 6.3.3 Malaysia real estate market

Malaysia's real estate market recorded significant increase in level of activities in 2024, with the total value of property transactions rising by 18% year-on-year to RM232 billion. This surge in activity reflects growing confidence and renewed momentum across all major segments. The residential sub-sector led with a 46% share of total transaction value, followed by commercial (25%) and industrial (12%) segments, indicating broad-based market participation.

The recovery was supported by various government initiatives aimed at stimulating economic activity and promoting sustainable growth in the property sector. Policies introduced under Budget 2023 and 2024, alongside structural reforms and incentives, played a key role in boosting market sentiment and encouraging real estate investment nationwide.

A positive development in 2024 was the continued reduction in residential overhang. The number of unsold completed units dropped by 10.3% in volume and 21.2% in value compared to 2023, reaching 23,149 units worth RM13.9 billion in 2024. Compared to the peak in 2018, the overhang in terms of number of units has fallen by 28%, reflecting healthier absorption rates and more balanced supply-demand conditions.

The real estate market is expected to maintain a stable trajectory, supported by Malaysia's economic growth that is driven by resilient domestic demand, wage growth and investment activities. With inflation expected to remain in line with recent historical trends, the outlook for interest rates remains stable, creating a more predictable environment for both buyers and investors. Stable domestic economic growth, interest rate conditions, and investor sentiment are expected to be the key drivers of real estate activity in Malaysia.

*(Source: Malaysia National Property Information Centre (NAPIC), Bank Negara Malaysia)*

**In summary, based on the outlook for the real estate market in the UK as set out in Section 6.3.1 of this IAL, the UK housing market remains supported by strong demand. While a gradual easing of interest rates may improve affordability and support buyer sentiment, mortgage rates and construction costs remain elevated compared to pre-pandemic levels. Although the significant undersupply of housing in the UK points to a potential recovery in buying demand, the timing of such recovery remains uncertain.**

**Meanwhile, the Australian real estate market, as discussed in Section 6.3.2 of this IAL, is expected to remain supported by strong migration-led demand. Despite elevated construction costs and a tight interest rate environment, the outlook remains viable over the medium term as interest rate reductions are anticipated to improve affordability and support transaction activity.**

**The Malaysian real estate market, as set out in Section 6.3.3 of this IAL, recorded strong activity levels in 2024, driven by supportive government initiatives and a reduction in residential overhang. The sector is expected to maintain a stable trajectory, supported by economic growth that is driven by resilient demand, wage growth and investment activities, as well as a conducive interest rate environment.**

**Premised on the above, barring any unforeseen circumstances, we are of the view that the Proposals are in the best interests of EcoWorld International and not detrimental to the non-interested shareholders of the Company.**

#### 6.4 Risk factors in relation to the Proposals

We take note of the risk factors in relation to the Proposals as set out in Section 5 of Part A of the Circular as follows:

- (i) Cessation of branding synergies with EW Berhad;
- (ii) The success of the Group's business expansion into Malaysia is subject to risks inherent in the real estate industry;
- (iii) Inability to identify or acquire investment assets and/or real estate development projects suitable for the Group's purposes may have adverse impact on the Group's future performance; and
- (iv) Potential conflict of interest between the Company and EW Berhad.

Based on the above, and in assessing the Proposals, we have considered the potential risks that may arise following the termination of the Collaboration Agreement and Brand License Agreement. Upon the termination of the Brand License Agreement, EcoWorld International will no longer be able to rely on the brand affiliation previously in place with EW Berhad. While EcoWorld International has progressively shifted to independent operations and branding, the introduction of a new corporate and brand identity may create temporary uncertainties in market perception and stakeholder expectations. However, we note that EcoWorld International has established its own credentials in its core markets, and the risk of reputational disruption is expected to be minimal and manageable.

Following the implementation of the Proposals, EcoWorld International will also no longer be contractually restricted from undertaking property development and/or property investments in Malaysia. This flexibility is a key driver for the Proposals. However, it necessarily introduces new risks associated with local market entry, including regulatory compliance, competitive pressures, execution risks and the availability of viable investment opportunities. Furthermore, while EcoWorld International intends to explore domestic expansion, there can be no assurance that such opportunities will materialise in a timely manner or deliver the anticipated financial returns. We note, however, that the Board and management of EcoWorld International have local market familiarity and intend to pursue any new initiatives with prudent financial and commercial due diligence.

Further, the possibility of future similar business presence or perceived competition between EcoWorld International and EW Berhad in the same jurisdictions, which could raise concerns of conflict of interest. While the Collaboration Agreement previously provided contractual boundaries to prevent such issues, the parties have now mutually agreed on and adopted contractual safeguards. These safeguards are a continuous effort by both parties to mitigate such conflict of interest. In any event, EW Berhad would also remain subject to the conflicts of interest provisions under the Act and the Listing Requirements.

Taking the above into consideration, we are of the view that the risk factors arising from the Proposals are not detrimental to the interests of the non-interested shareholders of the Company.

In evaluating the Proposals, the non-interested shareholders of the Company should carefully consider the said risk factors and their respective mitigating factors prior to voting on the resolutions pertaining to the Proposals at the forthcoming EGM of the Company. Non-interested shareholders of the Company should also note that the risk factors mentioned therein are not meant to be exhaustive.

## 7. CONCLUSION AND RECOMMENDATION

In arriving at our conclusion and recommendation, we have considered the fairness and reasonableness of the Proposals based on all relevant and pertinent factors, as summarised below, which the non-interested shareholders should carefully consider before making a decision to vote on the resolutions pertaining to the Proposals:

- (i) rationale and benefits of the Proposals are **reasonable** and **not detrimental** to the interest of the non-interested shareholders of EcoWorld International which are set out in Section 6.1 of this IAL;
- (ii) the effects of the Proposals are **not detrimental** to interests of the non-interested shareholders of EcoWorld International which are set out in Section 6.2 of this IAL;
- (iii) the industry outlook, which are set out in Section 6.3 of this IAL; and
- (iv) the risk factors in relation to the Proposals, which are set out in Section 6.4 of this IAL.

After taking into consideration our evaluation and the pertinent factors highlighted in the preceding sections of this IAL, we are of the opinion that, on the basis of the information available to us, the Proposals are **fair and reasonable** and are **not detrimental** to the interests of the non-interested shareholders of EcoWorld International.

Accordingly, we recommend the non-interested shareholders of EcoWorld International to **vote in favour** of the resolutions pertaining to the Proposals to be tabled at the forthcoming EGM of the Company.

**YOU ARE ADVISED TO READ BOTH THIS IAL AND PART A OF THE CIRCULAR TOGETHER WITH THE ACCOMPANYING ANNEXURE AND APPENDICES AND CAREFULLY CONSIDER THE RECOMMENDATIONS CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT THE FORTHCOMING EGM.**

Yours faithfully,  
For and on behalf of  
**MIDF AMANAH INVESTMENT BANK BERHAD**

**DATO' SERI DIRAJA NUR JULIE GWEE ARIFF**  
Chief Executive Officer

**WAN HUNG SEE**  
Senior Director / Head,  
Corporate Finance



## ADDITIONAL INFORMATION

### 1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by our Board and they collectively and individually accept full responsibility for the accuracy of the information given and confirm that, after making all the reasonable enquiries and to the best of their knowledge and belief, there are no false or misleading statements or other facts, the omission of which would make any statement in this Circular misleading.

### 2. MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES

#### 2.1 Material commitments

Save as disclosed below, as at 31 January 2025, being the latest available unaudited consolidated financial results of our Company, our Group does not have any other material commitments incurred or known to be incurred by our Group which, upon becoming enforceable, may have a material impact on the financial results/position of our Group:

	RM 000
<b><u>Approved and contracted for:</u></b>	
Commitment to fund our joint ventures as follows:	
(i) Eco World-Ballymore Holding Company Limited*	163,428
(ii) Be Eco World Investment Company Limited	84,499
	<b><u>247,927</u></b>

**Note:**

\* This represents the balance of the undrawn commitments which the shareholders of Eco World-Ballymore Holding Company Limited ("**EcoWorld Ballymore**") have committed to fund under the shareholders' agreement. The likelihood of EcoWorld Ballymore drawing any undrawn commitments or requiring further funding in the future is low considering that construction of the joint venture projects were completed with no outstanding banking facilities and EcoWorld Ballymore group has been repaying the shareholders' advances.

#### 2.2 Contingent liabilities

As at 31 January 2025, being the latest available unaudited consolidated financial results of our Company, there are no contingent liabilities incurred or known to be incurred by our Group which, upon becoming enforceable, may have a material impact on the financial results/position of our Group.

### 3. CONSENT AND DECLARATION OF CONFLICT OF INTEREST

#### 3.1 CIMB

CIMB, being the Principal Adviser for the Proposals, has given and has not subsequently withdrawn its written consent to the inclusion of its name and all references to it in the form and context in which it appears in this Circular.

CIMB, its related and associated companies, as well as its holding company, CIMB Group Holdings Berhad and the subsidiaries and associated companies of its holding company ("**CIMB Group**"), form a diversified financial group and are engaged in a wide range of investment and commercial banking, brokerage, securities trading, asset and funds management and credit transaction services businesses. CIMB Group has engaged and may in the future, engage in transactions with and perform services for our Company and/or our affiliates, in addition to CIMB's role as the Principal Adviser for the Proposals.



In addition, in the ordinary course of business, any member of the CIMB Group may at any time offer or provide its services to or engage in any transactions (on its own account or otherwise) with our Group or our shareholders or their affiliates or any other entity or person, hold long or short positions in securities issued by our Company or any of our affiliates, make investment recommendations and/or publish or express independent research views on such securities, and may trade or otherwise effect transactions for its own account or the account of its customers in debt or equity securities or senior loans of our Company and/or our affiliates. This is a result of the businesses of the CIMB Group generally acting independent of each other, and accordingly there may be situations where parts of the CIMB Group and/or its customers now or in the future, may have interest in or take actions that may conflict with the interests of our Company and/or our affiliates.

CIMB is of the view that there is no conflict of interest in respect of its capacity as the Principal Adviser to EcoWorld International for the Proposals due to the following:

- (i) CIMB is a licensed investment bank and its appointment as the Principal Adviser to EcoWorld International for the Proposals is in the ordinary course of its business and CIMB does not receive or derive any financial interest or benefits save for the professional fees received in relation to its appointment as the Principal Adviser to EcoWorld International for the Proposals;
- (ii) CIMB is required under its investment banking license to comply with applicable laws, regulations and guidelines issued by the relevant authorities governing its advisory business, which require, amongst others, segregation between dealing and advisory activities, implementation of “Chinese Wall” policies between different business divisions and the formation of an independent committee to review its business operations; and
- (iii) the conduct of the CIMB Group in its banking business is strictly regulated by the Financial Services Act 2013, the Capital Markets and Services Act 2007, Islamic Financial Services Act 2013, and the CIMB Group’s internal controls which includes, amongst others, the segregation of reporting structures, in that its activities are monitored and reviewed by independent parties and committees.

Accordingly, CIMB confirms that there is no conflict of interest which exists or is likely to exist in its role as the Principal Adviser to our Company for the Proposals.

### **3.2 MIDF Investment**

MIDF Investment, being the Independent Adviser for the Proposals, has given and has not subsequently withdrawn its written consent to the inclusion of its name and all references thereto in the form and context in which it appears in this Circular and the Independent Advice Letter.

MIDF Investment confirms that it is not aware of any circumstance that exists or is likely to exist which would give rise to a conflict of interest situation in its capacity as the Independent Adviser to our Company for the Proposals.

## **4. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at our registered office at Unit No. 19-01, Menara EcoWorld, Bukit Bintang City Centre, No. 2, Jalan Hang Tuah, 55100 Kuala Lumpur during normal office hours from Monday to Friday (except public holidays) from the date of this Circular up to and including the date of our EGM:

- (i) the Termination of Collaboration Agreement and Termination of Brand License Agreement as referred to in Section 2.2 of Part A of this Circular;
- (ii) our Constitution;
- (iii) our audited consolidated financial statements for the past two (2) FYE 2023 and FYE 2024 and our latest unaudited consolidated financial results for the FPE 31 January 2025; and
- (iv) the letters of consent and declaration of conflict of interest as referred to in Section 3 of this Appendix I.

**ECOWORLD**  
I N T E R N A T I O N A L  
CREATING TOMORROW & BEYOND  
**ECO WORLD INTERNATIONAL BERHAD**  
Registration No. 201301030020 (1059850-A)  
Incorporated in Malaysia

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Extraordinary General Meeting (“**EGM**”) of Eco World International Berhad (“**Company**” or “**ECOWORLD INTERNATIONAL**”) will be held physically on Tuesday, 24 June 2025 at 3.30 p.m. at Zepp Kuala Lumpur, B2-01-02, Level B2, The Labs, Bukit Bintang City Centre, No. 2, Jalan Hang Tuah, 55100 Kuala Lumpur, for the following purposes:

**ORDINARY RESOLUTION**

**PROPOSED TERMINATION OF THE COLLABORATION AGREEMENT DATED 27 OCTOBER 2016 BETWEEN ECOWORLD INTERNATIONAL AND ECO WORLD DEVELOPMENT GROUP BERHAD (“EW BERHAD”) (“COLLABORATION AGREEMENT”) (“PROPOSED COLLABORATION AGREEMENT TERMINATION”)**

“**THAT**, subject to and conditional upon the requisite approvals where necessary being obtained, approval be and is hereby given to the Company to undertake the Proposed Collaboration Agreement Termination;

**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, complete and to give full effect to, the Proposed Collaboration Agreement Termination and any proposal or transaction which is consequential to or in connection with the Proposed Collaboration Agreement Termination including the termination of the license agreement dated 14 October 2014 entered into between the Company and Eco World Development Sdn Bhd (“**EWDSB**”) read together with the subsequent novation agreement dated 15 April 2015 entered into between the Company, EWDSB and EW Berhad, 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 in the best interest of the Company.”

**SPECIAL RESOLUTION**

**PROPOSED CHANGE OF COMPANY NAME FROM “ECO WORLD INTERNATIONAL BERHAD” TO “EWI CAPITAL BERHAD” (“PROPOSED CHANGE OF NAME”)**

“**THAT**, subject to and conditional upon the passing of the Ordinary Resolution above and the requisite approvals where necessary being obtained, approval be and is hereby given to the Company to undertake the Proposed Change of Name which shall take effect from the date of issuance of the Notice of Registration of New Name by the Companies Commission of Malaysia and all references in the Constitution of the Company to the name of “Eco World International Berhad”, wherever the same may appear, shall be replaced with the name of “EWI Capital Berhad”;

**AND THAT** the Directors of the Company and/or Company Secretaries be and are hereby authorised to 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 Change of Name 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.”

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  
30 May 2025

## NOTES

- (i) In respect of deposited securities, only members whose names appear on the Record of Depositors on 17 June 2025 (General Meeting Record of Depositors) shall be eligible to attend, participate, speak and vote at the EGM 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 EGM 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 EGM, 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 EGM, 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 EGM, i.e. by Sunday, 22 June 2025 at 3.30 p.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 Damanela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur.

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

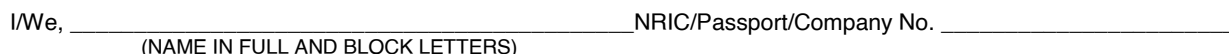
Alternatively, the instrument appointing the proxy may also be lodged electronically by email to [eservices@sshsb.com.my](mailto:eservices@sshsb.com.my) or by fax to +603-2094 9940.

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

## PERSONAL DATA PRIVACY

*By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.*

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



of \_\_\_\_\_  
(FULL ADDRESS)

and Telephone No./Email Address \_\_\_\_\_ being a member/members of \_\_\_\_\_

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			
Email Address			
Mobile Phone No.			

Full Name (in Block)	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			
Email Address			
Mobile Phone No.			

I/We indicate with an "x" in the spaces below how I/we wish my/our vote to be cast:

<b>ORDINARY RESOLUTION</b>	<b>FOR</b>	<b>AGAINST</b>
PROPOSED COLLABORATION AGREEMENT TERMINATION		
<b>SPECIAL RESOLUTION</b>	<b>FOR</b>	<b>AGAINST</b>
PROPOSED CHANGE OF NAME		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2025

Subject to the above stated voting instructions, my/our proxy/proxies may vote or abstain from voting on any resolutions as he/she/they may think fit.

<p>If appointment of proxy is under hand</p> <p>.....</p> <p>Signed by individual member/officer or attorney of member/ authorised nominee of          ..... (beneficial owner)</p>	<p>No. of shares held: .....</p> <p>Securities Account No: .....          (CDS Account No.) (Compulsory)</p> <p>Date: .....</p>
<p>If appointment of proxy is under seal</p> <p>The Common Seal of ..... was hereto affixed in accordance with its Constitution in the presence of:</p> <p>.....</p> <div style="display: flex; justify-content: space-between;"> <span>Director</span> <span>Director / Secretary</span> </div> <p>In its capacity as member/attorney of member/authorised nominee of          ..... (beneficial owner)</p>	<p>Seal</p> <p>No. of shares held: .....</p> <p>Securities Account No: .....          (CDS Account No.) (Compulsory)</p> <p>Date: .....</p>



#### NOTES

- (i) In respect of deposited securities, only members whose names appear on the Record of Depositors on 17 June 2025 (General Meeting Record of Depositors) shall be eligible to attend, participate, speak and vote at the EGM 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 EGM 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 EGM, 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 EGM, 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 EGM, i.e. by Sunday, 22 June 2025 at 3.30 p.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 email to [eservices@sshsh.com.my](mailto:eservices@sshsh.com.my) or by fax to +603-2094 9940.
- The lodging of the Proxy Form will not preclude you from attending and voting in person at the EGM of the Company should you subsequently wish to do so.

#### PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 30 May 2025.

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AFFIX  
STAMP

**Securities Services (Holdings) Sdn Bhd**  
Registration No. 197701005827 (36869-T)

Level 7, Menara Milenium,  
Jalan Damanlela,  
Pusat Bandar Damansara,  
Damansara Heights,  
50490 Kuala Lumpur.

2nd Fold Here

Fold This Flap For Sealing