

ECO WORLD DEVELOPMENT GROUP BERHAD

(Company No. 17777-V)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Forty-Third Annual General Meeting ("43rd AGM") of Eco World Development Group Berhad will be held at EcoWorld Gallery @ Eco Majestic, No. 1, Lingkar Eco Majestic, Eco Majestic, 43500 Semenyih, Selangor Darul Ehsan, Malaysia on Thursday, 16 March 2017 at 11.45 a.m. for the following purposes:

AGENDA

1.	To receive the Directors' Report and Audited Financial Statements for the financial year ended 31 October 2016 together with the Auditors' Report thereon.	(Please refer to Explanatory Note 1)
2.	To approve the payment of Directors' Fees for the financial year ended 31 October 2016.	(Resolution 1)
3.	To reelect the following Directors who are retiring by rotation in accordance with Article 80 of the Articles of Association of the Company: (a) Tan Sri Abdul Rashid bin Abdul Manaf (b) Dato' Chang Khim Wah (c) Mr. Tang Kin Kheong (d) Mr. Liew Tian Xiong	(Resolution 2) (Resolution 3) (Resolution 4) (Resolution 5)
4.	To reappoint Messrs. Baker Tilly Monteiro Heng as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration.	(Resolution 6)
AS SPECIAL BUSINESSES		
To consider and, if thought fit, to pass the following Ordinary Resolutions with or without modifications:		
5.	Ordinary Resolution 1 - Authority to issue and allot shares THAT subject always to the Companies Act, 2016 ("the Act"), the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant governmental/ regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Section 75 of the Act, to issue and allot shares in the Company to such persons, at any time, and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued does not exceed 10% of the total number of issued shares of the Company for the time being AND THAT the Directors be and also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND THAT such authority shall continue in force until the conclusion of the next AGM of the Company.	(Resolution 7) (Please refer to Explanatory Note 2)
6.	Ordinary Resolution 2 - Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature THAT subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Listing Requirements"), approval be and is hereby given to the Company and its subsidiaries ("EW Berhad Group") to enter into any of the transactions falling within the types of recurrent related party transactions of a revenue or trading nature of the EW Berhad Group with specified classes of Related Parties (as defined in the Listing Requirements and as specified in Section 2.3.1 of the Company's Circular dated 21 February 2017) which are necessary for the day to day operations and are in the ordinary course of business and are carried out at arms' length basis on normal commercial terms of the EW Berhad Group on terms not more favourable to the Related Parties than those generally available to the public and are not, in the Company's opinion, detrimental to minority shareholders of the Company and that such approval shall continue to be in force until: (i) the conclusion of the next Annual General Meeting of the Company ("AGM") at which time it will lapse, unless by a resolution passed at the meeting, the authority is renewed; or (ii) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Companies Act, 2016 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or (iii) revoked or varied by resolution passed by the shareholders in a general meeting, whichever is the earlier, AND THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities and to deal with all matters in relation thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the transactions contemplated and/or authorised by this Ordinary Resolution.	(Resolution 8) (Please refer to Explanatory Note 3)
7.	To transact any other business of which due notice has been given.	

By Order of the Board
Chua Siew Chuan (MAICSA 0777689)
Mak Chooi Peng (MAICSA 7017931)
Company Secretaries

Kuala Lumpur
21 February 2017

EXPLANATORY NOTES -

- Item 1 of the Agenda - Receipt of Report and Audited Financial Statements**
Item 1 of the Agenda is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval from the shareholders for the Audited Financial Statements. Hence, this Agenda item is not put forward for voting.
- Item 5 of the Agenda - Authority to issue shares pursuant to Section 75 of the Act**
The above Resolution 7 is for the purpose of seeking a renewal of the general mandate to empower the Directors of the Company pursuant to Section 75 of the Act, from the date of the above Meeting, to issue and allot ordinary shares from the unissued share capital of the Company at any time to such persons in their absolute discretion without convening a general meeting provided that the aggregate number of the shares issued does not exceed 10% of the total number of issued shares of the Company for the time being. The general mandate, unless revoked or varied at general meeting, will expire at the next AGM of the Company.
The general mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to placement of shares for the purpose of funding future investment(s), project(s), working capital and/or acquisition(s).
As at the date of this Notice, the Company did not implement its proposal for new allotment of shares under the general mandate pursuant to Section 75 of the Act as granted at the Forty-Second AGM of the Company held on 24 March 2016.
The Company had issued 432,426,527 new ordinary shares pursuant to a Private Placement at an issue price of RM1.30 per ordinary share ("Placement Exercise") which was approved by its shareholders at the Extraordinary General Meeting ("EGM") held on 12 October 2016. Details of the total proceeds raised from the Placement Exercise and its utilisation are disclosed in this Annual Report.
- Item 6 of the Agenda - Proposed Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature**
The proposed adoption of Resolution 8 is to renew the Shareholders' Mandate granted by the shareholders of the Company at the AGM on 24 March 2016. The proposed renewal of the Shareholders' Mandate will allow the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature to facilitate transactions entered into in the normal course of business of the Company and its subsidiary companies which are transacted from time to time with the related parties, provided that they are carried out on an arm's length basis and on normal commercial terms and not prejudicial to the shareholders on terms not more favorable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company.
Further information on the proposed Resolution 8 is set out in the Circular to Shareholders dated 21 February 2017.

Notes:

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 9 March 2017 shall be eligible to attend, speak and vote at the 43rd AGM.
- A member entitled to attend and vote at the 43rd AGM is entitled to appoint not more than two (2) proxies to attend and vote in his stead. A proxy may but does not need to be a member of the Company. Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. A proxy appointed to attend and vote at the 43rd AGM shall have the same rights as the member to speak at the 43rd AGM. Notwithstanding this, a member entitled to attend and vote at the 43rd AGM is entitled to appoint any person as his proxy to attend and vote instead of the member at the 43rd AGM. There shall be no restriction as to the qualifications of the proxy.
- In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("Omnibus Account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds. Where an exempt authorised nominee appoints more than one (1) proxy to attend and vote at the 43rd AGM, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing of the proxies, failing which, the appointment shall be invalid.
- Where a member of the Company is an authorised nominee as defined under Securities Industry (Central Depositories) Act, 1991, it may be 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 43rd AGM, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing of the proxies, failing which, the appointment shall be invalid.
- The instrument appointing a proxy must be deposited at the Company's Registered Office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan, Malaysia not less than 48 hours before the time for holding the 43rd AGM or at any adjournment thereof.