

ECO WORLD INTERNATIONAL BERHAD

(Company No. 1059850-A)
(Incorporated in Malaysia)

NOTICE IS HEREBY GIVEN THAT the Fourth Annual General Meeting ("AGM") of Eco World International Berhad ("Company") will be held at Eco Ardence Sales Gallery, PT 8, Persiaran Setia Alam, Eco Ardence, 40170 Shah Alam, Selangor Darul Ehsan, Malaysia on Wednesday, 28 March 2018 at 10.30 a.m. for the following purposes:

AGENDA

AS ORDINARY BUSINESS		
1.	To receive the Audited Financial Statements for the financial year ended 31 October 2017 together with the Reports of the Directors and Auditors thereon.	Please refer to Explanatory Note (i)
2.	To approve the payment of Directors' Fees for the financial year ended 31 October 2017.	Ordinary Resolution 1
3.	To re-elect the following Directors who are retiring pursuant to Article 107(1) of the Articles of Association of the Company:	Ordinary Resolution 2 Ordinary Resolution 3
	(i) Dato' Teow Leong Seng (ii) Dato' Siow Kim Lun	
4.	To re-elect the following Directors who are retiring pursuant to Article 114 of the Articles of Association of the Company:	Ordinary Resolution 4 Ordinary Resolution 5 Ordinary Resolution 6 Ordinary Resolution 7
	(i) Dato' Voon Tin Yow (ii) Mr Choong Yee How (iii) Mr Cheng Hsing Yao (iv) Tan Sri Datuk Dr Rebecca Fatima Sta Maria	
5.	To re-appoint Messrs Mazars PLT as Auditors of the Company and to authorise the Directors to fix their remuneration.	Ordinary Resolution 8
AS SPECIAL BUSINESS		
To consider and if thought fit, to pass the following resolutions:		
6.	Directors' Benefits payable to the Independent Directors from the date of the forthcoming AGM until the next AGM of the Company	Ordinary Resolution 9
	To approve the payment of Directors' Benefits to the Independent Directors of the Company from the date of the forthcoming AGM until the next AGM of the Company.	
7.	Authority to issue and allot shares	Ordinary Resolution 10
	"THAT subject always to the Companies Act 2016 ("Act"), the Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Malaysia") and the approvals of the relevant governmental or regulatory authorities, where such approval is required, the Directors be and are hereby authorised and empowered pursuant to Section 76 of the Act to issue and allot shares in the Company to such persons, at any time until the conclusion of the next AGM 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 ten per centum (10%) of the total number of issued shares of the Company for the time being."	
8.	Proposed New Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature ("Proposed Shareholders' Mandate")	Ordinary Resolution 11
	"THAT subject to the provision of the Main Market Listing Requirements of Bursa Malaysia, approval be and is hereby given to the Company and its subsidiaries ("Group") to enter into any of the transactions falling within the types of recurrent related party transactions of a revenue or trading nature with specified classes of related parties ("Recurrent Related Party Transactions") 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 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 AGM of the Company at which time it will lapse, unless by a resolution passed at the next AGM, the authority is renewed;	
	(ii) the expiration of the period within which the next AGM after the date it is required to be held pursuant to Section 340(2) of the Act (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or	
	(iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,	
	whichever is earlier.	
	AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company with full powers to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities to give full effect to the Proposed Shareholders' Mandate."	
9.	Proposed Adoption of New Constitution of the Company ("Proposed Adoption of New Constitution")	Special Resolution
	"THAT the Company's existing Memorandum and Articles of Association be deleted in its entirety and that the new Constitution as set out in Part B of the Circular to Shareholders dated 27 February 2018 be and is hereby adopted as the new Constitution of the Company.	
	AND THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Adoption of New Constitution with full powers to assent to any conditions, modifications and/or amendments as may be required by any authorities to give effect to the Proposed Adoption of New Constitution."	
10.	To transact any other business for which due notice shall have been given.	

By Order of the Board

TAI YIT CHAN (MAICSA 7009143)
TAN AI NING (MAICSA 7015852)
Company Secretaries

Selangor Darul Ehsan
27 February 2018

Notes:

- (i) In respect of deposited securities, only members whose names appear on the Record of Depositors on 21 March 2018 (General Meeting Record of Depositors) shall be eligible to attend the meeting or appoint proxy(ies) to attend and/or vote on his/her behalf.
- (ii) A member entitled to attend and vote at the AGM is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his/her stead at the same meeting. A proxy may but need not be a member of the Company. There shall be no restriction to the qualification of the proxy. Where a member appoints up to two (2) proxies, the appointments shall be invalid unless the member specifies the proportions of his/her shareholdings to be represented by each proxy.
- (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 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.
- (v) The instrument appointing a proxy by a member who is entitled to attend and vote at the AGM, shall be in writing, executed by the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under its common seal or the hand of its officer or its duly authorised attorney.
- (vi) The instrument appointing a proxy or the power of attorney or other authority, if any, under which it is signed or a notariarily certified copy of that power or authority shall be deposited at the office of the Share Registrar of our Company, Symphony Share Registrars Sdn Bhd at Level 6, Symphony House, Pusat Dagangan Dana 1, Jalan PJU 1/A/6, 47301 Petaling Jaya, Selangor Darul Ehsan, Malaysia not less than forty-eight (48) hours before the time set for holding the meeting or adjourned meeting, otherwise the instrument of proxy should not be treated as valid.
- (vii) Pursuant to Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia, all the resolutions set out in the notice of general meeting will be put to vote by way of poll. Poll Administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

Explanatory Notes

- (i) **Item 1 of the Agenda – To receive the Audited Financial Statements**
Agenda item no. 1 is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval from the shareholders for the Audited Financial Statements. Hence, this agenda item is not put forward for voting.
- (ii) **Ordinary Resolution 1 – To approve the payment of Directors' Fees for the financial year ended 31 October 2017**
The payment of the Directors' Fees of RM903,014 in respect of the financial year ended 31 October 2017 will only be made if the proposed Ordinary Resolution 1 has been passed at the forthcoming AGM pursuant to Article 115 of the Articles of Association of the Company.
- (iii) **Ordinary Resolution 9 – Directors' Benefits payable to the Independent Directors from the date of the forthcoming AGM until the next AGM of the Company**
The Benefits payable to the Independent Directors of up to RM226,000 from the date of the forthcoming AGM until the next AGM of the Company will only be made by the Company as and when incurred if the proposed Ordinary Resolution 9 has been passed at the forthcoming AGM. In determining the estimated total amount of the Directors' Benefits, the Board has considered the number of scheduled and special meetings for the Board and Board Committees as well as the number of Independent Directors involved in the meetings.
- (iv) **Ordinary Resolution 10 – Authority to issue and allot shares**
The proposed Ordinary Resolution 10 is the general mandate for issuance of shares by the Company pursuant to Section 76 of the Act, the Articles of Association of the Company and the Main Market Listing Requirements of Bursa Malaysia. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total ten per centum (10%) of the total number of issued shares of the Company for the purpose of funding future investments project(s), working capital and/or acquisitions. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next AGM.
- (v) **Ordinary Resolution 11 – Proposed Shareholders' Mandate**
The proposed Ordinary Resolution 11, if passed, will allow the Group to enter into Recurrent Related Party Transactions pursuant to the provisions of the Main Market Listing Requirements of Bursa Malaysia and the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such Recurrent Related Party Transactions occur would not arise. This would reduce substantial administrative time and expenses associated with the convening of such meetings without compromising the corporate objectives of the Company or affecting the business opportunities available to the Company. The Proposed Shareholders' Mandate is subject to renewal on an annual basis.
Please refer to Part A of the Circular to Shareholders dated 27 February 2018 for further information.
- (vi) **Special Resolution - Proposed Adoption of New Constitution**
The Special Resolution, if passed, will align the Constitution of the Company with the Act which came into force on 31 January 2017, the updated provision of the Main Market Listing Requirements of Bursa Malaysia and the prevailing laws, guidelines or requirements of the relevant authorities, to enhance administrative efficiency and provide greater clarity.
Please refer to Part B of the Circular to Shareholders dated 27 February 2018 for further information.

Personal data privacy:

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