



ECOBUILT HOLDINGS BERHAD

(Formerly known as M-Mode Berhad)
(Company No. 635759-U)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Ecobuilt Holdings Berhad ("formerly known as M-Mode Berhad") ("**Ecobuilt**" or the "**Company**") will be held at Cheras 1 Meeting Room, UG Floor, Silka Cheras Hotel Kuala Lumpur, KM10, Jalan Cheras, 56000 Kuala Lumpur, Malaysia on Friday, 16 August 2019 at 9.00 a.m., for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION BY ECOBUILT OF 750,000 ORDINARY SHARES OF REXALLENT CONSTRUCTION SDN BHD ("RCSB"), REPRESENTING THE ENTIRE EQUITY INTEREST IN RCSB FOR A PURCHASE CONSIDERATION OF RM45,000,000 TO BE SATISFIED VIA A COMBINATION OF CASH PAYMENT OF RM20,000,000 AND THE REMAINING PURCHASE CONSIDERATION OF RM25,000,000 TO BE SATISFIED VIA AN ISSUANCE AND ALLOTMENT OF 102,040,816 NEW ORDINARY SHARES OF ECOBUILT ("ECOBUILT SHARE(S)" OR "SHARE(S)") AT THE ISSUE PRICE OF RM0.245 PER ECOBUILT SHARE

("PROPOSED ACQUISITION")

"THAT, subject to and conditional upon the passing of the Ordinary Resolution 2 and the approvals of all relevant authorities in respect of the listing of and quotation for 102,040,816 new Shares on the Main Market of Bursa Malaysia Securities Berhad, and/ or parties being obtained, approval be and is hereby given to the Company to acquire 750,000 ordinary shares in RCSB, representing 100.0% equity interest in RCSB from Kilau Makmur Sdn Bhd (the "**Vendor**") for a total purchase consideration of RM45,000,000 to be satisfied via a combination of cash payment of RM20,000,000 and the issuance and allotment of 102,040,816 new Shares ("**Consideration Shares**") at an issue price of RM0.245 per Consideration Share, in accordance with the terms and conditions of the conditional share sale and purchase agreement dated 30 April 2019 entered into between the Company and the Vendor.

THAT such Consideration Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing Shares, save and except that the Consideration Shares shall not be entitled to any dividends, rights, allotment and/ or any other forms of distribution that may be declared, made or paid for which the entitlement date for the said distribution precedes the date of the allotment and issuance of the Consideration Shares.

AND THAT the Board of Directors of the Company ("**Board**") be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Acquisition with full power to assent to any conditions, variations, modifications and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matters relating thereto and to take all 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 Proposed Acquisition."

ORDINARY RESOLUTION 2

PROPOSED PRIVATE PLACEMENT OF 48,812,850 NEW ECOBUILT SHARES, REPRESENTING 30.0% OF THE TOTAL ISSUED ECOBUILT SHARES ("PLACEMENT SHARE(S)") AT THE SUBSCRIPTION PRICE OF RM0.245 PER PLACEMENT SHARE

("PROPOSED PRIVATE PLACEMENT")

"THAT, subject to and conditional upon the passing of the Ordinary Resolution 1 and the approvals of the relevant authorities and/ or parties being obtained, approval be and is hereby given to the Board to allot and issue a total of 48,812,850 Placement Shares at the subscription price of RM0.245 per Placement Share to Dato' Ong Choo Meng, LEW Assets Sdn Bhd, LWY Holding Sdn Bhd, Tumpat Delima Sdn Bhd and Indra Tropika Sdn Bhd (collectively, the "**Placees**"), according to the respective subscriptions set out in the respective subscription agreements dated 30 April 2019 entered into between the Company and the respective Placees.

THAT such Placement Shares shall, upon allotment and issuance, rank *pari passu* in all respects with the existing Shares, save and except that the Placement Shares shall not be entitled to any dividends, rights, allotment and/ or any other forms of distribution that may be declared, made or paid for which the entitlement date for the said distribution precedes the date of the allotment and issuance of the Placement Shares.

THAT the proceeds raised from the Proposed Private Placement be utilised for the purposes as set out in the Circular to the shareholders of the Company dated 1 August 2019, and the Board be, and is hereby authorised with full powers to vary the manner and/ or purpose of utilisation of such proceeds in such manner as the Directors of the Company may deem fit, necessary and/ or expedient, subject to the approval of the relevant authorities, where required.

AND THAT the Board be and is hereby authorised to sign and execute all documents, do all things and acts as may be required to give effect to the Proposed Private Placement with full power to assent to any conditions, variations, modifications, and/ or amendments in any manner as may be required or permitted by any relevant authorities and to deal with all matter relating thereto and to take all such steps to do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Private Placement."

By Order of the Board

JOANNE TOH JOO ANN (LS 0008574)

SIA EE CHIN (MAICSA 7062413)

Company Secretaries

Kuala Lumpur

1 August 2019

Notes:

- (i) A member entitled to attend, participate, speak and vote at the meeting is entitled to appoint a proxy/ proxies and vote in his/ her stead. A proxy need not be a member of the Company.
- (ii) A member may appoint up to two (2) proxies to attend on the same occasion.
- (iii) Where a member is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("SICDA"), it may appoint at least one (1) proxy in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.
- (iv) Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) 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. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- (v) If more than one (1) proxy is appointed, the appointment shall be invalid unless he/ she specifies the proportion of his/ her holdings to be represented by each proxy.
- (vi) If the appointer is a corporation, the Form of Proxy must be executed under its Common Seal or under the hand of its attorney duly authorized.
- (vii) A proxy appointed to attend and vote at a meeting of the Company shall have the same rights as the member to speak at the meeting.
- (viii) The depositors whose name appear in the Record of Depositors as at 8 August 2019 shall be eligible to attend, participate, speak and vote at the meeting or appoint proxies to attend, participate, speak and vote on their behalf.
- (ix) The Form of Proxy must be deposited at the Registered Office of the Company at Unit 30-01, Level 30, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur not less than forty-eight (48) hours before the time appointed for holding the meeting.