



**EcoBuilt Holdings Bhd** (635759-U)  
(Formerly known as M-MODE BERHAD)  
(Incorporated in Malaysia)

## Notice Of Fifteenth Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the Fifteenth Annual General Meeting of the Company will be held at Cheras 1 Meeting Room, UG Floor, Silka Cheras Hotel Kuala Lumpur, KM10, Jalan Cheras, 56000 Kuala Lumpur on Friday, 8 November 2019 at 10.00 a.m. to transact the following businesses:-

### AGENDA

#### Ordinary Business

1. To receive the Audited Financial Statements for the financial year ended 31 May 2019 together with the Reports of the Directors and Auditors thereon. **(Please refer to Explanatory Note 1 on Ordinary Business)**
2. To re-elect Dato' Noordin Bin Sulaiman who retires pursuant to Article 132 of the Company's Articles of Association. **(Resolution 1)**
3. To re-elect Wong Wen Miin who retires pursuant to Article 132 of the Company's Articles of Association. **(Resolution 2)**
4. To approve the payment of Directors' fees of up to RM144,000 for the financial year ending 31 May 2020. **(Resolution 3)**
5. To approve the payment of Directors' benefits of up to RM8,000 for the period from 8 November 2019 until the next Annual General Meeting of the Company. **(Resolution 4)**
6. To re-appoint Messrs Morison Anuarul Azizan Chew as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

#### Special Business

To consider and, if thought fit, to pass, with or without modifications, the following Ordinary Resolution and the Special Resolution:-

7. **ORDINARY RESOLUTION  
Authority To Allot And Issue Shares** **(Resolution 6)**  
"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 ("Bursa Securities") and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to allot shares in the Company from time to time at such price, 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 issued pursuant to this Resolution does not exceed 10% of the total number of issued shares of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued on the Bursa Securities AND FURTHER THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."
8. **SPECIAL RESOLUTION  
Proposed Alteration of the Existing Memorandum and Articles of Association by replacing with a New Constitution ("Proposed Alteration")** **(Resolution 7)**  
"THAT the existing Memorandum and Articles of Association of the Company be altered by replacing with a new Constitution as set out in the Appendix I with effect from the date of passing this special resolution.  
AND THAT the Directors and/or Secretary of the Company be hereby authorised to do all such acts and things and to take all such steps as they deem fit, necessary, expedient and/or appropriate in order to complete and give full effect to the Proposed Alteration with full powers to assent to any condition, modification, variation and/or amendment as may be required or imposed by the relevant authorities."
9. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016.

By Order of the Board

**JOANNE TOH JOO ANN** [LS 0008574]  
**SIA EE CHIN** [MAICSA 7062413]  
Company Secretaries  
Kuala Lumpur  
30 September 2019

#### NOTES:-

- (i) A member entitled to attend 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 a authorized 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 1 November 2019 shall be eligible to attend, vote and speak at the meeting or appoint proxies to attend, vote and speak 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.

#### EXPLANATORY NOTE ON ORDINARY BUSINESS

1. **Audited Financial Statements For The Financial Year Ended 31 May 2019**  
The item is meant for discussion only as the provision of Section 340(1) Act, does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this Agenda is not put forward for voting.
2. **Re-election of Directors**  
Dato' Noordin Bin Sulaiman and Wong Wen Miin are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the Annual General Meeting.  
Mohd Zaini Bin Noordin who is retiring pursuant to Article 127 of the Company's Articles of Association as Director of the Company at the forthcoming Fifteenth Annual General Meeting, has indicated to the Company that he would not be seeking re-election at the Fifteenth Annual General Meeting. Therefore, Mohd Zaini Bin Noordin shall retire as Director at the conclusion of the Fifteenth Annual General Meeting.
3. **Payment of Directors' Fees and Benefits**  
Pursuant to Section 230(1) of the Act, the fees of the directors and any benefits payable to the directors shall be approved at a general meeting.

The Proposed Resolution 3 is to facilitate the payment of Directors' fees on a current financial year basis, calculated based on the current board size. In the event the Directors' fees proposed are insufficient (due to enlarged Board size), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

The Proposed Resolution 4 is benefits such as meeting allowance payable to the Directors. The meeting allowance is calculated based on the current Board size and the number of scheduled Board and Committee meetings for the period from 8 November 2019 up to next Annual General Meeting. In the event the proposed amount is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next Annual General Meeting to meet the shortfall.

#### EXPLANATORY NOTES ON SPECIAL BUSINESS

1. **Ordinary Resolution : Authority to Directors to Allot and Issue Shares**  
The Ordinary Resolution proposed under Resolution 6 is the renewal of the mandate obtained from the members at the last Annual General Meeting ("the previous mandate"). The previous mandate was not utilised and accordingly no proceeds were raised.  
The Ordinary Resolution proposed under Resolution 6, if passed, would provide flexibility to the Directors to undertake fund raising activities, including but not limited to placement of shares for the purpose of funding the Company's future investment project(s), working capital and/or acquisition(s), by the issuance of shares in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed 10% of the total number of issued shares of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next Annual General Meeting of the Company.
2. **Special Resolution : Proposed Alteration**

This proposed Special Resolution, if passed, will enable the Company to alter its existing Memorandum and Articles of Association by replacing with a New Constitution which is drafted in accordance with the relevant provisions of the Act, relevant amendments of Chapter 7 and other Chapters of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and other provisions of laws and regulations that are applicable to the Company.

For further information on the Proposed Alteration, please refer to Appendix I on the proposed new Constitution of the Company, which is circulated together with the Notice of Fifteenth Annual General Meeting and the Annual Report 2019.