

BABA ECO GROUP BERHAD

Registration No. 201801006952 (1268966-W)

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Sixth Annual General Meeting ("AGM") of BABA ECO GROUP BERHAD ("BABA ECO" or the "Company") will be held at the Meeting Room of BABA ECO, 1384 Atas Lot 841, Mukim 1, Jalan Tasek, 14120 Simpang Ampat, Pulau Pinang on Thursday, 25 April 2024 at 11.00 a.m. for the transaction of the following business:

A G E N D A

AS ORDINARY BUSINESS

- To receive the Audited Financial Statements for the financial year ended 31 October 2023 together with the Reports of the Directors and Auditors thereon.
- To approve the payment of Benefits of not exceeding RM42,000.00 to the Directors from 26 April 2024 until the next annual general meeting of the Company.
- To re-elect Mr. Leong Jyhao, the Director retiring pursuant to Article 18.3 of the Company's Constitution and who, being eligible, offer himself for re-election.
- To re-appoint Messrs. TGS TW PLT as Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

Ordinary Resolution 1

Ordinary Resolution 2

Ordinary Resolution 3

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution, with or without modification, as Ordinary Resolution:

5. **AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016 FOR THE DIRECTORS TO ISSUE SHARES**

"THAT, subject always to the Companies Act, 2016 ("the Act"), the Company's Constitution, the LEAP Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant government and/or regulatory authorities, the Directors be and are hereby authorised, pursuant to Sections 75 and 76 of the Act, to allot and issue shares in the Company at any time until the conclusion of the next annual general meeting of the Company or the expiration of the period within which the next annual general meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier and upon such terms and conditions and for such purposes and to such person or persons whomsoever as the Directors may, in their absolute discretion, deemed fit, PROVIDED that the aggregate number of the shares to be issued pursuant to this Resolution must be not more than 100% of the total number of issued shares, of which the aggregate number of shares issued other than on a pro rata basis to existing shareholders must be not more than 50% of the total number of issued shares for the time being and that the Directors are also empowered to obtain the approval from Bursa Malaysia Securities Berhad for the listing of and quotation for the additional shares to be issued.

And That pursuant to Section 85 of the Act read together with Article 13.2 of the Company's Constitution, approval be and is hereby given to the Company to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares ranking equally to the existing issued shares arising from any issuance of new shares pursuant to Sections 75 and 76 of the Act."

Ordinary Resolution 4

- To transact any other business of which due notice shall have been given in accordance with the Company's Constitution and the Companies Act, 2016.

BY ORDER OF THE BOARD

OOI YOONG YOONG

(SSM PC NO. 202008002042/MAICSA 7020753)

Secretary

Penang

29 February 2024

Notes:-

Appointment of Proxy

- A member of the Company entitled to attend and vote at a meeting is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote in his stead at the same meeting.
- A proxy may but need not be a member of the Company and a member may appoint any person to be his proxy without limitation save that the proxy must be of full age.
- Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either (a) under the corporation's seal or (b) signed under the hand of an officer or attorney duly authorized, and in the case of (b) be supported by a certified true copy of the resolution appointing such officer or certified true copy of the power of attorney.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories Act 1991, 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.
- Where a member is an exempt authorised nominee as defined under the Securities Industry (Central Depositories Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in 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.
- To be valid, the proxy form duly completed must be deposited at the office of the Share Registrar of the Company situated at Suite 18.05, MWE Plaza, No. 8, Lebuh Farquhar, 10200 George Town, Pulau Pinang not less than forty-eight hours before the time for holding the meeting.

General Meeting Record of Depositors

- Only a depositor whose name appears on the Record of Depositors of the Company as at 18 April 2024 shall be entitled to attend this AGM or appoint proxies to attend, participate, speak and/or vote on his/her behalf.

Ordinary Business

- Audited Financial Statements for financial year ended 31 October 2023**
The audited financial statements are laid in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only under Agenda 1. They do not require shareholders' approval and hence, will not be put for voting.
- Ordinary Resolution 1 – To approve the payment of Benefits of not exceeding RM42,000.00 to the Directors from 26 April 2024 until the next AGM of the Company**
The proposed Ordinary Resolution 1, if passed, will enable the Company to pay car allowance, maintenance, fuel and other claimable benefits to the Directors of the Company. This authority, unless revoked or varied by the Company in a general meeting will expire at the conclusion of the next AGM of the Company.

- Ordinary Resolution 2 – Re-election of Director**

Article 18.3 of the Company's Constitution provides that 1/3 of the Directors of the Company shall retire by rotation at an AGM. With the current Board size of three, one Director is to retire in accordance with the Article 18.3 of the Company's Constitution.

A retiring director shall be eligible for re-election and shall retain office until the close of the meeting at which he retires. The retiring Director had consented to his re-election and abstained from deliberation and decision on his own eligibility to stand for re-election.

- Ordinary Resolution 3 – Re-appointment of Auditors**

The Board has assessed the suitability and independence of the external auditors and recommended the re-appointment of Messrs. TGS TW PLT as external auditors of the Company of the Company to be tabled to the shareholders for approval at this AGM of the Company.

Special Business

- Ordinary Resolution 4 - Authority under Sections 75 and 76 of the Companies Act, 2016 for the Directors to issue shares**
The proposed Ordinary Resolution 4, if passed, will give authority to the Board of Directors to allot and issue ordinary shares in the Company at any time in their absolute discretion and that such authority shall continue in force until the conclusion of the next AGM of the Company, or the expiration of the period within which the next annual general meeting is required by law to be held or revoked/varied by resolution passed by the shareholders in general meeting whichever is the earlier.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last annual general meeting which will lapse at the conclusion of the Sixth Annual General Meeting.

This renewed general mandate will provide flexibility to the Company for any possible fund-raising activities, including but not limited to placing of shares, for purpose of funding future investment project(s), working capital and/or acquisitions.