

EWICAPITAL

BUILDING VALUE, SHAPING TOMORROW

EWI CAPITAL BERHAD

(Formerly known as Eco World International Berhad)

Registration No. 201301030020 (1059850-A)

(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twelfth Annual General Meeting (“**12th AGM**”) of EWI Capital Berhad (Formerly known as Eco World International Berhad) (“**Company**”) will be held at Zepp Kuala Lumpur, B2-01-02, Level B2, The Labs, Bukit Bintang City Centre, No. 2, Jalan Hang Tuah, 55100 Kuala Lumpur on Tuesday, 31 March 2026 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 2025 together with the Reports of the Directors and Auditors thereon. *[Please refer to Explanatory Note (i)]*
- 2 To approve the payment of Directors’ Fees to each of the following Independent Non-Executive Directors (“**INEDs**”) of the Company quarterly in arrears from the 12th AGM until the Thirteenth Annual General Meeting (“**13th AGM**”) of the Company:
 - (i) Mr Cheah Tek Kuang
 - (ii) Tan Sri Datuk Dr Rebecca Fatima Sta Maria
 - (iii) Dato’ Siow Kim Lun
 - (iv) Dato’ Kong Soo Lin
 - (v) Ms Pauline Wong Wan Voon**Ordinary Resolution 1**
Ordinary Resolution 2
Ordinary Resolution 3
Ordinary Resolution 4
Ordinary Resolution 5
[Please refer to Explanatory Note (ii)]
- 3 To approve the payment of Directors’ Benefits to the INEDs of the Company from the 12th AGM until the 13th AGM of the Company. **Ordinary Resolution 6**
[Please refer to Explanatory Note (iii)]
- 4 To re-elect the following Directors who are retiring pursuant to Clause 114 of the Constitution of the Company:
 - (i) Dato’ Teow Leong Seng
 - (ii) Dato’ Siow Kim Lun
 - (ii) Dato’ Kong Soo Lin**Ordinary Resolution 7**
Ordinary Resolution 8
Ordinary Resolution 9
[Please refer to Explanatory Note (iv)]
- 5 To re-appoint Messrs KPMG PLT as Auditors of the Company until the conclusion of the 13th AGM of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 10**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions:

- 6 **Proposed Retention of INEDs**
 - (i) “THAT Mr Cheah Tek Kuang, who will be reaching the end of a cumulative nine (9) year tenure, be and is hereby retained as an INED to hold office until the conclusion of the 13th AGM of the Company.” **Ordinary Resolution 11**
[Please refer to Explanatory Note (v)]
 - (ii) “THAT subject to the passing of Ordinary Resolution 8, Dato’ Siow Kim Lun, who will be reaching the end of a cumulative nine (9) year tenure, be and is hereby retained as an INED to hold office until the conclusion of the 13th AGM of the Company.” **Ordinary Resolution 12**
[Please refer to Explanatory Note (v)]
 - (iii) “THAT Tan Sri Datuk Dr Rebecca Fatima Sta Maria, who will be reaching the end of a cumulative nine (9) year tenure, be and is hereby retained as an INED to hold office until the conclusion of the 13th AGM of the Company.” **Ordinary Resolution 13**
[Please refer to Explanatory Note (v)]

7 **Proposed Renewal of Shareholders' Mandate for Existing Recurrent Related Party Transactions of a Revenue or Trading Nature ("RRPT") ("Proposed Shareholders' Mandate")**

Ordinary Resolution 14

[Please refer to Explanatory Note (vi)]

"THAT, subject to the provisions of the Main Market Listing Requirements ("MMLR") of Bursa Malaysia Securities Berhad ("**Bursa Malaysia**"), the Company and/or its subsidiaries and/or joint ventures ("**Group**") be and is/are hereby authorised to enter into any of the transactions falling within the types of RRPT of the Group from time to time with related parties who may be a Director, a major shareholder of the Group or a person connected with such a Director and major shareholder, as specified in Section 2.2 of the Company's Circular to Shareholders dated 27 February 2026 which are necessary for the day-to-day operations and are in the ordinary course of business and are carried out at arms' length 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 the minority shareholders of the Company.

THAT the mandate given by the shareholders of the Company shall only 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 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 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."

- 8 To transact any other business for which due notice shall have been given in accordance with the Act.

By Order of the Board

Yeow Sze Min (SSM PC No. 201908003120) (MAICSA 7065735)

Lim Lih Chau (SSM PC No. 201908001454) (LS0010105)

Company Secretaries

Kuala Lumpur

27 February 2026

NOTES

- (i) In respect of deposited securities, only members whose names appear on the Record of Depositors on 24 March 2026 (General Meeting Record of Depositors) shall be eligible to attend, participate, speak and vote at the 12th AGM or appoint proxy(ies) to attend, participate, speak and/or vote on his/her behalf.
- (ii) A member entitled to attend and vote at the 12th AGM is entitled to appoint not more than two (2) proxies to attend, participate, speak and vote at the same meeting. A proxy may but need not be a member of the Company and there shall be no restriction to the qualification of the proxy. Where a member appoints up to two (2) proxies, he/she shall specify the proportions of his/her shareholdings to be represented by each proxy, failing which the appointments shall be invalid.
- (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 12th AGM, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing 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 12th AGM, shall be executed by the appointor or his/her attorney duly authorised in writing or via electronic submission. If the appointor is a corporation, the instrument shall be either under its common seal or the hand of its officer or its duly authorised attorney.
- (vi) The appointment of proxy may be made either in the form of hardcopy or by electronic means as specified below and must be received by our Share Registrar, Securities Services (Holdings) Sdn Bhd not less than forty-eight (48) hours before the time for holding the 12th AGM, i.e. by Sunday, 29 March 2026 at 10.30 a.m., or any adjournment thereof:

In hardcopy form

Deposited at the office of our Share Registrar, Securities Services (Holdings) Sdn Bhd at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur.

By electronic means

Alternatively, the instrument appointing the proxy may also be lodged electronically via email to eservices@sshsb.com.my or by fax to +603-2094 9940.

The lodging of the Proxy Form will not preclude you from attending and voting in person at the 12th AGM of the Company should you subsequently wish to do so.

EXPLANATORY NOTES

(i) Item 1 of the Agenda - 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 Resolutions 1 to 5 – Directors’ Fees from the 12th AGM until the 13th AGM of the Company

The INEDs are entitled to annual Directors’ Fees based on the following:

NO.	NAME	DESIGNATION	DIRECTORS’ FEES (RM)
1	Cheah Tek Kuang	Chairman	128,000
2	Tan Sri Datuk Dr Rebecca Fatima Sta Maria	INED	100,000
3	Dato’ Siow Kim Lun	INED	100,000
4	Dato’ Kong Sooi Lin	INED	100,000
5	Pauline Wong Wan Voon	INED	100,000

The payment of Directors’ Fees for each INED for the period from the 12th AGM until the 13th AGM of the Company shall be made quarterly in arrears, subject to the proposed Ordinary Resolutions 1 to 5 being passed at the 12th AGM, pursuant to Clause 122 of the Constitution of the Company.

(iii) Ordinary Resolution 6 – Directors’ Benefits from the 12th AGM until the 13th AGM of the Company

There is no revision to the proposed Directors’ Benefits payable to the INEDs for the period from the 12th AGM to the 13th AGM of the Company. The proposed Directors’ Benefits of RM250,000 for the services rendered during this period will be paid by the Company as and when incurred, subject to the proposed Ordinary Resolution 6 being passed at the 12th AGM.

In determining the total estimated 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 INEDs participating in these meetings. Details of the Directors’ Benefits are set out in the Corporate Governance Report 2025.

(iv) Ordinary Resolutions 7 to 9 – Re-election of Directors

Dato’ Teow Leong Seng, Dato’ Siow Kim Lun and Dato’ Kong Sooi Lin who retire pursuant to Clause 114 of the Company’s Constitution, being eligible, have offered themselves for re-election.

The profiles of the Directors who are standing for re-election as set out in item no. 4 of the Agenda (collectively referred to as the “Retiring Directors”), are available in the Board of Directors’ profiles section of the Integrated Annual Report 2025.

For the purpose of determining the eligibility of the Retiring Directors standing for re-election at the 12th AGM, the Nomination & Remuneration Committee (“NRC”) assessed the skills, experience, character, integrity, competency, commitment and contribution of the Retiring Directors and recommended that the Retiring Directors to be re-elected based on the following justifications:

- (i) the performance and contribution of the Retiring Directors were found to be satisfactory and they are competent and able to discharge their duties and responsibilities as Directors of the Company;
- (ii) they met the fit and proper criteria as set out in the Directors’ Fit and Proper Policy; and
- (iii) they fulfill the requirements of independence set out in the MMLR of Bursa Malaysia (*for INEDs only*).

Based on the above, the Board endorsed the recommendation of the NRC to seek shareholders’ approval for the re-election of the Retiring Directors.

(v) Ordinary Resolutions 11 to 13 – Retention of INEDs

Ordinary Resolutions 11 to 13 are proposed pursuant to Practice 5.3 of the Malaysian Code on Corporate Governance. If passed through a two-tier voting process, these resolutions will allow Mr Cheah Tek Kuang, Dato’ Siow Kim Lun and Tan Sri Datuk Dr Rebecca Fatima Sta Maria to continue serving as INEDs of the Company. Details of their respective appointment dates and tenure are as follows:

NO.	NAME	DESIGNATION	DATE OF LISTING*/ APPOINTMENT	TENURE AS INED AS OF THE 12 TH AGM
1	Cheah Tek Kuang	Chairman	3 April 2017*	8 years and 11 months
2	Dato’ Siow Kim Lun	INED	3 April 2017*	8 years and 11 months
3	Tan Sri Datuk Dr Rebecca Fatima Sta Maria	Senior INED	27 April 2017*	8 years and 11 months

Note (*): Date of Listing

In line with the Group’s new strategic business pivot towards real estate investments as an additional core pillar of the Group’s strategy, the Board recognises that retaining Independent Directors with deep knowledge of the Company’s history, financial position and banking relationships, who were instrumental in formulating the new business strategy is critical, while continuing to uphold high standards of corporate governance. In this regard, the Board acknowledges that a strict nine (9)-year tenure may limit its ability to retain such experienced INEDs.

Notably, these Directors have consistently demonstrated strong performance in the annual evaluation of their performance and independence. To ensure the effective execution of the new business strategy, the Board intends to retain Mr Cheah Tek Kuang, Dato' Siow Kim Lun and Tan Sri Datuk Dr Rebecca Fatima Sta Maria as INEDs, who will reach their nine (9)-year tenure in April 2026, by seeking approval through a two (2)-tier voting process at the 12th AGM based on the following justifications:

- (i) He/She fulfils the criteria under the definition of "Independent Director" pursuant to the MMLR of Bursa Malaysia;
- (ii) He/She has consistently demonstrated independence, professionalism and integrity, and has contributed effectively to the Company through the Board and the Board Committees on which he/she serves;
- (iii) He/She possesses extensive experience across diverse business sectors and has provided constructive opinions, exercised independent judgement in the best interests of the Company, and actively expressed his/her views and participated in Board deliberations and decision making in an objective and informed manner; and
- (iv) There are significant advantages to be gained from a long-serving INED who has many years of experience, including in-depth knowledge of the Company and the Group's activities and corporate history, enabling him/her to provide invaluable contributions to the Board in his/her role as an INED.

The profiles of the Directors proposed to be retained as INEDs, as set out in item no. 6 of the Agenda, are available in the Board of Directors' profiles section of the Integrated Annual Report 2025.

(vi) Ordinary Resolution 14 – Proposed Shareholders' Mandate

The proposed Ordinary Resolution 14, if passed, will allow the Group to enter into RRPT under the Proposed Shareholders' Mandate pursuant to the provisions of the MMLR of Bursa Malaysia. Consequently, the need to convene separate general meetings from time to time to seek shareholders' approval for such RRPT as they occur will not arise. This is expected to significantly reduce the expenses associated with convening ad hoc general meetings, improve administrative efficiency and allow manpower and resources to be focused on achieving the Group's corporate objectives and business opportunities. The Proposed Shareholders' Mandate is subject to annual renewal.

For further information, please refer to the Company's Circular to Shareholders dated 27 February 2026 which is available on the Company's corporate website at <https://ewi.capital/investor-relations/general-meetings/>.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, participate, 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.