



ECOSCIENCE INTERNATIONAL BERHAD
Registration No.: 202001024633 (1380953-M)
(Incorporated in Malaysia under the Companies Act 2016)

NOTICE OF SECOND ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Second Annual General Meeting (“**2nd AGM**”) of Ecoscience International Berhad (“**Ecoscience**” or “**Company**”) will be conducted virtually through live streaming and online remote voting using Remote Participation and Voting facilities via TIIH Online website at <https://tiih.online> from the broadcast venue at Tricor Business Centre, Manuka 2 & 3 Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia on **Friday, 26 May 2023** at **10.00 a.m.**, to transact the following businesses:

A G E N D A

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 1)
2. To approve the payment of Directors’ fees to the following Non-Executive Directors for the financial year ended 31 December 2022:
 - (a) RM35,000.00 for Dato’ Tan Yee Boon **Ordinary Resolution 1**
(Please refer to Explanatory Note 2)
 - (b) RM21,000.00 for Mr Law Sang Thiam **Ordinary Resolution 2**
(Please refer to Explanatory Note 2)
 - (c) RM21,000.00 for Ms Ang Chye Kian **Ordinary Resolution 3**
(Please refer to Explanatory Note 2)
 - (d) RM21,000.00 for Ms Andrea Huong Jia Mei **Ordinary Resolution 4**
(Please refer to Explanatory Note 2)
3. To approve the payment of Directors’ fees to the following Non-Executive Directors for the period from 1 January 2023 until the date of the next Annual General Meeting of the Company to be held in 2024:
 - (a) RM5,000.00 per month for Dato’ Tan Yee Boon **Ordinary Resolution 5**
(Please refer to Explanatory Note 2)
 - (b) RM3,000.00 per month for Mr Law Sang Thiam **Ordinary Resolution 6**
(Please refer to Explanatory Note 2)
 - (c) RM3,000.00 per month for Ms Ang Chye Kian **Ordinary Resolution 7**
(Please refer to Explanatory Note 2)
 - (d) RM3,000.00 per month for Ms Andrea Huong Jia Mei **Ordinary Resolution 8**
(Please refer to Explanatory Note 2)

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|----|---|---|
| 4. | To approve the payment of Directors' benefits of RM56,725.00 for the financial year ended 31 December 2022. | Ordinary Resolution 9
(Please refer to Explanatory Note 2) |
| 5. | To approve the payment of Directors' benefits up to an amount of RM108,094.00 for the period from 1 January 2023 until the date of the next Annual General Meeting of the Company to be held in 2024. | Ordinary Resolution 10
(Please refer to Explanatory Note 2) |
| 6. | To re-elect the following Directors who are retiring by rotation in accordance with Clause 76(3) of the Constitution of the Company and, who being eligible, offer themselves for re-election: | |
| | (a) Mr Pan Kum Wan | Ordinary Resolution 11 |
| | (b) Mr Law Sang Thiam | Ordinary Resolution 12
(Please refer to Explanatory Note 3) |
| 7. | To re-appoint Crowe Malaysia PLT as Auditors of the Company for the financial year ending 31 December 2023 and to authorise the Directors to fix their remuneration. | Ordinary Resolution 13
(Please refer to Explanatory Note 4) |

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions, with or without modifications:

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|----|--|---|
| 8. | SPECIAL RESOLUTION
WAIVER OF PRE-EMPTIVE RIGHTS PURSUANT TO SECTION 85
OF THE COMPANIES ACT 2016 | Special Resolution
(Please refer to Explanatory Note 5) |
| | <p>"THAT pursuant to Section 85 of the Companies Act 2016 ("the Act") read together with Clause 12(3) of the Constitution of the Company and subject to passing Ordinary Resolution 14 – Authority to Issue and Allot Shares of the Company pursuant to Sections 75 and 76 of the Act, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares in the Company ranking equally to the existing issued shares in the Company arising from any issuance of new shares in the Company to the allottees.</p> <p>AND THAT the Directors be and are hereby authorised to issue any new shares (including rights or options over subscription of such shares) and with such preferred, deferred, or other special rights or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, for such consideration and to any person as the Directors may determine."</p> | |

9. **ORDINARY RESOLUTION
AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO
SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

"THAT contingent upon the passing of the Special Resolution on waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016 ("the Act") and subject always to the Act, the Constitution of the Company, the ACE 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 Ordinary Resolution does not exceed 10% of the total number of issued shares (excluding treasury 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."

Ordinary Resolution 14
(Please refer to Explanatory
Note 6)

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

BY ORDER OF THE BOARD

TAN BEE HWEE (SSM PC NO. 202008001497) (MAICSA 7021024)
WONG WAI FOONG (SSM PC NO. 202008001472) (MAICSA 7001358)
Company Secretaries

Kuala Lumpur
27 April 2023

Notes:

1. **IMPORTANT NOTICE**

*The broadcast venue is **strictly for the purpose of complying with Section 327(2) of the Companies Act 2016** which requires the Chairman of the Meeting to be present at the main venue of the meeting.*

*Shareholders **will not be allowed** to attend the 2nd AGM in person at the broadcast venue on the day of the meeting.*

*Shareholders are to attend, speak (including posing questions to the Board via real time submission of typed texts) and vote (collectively, "participate") remotely at the 2nd AGM using the Remote Participation and Voting facilities ("RPV") provided by Tricor Investor & Issuing House Services Sdn. Bhd. via its **TIIH Online** website at <https://tiih.online>.*

Please read these Notes carefully and follow the procedures in the Administrative Details for this 2nd AGM in order to participate remotely via RPV.

2. *For the purpose of determining who shall be entitled to participate in this 2nd AGM via RPV, the Company shall be requesting Bursa Malaysia Depository Sdn. Bhd. to make available to the Company, the Record of Depositors as at 18 May 2023. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this 2nd AGM via RPV.*

3. *A member who is entitled to participate in this 2nd AGM via RPV is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to participate in his/her place. A proxy may but need not be a member of the Company.*
4. *A member of the Company entitled to attend, speak and vote at this 2nd AGM is entitled to appoint a proxy to attend, speak and vote in his stead. A member may appoint up to two (2) proxies to attend the 2nd AGM.*
5. *If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.*
6. *Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 ("Central Depositories Act"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.*
7. *Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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 the Central Depositories Act which is exempted from compliance with the provisions of Sections 25A(1) of the Central Depositors Act.*
8. *Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.*
9. *A member who has appointed a proxy or attorney or authorised representative to participate at this 2nd AGM via RPV must request his/her proxy or attorney or authorised representative to register himself/herself for RPV via TIIH Online website at <https://tiah.online>. Procedures for RPV can be found in the Administrative Guide for this 2nd AGM.*
10. *The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding this 2nd AGM or adjourned 2nd AGM at which the person named in the appointment proposes to vote:*

(i) In hard copy form

In the case of an appointment made in hard copy form, the proxy form must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

(ii) By electronic means

The proxy form can be electronically lodged with the Share Registrar of the Company via TIIH Online website at <https://tiah.online>. Please follow the procedures set out in the Administrative Guide.

11. *Please ensure ALL the particulars as required in the proxy form are complete, signed and dated accordingly.*
12. *Last date and time for lodging the proxy form is **Wednesday, 24 May 2023, at 10.00 a.m.***
13. *Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service*

Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding this 2nd AGM or adjourned 2nd AGM at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

14. For a corporate member who has appointed an authorised representative, please deposit the **ORIGINAL** certificate of appointment of authorised representative with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment of authorised representative should be executed in the following manner:
- (i) If the corporate member has a common seal, the certificate of appointment of authorised representative should be executed under seal in accordance with the constitution of the corporate member.
 - (ii) If the corporate member does not have a common seal, the certificate of appointment of authorised representative should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - (a) at least two (2) authorised officers, of whom one shall be a director; or
 - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

Explanatory Notes:

Ordinary Business

1. **Item 1 of the Agenda - Audited Financial Statements for the financial year ended 31 December 2022**

This item 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 item on the Agenda **will not be put forward for voting**.

2. **Ordinary Resolutions 1 to 10 – 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 payment of the Directors’ fees and benefits for the financial year ended 31 December 2022 will only be made if the relevant proposed Ordinary Resolutions 1 to 4 and 9 are passed at this 2nd AGM.

The proposed Ordinary Resolutions 5 to 8, if passed, will give authority to the Company to pay the Directors’ fees from 1 January 2023 until the next Annual General Meeting of the Company to be held in 2024 as and when their services are rendered.

The proposed Ordinary Resolution 10 is to facilitate payment of Directors’ benefits for the period from 1 January 2023 until the date of the next Annual General Meeting of the Company to be held in 2024. Directors’ benefits include meeting allowances and other emoluments payable to Directors and in determining the estimated total, the Board had considered various factors including the number of scheduled meetings for the Board and Board Committees meetings.

The proposed structure of the Directors' benefits for the financial year ended 31 December 2022 and the period from 1 January 2023 until the next Annual General Meeting of the Company to be held in 2024 is as follows:

Type of Benefits	Amount
Meeting Allowance	RM1,000.00 per day
Insurance Premium	
Professional Indemnity	RM12,094.00
Company Car	RM44,725.00 (for the financial year ended 31 December 2022) RM70,000.00 (for the period from 1 January 2023 until the date of the next Annual General Meeting to be held in 2024)

Payment of the Directors' benefits will be made by the Company to the respective Directors as and when incurred if the proposed Ordinary Resolution 10 is passed by the shareholders at the 2nd AGM.

In the event the Directors' fees and benefits proposed are insufficient, approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

3. **Ordinary Resolutions 11 and 12 – Re-election of Directors who retire in accordance with Clause 76(3) of the Constitution of the Company**

Mr Pan Kum Wan and Mr Law Sang Thiam are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 2nd AGM.

Pursuant to Practice 5.7 of the Malaysian Code on Corporate Governance, the profiles of both Directors are set out on pages 15 to 16 of the Annual Report 2022. For the purpose of determining the eligibility of both Directors to stand for re-election at the 2nd AGM, the Board had through its Nomination Committee ("NC"), considered, assessed and deliberated on the suitability of the said Directors to be re-elected as Directors of the Company based on the assessment on fit and proper and the results of the board assessment of the aforementioned Directors for the financial year ended 31 December 2022 and Fit and Proper Policy of the Company. Based on the recommendation of NC, the Board supports the re-election of the aforementioned Directors with the following justifications:

Ordinary Resolution 11: Re-election of Mr Pan Kum Wan as Non-Independent Executive Director

Mr Pan Kum Wan remains objective in expressing his view and managing the daily operations of the Group efficiently.

Mr Pan Kum Wan has enormous experience in palm oil refinery operation and the construction of palm oil mills and facilities. He has been contributing significantly to the growth and development of the Group including the expansion of business operations to serve foreign markets since 2006.

Mr Pan Kum Wan is responsible for the management and implementation of projects to ensure timely delivery to customers. He is also involved in implementation of business strategies and business development.

Mr Pan Kum Wan has exercised his due care and carried out his professional duties proficiently during his tenure as Non-Independent Executive Director of the Company.

Ordinary Resolution 12: Re-election of Mr Law Sang Thiam as Independent Non-Executive Director

Mr Law Sang Thiam fulfils the requirements of independence set out in Guidance Note 9 of the ACE Market Listing Requirements. He remains objective and independent in expressing his view and participating in Board deliberations and decision-making.

Mr Law Sang Thiam has vast experience in audit, accounting, tax advisory and other corporate exercises, and is able to provide the Board with a diverse set of expertise and perspective.

Mr Law Sang Thiam has exercised his due care and carried out his professional duties proficiently during his tenure as Independent Non-Executive Director of the Company.

Based on the above, the Board collectively agreed that both Directors had met the criteria as prescribed by Rule 2.20A of the ACE Market Listing Requirements on character, experience, integrity, competence and time commitment to effectively discharge their roles as Directors. The Board was also satisfied with the fit and proper assessment completed by the retiring Directors.

4. Ordinary Resolution 13 – Re-appointment of Auditors

*The Audit and Risk Management Committee (“**ARMC**”) had at its meeting held on 12 April 2023 assessed the suitability and independence of the External Auditors and recommended the re-appointment of Crowe Malaysia PLT as External Auditors of the Company for the financial year ending 31 December 2023. Crowe Malaysia PLT had notified the Company of their intention to seek re-appointment as auditors.*

The Board has in turn reviewed the recommendation of the ARMC and recommended the same to be tabled to the shareholders for approval at the 2nd AGM.

Special Business

5. Special Resolution: Waiver of Pre-emptive Rights

The Special Resolution is pertaining to the waiver of pre-emptive rights pursuant to Section 85 of the Act. By voting in favour of the Special Resolution, the shareholders of the Company would be waiving their statutory pre-emptive right. The Special Resolution, if passed, would allow the Directors to issue new shares to any person without having to offer the new Company shares to be issued equally to all existing shareholders of the Company prior to issuance.

6. Ordinary Resolution 14 – Authority to issue and allot shares pursuant to Sections 75 and 76 of the Act

*Subject to the passing of the Special Resolution on waiver of pre-emptive rights pursuant to Section 85 of the Act, the proposed Ordinary Resolution 14, if passed, would renew the mandate granted to the Directors at the 1st AGM held on 3 June 2022 (“**1st AGM**”) and provide flexibility to the Directors to undertake fundraising 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 ten per centum (10%) of the total number of the issued shares (excluding treasury 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 or at the expiry of the period within which the next Annual General Meeting is required to be held after the approval was given, whichever is earlier.*

The Company had issued and allotted 82,169,500 ordinary shares pursuant to the mandate granted to the Directors at the 1st AGM at an initial public offering price of RM0.30 per ordinary share on 15 July 2022 pursuant to the initial public offering exercise, before the listing of the Company on the ACE Market of Bursa Malaysia Securities Berhad on 18 July 2022.

The Company had raised gross proceeds of approximately RM24.65 million from the initial public offering exercise and the utilisation of proceeds raised as at 18 April 2023 pursuant to the aforesaid mandate are as follows:

Utilisation of proceeds	Proposed utilisation	Amount utilised	Balance to be utilised	Estimated timeframe for utilisation upon listing
	RM'000	RM'000	RM'000	
Business expansion				
- Establishment of new fabrication facility and office in Indonesia	5,000	-	5,000	Within 24 months
- Expansion of environmental and energy efficiency business	1,000	225	775	Within 24 months
Working capital	7,851	7,851	-	Within 12 months
Repayment of bank borrowings	7,000	7,000	-	Within 12 months
Estimated listing expenses	3,800	3,800	-	Within 1 month
Total	24,651	18,876	5,775	

Statement Accompanying Notice of 2nd Annual General Meeting

(pursuant to Rule 8.29 of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad)

[Ordinary Resolutions 11 and 12]

The Directors who retire pursuant to Clause 76(3) of the Constitution of the Company and being eligible to offer themselves for re-election at the 2nd AGM are Mr Pan Kum Wan and Mr Law Sang Thiam ("Retiring Directors").

The profile of the Retiring Directors who are standing for re-election as per Agenda item 6 of the Notice of 2nd AGM are as follows:

A. PAN KUM WAN

(Non-Independent Executive Director)

Nationality	: Malaysian
Age	: 72
Gender	: Male
Date of Appointment	: 2 August 2021
Length of Tenure (as at 31 December 2022)	: 1 year 5 months

QUALIFICATION

Mr Pan Kum Wan obtained a Bachelor of Science in Chemical Engineering from the Loughborough University of Technology, United Kingdom in 1976.

DIRECTORSHIP/RELEVANT APPOINTMENTS (Other than Ecoscience International Berhad)
NIL

RELEVANT EXPERIENCE

Mr Pan Kum Wan was appointed as a Non-Independent Executive Director of the Company on 2 August 2021.

He brings with him approximately 46 years of working experience, of which approximately 24 years were in palm oil refinery operation and 22 years in the construction of palm oil mills and facilities. He started his career in 1977 when he joined Tampoi Oil Products Sdn Bhd, a company involved in palm oil refinery as Production Engineer. In 1979, he left and joined Sawit Oil Industries Sdn Bhd, a company in palm oil refinery as a site engineer. He was then promoted to the post of Factory Manager in 1982, a position he held until he left the company in 1984. In 1985, he joined Felda Refinery Corporation, a palm oil refinery and food manufacturing company, as Factory Manager. In 1994, he left Malaysia to work in the People's Republic of China where he joined Beijing King Voray Edible Oil Co. Ltd, an edible oil refining company as General Manager.

Subsequently, he left in 1997 to join Yantai Thian Sheng Edible Oil Co Ltd, a vegetable oil refinery company as General Manager. He subsequently returned to work in Malaysia in 2001 to take up the position of Project Manager for Sahamas Sdn Bhd, a company involved in the fabrication and installation of palm oil milling equipment. In 2004, he left the company to work in Singapore where he joined Novo Environment Technology Services Pte Ltd, a provider of environmental engineering products as Senior Manager responsible for product development in water filtration systems and heat economiser systems. He left Novo Environment Technology Services Pte Ltd in 2005.

In 2006, he joined Ecoscience Manufacturing & Engineering Sdn. Bhd. as General Manager and since then, he has been contributing significantly to the growth and development of our Group including the expansion of our business operations to serve foreign markets. He is responsible for the management and implementation of projects to ensure timely delivery to customers. He is also involved in implementation of business strategies and business development.

Mr Pan Kum Wan holds 163,393,927 ordinary shares of the Company by virtue of his indirect shareholdings in Rajawali Wang Sdn. Bhd. through Dynagear Technologies Sdn. Bhd. and Visionary Support Sdn. Bhd. pursuant to Section 8 of the Companies Act 2016 and indirect interest held through his spouse, Li Siok Go's and his sons, Pan Ching Looi's and Pan Ching Yeong's

shareholdings in the Company. He has no family relationship with any Director and/or major shareholder of the Company and does not have any business or other relationship which could pose a conflict of interest with the Company or interfere with exercise of his judgement in the Company. He acts in the best interest of the Company.

He has not been convicted of any offence within the past five (5) years other than traffic offences and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year ended 31 December 2022.

The Board hereby supports and recommends the re-election of Mr Pan Kum Wan as the Non-Independent Executive Director of the Company for the shareholders' approval.

B. LAW SANG THIAM

(Independent Non-Executive Director)

Nationality	: Malaysian
Age	: 47
Gender	: Male
Date of Appointment	: 2 August 2021
Length of Tenure (as at 31 December 2022)	: 1 year 5 months

QUALIFICATION

Mr Law Sang Thiam obtained his Bachelor of Accounting from the University of Malaya in 2000. He has been a member of the Malaysian Institute of Accountants since 2003 and Malaysian Institute of Certified Public Accountants since 2004.

DIRECTORSHIP/RELEVANT APPOINTMENTS (Other than Ecoscience International Berhad)

- MCE Holdings Berhad
- Spring Art Holdings Berhad

RELEVANT EXPERIENCE

Mr Law Sang Thiam was appointed as an Independent Non-Executive Director of the Company on 2 August 2021.

Mr Law Sang Thiam began his career with Arthur Andersen & Co in 2000 as an Audit Assistant before leaving the firm in 2002 to join Ernst & Young (now known as Ernst & Young PLT) as Audit Associate. During his tenure with the said accounting firms, he was involved in audit assignments of companies in various industries, as well as other engagements involving corporate exercises.

In 2016, he left Ernst & Young as an Audit Director to establish his own accounting firm, Ivan Law & Co. In 2017, he established Taxavenue Advisory PLT, a firm in Malaysia providing tax advisory services. He is currently the Managing Partner of both Ivan Law & Co and Taxavenue Advisory PLT.

Mr Law Sang Thiam holds 200,000 ordinary shares of the Company. He has no family relationship with any Director and/or major shareholder of the Company and does not have any business or other relationship which could pose a conflict of interest with the Company or interfere with exercise of his judgement in the Company. He acts in the best interest of the Company.

He has not been convicted of any offence within the past five (5) years other than traffic offences and has not been imposed any public sanction or penalty by the relevant regulatory bodies during the financial year ended 31 December 2022.

The Board hereby supports and recommends the re-election of Mr Law Sang Thiam as the Independent Non-Executive Director of the Company for the shareholders' approval.



ECOSCIENCE INTERNATIONAL BERHAD

Registration No.: 202001024633 (1380953-M)
(Incorporated in Malaysia under the Companies Act 2016)

**SECOND ANNUAL GENERAL MEETING (2nd AGM)
ADMINISTRATIVE GUIDE**

Date	: Friday, 26 May 2023
Time	: 10.00 a.m.
Broadcast Venue	: Tricor Business Centre, Manuka 2 & 3 Meeting Room, Unit 29-01, Level 29, Tower A, Vertical Business Suite, Avenue 3, Bangsar South No. 8 Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia
Online Meeting Platform	: TIIH Online website at https://tiih.online

Dear Shareholders of Ecoscience International Berhad (“**Ecoscience**” or “**the Company**”)

2nd AGM

The 2nd AGM of the Company will be conducted virtually in accordance with the Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers’ issued by the Securities Commission Malaysia which was revised on 7 April 2022. In this respect, the Company will continue to leverage technology to ensure that the 2nd AGM supports meaningful engagement between the Board of Directors, Management and Shareholders of the Company.

Please find the below requirements for the 2nd AGM:

- The 2nd AGM will be conducted virtually **through live streaming and online remote voting** using Remote Participation and Voting (“RPV”) facilities via **TIIH Online** website at <https://tiih.online> from the Broadcast Venue.
- The Broadcast Venue is the main venue in Malaysia where the Chairman of the meeting will be physically present in accordance with Section 327(2) of the Companies Act 2016 and Clause 52(3) of the Constitution of the Company. As such, shareholder(s), proxy(ies), authorised representative(s) or attorney(s) are **NOT ALLOWED** to be physically present at the Broadcast Venue.
- We **strongly encourage** you to attend the 2nd AGM via the RPV facilities. You may also consider appointing the Chairman of the Meeting as your proxy to attend and vote on your behalf at the 2nd AGM.

REMOTE PARTICIPATION AND VOTING FACILITIES (“RPV”)

- The RPV facilities are available at **TIIH Online** website at <https://tiih.online>.
- Shareholders are to attend, speak (in the form of real-time submission of typed texts) and vote (collectively, “participate”) remotely at the 2nd AGM using RPV facilities from Tricor Investor & Issuing House Services Sdn. Bhd.
- Kindly refer to Procedures for RPV as set out below for the requirements and procedures.

PROCEDURES TO REMOTE PARTICIPATION AND VOTING VIA RPV FACILITIES

- Please read and follow the procedures below to engage in remote participation through live streaming and online remote voting at the 2nd AGM using the RPV facilities:

	Procedure	Action
BEFORE THE DAY OF 2nd AGM		
(a)	Register as a user with TIIH Online	<ul style="list-style-type: none"> Using your computer, access the website at https://tiih.online. Register as a user under the “e-Services” and select “Create Account by Individual Holder”. Please refer to the tutorial guide posted on the homepage for assistance. Registration as a user will be approved within one (1) working day and you will be notified via e-mail. If you are already a user of TIIH Online, you are not required to register again. You will receive an e-mail to notify you that remote participation is available for registration at TIIH Online.
(b)	Submit your request to attend 2 nd AGM remotely	<ul style="list-style-type: none"> Registration is open from Thursday, 27 April 2023 until the day of the 2nd AGM on Friday, 26 May 2023. Shareholder(s) or proxy(ies) or corporate representative(s) or attorney(s) are required to pre-register their attendance for the 2nd AGM to ascertain their eligibility to participate in the 2nd AGM using the RPV. Login with your user ID (i.e. e-mail address) and password and select the corporate event: “(REGISTRATION) ECOSCIENCE 2nd AGM” Read and agree to the Terms & Conditions and confirm the Declaration. Select “Register for Remote Participation and Voting”. Review your registration and proceed to register. System will send an e-mail to notify that your registration for remote participation is received and will be verified. After verification of your registration against the Record of Depositors as at 18 May 2023, the system will send you an e-mail after 24 May 2023 to approve or reject your registration for remote participation. <p><i>(Note: Please allow sufficient time for approval of new users of TIIH Online and registration for the RPV facilities).</i></p>
ON THE DAY OF THE 2nd AGM (26 MAY 2023)		
(c)	Login to TIIH Online	<ul style="list-style-type: none"> Login with your user ID (i.e. e-mail address) and password for remote participation at the 2nd AGM at any time from 9.00 a.m. i.e. 1 hour before the commencement of the meeting at 10.00 a.m. on Friday, 26 May 2023.
(d)	Participate through Live Streaming	<ul style="list-style-type: none"> Select the corporate event: “(LIVE STREAM MEETING) ECOSCIENCE 2nd AGM” to engage in the proceedings of the AGM remotely. If you have any questions for the Chairman/Board, you may use the query box to transmit your question. The Chairman/Board will try to respond to questions submitted by remote participants during the 2nd AGM. If there is a time constraint, the responses will be e-mailed to you at the earliest possible, after the meeting.
(e)	Online Remote Voting	<ul style="list-style-type: none"> Voting session commences from 10.00 a.m. on Friday, 26 May 2023 until a time when the Chairman announces the completion of the voting session of the 2nd AGM. Select the corporate event: “(REMOTE VOTING) ECOSCIENCE 2nd AGM” or if you are on the live stream meeting page, you can select the “GO TO REMOTE VOTING PAGE” button below the Query Box. Read and agree to the Terms & Conditions and confirm the Declaration.

		<ul style="list-style-type: none"> • Select the CDS account that represents your shareholdings. • Indicate your votes for the resolutions that are tabled for voting. • Confirm and submit your votes. • You may choose to download a document (of your votes) for the record.
(f)	End of remote participation	<ul style="list-style-type: none"> • Upon the announcement by the Chairman on the closure of the 2nd AGM, the live streaming will end.

Note to users of the RPV facilities:

1. Should your registration for RPV be approved, we will make available to you the rights to join the live stream meeting and to vote remotely. Your login to **TIIH Online** on the day of the meeting will indicate your presence at the virtual meeting.
2. The quality of your connection to the live broadcast is dependent on the bandwidth and stability of the internet at your location and the device you use.
3. In the event you encounter any issues with logging-in, connection to the live stream meeting or online voting on the meeting day, kindly call Tricor Help Line at 011-40805616 / 011-40803168 / 011-40803169 / 011-40803170 for assistance or e-mail to tiih.online@my.tricorglobal.com for assistance.

NO BREAKFAST / LUNCH PACK, DOOR GIFT OR FOOD VOUCHER

There will be **no distribution** of breakfast / lunch packs, door gifts or food vouchers during the 2nd AGM since the meeting is being conducted on a virtual basis.

ENTITLEMENT TO PARTICIPATE IN THE 2ND AGM

Only a depositor whose name appears on the Record of Depositors as at **18 May 2023** (General Meeting Record of Depositors) shall be entitled to attend, speak and vote at the 2nd AGM or appoint proxies to attend and/or vote on his/her behalf.

ANNUAL REPORT 2022

- The Company's Annual Report 2022 is available at the Company's website at www.ecosciencegroup.com and Bursa Malaysia Securities Berhad ("**Bursa Securities**")'s website at www.bursamalaysia.com under Company's announcements.
- You may request for a printed copy of the Annual Report 2022 at <https://tiih.online> by selecting "**Request for Annual Report / Circular**" under the "**Investor Services**".
- Kindly consider the environment before you decide to request for the printed copy of the Annual Report. The environmental concerns like global warming, deforestation, climate change and many more affect every human, animal and nation on this planet.

RECORDING OR PHOTOGRAPHY

Unauthorised recording or photography of the proceedings of the 2nd AGM is strictly prohibited.

COMMUNICATION GUIDE

Shareholders are reminded to monitor the Company's website and announcements for any changes relating to the AGM arrangements.

PROXY

- The 2nd AGM will be conducted virtually, if you are unable to attend the meeting via RPV facilities on 26 May 2023, you may appoint the Chairman of the meeting as proxy and indicate the voting instructions in the Proxy Form.
- You may also submit the Proxy Form electronically via **TIIH Online** website at <https://tiih.online> no later than **Wednesday, 24 May 2023 at 10.00 a.m.** Please do read and follow the procedures to submit the Proxy Form electronically below.
- You may submit your Proxy Form to the Share Registrar, Tricor Investor & Issuing House Services Sdn. Bhd. ("**Tricor**") by fax at 03-2783 9222 or e-mail to is.enquiry@my.tricorglobal.com. However, please ensure that the **Original Proxy Form** is deposited with the Share Registrar of the Company at Tricor Investor & Issuing House Services Sdn. Bhd., at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or, alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the 2nd AGM or any adjournment thereof, otherwise, the Proxy Form shall not be treated as valid. On revocation, your proxy(ies) will not be allowed to participate in the AGM. In such event, you should advise your proxy(ies) accordingly.

ELECTRONIC SUBMISSION OF PROXY FORM

The procedures to submit your proxy form electronically via **TIIH Online** website are summarised below:

Procedure		Action
Steps for Individual Shareholders		
(a)	Register as a User with TIIH Online	<ul style="list-style-type: none">• Using your computer, please access the website at https://tiih.online. Register as a user under the "e-Services" by selecting "Create Account by Individual Holder". Please refer to the tutorial guide posted on the homepage for assistance.• If you are already a user of TIIH Online, you are not required to register again.
(b)	Proceed with submission of Proxy Form	<ul style="list-style-type: none">• After the release of the Notice of Meeting by the Company, login with your username (i.e. email address) and password.• Select the corporate event: "ECOSCIENCE 2nd AGM – SUBMISSION OF PROXY FORM".• Read and agree to the Terms & Conditions and confirm the Declaration.• Insert your CDS account number and indicate the number of shares for your proxy(ies) to vote on your behalf.• Appoint your proxy(ies) and insert the required details of your proxy(ies) or appoint Chairman as your proxy.• Indicate your voting instructions – FOR or AGAINST, otherwise your proxy will decide your votes.• Review and confirm your proxy(ies) appointment.• Print the proxy form for your record.

Steps for Corporation or Institutional Shareholders		
(a)	Register as a User with TIIH Online	<ul style="list-style-type: none"> • Access TIIH Online at https://tiih.online • Under e-Services, the authorised or nominated representative of the corporation or institutional shareholder selects “Create Account by Representative of Corporate Holder”. • Complete the registration form and upload the required documents. • Registration will be verified, and you will be notified by email within one (1) to two (2) working days. • Proceed to activate your account with the temporary password given in the email and re-set your own password. <p>Note: The representative of a corporation or institutional shareholder must register as a user in accordance with the above steps before he/she can subscribe to this corporate holder electronic proxy submission. Please contact the persons stated under “ENQUIRY” section below if you need clarifications on the user registration.</p>
(b)	Proceed with submission of Proxy Form	<ul style="list-style-type: none"> • Login to TIIH Online at https://tiih.online. • Select the corporate exercise name: “ECOSCIENCE 2nd AGM – SUBMISSION OF PROXY FORM”. • Read and agree to the Terms & Conditions and confirm the Declaration. • Proceed to download the file format for “SUBMISSION OF PROXY FORM” in accordance with the Guidance Note set therein. • Prepare the file for the appointment of proxy(ies) by inserting the required data. • Proceed to upload the duly completed proxy appointment file. • Select “Submit” to complete your submission. • Print the confirmation report of your submission for your record.

POLL VOTING

- The voting at the 2nd AGM will be conducted by poll in accordance with Rule 8.31A of Bursa Securities' ACE Market Listing Requirements. The Company has appointed Tricor Investor & Issuing House Services Sdn. Bhd. as Poll Administrator to conduct the poll by way of electronic voting and Scrutineers Solutions Sdn. Bhd. as Scrutineers to verify the poll results.
- Shareholders can proceed to vote on the resolutions at any time from the commencement of the 2nd AGM at 10.00 a.m. but before the end of the voting session which will be announced by the Chairman of the Meeting. Kindly refer to “Procedures to Remote Participation and Voting via RPV Facilities” provided for guidance on how to vote remotely via **TIIH Online**.
- Upon completion of the voting session for the 2nd AGM, the Scrutineers will verify and announce the poll results followed by the Chairman's declaration of whether the resolutions are duly passed.

RESULTS OF THE VOTING

The poll vote results of the resolutions proposed at the 2nd AGM will be announced at the 2nd AGM and subsequently via an announcement to Bursa Securities, which is available at <http://www.bursamalaysia.com>.

PRE-MEETING SUBMISSION OF QUESTION TO THE BOARD OF DIRECTORS

The Board recognises that the 2nd AGM is a valuable opportunity for the Board to engage with shareholders. In order to enhance the efficiency of the proceedings of the 2nd AGM, shareholders may in advance, before the 2nd AGM, submit questions to the Board of Directors via **TIIH Online** website at <https://tiih.online>, by selecting “e-Services” to login, post your questions and submit it electronically no later than **Wednesday, 24 May 2023 at 10.00 a.m.**. The Board of Directors will endeavor to address the questions received at the 2nd AGM.

ENQUIRY

If you have any enquiries on the above, please contact the following persons during office hours on Mondays to Fridays from 9.00 a.m. to 5.30 p.m. (except on public holidays):

Tricor Investor & Issuing House Services Sdn. Bhd.

General/Fax No	:	+603 - 2783 9299 / +603 - 2783 9222
Email	:	is.enquiry@my.tricorglobal.com
En. Mohd Kamal Bin Mohd Din	:	+603 – 2783 9237 / kamal.mohd@my.tricorglobal.com
En. Muhammad Ashraff Bin Mohd Khaizan	:	+603 - 2783 9276 / muhammad.ashraff@my.tricorglobal.com
Mr Low Cheng Chuan	:	+603 - 2783 9278 / cheng.chuan.low@my.tricorglobal.com
En. Syafiqul Hafidz Bin Abdul Kadir	:	+603 - 2783 9024 / syafiqul.hafidz@my.tricorglobal.com

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