



ENERGY WORLD CORPORATION LTD.

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Seaforth, NSW, 2092

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19 October 2018

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ENERGY WORLD CORPORATION LIMITED ("EWC") NOTICE OF ANNUAL GENERAL MEETING

Dear Sirs,

The Directors of EWC are pleased to advise that the Annual General Meeting of Shareholders of the Company will be held on 29th November 2018 at 10.00a.m., in the ISC Room, Royal Automobile Club of Australia, 89 Macquarie Street, Sydney NSW. A copy of the Notice of Annual General Meeting is attached.

Yours faithfully,
For and on behalf of
ENERGY WORLD CORPORATION LTD.

Brian Allen
Executive Director

REGISTERED OFFICE ADDRESS

9A Seaforth Crescent, Seaforth NSW 2092, Australia.
Tel : (61 2) 9247 6888 Fax : (61 2) 9247 6100
A.C.N. 009 124 994



NOTICE OF ANNUAL GENERAL MEETING

THURSDAY 29 NOVEMBER 2018

10:00 a.m.

**Royal Automobile Club of Australia,
The ISC Room, 89 Macquarie Street
Sydney, NSW**

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of the Shareholders of Energy World Corporation Ltd. will be held at **The ISC Room, Royal Automobile Club of Australia, 89 Macquarie Street, Sydney, NSW, on Thursday, 29 November 2018 at 10.00a.m.**

The Explanatory Memorandum, the Proxy Form and the Appointment of Corporate Representative Form accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting.

In order to determine voting entitlements, Shareholders will be those entered upon the register of members by 7.00p.m. (Sydney time), Tuesday, 27 November 2018.

AGENDA

ORDINARY BUSINESS:

Ordinary Business: 2018 Accounts:

To receive and consider the Directors' report, the balance sheet, profit and loss account and cashflow statement for the year ended 30 June 2018 and the auditor's report on the accounts of the Company.

Resolution 1 – Re-election of an Independent Non-Executive Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr. Leslie James Charles, an Independent Non-Executive Director retiring by rotation in accordance with the Company's Constitution and being eligible offers himself for re-election, be re-elected as an Independent Non-Executive Director of the Company."

Information about Mr. Leslie James Charles is set out below:

Mr. Charles lives in Australia and has more than 40 years of experience in project and construction and project management of major commercial, institutional, public and industrial developments with more than 25 years of experience in the Asia Pacific region in particular Hong Kong and the Peoples Republic of China, and also in Malaysia, Indonesia and the Philippines.

Voting Exclusion Statement in relation to Resolution 1

The Company will disregard any votes cast on Resolution 1 by or on behalf of Mr. Leslie James Charles, and any Associate of Mr. Leslie James Charles, unless a vote is cast by:

- (a) a person as a proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form; or
- (b) the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 2 – Re-election of an Executive Director

"That Mr. Brian Jeffrey Allen, an Executive Director retiring by rotation in accordance with the Company's Constitution and being eligible offers himself for re-election, be re-elected as an Executive Director of the Company."

Information about Mr. Brian Jeffrey Allen, is set out below:

Mr. Allen was appointed an Executive Director on 12 April 2001. He is also a director of EWI. Prior to joining EWI's board of directors in September 2000, Mr. Allen was a director and head of project finance for The Hong Kong and Shanghai Banking Corporation Limited based in Hong Kong. Mr. Allen was directly involved in a number of transactions including certain financing arranged by HSBC Group members for CEPA. Mr. Allen has been involved in arranging finance for major projects in Asia since 1986.

Voting Exclusion Statement in relation to Resolution 2

The Company will disregard any votes cast on Resolution 2 by or on behalf of Mr. Brian Jeffrey Allen, and any Associate of Mr. Brian Jeffrey Allen, unless a vote is cast by:

- (a) a person as a proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form; or
- (b) the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 3 – Remuneration Report

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That the Remuneration Report required by section 300A of the Corporations Act, as contained in the Directors' Report of the Company for the year ended 30 June 2018, be adopted by the Shareholders on the terms set out in the Explanatory Memorandum."

Voting Exclusion Statement in relation to Resolution 3

The Company will disregard any votes cast on Resolution 3:

- (a) by or on behalf of a member of the key management personnel (**KMP**), details of whose remuneration are included in the remuneration report;
- (b) by or on behalf of a KMP's closely related party; or
- (c) as a proxy by a member of the KMP or a KMP's closely related party, unless the vote is cast by:
 - (i) a person as a proxy for a person who is entitled to vote on this resolution in accordance with a direction on the proxy form; or
 - (ii) the Chairman as a proxy for a person who is entitled to vote on this resolution, in accordance with an express authorisation in the proxy form.

Resolution 4 – Approval of the Issue of Warrants to Standard Chartered Private Equity (Singapore) Limited

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That the 101,122,429 warrants that were issued to Standard Chartered Private Equity (Singapore) Limited be ratified by Shareholders."

Voting Exclusion Statement in relation to Resolution 4

The Company will disregard any votes cast on Resolution 4 by or on behalf of Standard Chartered Private Equity (Singapore) Limited, and any Associate of Standard Chartered Private Equity (Singapore) Limited, unless a vote is cast by:

- (a) a person as a proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form; or
- (b) the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

The Company has determined that for the purpose of voting at the meeting, shares will be taken to be held by those who hold them at 7.00p.m. (Sydney time) on 27 November 2018.

In order to vote on behalf of a Company that is a Shareholder of EWC, a valid Appointment of Corporate Representative must be either lodged with the Company prior to the Meeting, or be presented at the meeting before registering on the Attendance Register for the Annual General Meeting. An Appointment of Corporate Representative form is enclosed if required.

Each proxy form (together with the power of attorney (if any) under which the proxy form is signed or a certified copy of that power of attorney) must be received by Computershare Investor Services Pty. Limited not less than 48 hours before the time fixed for holding of the Meeting. Proxies may be faxed to Computershare Investor Services Pty. Limited on 03 9473 2555.

By order of the Board



IAN W. JORDAN
COMPANY SECRETARY

Date: 3 October 2018

PROXIES

Votes by Proxy

- (a) Any Member may appoint not more than 2 proxies to vote on his behalf.
- (b) A proxy need not be a Member of the Company.
- (c) Where a Member appoints 2 proxies, each proxy may be appointed to represent a specified proportion or number of the Member's voting rights. Any fractions of votes resulting from the application of this Regulation are to be disregarded.

A vote given or act done in accordance with the terms of an instrument of proxy or power of attorney is valid notwithstanding the previous death of the principal or revocation of the proxy or power of attorney in respect to which the vote is given or act done provided no duly authenticated intimation in writing of the death or revocation has been received at the office before the vote is given or act done.

A proxy may be revoked at any time by notice in writing to the Company.

Instrument Appointing a Proxy

The instrument appointing a proxy (and the power of attorney (if any) under which it is signed or a certified copy thereof) shall be deposited at the office, or any other place notified in the Notice of Meeting, not less than 48 hours before the Meeting or adjourned Meeting as the case may be at which the person named in such instrument proposes to vote.

An instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation under its common seal or the hand of its attorney or officer duly authorised. The instrument appointing a proxy is deemed to confer authority to vote on a show of hands, to demand or join in demanding a poll and to vote on an adjournment of a Meeting.

A proxy may only be for a single Meeting and any postponement or adjournment thereof and each proxy shall specify the day upon which the Meeting at which it is intended to be used is to be held and be available only at the Meeting so specified.

An instrument appointing a proxy may specify the manner, in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument. If a proxy has two or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands.

Every instrument of proxy shall be in the form determined by the Directors from time to time and may make provision for the Chairperson of the Meeting to act as proxy in the absence of any other appointment or if the person or persons nominated fails or all fail to attend.

Representatives of Corporate Shareholders

A body corporate ("the Appointor") that is a Shareholder may authorise, in accordance with section 250D of the Corporations Act, such person or persons as it may determine to act as its representative at any general meeting of the Company or of any class of Shareholders. A person so authorised shall be entitled to exercise all the rights and privileges of the Appointor as a Shareholder. When a representative is present at a general meeting of the Company, the Appointor shall be deemed to be personally present at the general meeting unless the representative is otherwise entitled to be present at the general meeting. In order to vote on behalf of a Company that is a Shareholder of EWC, a valid Appointment of Corporate Representative, must be either lodged with the Company prior to the Meeting, or be presented at the Meeting before registering on the Attendance Register for the Annual General Meeting. An appointment of Corporate Representative form is enclosed if required.

APPOINTMENT OF CORPORATE REPRESENTATIVE
Pursuant to Section 250D of the Corporations Act

(insert name of Member Company)

hereby certifies that it has appointed

(insert name of Corporate Representative)

to act as a representative at the Annual General Meeting of Energy World Corporation Ltd. to be held on Thursday, 29 November 2018.

Dated this day of 2018

The Common Seal of

were hereto affixed in accordance
with its Articles of Association in
the presence of:

.....
Director

.....
Director/Secretary

In accordance with the Company's constitution, this authority must be sent to the Company 48 hours in advance of the Meeting. The authority will be retained by Energy World Corporation Ltd.

Please lodge the completed form either via mail, fax or online to Computershare Investor Services Pty. Limited not less than 48 hours before the time fixed for holding of the Meeting.

Lodge your vote:

Online:
www.investorvote.com.au

By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of the Shareholders in connection with the business to be transacted at the Annual General Meeting.

The Directors recommend Shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Ordinary Business: 2018 Accounts

While it is not required to vote on the adoption of the 2018 Accounts, in accordance with best practice corporate governance, the Chairman of the Meeting will open the meeting for discussion on the financial statements and reports comprised in the Company's Annual Report 2018.

Resolution 3 – Remuneration Report

Pursuant to section 250R(2) of the Corporations Act the Company is required to put the Remuneration Report to the vote of Shareholders. The Annual Report for the year ended 30 June 2018 contains the Remuneration Report, which describes the remuneration policies of the Company and reports the remuneration arrangements in place for the Executive Directors, Independent Non-Executive Directors and specified directors.

The provisions of the Corporations Act provide that there need only be an advisory vote of Shareholders. This resolution is advisory only and does not bind the Directors of the Company. Of itself a failure of Shareholders to pass this resolution will not require the Directors to alter any of the arrangements in the Remuneration Report, however the Board will take the outcome of the vote into consideration when considering the remuneration policy.

The Chairman of the Meeting will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

The Chairman may vote open proxies in favour of the Remuneration Resolution, if the Shareholder provides express permission to do so. Shareholders should read carefully the voting instructions contained on the Proxy Form. The Chairman of the Meeting intends to vote any undirected proxies in favour of this Resolution 3.

Should this resolution receive “No” votes amounting to at least 25 percent of total votes in two successive years a vote on whether to call a “Spill Meeting” when all Directors must stand for re-election, will be put at the AGM when the second “Strike” is recorded. Consequently, this resolution will require a poll to ensure that the 25 percent threshold is not breached.

Resolution 4

Pursuant to an agreement with Standard Chartered Private Equity (Singapore) Limited (“SCPE”) dated 14 September 2018, SCPE agreed to reinvest the proceeds of their existing US\$50m Exchangeable Convertible Note previously issued by EWC's wholly owned subsidiary, Energy World Philippines Holdings Limited, into a new US\$50m loan plus the issue of 101,122,429 warrants. The warrants were issued to SCPE on 15 October 2018.

The warrants were issued to SCPE under the general mandate provisions of the Company which allow for the issue of up to 15% of the share capital each year without the approval of shareholders.

We now seek approval of the Shareholders of the Company to ratify the issue of these warrants, which if approved, will reinstate our placement capacity to 15%.

Number of Securities Issued:	101,122,429
Price at which securities were issued:	Zero consideration was received for the issue of these warrants, as they formed part of the transaction structure
Terms of the Securities:	Warrants are convertible into ordinary shares in the capital of the Company at A\$0.50 per warrant at anytime on or before 15 October 2023. The warrants are subject to adjustment mechanisms for the reorganisation of

capital and standard ASX antidilution provisions. The warrants are transferable but will not be listed.

Holder of the Securities: The warrants were issued to Standard Chartered Private Equity (Singapore) Limited as part of a privately negotiated loan plus warrants transaction.

Use of Proceeds: No proceeds are received from the issue of the warrants. If the warrants are exercised proceeds received will be used to further develop our projects, reduce debt and/or for working capital.

Voting

Certain Shareholders may not be permitted to vote on each Resolution set out in the Notice of Meeting. Please refer to the voting exclusion statement in the Notice of Meeting for details of the voting exclusions applicable to each Resolution.

Recommendation

In relation to Resolution 1, the Board (other than Mr. Leslie James Charles who abstained because of his interest in this Resolution) recommends that eligible Shareholders vote in favour of the Resolution.

In relation to Resolution 2, the Board (other than Mr. Brian Jeffrey Allen who abstained because of his interest in this Resolution) recommends that eligible Shareholders vote in favour of the Resolution.

In relation to Resolution 3, as the Directors have an interest in this Resolution, the Board will not make any Recommendations to Shareholders on how to vote.

In relation to Resolution 4, the Board (other than Mr. Winston Mandrawa who abstained because of his interest in this Resolution) recommends that eligible Shareholders vote in favour of the Resolution.

Proxies

If Shareholders cannot attend the meeting they are urged to complete the proxy form and return (see proxy form for details) it as soon as possible and in any event by no later than 48 hours before the scheduled commencement of the meeting.



IAN W. JORDAN
COMPANY SECRETARY

Date: 3 October 2018



Energy World Corporation Ltd
ABN 34 009 124 994

EWC

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

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Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



For your vote to be effective it must be received by 10:00a.m. (Sydney time) on Tuesday, 27 November 2018

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Energy World Corporation Ltd hereby appoint

☐ the Chairman of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Energy World Corporation Ltd to be held at The ISC Room, Royal Automobile Club of Australia, 89 Macquarie Street, Sydney, NSW, on Thursday, 29 November 2018 at 10:00a.m. (Sydney time) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 3 (except where I/we have indicated a different voting intention below) even though Resolution 3 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 3 by marking the appropriate box in step 2 below.

STEP 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
1	Re-election of an Independent Non-Executive Director - Mr. Leslie James Charles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of an Executive Director - Mr. Brian Jeffrey Allen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval of the Issue of Warrants to Standard Chartered Private Equity (Singapore) Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

/

/



Energy World Corporation Ltd

ABN 34 009 124 994

All correspondence to:
Computershare Investor Services Pty Limited
GPO Box 2975 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1300 855 080
(outside Australia) +61 3 9415 4000
Facsimile +61 3 9473 2500
www.computershare.com.au

EWCRM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Energy World Corporation Ltd. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Energy World Corporation Limited