



ENERGY WORLD CORPORATION LTD.

9A Seaforth Crescent
Seaforth, NSW, 2092

Tel: (61 2) 9247 6888
Fax: (61 2) 9247 6100

21 October 2014

The Listing Manager
Company Announcement Platform
ASX Limited

Total no. of page(s): 1 + Attachment

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

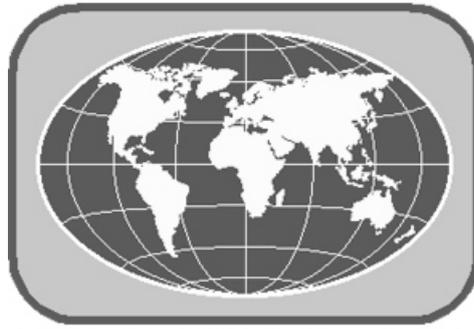
Dear Sirs,

The Directors of EWC are pleased to advise that the Annual General Meeting of Shareholders of the Company will be held on 21st November 2014 at 10.00a.m., in the Elizabeth Room, Level 2, 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.

A handwritten signature in black ink, appearing to read 'Ian W. Jordan'.

Ian W. Jordan
Company Secretary



ENERGY WORLD
CORPORATION LIMITED
A.C.N. 009 124 994

NOTICE OF ANNUAL GENERAL MEETING

FRIDAY 21 NOVEMBER 2014

10:00 a.m.

**Royal Automobile Club of Australia,
The Elizabeth Room, Level 2, 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 Elizabeth Room, Level 2, Royal Automobile Club of Australia, 89 Macquarie Street, Sydney, NSW, on Friday 21 November 2014 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 7pm (Sydney time), Wednesday 19 November 2014.

AGENDA

ORDINARY BUSINESS:

Ordinary Business: 2014 Accounts:

To receive and consider the Directors' report, the balance sheet, profit and loss account and cashflow statement for the year ended 30 June 2014 and the auditor's report on the accounts of the Company.

Resolution 1 – Re-election of an Executive Director

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

"That Mr. Ian William Jordan, 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. Ian William Jordan, is set out below:

Mr. Jordan was appointed an Executive Director on 29 September 2000 and Company Secretary in Australia on 12 April 2001. He holds a degree in Electrical Engineering from the University of Queensland. He is a Fellow of the Institute of Engineers, Australia, and is a chartered professional engineer. Prior to joining the Company, Mr. Jordan was a senior executive with Consolidated Electric Power Asia Limited and before this Mr. Jordan was a partner in an international engineering consultancy. He has more than 40 years of experience internationally in the electric power industry, including project development, project finance, construction and operation.

Voting Exclusion Statement in relation to Resolution 1

The Company will disregard any votes cast on Resolution 1 by or on behalf of Mr. Ian William Jordan, and any Associate of Mr. Ian William Jordan, 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 Independent Non-Executive Director

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

"That Dr. Brian Derek Littlechild, 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 of the Company."

Information about Dr. Brian Derek Littlechild is set out below:

Dr. Littlechild was appointed to our Board on 2 May 2001. He has a Bachelor of Science degree and a Doctor of Philosophy from Nottingham University. He is a member of the Institution of Civil Engineers and was a Fellow of the Hong Kong Institution of Engineers, Member of American Society of Civil Engineers, Member of Academy of Experts and Editorial Panel Member of Geotechnique. He joined Ove Arup in 1972, and worked in Hong Kong for over 20 years, where he served as an associate director. He has 25 years of experience in geotechnical engineering. He has authored numerous geotechnical and related papers. In particular, he led a major programme of testing of foundations in Hong Kong which subsequently formed the basis of a section of the new Code of Practice for Foundations in Hong Kong. His extensive experience in Hong Kong, China and the Philippines covers a large number of geotechnical projects including large power plants and infrastructure projects as well as major buildings.

Voting Exclusion Statement in relation to Resolution 2

The Company will disregard any votes cast on Resolution 2 by or on behalf of Dr. Brian Derek Littlechild, and any Associate of Dr. Brian Derek Littlechild, 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 – Election of an Executive Director

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

"That Mr. Graham Stewart Elliott, an Executive Director having been appointed in accordance with the Company's Constitution and being eligible offers himself for election, be elected as an Executive Director of the Company."

Information about Mr. Graham Stewart Elliott, is set out below:

Mr. Graham Elliott was educated at Princeton University (Engineering). While at Princeton, he served as the President of the Princeton American Society of Civil Engineering Student Chapter. Mr. Graham Elliott completed a Masters of Business Administration at Southampton University in June 2004. His previous work experience includes various internships between 1992 and 1996, at GEC Alstom in 1996, at Arup in 1997, and at Energy World International Ltd. and Schlumberger between 1997 and 2001. Mr. Graham Elliott joined EWC in 2001 and is responsible for matters relating to engineering and civil construction and for the development of new project opportunities throughout the Asia Pacific region. He is the son of Mr. Stewart Elliott, EWC's CEO and Managing Director.

Voting Exclusion Statement in relation to Resolution 3

The Company will disregard any votes cast on Resolution 3 by or on behalf of Mr. Graham Stewart Elliott, and any Associate of Mr. Graham Stewart Elliott, 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 4 – 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 2014, be adopted by the Shareholders on the terms set out in the Explanatory Memorandum."

Voting Exclusion Statement in relation to Resolution 4

The Company will disregard any votes cast on Resolution 4:

- (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 5 – Issue of options to Executive Directors under the Plan

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

- (a) "That for the purposes of Listing Rule 10.14 and 10.15A and for all other purposes, the Shareholders approve the issue of options to Stewart William George Elliott (EWC Executive Director) under the Plan on the terms set out in the Explanatory Memorandum."
- (b) "That for the purposes of Listing Rule 10.14 and 10.15A and for all other purposes, the Shareholders approve the issue of options to Brian Jeffrey Allen (EWC Executive Director) under the Plan on the terms set out in the Explanatory Memorandum."
- (c) "That for the purposes of Listing Rule 10.14 and 10.15A and for all other purposes, the Shareholders approve the issue of options to Ian William Jordan (EWC Executive Director) under the Plan on the terms set out in the Explanatory Memorandum."
- (d) "That for the purposes of Listing Rule 10.14 and 10.15A and for all other purposes, the Shareholders approve the issue of options to Graham Stewart Elliott (EWC Executive Director) under the Plan on the terms set out in the Explanatory Memorandum."

Voting Exclusion Statement in relation to Resolution 5

All directors are excluded from voting on Resolution 5.

Resolution 6 – Issue of options to employees under the Plan

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

"That for the purposes of Listing Rule 7.2, Exception 9(b), and for all other purposes, the Shareholders approve the issue of options to EWC employees under the Plan on the terms set out in the Explanatory Memorandum."

Voting Exclusion Statement in relation to Resolution 6

The Company will disregard any votes cast on Resolution 6 by or on behalf of an EWC employee (who is eligible to participate in the Plan) and any Associate of each of them, 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 7 – Approval of issue of Convertible Notes to EWI

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

"That for the purposes of Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue by the Company to EWI of US\$25 million Convertible Notes on the terms set out in the Explanatory Memorandum."

Voting Exclusion Statement in relation to Resolution 7

The Company will disregard any votes cast on Resolution 7 by or on behalf of EWI and any Associate of EWI, 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 7pm (Sydney time) on 19 November 2014.

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: 14 October 2014

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 Friday, 21 November 2014.

Dated this day of 2014

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 send the completed form by mail or facsimile to 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.

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: 2014 Accounts

While it is not required to vote on the adoption of the 2014 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 2014.

Resolution 4 – 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 2014 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 4.

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.

Resolutions 5(a), (b), (c) and (d) – Issue of options to Executive Directors under the Plan

As outlined in the Company's Annual Report, the Company adopted a ‘Director and Employee Option Plan’ on 12 March 2012.

Shareholder approval is sought for the issue of options to Stewart William George Elliott, Brian Jeffrey Allen, Ian William Jordan and Graham Stewart Elliott. Shareholder approval is sought for the purposes of Listing Rule 10.14, which requires Shareholder approval by ordinary resolution prior to a Director acquiring securities under an employee incentive scheme.

Purpose for issue of options under the Plan

The Board's purpose for issuing options under the Plan is to:

- Provide eligible persons with an incentive plan which recognizes ongoing contribution to the achievement by the Company of long term strategic goals thereby encouraging the mutual interdependence of participants and the Company;

- Reward the long service of Executive Directors and employees in helping the Company monetize its assets as well as develop new businesses in the Philippines, Indonesia and Australia which will directly contribute to the profits of the Company;
- Align the interests of participants with Shareholders, through the sharing of a personal interest in the future growth and development of the Company, as represented in the price of the Company's ordinary fully paid shares;
- Encourage Eligible Persons to contribute to the performance of the Company and its total return to Shareholders; and
- Provide a means of attracting and retaining skilled and experienced employees.

For the purposes of Listing Rule 10.15A, the following information is provided to Shareholders:

- Options will be issued to Executive Directors in respect of 2.5% (43,354,166) of the total issued and outstanding shares (1,734,166,672).
- In accordance with the Company's Remuneration Policy, the Remuneration Committee will be responsible for the determination and allocation of the options to Executive Directors.
- The maximum number of options that may be acquired by all the Executive Directors is in respect of 43,354,166 shares (note: as at the date of this notice, 43,354,166 shares is equivalent to 2.5% of the total issued capital of 1,734,166,672 shares).
- There are currently four Executive Directors eligible for the issue of options. The maximum number of options that may be acquired by any one current or future individual Executive Director is in respect of 10,838,542 shares (note: as at the date of this notice, 10,838,542 shares is equivalent to approximately 0.63% of the total issued capital of 1,734,166,672 shares).
- The exercise price for the options will be the higher of: 1. The closing price of EWC shares as stated on the ASX on the date of the grant; 2. The average closing price on the ASX for the five business days prior to the grant and 3. A price of AU\$50 cents.

Example Table

	Share Price (AUD)	Option Price (AUD)
Average 5 Days	0.37	0.50
Price on Grant	0.37	0.50
Average 5 Days	0.70	0.70
Price on Grant	0.60	0.70

- Conditions to vesting of the options are:
 - 20% of total number issued on commissioning of the first 0.5mtpa train of Sengkang LNG
 - 20% of total number issued on commissioning of the second 0.5mtpa train of Sengkang LNG
 - 20% of total number issued on commissioning of the Philippines LNG Hub
 - 20% of total number issued on commissioning of the first 200MW of the Philippines Power Station
 - 20% of total number issued on commissioning of the second 200MW of the Philippines Power Station
- No securities have been previously issued under the Plan.

- The names of the current Executive Directors entitled to participate in the issue of options under the Plan are:
 - Stewart William George Elliott
 - Brian Jeffrey Allen
 - Ian William Jordan
 - Graham Stewart Elliott

- As stated in the voting exclusion statement in this Notice of Meeting, the Company will disregard any votes cast on this Resolution 5 by:
 - Stewart William George Elliott
 - Brian Jeffrey Allen
 - Ian William Jordan
 - Graham Stewart Elliott

- There is no loan issued under the terms of the options being issued.

- Details of any securities issued under the Plan will be published in each annual report of the Company relating to a period in which securities have been issued, and that approval for the issue of options is obtained under ASX listing rule 10.14.

- Any additional persons who become entitled to participate in the issue of securities under the Plan after this resolution is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under ASX listing rule 10.14.

- The earliest date by which the Company will issue the options will occur within 3 years from the date of the meeting. The expiry date of the options will be five years from their issue date.

When the options are formally issued, the Company will make an ASX announcement to the market.

Please note that the Chairman of the Meeting intends to vote any undirected proxies in favour of Resolutions 5(a), (b), (c) and (d).

Resolution 6 – Issue of options to employees under the Plan

The Company wishes to exempt issues of securities under the Plan from counting towards the rolling annual limit of 15% of issued ordinary shares prescribed by Listing Rule 7.1. This limit otherwise applies to all new issues of equity securities made without Shareholder approval. Shareholder approval is therefore sought under Listing Rule 7.2, Exception 9(b), whereby the shareholders may approve in advance the issue of securities made under the Plan as an exception to the limit under Listing Rule 7.1.

A summary of the terms of the Plan in respect of options to be issued to employees of the Company is set out below.

As outlined in the Company's Annual Report, the Company adopted a 'Director and Employee Option Plan' on 12 March 2012.

The Board's purpose for issuing options to employees of the Company under the Plan is to:

- Provide eligible persons with an incentive plan which recognizes ongoing contribution to the achievement by the Company of long term strategic goals thereby encouraging the mutual interdependence of participants and the Company;

- Reward the long service of employees in helping the Company monetize its assets as well as develop new businesses in the Philippines, Indonesia and Australia which will directly contribute to the profits of the Company;
- Align the interests of participants with Shareholders, through the sharing of a personal interest in the future growth and development of the Company, as represented in the price of the Company's ordinary fully paid shares;
- Encourage eligible persons to contribute to the performance of the Company and its total return to Shareholders; and
- Provide a means of attracting and retaining skilled and experienced employees.

The following information is provided to Shareholders in respect of options to be issued to employees of the Company under the Plan:

- Options will be issued in respect of 2.5% (43,354,166) of the total issued and outstanding shares (1,734,166,672) to employees of the Company.
- In accordance with the Company's Remuneration Policy, the Managing Director will be responsible for the determination and allocation of the options to employees.
- The maximum number of options that may be acquired by employees of the Company is in respect of 43,354,166 shares (note: as at the date of this notice, 43,354,166 shares is equivalent to 2.5% of the total issued capital of 1,734,166,672 shares).
- The exercise price for the options will be the higher of: 1. The closing price of EWC shares as stated on the ASX on the date of the grant; 2. The average closing price on the ASX for the five business days prior to the grant and 3. A price of AU\$50 cents.
- Conditions to vesting of the options are:
 - 20% of total number issued on commissioning of the first 0.5mtpa train of Sengkang LNG
 - 20% of total number issued on commissioning of the second 0.5mtpa train of Sengkang LNG
 - 20% of total number issued on commissioning of the Philippines LNG Hub
 - 20% of total number issued on commissioning of the first 200MW of the Philippines Power Station
 - 20% of total number issued on commissioning of the second 200MW of the Philippines Power Station
- No securities have been previously issued under the Plan.
- As stated in the voting exclusion statement in this Notice of Meeting, the Company will disregard any votes cast on this Resolution 6 by or on behalf of an EWC employee (who is eligible to participate in the Plan) and any Associate of each of them, 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.
- There is no loan issued under the terms of the options being issued.
- Details of any securities issued under the Plan will be published in each annual report of the Company relating to a period in which securities have been issued.
- The earliest date by which the Company will issue the options will occur within 3 years from the date of the meeting. The expiry date of the options will be five years from their issue date.

When the options are formally issued, the Company will make an ASX announcement to the market.

Please note that the Chairman of the Meeting intends to vote any undirected proxies in favour of this Resolution 6.

Resolution 7 - Approval of issue of Convertible Notes to EWI

As outlined in an ASX announcement made by the Company on 29 May 2014, the Company was informed by Standard Chartered Private Equity (Singapore) Pte. Ltd. (**SCPE**) that certain conditions as described in the Cleansing Notice dated 14 May 2013 previously released to Shareholders had not been met by the Company and Energy World Philippines (**EWP**) and SCPE would not be waiving these conditions or extending the timeline to allow these conditions to be met. As a consequence of this development, SCPE would no longer make available to the Company the sum of USD25 million for the Convertible and Exchangeable Second Tranche Notes of EWP under the Subscription Agreement dated 14 May 2013.

The Company received an offer from EWI to fully replace the USD25 million funding through a 2.5% convertible note facility to the Company on materially similar terms and conditions that were previously agreed with SCPE for the Second Tranche Notes (**Convertible Notes**) (save the Convertible Notes would be issued by the Company, not of EWP and would not provide for a conversion right into shares of EWP). The terms of subscription by EWI would not provide EWI the consent rights provided to SCPE under the Subscription Agreement dated 14 May 2013 in respect of Company Reserved Matters or EWP Reserved Matters or for an issue of warrants.

As detailed within the Annual Report and Accounts, the Slipform entities have advised the Company in writing they are willing to defer amounts due under existing contracts with the Company in order to allow the Company to meet its debts as and when they fall due and as part of this arrangement have deferred \$120m of these payables until 31 October 2015, or until the Company is in a position to pay these obligations, thus providing time for the Company to secure additional sources of funding via project debt financing and or other means.

This Convertible Note to be issued to EWI is required by the Company to fund the Company Philippines business and general corporate purposes.

The agreed deferral by Slipform entities is conditional and subject to the Company receiving Shareholders' approval to the issue to EWI of the Convertible Note and Shareholders' approval to the appointment of Graham Elliott as a Director of the Company. (Please refer to Resolution 3).

The Company therefore seeks Shareholders' approval for the proposed issue of Convertible Notes to EWI.

Listing Rule 10.11 requires shareholder approval for the issue of securities by a company to a related party or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained.

The information required to be given to Shareholders for the purposes of approval of the proposed issue of Convertible Notes under Listing Rule 10.11 is set out below and in the Appendix.

Name of person:	EWI.
Maximum number of securities to be issued:	Using the AU\$0.50 initial conversion price under the Convertible Notes and on a hypothetical US\$/AU\$ exchange rate of US\$1:AU\$0.89224, the maximum number of ordinary shares of the Company into which the Convertible Notes would convert is 56,038,734. Note that under the terms of the proposed Note Instrument the actual US\$/AU\$ exchange rate used to determine the number of Ordinary Shares into which the Convertible Notes, if issued, would convert will be the "mid" rate for the conversion of US\$ to AU\$ quoted by Bloomberg at the close of business (Hong Kong time) on the business day prior to the issue of the Convertible Notes
Issue date:	On or before 21 December 2014
Relationship between the Company and EWI:	EWI is the Company's largest Shareholder. EWI currently holds 634,572,393 Shares in the Company which equates to a voting power of approximately 36.59% of the Company's total issued capital. The maximum extent of the increase in the voting power of EWI will be from 36.59% to approximately 39.59%

Issue price:	USD25 million
Terms of securities:	Convertible Notes issued by the Company that are convertible, at the election of EWI into ordinary shares of the Company (Ordinary Shares) listed on the ASX and/or, at the election of EWI, any other stock exchange on which the Company's ordinary shares are traded, at the Conversion Price (as defined below), at any time during the Conversion Period (as defined below), and subject to the condition that the maximum amount that can be converted in any six-month period cannot result in EWI's aggregate voting power in the Company increasing more than 3% in any six-month period.
The use of the funds raised:	Investments in the Company's Philippines business and general corporate purposes of the Company.
<p>Shareholder approval is not required under Listing Rule 7.1 for the issue of the Convertible Notes to EWI, in accordance with Exception 14 of Listing Rule 7.2. That is, approval is not required under Listing Rule 7.1 if approval is given under Listing Rule 10.11.</p> <p>Further information on the issue of the Convertible Notes to EWI is set out below and in the Appendix.</p>	
Securities	Convertible Notes issued by the Company that are convertible, at the election of EWI, at any time during the Conversion Period (as defined below) into Ordinary Shares listed on the ASX and/or, at the election of EWI, any other stock exchange on which the Company's ordinary shares are traded, at the Conversion Price (as defined below).
Documentation	<p>Definitive documentation to include:</p> <ul style="list-style-type: none"> • Subscription Agreement; and • Note Instrument (containing Note terms and conditions on materially similar terms as the Convertible and Exchangeable Notes Instrument and Notes that was entered into between EWP, EWC and SCPE in May 2013 (the SCPE 2013 Note Conditions) which are relevant to a conversion into the Company's Ordinary Shares (noting the Note Instrument does not provide for possible conversion into the Shares of EWP and except for the reserved matters which had been specifically provided to SCPE as minority shareholder protections, which would not be applicable).
Investment Amount	USD25 million
Use of Proceeds	Investments in EWC's Philippines business and general corporate purposes of EWC.
Conditions Precedent to Drawing	<p>The Subscription Agreement will include conditions precedent, including:</p> <ul style="list-style-type: none"> • receipt of all required regulatory and corporate and independent Shareholder consents or approvals; and • no Material Adverse Effect.
Maturity Date	5 years from the issue date of the Convertible Note.
Coupon	2.50% per annum computed on a 365 day basis. Interest to be paid in US dollars semi-annually in arrears.
Up-front Fee	1.00% of the Investment Amount, payable on drawdown.
Initial Conversion Price	AU\$50 cents.
Anti-dilution Protection	EWI will have anti-dilution protections for its conversion rights into Ordinary Shares on a materially similar basis to SCPE's exchange right under the SCPE 2013 Note Conditions.
Conversion Period	Any time and from time to time after the first anniversary of Financial Close until 10 days prior the Maturity Date, subject however to the condition that the maximum amount that can be exchanged in any six-month period cannot result in EWI's aggregate voting power in the Company increasing more than 3% in any six-month period.
Ordinary Shares	EWC will ensure that the Ordinary Shares, when issued, will be fully-paid, rank equally with EWC's other ordinary shares and be immediately quoted and freely tradable on ASX. EWC will ensure the issue of any shares or share equivalents under these Convertible Notes will not conflict with the exchange rights under the SCPE 2013 Note Conditions or the exercise of the rights issued to SCPE pursuant to warrants issued on 14 May 2013 or cause such rights to be subject to any further conditions or approvals.
Ranking	EWC's obligations under the Convertible Notes constitute senior, direct, unconditional, unsecured and unsubordinated obligations of the Company and shall at all times rank at

	least equally with all of its other present or future, direct, senior, unconditional, unsecured and unsubordinated obligations.
Financial Covenant	EWC will covenant to maintain the following ratio (to be tested annually on a rolling 12-month look-back basis): <ul style="list-style-type: none"> • Consolidated Net Debt to EBITDA less than 4.00:1.00 (as provided in the SCPE 2013 Note Conditions).
Other Covenants	EWC covenants under the definitive documentation will include: <ul style="list-style-type: none"> • tax gross-up; • Ordinary Shares freely tradable on ASX; and • other covenants relevant to conversion of the Convertible Notes into Ordinary Shares (but not conversion into EWP shares) as provided in the SCPE 2013 Note Conditions and except for the reserved matters which had been specifically provided to SCPE as minority shareholder protections, which would not be applicable.
Board of Directors	EWI will have the right to nominate for appointment with effect from Financial Close one member of the Board but will not be provided only similar consent rights as those provided to SCPE under the Subscription Agreement 14 May 2013 in respect of Company Reserved Matters or EWP Reserved Matters.
Redemption Events	The Convertible Notes together with accrued interest will be due and payable at election of the holder of the Convertible Notes upon the occurrence of redemption events on materially similar terms as the SCPE 2013 Note Conditions, including: <ul style="list-style-type: none"> • uncured EWC breach of any covenant, representation or warranty under the definitive documentation; • breach by EWC of a Financial Covenant; • cross-default by EWC or its subsidiaries; • "change of control" of EWC (a "change of control event") (except where (i) each Noteholder is given the opportunity to participate in any transaction resulting in such change of control event (by exercising its conversion rights and tendering its Ordinary Shares) and (ii) such participation would result in the Noteholder receiving an amount which is greater than the par value of its Convertible Notes plus accrued interest); • delisting of ordinary shares or suspension from trading for five consecutive trading days; and <p>Upon a Noteholder electing to redeem its Convertible Notes due to the occurrence of a "change of control event", the Company shall immediately pay each holder of the Convertible Notes the par value of its Convertible Notes plus accrued interest. Upon a Noteholder electing to redeem its Convertible Notes due to any other Redemption Event, the Company shall immediately pay each holder of Convertible Notes the par value of its Convertible Notes plus such other amount as would give the holder an internal rate of return of 10% on an annualised basis calculated from the issue date to the date of repayment in full.</p>
Representations and Warranties	EWC will give customary representations, warranties in relation to authorisation, binding effect of the definitive documents and valid issue of Convertible Notes to be set out in the Subscription Agreement.
Transferability	The Convertible Notes will be freely transferable without restriction, provided that prior to selling all or some of the Convertible Notes to a third party (excluding any Affiliate or related fund of EWI), EWI will provide EWC with a right of first offer to purchase the Convertible Notes proposed to be sold.

Further details of the Convertible Notes are set out in the Appendix.

Please note that the Chairman of the Meeting intends to vote any undirected proxies in favour of this Resolution 7.

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. Ian William Jordan 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 Dr. Brian Derek Littlechild who abstained because of his interest in this Resolution) recommends that eligible Shareholders vote in favour of the Resolution.

In relation to Resolution 3, the Board (other than Mr. Graham Stewart Elliott who abstained because of his interest in this Resolution) recommends that eligible Shareholders vote in favour of the Resolution.

In relation to Resolution 4, 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 5, the Board (other than the Executive Directors who abstained because of their interest in this Resolution) recommends that eligible Shareholders vote in favour of the Resolution.

In relation to Resolution 6, the Board recommends that eligible Shareholders vote in favour of the Resolution.

In relation to Resolution 7, the Board (other than Mr. Stewart Elliott, Mr. Brian Allen and Mr. Graham Elliott who abstained because of their 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: 14 October 2014

APPENDIX

Summary of key terms under each of the Transaction Documents

SUBSCRIPTION AGREEMENT	
1.	Transaction: The Subscription Agreement provides for the issue of the Convertible Notes on the terms and subject to the conditions set out therein.
2.	Subscriber: Energy World International Limited, a related party, incorporated in the British Virgin Islands.
3.	Use of proceeds: The net proceeds from the sale of the Convertible Notes are to be used for investments in the Philippines business of the Company and for the general corporate purposes of EWC.
4.	Appointment of Directors: The Subscriber has the right to nominate a director to the board of EWC while the Subscriber and its Affiliates hold [fifty per cent] or more of the issued Convertible Notes.
5.	Governing law: English law.

NOTE INSTRUMENT

1. **Issue:** Convertible senior and unsecured, interest bearing, registered Convertible Notes which mature on the fifth anniversary of the issue date, with a principal amount of US\$25,000,000.
2. **Initial Noteholder:** Energy World International Limited.
3. **Form and denomination:** The Convertible Notes will be issued in registered form without coupons attached, subject to the terms and conditions of the Convertible Notes.
4. **Title:** Title to the Convertible Notes passes only by transfer and registration in the Register.
5. **Status:** EWC's obligations under the Convertible Notes constitute the senior, direct, unconditional, unsecured and unsubordinated obligations of EWC, and shall at all times rank at least equally with all of its other present and future, direct, senior, unconditional, unsecured and unsubordinated obligations.
6. **Transferability:** Save for (i) a transfer of Convertible Notes by a Noteholder to its Affiliates, (ii) any transfer by a Noteholder following a Redemption Event, the transfer of Notes is subject to EWC's right of first refusal to purchase such Convertible Notes, as set out in the Conditions, but is not otherwise subject to the approval of EWC.
7. **Interest:** The Convertible Notes shall bear interest from and including their date of issuance at the rate of:
 - (a) two point five per cent. (2.5%) per annum of the outstanding principal amount of the Convertible Notes; and/or
 - (b) five per cent. (5%) per annum of the outstanding principal amount of the Convertible Notes, on and from the occurrence of a Redemption Event,payable in cash semi-annually in arrears.
8. **Maturity Date:** The Maturity Date in respect of the Convertible Notes is on the date falling on the fifth (5th) anniversary of their issue date.
9. **Conversion Right:** At any time during the EWC Conversion Period, each Noteholder has the right to elect to convert the principal amount of each Convertible Note held by it. The number of Ordinary Shares to be issued shall be determined by dividing the principal amount of such Convertible Note (converted into Australian dollars at the Exchange Rate).

The Conversion Right may be exercised in respect of one or more Convertible Notes subject to the condition that the maximum amount that can be converted in any six month period shall not result in EWI's aggregate voting power in the Company increasing more than 3% in any six month period.
10. **Conversion Price:** The initial EWC Conversion Price is A\$0.50 per share.

<p>11. Exchange Rate: The US\$/AU\$ exchange rate shall be the "mid" rate for conversion of US\$ to AU\$ quoted by Bloomberg at the close of business (Hong Kong time) on the business day prior to issue of the Convertible Notes.</p>
<p>12. Alternate Exchange Option: If, at any time, the Ordinary Shares are listed for trading on an Alternate Exchange, each Noteholder has the right to elect to receive, upon exercise of the Conversion Right, either Ordinary Shares that are listed on ASX, or Ordinary Shares listed on an Alternate Exchange.</p>
<p>13. Initial Conversion Price and Conversion Right Adjustment: EWC is to make appropriate adjustments to the Conversion Rights of the Convertible Notes in certain circumstances including:</p> <ul style="list-style-type: none"> (a) upon the subdivision of outstanding Ordinary Shares, it shall proportionately decrease the Conversion Price, and upon the combination of outstanding Ordinary Shares, proportionately increase the Conversion Price, in each case immediately prior to such subdivision or combination (as the case may be); (b) upon EWC making a dividend or other distribution to holders of Ordinary Shares payable in Ordinary Shares or EWC Share Equivalents, it shall proportionately decrease the Conversion Price at the time of such issuance; (c) upon EWC making a dividend or other distribution payable in securities of EWC other than Ordinary Shares or EWC Share Equivalents, then upon any subsequent conversion of Convertible Notes, it shall issue the applicable number of Ordinary Shares together with the applicable amount of securities of EWC (as if the Convertible Notes had been converted into Ordinary Shares immediately prior to such event); (d) upon any capital reorganisation or reclassification of Ordinary Shares, or EWC's consolidation, merger or amalgamation with another person, then upon any subsequent conversion of Convertible Notes, EWC shall cause the issue of the applicable kind and number of shares and other securities and property to the Noteholder (as if the Convertible Notes had been converted into Ordinary Shares on the date of such event); and (e) in any other event where the above dilution protections are not strictly applicable but where failure to make an adjustment to the Conversion Price would not fairly protect the conversion rights of the Convertible Notes, EWC is to make the appropriate adjustment(s) necessary to preserve, without dilution, such conversion rights.
<p>14. Pro rata offer in case of EWC Securities Issue: If EWC makes an issue of Securities, it shall make an offer to Noteholders to subscribe for such Securities on a pro rata basis as if the Convertible Notes had been exchanged for Ordinary Shares (whether or not such issue of Securities is offered pro rata to all holders of Ordinary Shares).</p>
<p>15. Ordinary Shares issued on conversion: The Ordinary Shares issued pursuant to a Noteholder's exercise of its Conversion Right will be issued fully paid and will rank equally with, and have the same voting rights, dividend rights and other entitlements as the other Ordinary Shares.</p>

<p>16. Redemption on maturity: EWC shall immediately redeem each Convertible Note which remains outstanding on the Maturity Date by paying, in cash, the entirety of the outstanding principal amount of such Convertible Note, together with all accrued and unpaid interest thereon.</p>
<p>17. Prepayment: EWC may not prepay the Convertible Notes at any time and may only redeem the Convertible Notes at the election of the Noteholder thereof.</p>
<p>18. Early redemption: Upon the occurrence of a Redemption Event, any Noteholder, by notice in writing to EWC, declare the Convertible Notes held by it to be immediately due and payable, in which event EWC shall immediately redeem each such Convertible Note by paying in cash, the entirety of the outstanding principal amount of such Convertible Notes together (except in the case of some limited exceptions) with an additional amount as would give such Noteholder an internal rate of return of ten per cent. (10%) per annum, calculated from the issue date of the Convertible Notes until the date that such aggregate amount is paid in full.</p>
<p>19. Redemption Events: Redemption Events include the following:</p> <ul style="list-style-type: none"> (a) EWC defaults in paying any amount payable in respect of any of the Convertible Notes for more than three (3) business days; (b) EWC breaches any of its financial covenants under the Note Instrument and such breach is incapable of remedy or is not remedied as permitted thereunder; (c) EWC materially breaches any of its covenants or undertakings in the Note Instrument, which breach is incapable of remedy or is not remedied as permitted thereunder; (d) EWC fails to deliver any Ordinary Shares as and when required under the Note Instrument; (e) the occurrence of various usual insolvency type events affecting EWC Group; (f) it is or will become unlawful for EWC to perform or comply with any one or more of its material obligations under any of the Convertible Notes or the other Transaction Documents; (g) any step is taken by any person with the intention of causing the seizure, compulsory acquisition, expropriation or nationalisation of all or a material part of the assets of an EWC Group member; (h) the acquisition by any person (other than Stewart Elliott and his Related Persons) of equity interests in EWC resulting in such person being the record, legal or beneficial owner of more than fifty per cent. (50%) of the equity interests in EWC (except where each Noteholder is given the opportunity to participate in such transaction, and such participation would result in each Noteholder receiving an amount in excess of the principal amount of its Notes together with accrued interest thereon); (i) EWC ceases to directly own at least fifty-one per cent. (51%) of, or ceases to Control, EWP; and (j) either (i) the Ordinary Shares cease to be listed on the ASX; (ii) (subject to certain provisos) the Ordinary Shares are and remain suspended from trading for a period of ten (10) or more consecutive trading days; or (iii) EWC or the ASX announces its intention to remove EWC from the official list of the ASX.

20. **Taxation:** EWC shall pay all fees, capital duties, stamp duties, registration duties and other similar taxes, if any (excluding any tax on the income or deemed income of a Noteholder arising on conversion, disposal or deemed disposal) payable on or in connection with (i) the issue of the Convertible Notes, (ii) the initial delivery of the Note certificates, (iii) the execution of the Note Instrument; and (iv) the issue of Ordinary Shares (as applicable).

In the event that any deduction or withholding for or on account of any taxes is compelled by law, EWC, as applicable, will pay such additional amounts in cash as will result in the receipt by the Noteholders of net amounts after such deduction or withholding equal to the amounts which would otherwise have been receivable by them had no such deduction or withholding been required.

21. **Undertakings:** EWC will give certain undertakings in the Note Instrument, including, for so long as any portion of a Note remains outstanding, to:

- (a) ensure that, at all times, there is available such number of unencumbered Ordinary Shares (in the case of EWC) as would be required to be issued upon conversion of the relevant Notes; and
- (b) promptly notify each of the Noteholders upon the occurrence of any Redemption Event, and in any event, within five (5) business days of such occurrence.

22. **Financial covenant:** EWC is to maintain an agreed Debt to EBITDA Ratio for so long as any portion of a Note remains outstanding.

23. **Governing law:** English law.

DEFINITIONS

In this Explanatory Memorandum, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

Annual General Meeting	means the annual general meeting of the Company to be held on 21 November 2014
Associate	has the meaning given to that term in the Corporations Act
ASX	means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited
ASX Listing Rules	means the official listing rules of ASX, as amended and waived by ASX from time to time
Affiliate	means, with respect to any person, any other person Controlling, Controlled by, or under common Control with such person, as well as any entity which is Controlled by any of the foregoing
Alternate Exchange	means the Main Board of the Hong Kong Stock Exchange or another internationally recognised stock exchange except for ASX
Board	means the board of directors of the Company
Company or EWC	means Energy World Corporation Ltd ACN 009 124 994
Conditions	means the terms and conditions of the Convertible Notes set forth in the Note Instrument
Control	of a person means with respect to a non-natural person, direct or indirect ownership of more than fifty per cent. (50%) of the outstanding voting securities of such person or the ability to appoint more than half of the directors of the board or equivalent governing body of such person or the ability, direct or indirect, to direct or cause the direction of the management and policies of such person; and the terms " Controls ", " Controlling " and " Controlled " shall have corresponding meanings
Conversion Period	means: (a) the period commencing from the first anniversary of the Financial Close to the date which is ten (10) days prior to the Maturity Date; or (b) any time after the occurrence of a Redemption Event
Conversion Price	means the initial Conversion Price (see item (10) under the section entitled "Note Instrument" above), as adjusted from time to time in accordance with the Note Instrument
Conversion Right	means the Noteholder's right at its election in its sole discretion to convert the the principal amount of Convertible Note at the Conversion Price for Ordinary Shares in accordance with the Note Instrument

Convertible Notes	means the proposed issue of 2.5% convertible notes to EWI due in 2019 for which the Company seeks Shareholder approval
Corporations Act	means the <i>Corporations Act 2001 (Cth)</i>
Debt to EBITDA Ratio	means the ratio of consolidated net debt of the EWC Group to consolidated EBITDA of the EWC Group, which at the end of each period of twelve months ending on the last day of the EWC Group's financial year, shall be no more than 4.00:1.00
Director	means a director of the Company
Equity Securities	means Ordinary Shares, EWC Share Equivalents or any other equity securities of EWC
EWC Group	means EWC and each of its Subsidiaries from time to time
EWC Share Equivalents	means warrants, options and rights exercisable for Ordinary Shares or other securities or rights convertible into, or entitling the holder thereof to receive directly or indirectly, additional Ordinary Shares
EWI	means Energy World International Ltd
EWP	means Energy World Philippines
Exchange Rate	means, with respect to the conversion of US\$ to AU\$, the "mid" rate for the conversion of the first currency to the second currency quoted by Bloomberg at the close of business (Hong Kong time) on the prior business day to the issue of the Convertible Notes
Explanatory Memorandum	means this explanatory statement that accompanies and forms part of the Notice of Meeting
FATA	means the Foreign Acquisitions and Takeovers Act 1975 (Cth) of Australia
FIRB Approval	<p>means the consent of the Treasurer of the Commonwealth of Australia under the FATA and for this purpose the Treasurer is taken to have consented to the relevant transaction if:</p> <ul style="list-style-type: none"> (a) the Treasurer issues a notice under the FATA stating that the Commonwealth Government of Australia does not object to the relevant transaction; or (b) the Treasurer is, by reason of lapse of time, not empowered or ceases to be entitled to make an order under the FATA in relation to the relevant transaction, <p>and that approval is given either unconditionally or on conditions that are reasonably acceptable to the relevant Noteholder or the Initial Warrantholder (as applicable)</p>
Listing Rules	means the Official Listing Rules of the ASX
Material Adverse Event	means any state of facts, change, event, effect or occurrence that (when taken

together with all other states of fact, changes, events, effects or occurrences) is materially adverse to the business, financial condition, results of operations, properties, assets (tangible or intangible), liabilities or prospects of EWC, or its Affiliates from time to time, as the case may be, or that materially impairs the ability of EWC to perform its obligations under the Subscription Agreement or any of the other Transaction Documents

Maturity Date	has the meaning given to it under item (8) under the section entitled "Note Instrument" above
Note Instrument	means the deed constituting the Convertible Notes to be executed by EWC, the Convertible Note and the Conditions (along with the schedules thereto) (as from time to time amended, modified or supplemented in accordance with the terms of the Note Instrument) and includes any instrument which is executed in accordance with the provisions of the Note Instrument (as from time to time amended, modified or supplemented as aforesaid) and expressed to be supplemental thereto
Noteholders	means the holders of the Convertible Notes from time to time
Notice of Meeting	means the notice of Annual General Meeting
Ordinary Shares	means the Ordinary Shares issuable upon the conversion of a Note following exercise of the Conversion Right which will rank equally with, and have the same voting rights, dividend rights and other entitlements as the other Ordinary Shares
Plan	means the Director and Employee Option Plan of the Company
Redemption Event	means any of the events listed in Condition 15.1 of the Note Instrument (and summarised in item (19) under the section entitled "Note Instrument" above)
Related Person	means any 'related party' as such term is defined in section 228 of the Corporations Act
Resolution	means each resolution referred to in the Notice of Annual General Meeting
SCPE	means Standard Chartered Private Equity (Singapore) Pte. Ltd.
Securities	means all Ordinary Shares or EWC Share Equivalents; provided that the term "Securities" does not include (i) Ordinary Shares issued or issuable pursuant to a subdivision or consolidation of Ordinary Shares to which Condition 7.1 applies, or (ii) Ordinary Shares issued pursuant to the Note Instrument
Share Registry	means Computershare Investor Services Pty Limited ACN 078 279 277
Shareholder	means a holder of Shares
Subsidiary	has the meaning as set forth in section 9 of the Corporations Act
Subscription Agreement dated 14 May 2013	means the agreement between EWP, EWC and SCPE as of that date as amended from time to time
Transaction Documents	means the Subscription Agreement, the Note Instrument (including each Note), and any other agreements, instruments or certificates executed or entered into pursuant to or in connection with any of the foregoing
"US\$" or "U.S. dollars"	means United States dollars, the lawful currency of the United States

(This page has been left blank intentionally)



Energy World Corporation Limited
ABN 34 009 124 994

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

┌ 000001 000 EWC
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form



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: I9999999999 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 10:00am Wednesday 19 November 2014**

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

XX

I/We being a member/s of Energy World Corporation Limited 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 Limited to be held at The Elizabeth Room, Level 2, Royal Automobile Club of Australia, 89 Macquarie Street, Sydney on Friday, 21 November 2014 at 10:00am 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 Items 4, 5a, 5b, 5c and 5d (except where I/we have indicated a different voting intention below) even though Items 4, 5a, 5b, 5c and 5d are 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 items 4, 5a, 5b, 5c and 5d 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		For	Against	Abstain	
1	Re-election of an Executive Director - Mr. Ian William Jordan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6	Issue of options to employees under the Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of an Independent Non-Executive Director - Dr. Brian Derek Littlechild	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7	Approval of issue of Convertible Notes to EWI	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Election of an Executive Director- Mr. Graham Stewart Elliott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
4	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
5a	Issue of options to Executive Directors under the Plan- Stewart William George Elliott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
5b	Issue of options to Executive Directors under the Plan- Brian Jeffrey Allen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
5c	Issue of options to Executive Directors under the Plan- Ian William Jordan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
5d	Issue of options to Executive Directors under the Plan- Graham Stewart Elliott	<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

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /