



(Company No.351038-H)

## NOTICE OF TWENTY-FIRST ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the Twenty-First Annual General Meeting of ECS ICT Berhad ("ECS" or "the Company") will be held at Greens III (Sports Wing), Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Wednesday, 17 May 2017 at 10:30 a.m. or at any adjournment thereof for the following purposes:-

### AGENDA

#### As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2016 together with the Reports of the Directors and the Auditors thereon. (refer to Note (B)7)
- To approve the declaration of a single-tier final dividend of 3.0 sen per share in respect of the financial year ended 31 December 2016. (Resolution 1)
- To re-elect the following Directors who retire in accordance with Article 102 of the Articles of Association of the Company:-
  - Mr. Soong Jan Hsung: (Resolution 2)
  - Mr. Tay Eng Hoe; and (Resolution 3)
  - Mr. Ong Wei Hiam (Resolution 4)
- To re-appoint KPMG PLT (converted from a conventional partnership, KPMG, on 27 December 2016) as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. (Resolution 5)

#### As Special Business

To consider and, if thought fit, with or without any modification, to pass the following Ordinary Resolutions:-

##### 5. ORDINARY RESOLUTION NO. 1 - PAYMENT OF DIRECTORS' FEES

"THAT the Directors' Fees amounting to RM380,209/- (Ringgit Malaysia: Three Hundred and Eighty Thousand Two Hundred and Nine only) for the financial year ended 31 December 2016, be and is hereby approved for payment." (Resolution 6)

##### 6. ORDINARY RESOLUTION NO. 2 - AUTHORITY TO ISSUE SHARES PURSUANT TO SECTIONS 75 AND 76 OF THE COMPANIES ACT, 2016

"THAT pursuant to Sections 75 and 76 of the Companies Act, 2016, and subject to the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered to issue and allot shares in the Company, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion deem fit, provided that the aggregate number of shares issued pursuant to this Resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company for the time being and the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad; AND THAT such authority shall commence immediately upon the passing of this Resolution and continue to be in force until the conclusion of the next Annual General Meeting of the Company." (Resolution 7)

- To transact any other business of which due notice shall have been given.

### NOTICE OF DIVIDEND ENTITLEMENT

**NOTICE IS HEREBY GIVEN** that a single-tier final dividend of 3.0 sen per ordinary share for the financial year ended 31 December 2016 will be payable on 15 June 2017 to depositors whose names appear in the Record of Depositors at the close of business on 1 June 2017 if approved by the members at the Twenty-First Annual General Meeting of the Company.

A Depositor shall qualify for entitlement only in respect of:-

- Shares transferred into the Depositor's Securities Account before 4:00 p.m. on 1 June 2017 in respect of ordinary transfers; and
- Shares bought on Bursa Malaysia Securities Berhad ("Bursa Securities") on a cum entitlement basis according to the Rules of Bursa Securities.

#### By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689)  
CHENG CHIA PING (MAICSA 1032514)  
Company Secretaries

Kuala Lumpur  
Dated: 25 April 2017

#### Notes:-

##### (A) Information for Shareholders / Proxies

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 9 May 2017 ("General Meeting Record of Depositors") shall be eligible to attend the Meeting.
- A member entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies in respect of each securities account the member holds in the ordinary shares of the Company standing to the credit of the said securities account to attend and vote instead of him/her. Where a member appoints more than one (1) proxy, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy.
- A proxy may but does not need to be a member of the Company and notwithstanding this, a member entitled to attend and vote at the Meeting is entitled to appoint any person as his/her proxy to attend and vote instead of the

member at the Meeting without limitation. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the Meeting shall have the same rights as the member to speak at the Meeting.

- In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing and must be deposited at the Company's Registered Office at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur not less than forty-eight (48) hours before the time for holding the Meeting or any adjournment.

##### (B) Audited Financial Statements for the financial year ended 31 December 2016

- This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Companies Act, 2016 does not require a formal approval for the Audited Financial Statements from the shareholders. Therefore, this Agenda item is not put forward for voting.

##### (C) Re-election of Directors

- In determining the eligibility of the Directors to stand for re-election at the forthcoming Twenty-First AGM, the Nominating Committee ("NC"), guided by the Directors' Assessment Policy has considered the criteria as stated in the said Policy as well as the requirements of Paragraphs 2.20A of the Main Market Listing Requirements ("Main LR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and recommended Mr. Soong Jan Hsung, Mr. Tay Eng Hoe, and Mr. Ong Wei Hiam, for re-election as Directors pursuant to Article 102 of the Articles of Association of the Company ("Retiring Directors"). The Board has conducted a separate assessment and being satisfied with the independence of the Retiring Directors, therefore they recommended the same be tabled to the shareholders for approval at the forthcoming Twenty-First AGM of the Company under Resolutions 2, 3 and 4 respectively. The evaluation criteria adopted as well as the process of assessment by the Board have been duly elaborated in the Corporate Governance Statement of the Annual Report 2016 of the Company.

All the retiring Directors have consented to their re-election, and abstained from deliberation and voting in relation to their individual re-election at the NC and Board Meeting, respectively.

##### (D) Re-appointment of Auditors

- The Audit Committee ("AC") have assessed the suitability and independence of the External Auditors and recommended the re-appointment of KPMG PLT (converted from a conventional partnership, KPMG, on 27 December 2016) as External Auditors of the Company for the financial year ending 31 December 2017. The Board has in turn reviewed the recommendation of the AC and recommended the same be tabled to the shareholders for approval at the forthcoming Twenty-First AGM of the Company under Resolution 5. The evaluation criteria adopted as well as the process of assessment by the AC and Board, respectively, have been duly elaborated in the Corporate Governance Statement of the Annual Report 2016 of the Company.

##### Explanatory Note to Special Business:

##### (E) Payment of Directors' Fees

- The Proposed Directors' Fees for the financial year ended 31 December 2016 was RM380,209/- (2015: RM376,312/-).

The Resolution 6, if approved, will authorise the payment of Directors' Fees pursuant to Article 110 of the Articles of Association of the Company.

##### (F) Authority to Issue Shares pursuant to Sections 75 and 76 of the Companies Act, 2016

- The Company wishes to renew the mandate on the authority to issue shares pursuant to Sections 75 and 76 of the Companies Act, 2016 at the Twenty-First Annual General Meeting ("AGM") of the Company (hereinafter referred to as the "General Mandate").

The Company had been granted a general mandate by its shareholders at the Twentieth AGM of the Company held on 19 May 2016 (hereinafter referred to as the "Previous Mandate").

The Previous Mandate granted by the shareholders had not been utilised and hence no proceed was raised therefrom.

The purpose to seek the General Mandate is to enable the Directors of the Company to issue and allot shares at any time to such persons in their absolute discretion without convening a general meeting as it would be both time and cost-consuming to organise a general meeting. This authority unless revoked or varied by the Company in general meeting, will expire at the next AGM. The proceeds raised from the General Mandate will provide flexibility to the Company for any possible fund raising activities, including but not limited to further placing of shares, for purpose of funding future investment project(s), working capital and/ or acquisitions.