



ECS ICT Berhad

(Company No.351038-H)

NOTICE OF SEVENTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Seventeenth Annual General Meeting of the Company will be held at Greens III (Sports Wing), Tropicana Golf & Country Resort, Jalan Kelab Tropicana, 47410 Petaling Jaya, Selangor Darul Ehsan on Friday, 17 May 2013 at 10.30 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and consider the Audited Financial Statements for the year ended 31 December 2012 together with the Reports of the Directors and the Auditors thereon. **Resolution 1**

2. To approve the declaration of a single-tier final dividend of 2.5 sen per share in respect of the year ended 31 December 2012. **Resolution 2**

3. To approve the payment of Directors' fees of RM390,700/- for the year ended 31 December 2012. **Resolution 3**

4. To re-elect the following Directors who retire pursuant to Article 102 of the Company's Articles of Association:

- (a) Mr Foo Sen Chin **Resolution 4**
(b) Encik Ahmad Subri Bin Abdullah **Resolution 5**
(c) Ms Ho Chee Kit **Resolution 6**

5. To re-appoint Messrs KPMG as Auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 7**

AS SPECIAL BUSINESS

6. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

Authority to Directors to issue shares

"That, subject to the Companies Act, 1965, Articles of Association of the Company and approval from Bursa Malaysia Securities Berhad and other Governmental or regulatory bodies, where such approval is necessary, full authority be and is hereby given to the Board of Directors pursuant to Section 132D of the Companies Act, 1965, to issue shares in the capital of the Company at any time upon such terms and conditions and for such purposes as the Board of Directors may, in their absolute discretion, deem fit provided that the aggregate number of shares to be issued pursuant to this resolution does not exceed ten per centum (10%) of the issued share capital of the Company for the time being." **Resolution 8**

7. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

Proposed Amendments to the Articles of Association of the Company

"That the proposed amendments to the Articles of Association of the Company as set out in Appendix I ("Proposed Amendments") on pages 110 to 111 of the Annual Report 2012 be and are hereby approved.

And that the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as are necessary and/or expedient in order to give full effect to the Proposed Amendments with full powers to assent to any conditions, modifications and/or amendments as may be required by any relevant authorities." **Resolution 9**

NOTICE OF DIVIDEND ENTITLEMENT

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of the shareholders, a single-tier final dividend of

2.5 sen per share in respect of the year ended 31 December 2012, will be paid on 14 June 2013 to shareholders whose names appear in the Record of Depositors on 31 May 2013.

A depositor shall qualify for entitlement only in respect of:

- (a) Shares transferred into the depositor's securities account before 4.00 p.m. on 31 May 2013 in respect of ordinary transfers; and
(b) Shares bought on Bursa Malaysia Securities Berhad on a cum entitlement basis according to the rules of Bursa Malaysia Securities Berhad.

By Order of the Board

TAY LEE KONG

Secretary

Petaling Jaya
Selangor Darul Ehsan
25 April 2013

Notes

Record of Depositors

In respect of deposited securities, only members whose names appear in the Record of Depositors on 10 May 2013 ("General Meeting Record of Depositors") shall be entitled to attend, speak and vote at the Seventeenth Annual General Meeting ("AGM").

Appointment of Proxy

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two proxies to attend the meeting and vote on his behalf. A proxy need not be a member of the Company.
2. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds 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.
3. The proxy form must be deposited at the Registered Office of the Company at Level 8, Uptown 1, 1, Jalan SS21/58, Damansara Uptown, 47400 Petaling Jaya, Selangor Darul Ehsan not less than 48 hours before the time appointed for holding the above meeting or any adjournment thereof.

Explanatory Notes on Special Business

1. The Ordinary Resolution proposed under item 6, if passed, will renew the powers given to the Directors at the last AGM, authority to issue up to ten per centum (10%) of the issued share capital of the Company for the time being for such purposes as the Directors consider would be in the interest of the Company. This authority will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next AGM.

As at the date of this notice, no new shares in the Company were issued pursuant to the general mandate granted to the Directors at the 16th AGM held on 24 May 2012, which will lapse at the conclusion of the 17th AGM.

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 the purpose of funding future investment project(s), working capital and/or acquisitions without having to convene a general meeting.

2. The Special Resolution proposed under item 7, if passed, will amend the Articles of Association of the Company to comply with the amendments to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.