



ECS ICT Berhad

(Company No.351038-H)

NOTICE OF NINETEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Nineteenth 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 Thursday, 21 May 2015 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 2014 together with the Reports of the Directors and the Auditors thereon. **(refer to Note 1)**
- 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 2014. **(Resolution 1)**
- To re-elect the following Directors who retire in accordance with Article 102 of the Articles of Association of the Company:-
(a) Mr. Foo Sen Chin; and **(Resolution 2)**
(b) Mr. Wong Heng Chong. **(Resolution 3)**
- To re-appoint Messrs. KPMG as Auditors of the Company until the conclusion of the next Annual General Meeting and to authorise the Directors to fix their remuneration. **(Resolution 4)**

AS SPECIAL BUSINESS

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

- ORDINARY RESOLUTION NO. 1**
- PAYMENT OF DIRECTORS' FEES
"THAT the Directors' Fees amounting to RM420,665/- (Ringgit Malaysia: Four Hundred and Twenty Thousand and Six Hundred and Sixty Five only) for the financial year ended 31 December 2014, be and is hereby approved for payment." **(Resolution 5)**
- ORDINARY RESOLUTION NO. 2**
- AUTHORITY TO ISSUE SHARES PURSUANT TO SECTION 132D OF THE COMPANIES ACT, 1965
"THAT pursuant to Section 132D of the Companies Act, 1965, 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 issued and paid-up share capital 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 6)**
- 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 2014 will be payable on 19 June 2015 to depositors whose names appear in the Record of Depositors at the close of business on 5 June 2015 if approved by the members at the Nineteenth 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 5 June 2015 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)
LWEE WEN LING (MAICSA 7058065)
Company Secretaries

Kuala Lumpur
29 April 2015

Explanatory Notes on Special Business

- Payment of Directors' Fees**
The Resolution 5, if approved, will authorise the payment of Directors' Fees pursuant to Article 110 of the Articles of Association of the Company.
- Authority to Issue Shares pursuant to Section 132D of the Companies Act, 1965**
The Company wishes to renew the mandate on the authority to issue shares pursuant to Section 132D of the Companies Act, 1965 at the Nineteenth 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 Eighteenth AGM of the Company held on 22 May 2014 (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.

Notes:-

- This Agenda item is meant for discussion only, as the provision of Section 169(1) of the Companies Act, 1965 does not require a formal approval for the Audited Financial Statements from the shareholders. Therefore, this Agenda item is not put forward for voting.
- Mr. Quah Chek Tin, a Director who retires by rotation in accordance with Article 102 of the Company's Articles of Association, has expressed his intention not to seek for re-election. Hence, he will retain office until the close of the Nineteenth Annual General Meeting of the Company.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 14 May 2015 ("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 the provisions of Section 149 (1)(a)&(b) of the Companies Act, 1965 need not be complied with. 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 thereof.