

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the Extraordinary General Meeting of ECS ICT Berhad ("**ECSB**" or "**the Company**") will be held at Training Room, ECS ICT Berhad, Lot 3, Jalan Teknologi 3/5, Taman Sains Selangor, Kota Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan on Thursday, 8 November 2018 at 3:00 p.m. or at any adjournment thereof for the purpose of considering and if thought fit, passing the following resolutions, with or without modifications:-

**AGENDA**

**1. SPECIAL RESOLUTION**

**PROPOSED CHANGE OF NAME OF THE COMPANY FROM "ECS ICT BERHAD" TO "VSTECs BERHAD"**

**"THAT** the name of the Company be changed from "ECS ICT Berhad" to "VSTECs Berhad" with effect from the date of issuance of the Notice of Registration of New Name by the Companies Commission of Malaysia to the Company **AND THAT** the Memorandum and Articles of Association of the Company be amended accordingly ("**Proposed Change of Name**").

**AND THAT** the Directors and/or the Secretaries be and are hereby authorised and empowered to carry out all the necessary steps and formalities in effecting the Proposed Change of Name."

**2. ORDINARY RESOLUTION NO. 1**

**PROPOSED NEW SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE AND/OR TRADING NATURE ("RRPT") ("PROPOSED SHAREHOLDERS' MANDATE")**

**"THAT** subject to the provisions of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("**ECSB Group**") to enter into any of the transactions falling within the types of recurrent related party transactions of a revenue or trading nature of ECSB Group with specified classes of Related Parties (as defined in the Listing Requirements and as specified in Section 2.3 of the Company's Circular to Shareholders dated 17 October 2018) which are necessary for the day to day operations and are in the ordinary course of business and are carried out on an arm's length basis on normal commercial terms of the ECSB Group on terms not more favourable to the Related Parties than those generally available to the public and are not, in the Company's opinion, detrimental to the minority shareholders of the Company and that such approval shall continue to be in force until:-

- (i) the conclusion of the next annual general meeting ("**AGM**") of the Company at which time the shareholders' mandate will lapse, unless by a resolution passed at a general meeting, the authority is renewed, or
- (ii) the expiration of the period within which the next AGM is required by law to be held pursuant to Section 340(2) of Companies Act 2016 ("**the Act**") but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act; or
- (iii) it is revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier,

**AND THAT** the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient in the best interest of the Company with full power to assent to any conditions, variations, modifications and/or amendments in any manner as may be required or permitted under relevant authorities and to deal with all matters in relation thereto and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the transactions contemplated and/or authorised by this Ordinary Resolution."

**3. ORDINARY RESOLUTION NO. 2**

**PROPOSED AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES OF UP TO 10% OF THE TOTAL NUMBER OF ISSUED SHARES OF THE COMPANY ("PROPOSED SHARE BUY-BACK AUTHORITY")**

**"THAT**, subject to compliance with the Act, the Memorandum and Articles of Association of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("**Bursa Securities**") and all other applicable laws, regulations and guidelines and the approvals of all relevant governmental and/or regulatory authorities, the Company be and is hereby given full authority, to seek shareholders' approval for the authority for the Company to purchase and/or such ordinary shares in the Company ("**Shares**") through Bursa Securities upon such terms and conditions as the Directors of the Company ("**the Directors**") may deem fit in the interest of the Company provided that:-

- (i) the aggregate number of Shares so purchased and/or held pursuant to this ordinary resolution ("**Purchased Shares**") does not exceed ten per centum (10%) of the total number of issued shares of the Company; and
- (ii) the maximum amount of funds to be allocated for the Purchased Shares shall not exceed the aggregate of the retained profits and/or share premium of the Company;

**THAT** the Directors be and are hereby authorised to decide at their discretion either to retain the Purchased Shares as treasury shares (as defined in Section 127 of the Act) and/or to cancel the Purchased Shares and/or to retain the Purchased Shares as treasury shares for distribution as share dividends to the shareholders of the Company and/or be resold through Bursa Securities in accordance with the relevant rules of Bursa Securities and/or cancelled subsequently and/or to retain part of the Purchased Shares as treasury shares and/or cancel the remainder and to deal with the Purchased Shares in such other manner as may be permitted by the Act, rules, regulations, guidelines, requirements and/or orders of Bursa Securities and any other relevant authorities for the time being in force;

**AND THAT** such approval and authorisation shall only continue to be in force until:-

- (i) the conclusion of the next Annual General Meeting ("**AGM**") of the Company following the general meeting at which such resolution was passed at which time it shall lapse unless by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
  - (ii) the expiration of the period within which the next AGM after that date is required by law to be held; or
  - (iii) revoked or varied by an ordinary resolution passed by the shareholders of the Company in general meeting,
- whichever occurs first;

**AND FURTHER THAT** the Directors of the Company be authorised to do all such acts and things (including, without limitation executing all such documents as may be required) as they may consider expedient or necessary to give full effect to this mandate."

By Order of the Board

CHUA SIEW CHUAN (MAICSA 0777689)

CHENG CHIA PING (MAICSA 1032514)

Company Secretaries

Kuala Lumpur

Dated: 17 October 2018

Notes:-

1. In respect of deposited securities, only members whose names appear in the Record of Depositors on 1 November 2018 ("**General Meeting Record of Depositors**") shall be eligible to attend the Meeting.
2. 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.
3. 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.
4. 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.
5. 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.
6. 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.