

NOTICE OF TWENTY-SIXTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Twenty-Sixth ("26th") Annual General Meeting ("AGM") of VST ECS BERHAD ("VST ECS" or "the Company") will be held on a virtual basis vide Securities Services e-Portal ("SSEp") at <https://www.sshsb.net.my/> on Tuesday, 17 May 2022 at 10:30 a.m., or at any adjournment thereof, for the following purposes:-

Day, Date and Time	Tuesday, 17 May 2022 at 10:30 a.m.
Meeting Platform/Venue	SSEp at https://www.sshsb.net.my/
Meeting Title	VST ECS BERHAD'S 26 th AGM
Broadcast Venue	Training Room, VST ECS Berhad, Lot 3, Jalan Teknologi 3/5, Taman Sains Selangor, Kota Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan Note: The broadcast venue is mainly for broadcasting of AGM only. It is NOT a physical meeting venue for attendance in person by members and/or proxy.
Mode of Communication	Prior to the AGM:- (1) Submit questions to the Board prior to the AGM by writing/emailing to secretariat@vstecs.com.my , no later than 10:30 a.m. on Sunday, 15 May 2022. During the AGM:- Primary Mode of Communication (2) Pose questions to the Board wide real-time submission of typed texts at https://sshsb.net.my/ during the live streaming of the AGM. Alternative Mode of Communication (3) In the event of any technical glitch affecting the Primary Mode of Communication, Members and/or proxies may email their questions to eservices@sshsb.com.my during the Meeting. Dedicated personnel will be monitoring this email address and forward your enquiries to the Chairman of the AGM accordingly.

A G E N D A
As Ordinary Business

- To receive the Audited Financial Statements for the financial year ended 31 December 2021 together with the Reports of the Directors and the Auditors thereon.
- To re-elect the following Directors who retire in accordance with Clause 21.6 of the Constitution of the Company:-
 - Mr. Ong Wei Hiam; and
 - Dato' Khoo Sin Aik.
- To re-elect the following Directors who retire in accordance with Clause 21.10 of the Constitution of the Company:-
 - Ms. Cheryl Khor Hui Peng; and
 - Madam Lee Marn Fong @ Wu Marn Fong.
- To approve the payment of Directors' fees of RM404,035/- (Ringgit Malaysia: Four Hundred Four Thousand and Thirty-Five) only for the financial year ended 31 December 2021.
- To re-appoint KPMG PLT as Auditors of the Company until the conclusion of the next AGM and to authorise the Directors to fix their remuneration.

(Refer to Note (B))

(Resolution 1)

(Resolution 2)

(Resolution 3)

(Resolution 4)

(Resolution 5)

(Resolution 6)

As Special Business

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

- ORDINARY RESOLUTION NO. 1**
- PAYMENT OF BENEFITS PAYABLE TO THE DIRECTORS UNDER SECTION 230 OF THE COMPANIES ACT 2016
"THAT the benefits payable to the Directors up to an amount of RM108,000/- (Ringgit Malaysia: One Hundred and Eight Thousand) only for the period from 1 June 2022 to the next Annual General Meeting of the Company pursuant to Section 230(1)(b) of the Companies Act 2016 be and is hereby approved for payment."

(Resolution 7)

- ORDINARY RESOLUTION NO. 2**
- PROPOSED RETENTION OF MR. WONG HENG CHONG AS INDEPENDENT NON-EXECUTIVE DIRECTOR
"THAT Mr. Wong Heng Chong who has served as an Independent Non-Executive Director of the Company for a cumulative term of more than nine (9) years, be and is hereby retained as an Independent Non-Executive Director of the Company until the conclusion of the next Annual General Meeting of the Company."

(Resolution 8)

- ORDINARY RESOLUTION NO. 3**
- AUTHORITY TO ISSUE SHARES PURSUANT TO THE COMPANIES ACT 2016
"THAT subject always to the Companies Act 2016 ("the Act"), the Constitution of the Company and the approvals from Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant governmental and/or regulatory authorities, the Directors be and are hereby empowered pursuant to the Act, to issue and allot shares in the capital of the Company from time to time at such price and upon such terms and conditions, for such purposes and to such person or persons whomsoever the Directors may in their absolute discretion deem fit provided always 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 THAT the Directors be and are so empowered to obtain the approval for the listing of and quotation for the additional shares so issued on Bursa Securities;
AND FURTHER 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 9)

- ORDINARY RESOLUTION NO. 4**
- PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES ("PROPOSED RENEWAL OF SHARE BUY-BACK")
"THAT subject to Section 127 of the Companies Act 2016 ("the Act"), the Constitution of the Company, Main Market Listing Requirements ("Main LR") of Bursa Malaysia Securities Berhad ("Bursa Securities") and all other applicable laws, rules and regulations and guidelines for the time being in force and the approvals of all relevant governmental and/or regulatory authority, approval be and is hereby given to the Company, to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem fit and expedient in the interest of the Company, provided that:-
(i) the aggregate number of ordinary shares to be purchased ("Purchased Shares") and/or held by the Company does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at the point of purchase; and
(ii) the maximum funds to be allocated by the Company for the purpose of purchasing its own shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts of the Company (where applicable) available at the time of the purchase."

(Resolution 10)

- THAT upon completion of the purchase by the Company of its own shares, the Directors of the Company be authorised to deal with the shares purchased in their absolute discretion in the following manner:-
- cancel all the shares so purchased; and/or
 - retain the shares so purchased in treasury and/or resell on the market of Bursa Securities; and/or
 - retain part thereof as treasury shares and cancel the remainder; and/or
 - distribute the shares as dividend to shareholders, such dividend is to be known as "share dividends"; and/or
 - resell the shares or any of the shares in accordance with the relevant rules of the stock exchange; and/or
 - transfer the shares, or any of the shares as purchase consideration; and/or
 - cancel the shares or any of the shares; and/or
 - sell, transfer or otherwise use the shares for such other purposes as the Minister may by order prescribe; and/or
- in any other manner as prescribed by the Act, the applicable laws, regulations and guidelines applied from time to time by Bursa Securities and/or any other relevant authority for the time being in force and that the authority to deal with the Purchased Shares shall continue to be valid until all the Purchased Shares have been dealt with by the Directors.

- THAT such authority conferred by this resolution shall commence upon the passing of this resolution and shall continue to be in force until:-
- the conclusion of the next Annual General Meeting ("AGM") of the Company following this AGM at which such resolution was passed, at which time it will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - the expiration of the period within which the next AGM of the Company after that date is required by law to be held; or
 - revoked or varied by an ordinary resolution passed by the shareholders of the Company at a general meeting, whichever occurs first.

- AND THAT** the Directors of the Company be authorised to do all acts, deeds and things as they may consider expedient or necessary in the best interest of the Company to give full effect to the Proposed Renewal of Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and to take all such steps, and do all such acts and things as they may deem fit and expedient in the best interest of the Company."

- ORDINARY RESOLUTION NO. 5**
- PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE")

(Resolution 11)

- "THAT subject to the provisions of the Main Market Listing Requirements ("Main LR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), approval be and is hereby given to the Company and its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with the Related Parties as set out in the Circular/Statement to Shareholders dated 18 April 2022, which are necessary for the day-to-day operations of the Company and/or its subsidiaries ("Group"), to be entered by the Group in the ordinary course of business and are on terms which are not more favourable to the parties with which such recurrent transactions to be entered into than those generally available to the public and are not detrimental to the minority shareholders of the Company.

- THAT such approval shall continue to be in force until:-
- the conclusion of the next Annual General Meeting ("AGM") of the Company following the general meeting at which the Proposed Renewal of Shareholders' Mandate was passed, at which time it will lapse, unless by a resolution passed at the AGM whereby the authority is renewed; or
 - the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("the Act") (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
 - revoked or varied by resolution passed by the shareholders in general meeting, whichever is the earlier.

- AND THAT** the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Proposed Renewal of Shareholders' Mandate."

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

By Order of the Board

(duly signed)

CHUA SIEW CHUAN (MAICSA 0777689) (SSM PC NO. 201908002648)
CHENG CHIA PING (MAICSA 1032514) (SSM PC NO. 202008000730)
 Company Secretaries

 Kuala Lumpur
 Dated: 18 April 2022

Notes:-
(A) Information for Shareholders/Proxies

- As a precautionary measure amid the outbreak of Coronavirus Disease ("Covid-19") pandemic, VST ECS shall conduct the 26th AGM as a virtual general meeting via the Remote Participation and Voting ("RPV") facilities provided by SS E Solutions Sdn. Bhd. via its SSEp at <https://www.sshsb.net.my/>. The Broadcast Venue is strictly for the purpose of complying with Clause 18.4 of the Company's Constitution and Section 327(2) of the Companies Act 2016 ("the Act"), which requires the Chairperson of the meeting to be present at the main venue of the Meeting.

Shareholders **WILL NOT BE ALLOWED** to attend the 26th AGM in person at the Broadcast Venue on the day of the Meeting.

By utilising the RPV facilities at SSEp (prior registration as a User is required), shareholders are to remotely attend, participate, speak (by way of posing questions to the Board via real time submission of typed texts) and cast their votes at the AGM. Please refer to the Administrative Guide for procedures to utilise the RPV facilities.

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 10 May 2022 ("General Meeting Record of Depositors") shall be eligible to attend the AGM via RPV facilities.
- A member (including authorised nominee) entitled to attend and vote at the Meeting via RPV facilities, may appoint more than one (1) proxy to attend and vote at the AGM via RPV facilities, to the extent permitted by the Act, Securities Industry (Central Depositories) Act, 1991, Main Market Listing Requirements ("Main LR") of Bursa Malaysia Securities Berhad ("Bursa Securities"), and the Rules of Bursa Malaysia Depository Sdn. Bhd. 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 AGM via RPV facilities is entitled to appoint any person as his/her proxy to attend and vote instead of the member at the AGM without limitation. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the AGM via RPV facilities shall have the same rights as the member to attend, participate, speak and vote at the AGM.

As guided by the Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers revised by the Securities Commission Malaysia on 7 April 2022, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all members, proxies and/or corporate representatives shall communicate with the main venue of the 26th AGM via real time submission of typed texts through a text box within SSEp's platform during the live streaming of the 26th AGM as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, members, proxies or corporate representatives may email their questions to eservices@sshsb.com.my during the 26th AGM. The questions and/or remarks submitted by the members, proxies and/or corporate representatives will be broadcasted and responded by the Chairman, Board of Directors and/or Management during 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 is an exempt authorised nominee who 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 of which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
- A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at the AGM via RPV facilities must register himself/herself for RPV facilities at SSEp at <https://www.sshsb.net.my/>. Please refer to the Administrative Guide for procedures to utilise the RPV facilities.

- Publication of Notice of 26th AGM and Proxy Form on corporate website**
Pursuant to Section 320(2) of the Act, a copy of this Notice together with the Proxy Form are available at the corporate website of VST ECS Berhad at <https://vstecs.listedcompany.com/2021.html>.

- Submission of Proxy Form in either hard copy form or electronic form**
The appointment of proxy(ies) may now be made either in hard copy form or by electronic form, and, shall be deposited with the Company's Poll Administrator, namely, SS E Solutions Sdn. Bhd., either at the designated office as stated below or vide SSEp, not less than forty-eight (48) hours before the time appointed for holding the AGM or adjournment thereof (i.e. on or before Sunday, 15 May 2022 at 10:30 a.m.):-

Mode of Submission	Designated Address
Hard copy	SS E Solutions Sdn. Bhd. Level 7, Menara Mileium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan Fax: 03-2094 9940 and/or 03-2095 0292 Email: eservices@sshsb.com.my
Electronic appointment	SSeP Weblink: https://www.sshsb.net.my/

- Audited Financial Statements for the financial year ended 31 December 2021**
This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Act does not require a formal approval for the audited financial statements from the shareholders. Therefore, this Agenda item is not put forward for voting.

- Re-election of Directors**
In determining the eligibility of the Directors for re-election at the forthcoming 26th 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 Paragraph 2.20A of the Main LR of Bursa Securities and recommended Mr. Ong Wei Hiam and Dato' Khoo Sin Aik for re-election as Directors pursuant to Clause 21.6 of the Constitution of the Company, and Ms. Cheryl Khor Hui Peng and Madam Lee Marn Fong @ Wu Marn Fong for re-election as Directors pursuant to Clause 21.10 of the Constitution of the Company ("Retiring Directors"). The Board has conducted a separate assessment and being satisfied with the performance/contribution of the Retiring Directors. Therefore, the Board would like to recommend the same be tabled to the shareholders for approval at the forthcoming 26th AGM of the Company under Resolutions 1, 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 Overview Statement of the Annual Report 2021 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 of Directors' Meetings, respectively.

- Payment of Directors' Fees**
The Proposed Directors' Fees for the financial year ended 31 December 2021 was RM404,035/- (2020: RM437,368/-).
The Resolution 5, if approved, will authorise the payment of Directors' Fees pursuant to Clause 21.4 of the Constitution of the Company.

- Re-appointment of Auditors**
The Audit Committee ("AC") have assessed the suitability, objectivity and independence of the External Auditors and recommended the re-appointment of KPMG PLT as External Auditors of the Company for the financial year ending 31 December 2022. 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 26th AGM of the Company under Resolution 6. 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 Overview Statement of the Annual Report 2021 of the Company.

Explanatory Notes to Special Business:-

- Payment of Benefits Payable**
Under proposed Resolution 7, the benefits payable to the Directors has been reviewed by the Remuneration Committee and the Board of Directors of the Company, which recognises that the benefits payable is in the best interest of the Company. The benefits concern comprising the meeting allowances, insurance premium and other benefits payable in favour of the Directors.

- Proposed Retention of Mr. Wong Heng Chong as Independent Non-Executive Director**
Mr. Wong Heng Chong ("Mr. Wong HC") was appointed as an Independent Non-Executive Director ("INED") of the Company on 8 August 2012, whereby he would have served in that capacity for a cumulative term of more than nine (9) years.
The Board wishes to retain Mr. Wong HC as INED of the Company under proposed Resolution 8.

The Board vide the NC after having assessed of the independence of Mr. Wong HC regarded him to be independent, recommends that the approval of the shareholders be sought to retain Mr. Wong HC to continue in office as INED based on the following justifications:-

- He has fulfilled the criteria under the definition of an Independent Director pursuant to the Main LR;
- He is able to exercise independent judgement and act in the best interests of the Company;
- There is no potential conflict of interest that Mr. Wong HC could have with the Company as he has not entered into any contract or transaction with the Company and/or its subsidiaries;
- In recognition of his board seniority in terms of length of service on board as well as his good understanding of the Group's business and operations, the Board has identified and designated him as the Senior INED since 16 June 2020; and
- There are significant advantages to be gained by the Board from Mr. Wong HC whom have many years of experience with incumbent knowledge of the Company and the Group's activities and corporate history, and have provided invaluable contributions to the Board in his roles as INEDs.

- Authority to Issue Shares pursuant to the Act**
The Company wishes to renew the mandate on the authority to issue shares pursuant to the Act at the 26th AGM of the Company under proposed Resolution 9 (hereinafter referred to as the "General Mandate"). This authority will, unless revoked or varied by the Company at a general meeting, shall continue to be in full force until the conclusion of the next AGM of the Company. The Previous Mandate granted by the shareholders at the Twenty-Fifth AGM of the Company held on 18 May 2021 (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.

- Proposed Renewal of Share Buy-Back**
The proposed Resolution 10, if passed, will renew the authority given to the Company to purchase its own shares of up to ten per centum (10%) of the total number of issued shares of the Company at any time within the timeframe stipulated in the Main LR of Bursa Securities (hereinafter referred to as the "Share Buy-Back"). This authority will, unless revoked or varied by the Company at a general meeting, shall continue to be in full force until the conclusion of the next AGM of the Company.
Further details are set out in the Part A of the Circular/Statement to Shareholders dated 18 April 2022 circulated together with this Annual Report.

- Proposed Renewal of Shareholders' Mandate**
The proposed Resolution 11, if passed, will renew the authority given to the Company and/or its subsidiaries a mandate to enter into recurrent related party transactions of a revenue or trading nature with the Related Parties in compliance with the Main LR of Bursa Securities. The mandate, unless revoked or varied by the Company at a general meeting, will expire at the next AGM of the Company.
Further details are set out in the Part B of the Circular/Statement to Shareholders dated 18 April 2022 circulated together with this Annual Report.

ADMINISTRATIVE GUIDE



SECURITIES SERVICES e-PORTAL

WHAT IS Securities Services e-Portal?

Securities Services e-Portal is an online platform that will allow both individual shareholders and body corporate shareholders through their appointed representatives, to -

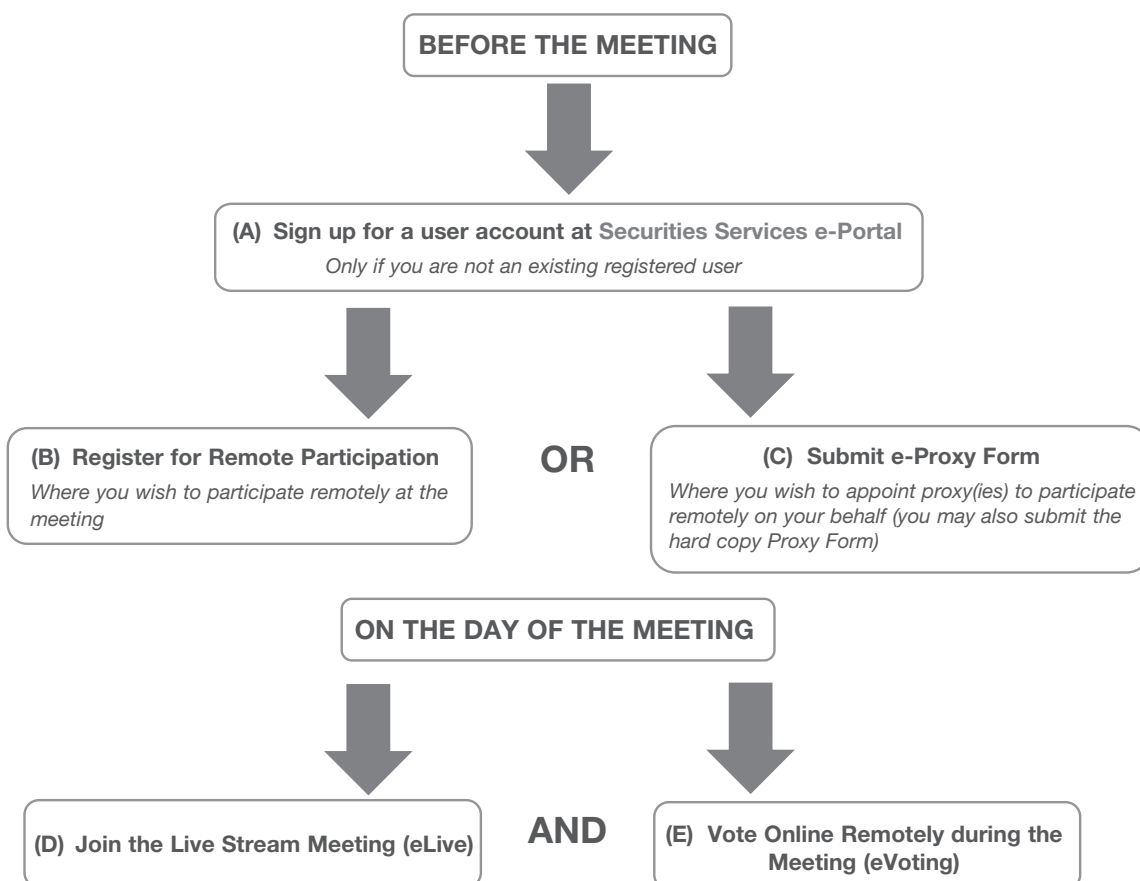
- Submit proxy form electronically – paperless submission
- Register for remote participation and voting at meetings
- Participate in meetings remotely via live streaming
- Vote online remotely on resolution(s) tabled at meetings (referred to as “**e-Services**”)

The usage of the e-Portal is dependent on the engagement of the relevant e-Services by VSTECS Berhad and is by no means a guarantee of availability of use, unless we are so engaged to provide. **All users are to read, agree and abide to all the Terms and Conditions of Use and Privacy Policy as required throughout the e-Portal.**

Please note that the e-Portal is best viewed on the latest versions of Chrome, Firefox, Edge and Safari.

REQUIRE ASSISTANCE?

Please contact Mr. Wong Piang Yoong (DID: +603 2084 9168) or Ms. Lee Pei Yeng (DID: +603 2084 9169) or Ms. Rachel Ou (DID: +603 2084 9161) or at our general line (DID: +603 2084 9000) to request for e-Services Assistance during our office hours on Monday to Friday from 8:30 a.m. to 12:15 p.m. and from 1:15 p.m. to 5:30 p.m. Alternatively, you may email us at eservices@sshshb.com.my.



ADMINISTRATIVE GUIDE

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BEFORE THE MEETING

(A) Sign up for a user account at Securities Services e-Portal

Step 1	Visit https://sshbsb.net.my/	<ul style="list-style-type: none">We require 1 working day to process all user sign-ups. If you do not have a user account with the e-Portal, you will need to sign up for a user account by the deadlines stipulated below.Your registered email address is your User ID.
Step 2	Sign up for a user account	
Step 3	Wait for our notification email that will be sent within one (1) working day	
Step 4	Verify your user account within seven (7) days of the notification email and log in	

To register for the meeting under (B) below, please sign up for a user account by **15 MAY 2022**

To submit e-Proxy Form under (C) below, please sign up for a user account by **12 MAY 2022**, failing which you may only be able to submit the hard copy proxy form.

This is a **ONE-TIME** sign up only. If you already have a user account, please proceed to either (B) or (C) below.

(B) Register for Remote Participation at the Meeting

- Log in to <https://sshbsb.net.my/> with your registered email and password
- Look for **VSTECS Berhad** under Company Name and **26th AGM on 17 May 2022 at 10:30 a.m. – Registration for Remote Participation** under Corporate Exercise/Event and click ">" to register for remote participation at the meeting.

- Step 1 Check if you are attending as –
- Individual shareholder
 - Corporate or authorised representative of a body corporate
- For body corporates, the appointed corporate/authorised representative has to upload the evidence of authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia have to be accompanied by a certified translation in English in 1 file. The original evidence of authority and translation thereof, if required, have to be submitted to the SS E Solutions Sdn. Bhd at Level 7, Menara Milenium, Jalan Damansara, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan for verification before the registration closing date and time above.*

Step 2 Submit your registration.

- All shareholders must register for remote participation at the meeting and are highly encouraged to register as early as possible and before the eLive access date and time [see (D) below] in order to ensure timely access to the meeting. Access shall be granted only to eligible shareholders in accordance with the General Meeting Record of Depositors as at 10 May 2022.
- A copy of your e-Registration for remote participation can be accessed via **My Records** (refer to the left navigation panel).
- Your registration will apply to all the **CDS account(s)** of each individual shareholder/body corporate shareholder that you represent. If you are both an individual shareholder and representative of body corporate(s), you need to register as an individual and also as a representative for each body corporate.
- As the meeting will be conducted on a virtual basis, we highly encourage all shareholders to remotely participate and vote at the meeting, failing which, please appoint the Chairman of the meeting as proxy or your own proxy(ies) to represent you.

ADMINISTRATIVE GUIDE

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(C) Submit e-Proxy Form	
Meeting Date and Time	Proxy Form Submission Closing Date and Time
Tuesday, 17 May 2022 at 10:30 a.m.	Sunday, 15 May 2022 at 10:30 a.m.
<ul style="list-style-type: none">➤ Log in to https://sshsb.net.my/ with your registered email and password➤ Look for VSTECs Berhad under Company Name and 26th AGM on 17 May 2022 at 10:30 a.m. – Submission of Proxy Form under Corporate Exercise/Event and click ">" to submit your proxy forms online for the meeting by the submission closing date and time above.	
<p>Step 1 Check if you are submitting the proxy form as –</p> <ul style="list-style-type: none">▪ Individual shareholder▪ Corporate or authorised representative of a body corporate <i>For body corporates, the appointed corporate/authorised representative is to upload the evidence of authority (e.g. Certificate of Appointment of Corporate Representative, Power of Attorney, letter of authority or other documents proving authority). All documents that are not in English or Bahasa Malaysia have to be accompanied by a certified translation in English in 1 file. The original evidence of authority and translation thereof, if required, have to be submitted to the SS E Solutions Sdn. Bhd at Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan for verification before the proxy form submission closing date and time above.</i> <p>Step 2 Enter your CDS account number or the body corporate's CDS account number and corresponding number of securities. Then enter the information of your proxy(ies) and the securities to be represented by your proxy(ies). You may appoint the Chairman of the meeting as your proxy where you are not able to participate remotely.</p> <p>Step 3 Proceed to indicate how your votes are to be casted against each resolution.</p> <p>Step 4 Review and confirm your proxy form details before submission.</p> <ul style="list-style-type: none">• A copy of your submitted e-Proxy Form can be accessed via My Records (refer to the left navigation panel).• You need to submit your e-Proxy Form for every CDS account(s) you have or represent.	
PROXIES	
<p>All appointed proxies need not register for remote participation under (B) above but if they are not registered Users of the e-Portal, they will need to register as Users of the e-Portal under (A) above by 12 May 2022. PLEASE NOTIFY YOUR PROXY(IES) ACCORDINGLY. Upon processing the proxy forms, we will grant the proxy access to remote participation at the meeting to which he/she is appointed for instead of the shareholder, <u>provided the proxy must be a registered user of the e-Portal</u>, failing which, the proxy will not be able to participate at the meeting as the meeting will be conducted on a virtual basis.</p>	

ADMINISTRATIVE GUIDE

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ON THE DAY OF THE MEETING

Log in to https://sshsb.net.my/ with your registered email and password	
(D) Join the Live Stream Meeting (eLive)	
Meeting Date and Time	eLive Access Date and Time
Tuesday, 17 May 2022 at 10:30 a.m.	Tuesday, 17 May 2022 at 10:00 a.m.
<p>➤ Look for VSTECS Berhad under Company Name and 26th AGM on 17 May 2022 at 10:30 a.m. – Live Stream Meeting under Corporate Exercise/Event and click “>” to join the meeting.</p> <ul style="list-style-type: none">• The access to the live stream meeting will open on the abovementioned date and time.• If you have any questions to raise, you may use the text box to transmit your question. The Chairman/Board/Management/relevant adviser(s) will endeavour to broadcast your question and their answer during the meeting. Do take note that the quality of the live streaming is dependent on the stability of the internet connection at the location of the user.	
(E) Vote Online Remotely during the Meeting (eVoting)	
Meeting Date and Time	eVoting Access Date and Time
Tuesday, 17 May 2022 at 10:30 a.m.	Tuesday, 17 May 2022 at 10:30 a.m.
<p>➤ If you are already accessing the Live Stream Meeting, click Proceed to Vote under the live stream player. OR</p> <p>➤ If not accessing from the Live Stream Meeting and have just logged in to the e-Portal, look for VSTECS Berhad under Company Name and 26th AGM on 17 May 2022 at 10:30 a.m. – Remote Voting under Corporate Exercise/Event and click “>” to remotely cast and submit the votes online for the resolutions tabled at the meeting.</p> <p>Step 1 Cast your votes by clicking on the radio buttons against each resolution. Step 2 Review your casted votes and confirm and submit the votes.</p> <ul style="list-style-type: none">• The access to eVoting will open on the abovementioned date and time.• Your votes casted will apply throughout <u>all</u> the CDS accounts you represent as an individual shareholder, corporate/authorised representative and proxy. Where you are attending as a proxy, and the shareholder who appointed you has indicated how the votes are to be casted, we will take the shareholder’s indicated votes in the proxy form.• The access to eVoting will close as directed by the Chairman of the meeting.• A copy of your submitted eVoting can be accessed via My Records (refer to the left navigation panel).	



PROXY FORM

VST ECS BERHAD

[(Registration No. 199501021835 (351038-H)]
(Incorporated in Malaysia)

No. of Shares Held	CDS Account No.
Contact Number	Email Address

I/We _____
(name of shareholder as per NRIC, in capital letters)

NRIC No./ID No./Company No. _____ (New) _____ (Old)

of _____
(full address)

being a Member/Members of VST ECS Berhad, hereby appoint _____
(name of proxy as per NRIC, in capital letters)

NRIC No. _____ (New) _____ (Old) of _____

_____ Contact No. _____
(full address)

and/or failing him/her _____
(name of proxy as per NRIC, in capital letters)

NRIC No. _____ (New) _____ (Old) of _____

_____ Contact No. _____
(full address)

or failing him/her, the Chairman of the Meeting as my/our proxy to vote on my/our behalf at the Twenty-Sixth ("26th") Annual General Meeting ("AGM") of the Company to be held on a **virtual basis** at the Broadcast Venue at Training Room, VST ECS Berhad, Lot 3, Jalan Teknologi 3/5, Taman Sains Selangor, Kota Damansara, 47810 Petaling Jaya, Selangor Darul Ehsan, vide Securities Services e-Portal ("SSEP") at <https://www.sshsb.net.my/> on Tuesday, 17 May 2022 at 10:30 a.m., or at any adjournment thereof.

The proportion of *my/our holdings to be represented by *my/our proxy(ies) are as follows:-

First Proxy	_____	%
Second Proxy	_____	%
	_____	100%

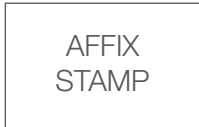
In the case of a vote by a show of hands, my proxy _____ (one only) shall vote on *my/our behalf.

Please indicate with an "X" in the spaces provided below how you wish your votes to be casted. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretion.

Resolutions	For	Against
Resolution 1 Re-election of Mr. Ong Wei Hiam as Director pursuant to Clause 21.6 of the Company's Constitution		
Resolution 2 Re-election of Dato' Khoo Sin Aik as Director pursuant to Clause 21.6 of the Company's Constitution		
Resolution 3 Re-election of Ms. Cheryl Khor Hui Peng as Director pursuant to Clause 21.10 of the Company's Constitution		
Resolution 4 Re-election of Madam Lee Marn Fong @ Wu Marn Fong as Director pursuant to Clause 21.10 of the Company's Constitution		
Resolution 5 Payment of Directors' Fees		
Resolution 6 Re-appointment of KPMG PLT as Auditors and to fix their remuneration		
Resolution 7 Ordinary Resolution No. 1 – Payment of Benefits Payable to the Directors		
Resolution 8 Ordinary Resolution No. 2 – Proposed Retention of Mr. Wong Heng Chong as Independent Non-Executive Director		
Resolution 9 Ordinary Resolution No. 3 – Authority to Issue Shares		
Resolution 10 Ordinary Resolution No. 4 – Proposed Renewal of Share Buy-Back		
Resolution 11 Ordinary Resolution No. 5 – Proposed Renewal of Shareholders' Mandate		

Dated this _____ day _____ 2022.

Signature of Member/Common Seal



The Poll Administrator
for the 26th Annual General Meeting of
VSTECs Berhad

SS E Solutions Sdn. Bhd.
[Registration No. 202001010461 (1366781-T)]

Level 7, Menara Milenium,
Jalan Damanlela,
Pusat Bandar Damansara,
Damansara Heights,
50490 Kuala Lumpur,
Wilayah Persekutuan

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(A) Information for Shareholders/Proxies

1. As a precautionary measure amid the outbreak of Coronavirus Disease (“**Covid-19**”) pandemic, VSTECs shall conduct the 26th AGM as a virtual general meeting via the Remote Participation and Voting (“**RPV**”) facilities provided by SS E Solutions Sdn. Bhd. via its SSeP at <https://www.sshsb.net.my/>.

The Broadcast Venue is strictly for the purpose of complying with Clause 18.4 of the Company’s Constitution and Section 327(2) of the Companies Act 2016 (“**the Act**”), which requires the Chairman of the meeting to be present at the main venue of the Meeting.

Shareholders WILL NOT BE ALLOWED to attend the 26th AGM in person at the Broadcast Venue on the day of the Meeting.

By utilising the RPV facilities at SSeP (prior registration as a User is required), shareholders are to remotely attend, participate, speak (by way of posing questions to the Board via real time submission of typed texts) and cast their votes at the AGM. **Please refer to the Administrative Guide for procedures to utilise the RPV facilities.**

2. In respect of deposited securities, only members whose names appear in the Record of Depositors on 10 May 2022 (“General Meeting Record of Depositors”) shall be eligible to attend the AGM via RPV facilities.
3. A member (including authorised nominee) entitled to attend and vote at the Meeting via RPV facilities, may appoint more than one (1) proxy to attend and vote at the AGM via RPV facilities, to the extent permitted by the Act, Securities Industry (Central Depositories) Act, 1991, Main Market Listing Requirements (“**Main LR**”) of Bursa Malaysia Securities Berhad (“**Bursa Securities**”), and the Rules of Bursa Malaysia Depository Sdn. Bhd. 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.
4. 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 AGM via RPV facilities is entitled to appoint any person as his/her proxy to attend and vote instead of the member at the AGM without limitation. There shall be no restriction as to the qualification of the proxy. A proxy appointed to attend and vote at the AGM via RPV facilities shall have the same rights as the member to attend, participate, speak and vote at the AGM.

As guided by the Guidance Note and Frequently Asked Questions on the Conduct of General Meetings for Listed Issuers revised by the Securities Commission Malaysia on 7 April 2022, the right to speak is not limited to verbal communication only but includes other modes of expression. Therefore, all members, proxies and/or corporate representatives shall communicate with the main venue of the 26th AGM via real time submission of typed texts through a text box within SSeP’s platform during the live streaming of the 26th AGM as the primary mode of communication. In the event of any technical glitch in this primary mode of communication, members, proxies or corporate representatives may email their questions to eservices@sshsb.com.my during the 26th AGM. The questions and/or remarks submitted by the members, proxies and/or corporate representatives will be broadcasted and responded by the Chairman, Board of Directors and/or Management during the Meeting.

5. 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.
6. Where a member is an exempt authorised nominee who 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 of which the exempt authorised nominee may appoint in respect of each omnibus account it holds.
7. A member who has appointed a proxy or attorney or authorised representative to attend, participate, speak and vote at the AGM via RPV facilities must request his/her proxy to register himself/herself for RPV facilities at SSeP at <https://www.sshsb.net.my/>. Please refer to the Administrative Guide for procedures to utilise the RPV facilities.

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8. Publication of Notice of 26th AGM and Proxy Form on corporate website

Pursuant to Section 320(2) of the Act, a copy of this Notice together with the Proxy Form are available at the corporate website of VSTECs Berhad at https://vstecs.listedcompany.com/ar_2021.html.

9. Submission of Proxy Form in either hard copy form or electronic form

The appointment of proxy(ies) may now be made either in hard copy form or by electronic form, and, shall be deposited with the Company’s Poll Administrator, namely, SS E Solutions Sdn. Bhd., either at the designated office as stated below or vide SSeP, not less than forty-eight (48) hours before the time appointed for holding the AGM or adjournment thereof (i.e. **on or before Sunday, 15 May 2022 at 10:30 a.m.**):-

Mode of Submission	Designated Address
Hard copy	SS E Solutions Sdn. Bhd. Level 7, Menara Milenium, Jalan Damanlela, Pusat Bandar Damansara, Damansara Heights, 50490 Kuala Lumpur, Wilayah Persekutuan Fax: 03-2094 9940 and/or 03-2095 0292 Email: eservices@sshsb.com.my
Electronic appointment	SSeP Weblink: https://www.sshsb.net.my/

(B) Audited Financial Statements for the financial year ended 31 December 2021

This Agenda item is meant for discussion only, as the provision of Section 340(1)(a) of the Act does not require a formal approval for the audited financial statements from the shareholders. Therefore, this Agenda item is not put forward for voting.