



# ECA INTEGRATED SOLUTION BERHAD

[Registration No. 202101031471 (1431771-P)]  
(Incorporated in Malaysia)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Second Annual General Meeting ("2nd AGM") of ECA Integrated Solution Berhad ("Company") will be held at Iconic Hotel Penang, 71, Jalan Icon City, Bukit Mertajam, 14000 Penang, Malaysia on Tuesday, 28 March 2023 at 2:00 p.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:

### AGENDA

#### Ordinary Business:

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| 1. To receive the Audited Financial Statements for the financial year ended 31 October 2022 together with Reports of the Directors' and the Auditors' thereon.   | <b>Please refer to Explanatory Note 1</b> |
| 2. To re-elect Tan Sri Abd Rahman bin Mamat as Director in accordance with Clause 95 of the Constitution of the Company.   | <b>Ordinary Resolution 1</b>              |
| 3. To re-elect Mr Ooi Chin Siew as Director in accordance with Clause 95 of the Constitution of the Company.   | <b>Ordinary Resolution 2</b>              |
| 4. To re-elect Mr Chua Lye Hock as Director in accordance with Clause 95 of the Constitution of the Company.   | <b>Ordinary Resolution 3</b>              |
| 5. To re-elect Dato' Dr. Shanmughanathan A/L Vellanthurai as Director in accordance with Clause 95 of the Constitution of the Company.   | <b>Ordinary Resolution 4</b>              |
| 6. To re-elect Puan Zariner binti Ismail as Director in accordance with Clause 95 of the Constitution of the Company.  | <b>Ordinary Resolution 5</b>              |
| 7. To re-elect Puan Masleena binti Zaid as Director in accordance with Clause 95 of the Constitution of the Company.   | <b>Ordinary Resolution 6</b>              |
| 8. To approve the payment of Directors' fees and benefits payable to the Non-Executive Directors of the Company and its subsidiary up to an aggregate amount of RM400,000.00 for the period from 1 November 2022 until the next Annual General Meeting of the Company. | <b>Ordinary Resolution 7</b>              |
| 9. To re-appoint Messrs Kreston John & Gan as Auditors of the Company and to authorise the Directors to fix their remuneration.  | <b>Ordinary Resolution 8</b>              |

#### Special Business:

To consider and, if thought fit, to pass the following resolutions:

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| 10. <b>AUTHORITY UNDER SECTION 76 OF THE COMPANIES ACT 2016 FOR THE DIRECTORS TO ALLOT SHARES OR GRANT RIGHTS</b> | <b>Ordinary Resolution 9</b> |
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"THAT pursuant to Section 76 of the Companies Act 2016, the Directors be and are hereby empowered to allot and issue shares in the Company, at any time, at such price, upon such terms and conditions, for such purpose and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total issued shares/total number of voting shares of the Company (excluding treasury shares) at the time of issue.

THAT pursuant to Section 85 of the Companies Act 2016 approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued Company's shares arising from any issuance of new Company's shares pursuant to Section 76 of the Companies Act 2016.

THAT the Directors be and are hereby also empowered to obtain the approval for the listing of and quotation for the additional shares so issued on the Bursa Malaysia Securities Berhad and THAT such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company."

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| 11. <b>PROPOSED SHAREHOLDERS' MANDATE FOR NEW RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED SHAREHOLDERS MANDATE")</b> | <b>Ordinary Resolution 10</b> |
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"THAT subject to the provisions of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiary ("ECA Group") to enter into all arrangements and/or transactions involving the interest of Directors, major shareholders or persons connected with the Directors and/or major shareholders of ECA Group as specified in the Circular to Shareholders dated 28 February 2023 provided that such transactions are:

- undertaken in the ordinary course of business at arm's length basis and on normal commercial terms which are not more favourable to the Related Parties than those generally available to the public;
- necessary for the day-to-day operations; and
- not to the detriment of the minority shareholders of the Company.

To consider and, if thought fit, to pass the following resolutions:

THAT such approval shall continue to be in force until:

- the conclusion of the next Annual General Meeting of the Company at which it will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed; or
- the expiration of the period within which the next Annual General Meeting after the date it is required to be held pursuant to Section 340(2) of 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 a general meeting.

whichever is earlier;

AND THAT the Directors of the Company be 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."

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| 12. To transact any other business that may be transacted at an annual general meeting of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company. |  |
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#### BY ORDER OF THE BOARD

**CHIN WAI YI (MAICSA 7069783) (SSM PC No. 202008004409)**  
**FLORENCE TOH SUEI MEI (MAICSA 7074778) (SSM PC No. 202108000143)**  
Company Secretaries

Kuala Lumpur  
Date : 28 February 2023

#### Explanatory Notes on Ordinary and Special Businesses:

- Item 1 of the Agenda**  
Agenda item no. 1 is meant for discussion only as the provisions of Section 340 of the Companies Act 2016, it does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.
- Items 2, 3, 4, 5, 6 and 7 of the Agenda**  
The Nomination Committee ("NC") have considered the performance and contribution of each of the retiring Directors and have also assessed the independence of the Independent Non-Executive Directors seeking for re-election.  
Based on the results of the Board Evaluation conducted for the financial year ended 31 October 2022, the performance of each of the retiring Directors was found to be satisfactory. In addition, each of the retiring Directors had provided their annual declaration/confirmation on his fitness and propriety as well as independence, where applicable.  
The Board endorsed the NC's recommendation that the Directors who retire in accordance with Clause 95 of the Constitution, namely, Tan Sri Abd Rahman bin Mamat, Mr Ooi Chin Siew, Mr Chua Lye Hock, Dato' Dr. Shanmughanathan A/L Vellanthurai, Puan Zariner binti Ismail and Puan Masleena binti Zaid are eligible to stand for re-election. The retiring Directors had abstained from deliberations and decisions on their own eligibility and suitability on their re-election at the relevant Board meetings. The profiles of these Directors are set out in the Company's Annual Report for the financial year ended 31 October 2022.  
The retiring Directors will abstain from voting on the resolution in respect of their re-election at the 2nd AGM.
- Item 10 of the Agenda**  
The Ordinary Resolution 9 proposed under Item 10 of the Agenda is to seek the shareholders' approval of a new general mandate for issuance of shares by the Company under Section 76 of the Companies Act 2016. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total ten per centum (10%) of the issued share capital of the Company for purpose of funding the working capital or strategic development of the Group. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting of the Company.  
The waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016 will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer new shares to all the existing shareholders of the Company prior to issuance of new shares in the Company under the general mandate.
- Item 11 of the Agenda**  
The proposed Ordinary Resolution 10, if passed, will enable the Company and its subsidiary to enter into recurrent related party transactions in the ordinary course of business and the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such recurrent related party transactions occur would not arise. This would reduce substantial administrative time, inconvenience and expenses associated with the convening of such meetings, without compromising the corporate objectives of the Company or adversely affecting the business opportunities available to the Company. The shareholders' mandate is subject to renewal on an annual basis.  
Please refer to the Circular to Shareholders dated 28 February 2023 for further information.

#### Notes:

- The 2nd AGM of the Company will be held at Iconic Hotel Penang, 71, Jalan Icon City, Bukit Mertajam, 14000 Penang, Malaysia on Tuesday, 28 March 2023 at 2:00 p.m. or at any adjournment thereof. Shareholders of the Company are required to register for the 2nd AGM not less than forty eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof. **(Please follow the procedures as stipulated in the Administrative Details).**
- A member of the Company who is entitled to attend, speak and vote at this 2nd AGM may appoint a proxy to attend, speak and vote on his/her behalf. A proxy may but need not be a member of the Company, and a member may appoint any person to be his/her proxy without limitation.
- Where a member appoints more than one (1) proxy to attend and vote at the same 2nd AGM, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991 ("SICDA"), he/she may appoint one (1) proxy in respect of each security account it holds with ordinary shares of the Company standing to the credit of the said security account.
- Where a member of the Company is an exempt authorised nominee holding ordinary shares in the Company for multiple beneficial owners in one (1) 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.  
An exempt authorised nominee refers to an authorised nominee defined under the SICDA who is exempted from compliance with the provisions of subsection 25A(1) of SICDA.
- The instrument appointing a proxy shall be in writing by the appointer or an attorney duly authorised in writing or, if the appointer is a corporation, whether under its seal or by an officer or attorney duly authorised.
- The instrument appointing either a proxy, a power of attorney or other authorities, where it is signed or certified by a notary as a true copy shall be deposited with the Share Registrar, Boardroom Share Registrars Sdn. Bhd. at Ground Floor or 11th Floor, Menara Symphony, No. 5 Jalan Prof. Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan, Malaysia or at its website at <https://investor.boardroomlimited.com> ("eProxy Lodgement") not less than forty eight (48) hours before the time appointed for holding the 2nd AGM (no later than Sunday, 26 March 2023 at 2:00 p.m.) or at any adjournment thereof, and in default the instrument of proxy shall not be treated as valid. Please refer to the Administrative Details for the 2nd AGM for the steps on the eProxy Lodgement.
- The right of foreigners to vote in respect of deposited securities is subject to Sections 41(1)(e) and 41(2) of the Securities Industry (Central Depositories) Act, 1991; the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 and the Constitution of the Company.
- In respect of deposited securities, only members whose names appear in the Record of Depositors on 21 March 2023 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at this 2nd AGM.
- Any alteration in the Proxy Form must be initialed.
- Pursuant to Rule 8.31A(f) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolution set out in the Notice of 2nd AGM will be put to the vote by poll.

#### Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 2nd AGM and/ or any adjournment thereof, a member of the Company:

- consents to the collection, use and disclose of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the 2nd AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 2nd AGM (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");
- warrants that the member has obtained the prior consent of such proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies), and/or representative(s) for the Purposes; and
- agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses, and damages as a result of the member's breach of warranty.

## **ADMINISTRATIVE DETAILS**

Second Annual General Meeting of ECA Integrated Solution Berhad

**TO BE HELD AT ICONIC HOTEL PENANG, 71, JALAN ICON CITY, BUKIT MERTAJAM, 14000 PENANG, MALAYSIA ON TUESDAY, 28 MARCH 2023 AT 2:00 P.M.**

### **REGISTRATION**

1. Registration will start at 1:00 p.m. and will remain open until the conclusion of the Second Annual General Meeting (“**2nd AGM**”) or such time as may be determined by the Chairman of the meeting.
2. Please produce your original MyKad/Identification Card or Passport (for foreigners) during registration. Only original MyKad/Identification Card or Passport will be accepted for the purpose of the identity verification. Please ensure that you collect your MyKad/Identification Card or Passport thereafter.
3. No person will be allowed to register on behalf of another person with the original MyKad/Identification Card or Passport of that other person.
4. Upon verification and registration:
  - a. Please sign the Attendance List and an identification wristband and polling slip will be provided at the registration counter;
  - b. If you are attending the 2nd AGM as a shareholder as well as a proxy, you will be registered once and will only be given one identification wristband; and
  - c. No person will be allowed to enter the meeting hall without wearing the identification wristband. There will be no replacement in the event that you lose/misplace the identification wristband.
5. After registration, please vacate the registration area immediately and proceed to the meeting hall.
6. The registration counter will only handle verification of identity and registration of attendance.
7. Help desk support is available for any other enquiries/assistance/revocation of proxy’s appointment.

### **DOOR GIFT**

No door gift would be provided at the 2nd AGM.

### **PARKING**

Please be informed that Iconic Hotel had implemented cashless parking system. The parking rate is RM6.00 nett per car per entry and the availability of the car park is subject to first come first serve basis.

### **LODGEMENT OF PROXY FORM**

1. If you are unable to attend the 2nd AGM in person and wish to appoint the Chairman of the 2nd AGM as your proxy to vote on your behalf, the instrument appointing proxy(ies) may be made in the following manner:
  - a) In hard copy form  
Please deposit your proxy form at the office of the Poll Administrator, Boardroom Share Registrars Sdn. Bhd. (“Boardroom”), Ground Floor or 11th Floor, Menara Symphony, No. 5, Jalan Professor Khoo Kay Kim, Seksyen 13, 46200 Petaling Jaya, Selangor Darul Ehsan not less than forty-eight (48) hours before the time of holding the 2nd AGM, i.e. latest by Sunday, 26 March 2023 at 2:00 p.m. Any alteration to the Form of Proxy must be initialled.

## **ADMINISTRATIVE DETAILS**

### 2nd Annual General Meeting of ECA Integrated Solution Berhad

- b) By electronic means (following the steps below)
  - i. Log in to <https://investor.boardroomlimited.com>
  - ii. Select ECA Integrated Solution Berhad (2nd Annual General Meeting) from the list of Meeting Events and click “Enter”
  - iii. Click “Submit eProxy Form”
  - iv. Read and accept the General Terms and Conditions. Enter your CDS account number and number of securities held. Select your proxy – either Chairman of the meeting or individual named proxy(ies) and enter the required particulars of your proxy(ies).
  - v. Indicate your voting instruction – FOR or AGAINST or ABSTAIN. If you wish to have your proxy(ies) to act upon his/her discretion, please indicate DISCRETIONARY.

eProxy Form to be lodged not less than forty-eight (48) hours before the time of holding the 2nd AGM, i.e. latest Sunday, 26 March 2023 at 2:00 p.m.

2. If you wish to participate in the 2nd AGM yourself, please do not submit any proxy form for the 2nd AGM. You will not be allowed to participate in the 2nd AGM together with a proxy appointed by you.

## **REVOCAION OF PROXY**

If you have submitted your Proxy Form prior to the AGM and subsequently decide to appoint another person or wish to participate in the 2nd AGM yourself, please write in to [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com) to revoke the earlier appointed proxy(ies) at least forty-eight (48) hours before the 2nd AGM or proceed to the Help desk counter on the 2nd AGM day to do proxy revocation. On revocation, your proxy(ies) will not be allowed to participate in the 2nd AGM. In such event, you should advise your proxy(ies) accordingly.

## **COVID-19 PREVENTION MEASURES**

1. Attendees are highly encouraged to perform self-test for Covid-19 at home a day before the meeting.
2. A shareholder/proxy who has symptoms of being unwell or showing any symptoms of Covid-19 is advised not to attend the 2nd AGM.
3. Wear a face mask throughout the meeting and clean your hands frequently with alcohol-based hand rub or soap and water.

## **DIGITAL COPIES OF 2ND AGM DOCUMENTS**

As a part of our commitment to environmentally sustainable practices by reducing paper usage, the following documents can be accessed from our website at <https://www.eca.com.my/index.php/investor-relation>:

1. Annual Report 2022
2. Circular in relation to the Proposed Shareholders’ Mandate for New Recurrent Related Party Transactions of a Revenue or Trading Nature (“Circular”)
3. Notice of the 2nd AGM and Proxy Form
4. Corporate Governance Report 2022

## **VOTING AT MEETING**

1. Voting will be conducted by poll in accordance Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad. The Company has appointed Boardroom as the Poll Administrator and TGS TW PLT as Independent Scrutineer to verify the poll results.
2. Voting for all the resolutions set out in the Notice of 2nd AGM will take place concurrently after the relevant questions in respect of these resolutions have been addressed.

## **ADMINISTRATIVE DETAILS**

2nd Annual General Meeting of ECA Integrated Solution Berhad

### **ENQUIRY**

For any enquiries and administrative details relating to the meeting, please contact Boardroom during office hours from Monday to Friday (8:30 a.m. to 5:30 p.m.), detail as follows:

Boardroom Share Registrars Sdn. Bhd.

Address : 11th Floor or Ground Floor,  
Menara Symphony,  
No. 5, Jalan Professor Khoo Kay Kim,  
Seksyen 13, 46200 Petaling Jaya,  
Selangor Darul Ehsan, Malaysia.

General Line : 603-7890 4700 (Helpdesk)

Fax Number : 603-7890 4670

Email : [bsr.helpdesk@boardroomlimited.com](mailto:bsr.helpdesk@boardroomlimited.com)

### **PERSONAL DATA POLICY**

By resigning for the meeting and/or submitting the instrument appointing a proxy(ies) and/or representative(s), the member of the Company has consented to the use of such data by ECA Integrated Solution Berhad (or its agents) for the following purposes:

1. For registration;
2. Communicate with the shareholders and proxy holders who participate at the 2nd AGM;
3. Respond to the shareholders' and proxy holders' enquiries;
4. For internal record keeping;
5. Send promotional materials, advertisement for marketing purposes;
6. Publication of your personal information in any minutes, website, newsletter, brochure or any other materials which may be published internally or externally;
7. For processing and administration by the Company (or its agents); and
8. Comply with any laws, listing rules, regulations and/or guidelines.

The member agrees that he/she will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.