THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

The admission of ECA Integrated Solution Berhad ("**ECA**" or the "**Company**") to the Official List of Bursa Malaysia Securities Berhad ("**Bursa Securities**") was sponsored by UOB Kay Hian (M) Sdn Bhd ("**UOBKH**"). This Circular has been reviewed by UOBKH as the Principal Adviser and Sponsor of ECA for the Proposed ESOS (as defined herein).

Bursa Securities takes no responsibility for the contents of this Circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

ECA INTEGRATED SOLUTION BERHAD
Registration No.: 202101031471 (1431771-P)
(Incorporated in Malaysia)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE:-

I. PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES OF ECA (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME OVER THE DURATION OF THE ESOS TO THE ELIGIBLE DIRECTORS AND EMPLOYEES OF ECA AND ITS SUBSIDIARIES ("PROPOSED ESOS"); AND

II. PROPOSED PRIVATE PLACEMENT OF UP TO 20% OF THE TOTAL NUMBER OF ISSUED SHARES OF ECA (EXCLUDING TREASURY SHARES, IF ANY) TO THIRD PARTY INVESTORS TO BE IDENTIFIED LATER AT AN ISSUE PRICE TO BE DETERMINED LATER AND ANNOUNCED LATER ("PROPOSED 20% PRIVATE PLACEMENT")

(COLLECTIVELY REFERRED TO AS THE "PROPOSALS")

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

Adviser and Placement Agent

UOB Kay Hian (M) Sdn Bhd
Registration No.: 199001003423 (194990-K)
(A Participating Organisation of Bursa Malaysia Securities Berhad)

The Extraordinary General Meeting of ECA ("**EGM**") will be held at Meeting Room 2, Level 1, Ixora Hotel Penang, 3096 Jalan Baru, Bandar Perai Jaya, 13600 Perai, Penang, Malaysia on Thursday, 20 August 2026 at 10.00 a.m., or at any adjournment thereof. The Notice of the EGM, together with the Proxy Form, are enclosed in this Circular.

A member of the Company who is entitled to attend, participate and vote at the EGM is also entitled to appoint a proxy or proxies to attend, participate and vote on his/ her behalf. In such event, the completed and signed Proxy Form should be deposited with the Share Registrar of the Company, GAP Advisory Sdn Bhd at E-10-4, Megan Avenue 1, 189, Jalan Tun Razak, 50400 Kuala Lumpur, W.P Kuala Lumpur, Malaysia or email to ir.shareregistry@gapadvisory.my not less than forty-eight (48) hours before the time for holding the EGM or any adjournment thereof. The Proxy Form once deposited shall not preclude you from attending, participating and voting in person at the EGM should you subsequently wish to do so, but if you do, your proxy or proxies shall be precluded from attending the EGM.

Last date and time for lodging the Proxy Form	: Tuesday, 18 August 2026 at 10.00 a.m.
Date and time of the EGM	: Thursday, 20 August 2026 at 10.00 a.m.

This Circular is dated 4 August 2026

Except where the context otherwise requires, the following definitions shall apply throughout this Circular:

"Act"	:	Companies Act 2016
"Board"	:	The Board of Directors of ECA
"Bursa Depository"	:	Bursa Malaysia Depository Sdn Bhd (Registration No. 198701006854 (165570-W))
"Bursa Securities"	:	Bursa Malaysia Securities Berhad (Registration No. 200301033577 (635998-W))
"Bylaws"	:	The bylaws governing the terms and conditions of the Proposed ESOS as may be amended or varied from time to time, the draft of which is set out in **Appendix I** of this Circular
"Circular"	:	This circular dated 4 August 2026
"Constitution"	:	The constitution of ECA
"Director(s)"	:	The director(s) of any companies within ECA Group in an executive or non-executive capacity and shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007
"Distribution"	:	Any dividends, rights, allotments and/ or any other forms of distribution
"ECA" or the "Company"	:	ECA Integrated Solution Berhad (Registration No. 202101031471 (1431771-P))
"ECA Group" or the "Group"	:	ECA and its subsidiaries, collectively
"ECA Share(s)" or "Share(s)"	:	Ordinary share(s) of ECA
"Effective Date"	:	The implementation date of the Proposed ESOS, which is also a date on which all relevant requirements of Chapter 6 of the Listing Requirements are fully complied with, including the approvals and/ or conditions referred to in the Bylaws thereof having been obtained and/ or complied with
"EGM"	:	Extraordinary General Meeting of ECA
"Eligible Person(s)"	:	The eligible Director(s) (including non-executive Directors) and employee(s) of ECA Group (excluding dormant subsidiaries), who meet the criteria of eligibility for participation in the Proposed ESOS in the manner as indicated in the Bylaws
"EPS"	:	Earnings per Share
"ESOS"	:	Employees' share option scheme
"ESOS Committee"	:	The committee to be duly appointed and authorised by the Board pursuant to the Bylaws from time to time to administer the Proposed ESOS in accordance with the Bylaws
"ESOS Option(s)"	:	The right of an Eligible Person who has accepted the offer to subscribe for new ECA Shares (whether by way of issuance of new ECA Shares and/ or transfer of treasury shares by the Company) at a pre-determined option price pursuant to the contract constituted by the selected Eligible Person's acceptance of an offer under the Proposed ESOS in the manner and subject to the terms and conditions provided in the Bylaws

"FPE"	:	Financial period ended/ ending, as the case may be
"FYE"	:	Financial year ended/ ending, as the case may be
"Grantee(s)"	:	Eligible Person(s) who has accepted an offer to participate in the Proposed ESOS by the Company in accordance with the Bylaws
"Interested Party(ies)"	:	Director, major shareholder or chief executive of the Company or holding company of the Company
"IPS"	:	Integrated production systems
"Listing Requirements"	:	ACE Market Listing Requirements of Bursa Securities
"LPD"	:	22 July 2026, being the latest practicable date prior to the printing and despatch of this Circular
"MFRS 2"	:	Malaysian Financial Reporting Standard 2 on Share-based Payment as issued by the Malaysian Accounting Standard Board
"NA"	:	Net assets attributable to owners of the Company
"Offer Date"	:	The date on which an offer is made by the ESOS Committee in writing to selected Eligible Person(s) to participate in the Proposed ESOS in accordance with the Bylaws
"PAT/ (LAT)"	:	Profit/ (Loss) after tax
"PBT/ (LBT)"	:	Profit/ (Loss) before tax
"Placement Share(s)"	:	New ECA Shares to be issued pursuant to the Proposed 20% Private Placement
"Proposals"	:	The Proposed ESOS and Proposed 20% Private Placement, collectively
"Proposed 20% Private Placement"	:	Proposed private placement of up to 20% of the total number of issued shares in ECA (excluding treasury shares, if any) to third party investor(s) to be identified later at an issue price to be determined later and announced later
"Proposed ESOS"	:	Proposed establishment of an ESOS of up to 15% of the total number of issued shares in ECA (excluding treasury shares, if any) at any point in time over the duration of the ESOS to the Eligible Person(s)
"Proposed Facility"	:	A new 4-storey facility on a parcel of leasehold land measuring approximately 3.05 acres (1.23 hectares) and identified as Plot 35, Lorong PSPN 11, Penang Science Park North, Seberang Perai Tengah, Negeri Pulau Pinang
"Proposed PPGM"	:	Private placement of up to 57,904,042 new ECA Shares representing 10% of the total number of issued ECA Shares (excluding treasury shares, if any) to third party investor(s) to be identified later at an issue price to be determined later and announced later, in accordance with Sections 75 and 76 of the Act. The Proposed PPGM was announced on 24 April 2026 and, subsequently, Bursa Securities had resolved to approve the listing and quotation of up to 57,904,042 Shares pursuant to the Proposed PPGM, vide its letter dated 14 May 2026. For the avoidance of doubt, the Proposed PPGM and Proposed 20% Private Placement are separate exercises.

"Record of Depositors"	:	A record of depositors established by Bursa Depository under the Rules of Bursa Depository
"RM" and "sen"	:	Ringgit Malaysia and sen, respectively
"SAE"	:	Standalone automated equipment
"Senior Management"	:	Directors and employees of the ECA Group who hold the position of manager and above, or who perform the role of a team leader within a department of the ECA Group, or such other employees who are deemed by the ESOS Committee to hold a senior position from time to time
"UOBKH" or the "Adviser"	:	UOB Kay Hian (M) Sdn Bhd (Registration No. 199001003423 (194990-K))
"VWAP"	:	Volume weighted average market price

All references to "**you**" or "**your(s)**" in this Circular are made to the shareholders, who are entitled to attend and vote at the EGM.

Unless specifically referred to, words denoting the singular shall, where applicable, include the plural and vice versa and words denoting incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. Any reference to persons shall include corporations, unless otherwise specified.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any reference to a time of day and date in this Circular shall be a reference to Malaysian time and date, respectively, unless otherwise specified. Any discrepancy in the figures included in this Circular between the amounts stated, actual figures and the totals thereof are due to rounding adjustments.

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EXECUTIVE SUMMARY

This Executive Summary highlights only the salient information of the Proposals. You are advised to read this Circular in its entirety for further details and not to rely solely on this Executive Summary in arriving at a decision on the Proposals before voting at the forthcoming EGM of the Company.

Key information	Description	Reference to Circular
Summary of the Proposals	**<u>Proposed ESOS</u>** The Proposed ESOS involves the granting of ESOS Options to the Eligible Persons to subscribe for ECA Shares at specified prices to be determined in the manner set out in **Section 2.5** of this Circular. The maximum number of ECA Shares, which may be made available pursuant to the Proposed ESOS, shall not exceed in aggregate 15% of the total number of issued Shares (excluding treasury shares, if any) of ECA at any point in time over the duration of the Proposed ESOS.	**Section 2**
	<u>Proposed 20% Private Placement</u> The Company proposes to undertake a private placement of up to 146,497,227 Placement Shares, representing approximately 20% of the total number of ECA Shares to third party investor(s) to be identified later at an issue price to be determined later and announced later. The Placement Shares will be issued at issue price(s) of not more than 20% discount to the 5-day VWAP of ECA Shares immediately preceding the price-fixing date(s).	**Section 3**
Rationale and justifications for the Proposals	**<u>Proposed ESOS</u>** The Proposed ESOS is expected to achieve the following objectives:- i. to recognise and reward the Eligible Persons by recognising their contributions and services that are considered vital to the operations of the Group, thereby motivating employee performance to create sustainable growth and profitability for the Group; ii. to retain, motivate and reward the Eligible Persons by allowing them to participate in the Group's profitability and eventually realise any potential capital gains arising from the possible appreciation in the value of ECA Shares upon exercising the ESOS Options; iii. to align the interests of Eligible Persons with those of the shareholders of the Company through the achievement of the Group's objectives and plans; iv. to attract prospective employees with relevant skills and experience to the Group by making the compensation packages offered more competitive; v. to foster and reinforce the Eligible Persons' loyalty and sense of belonging to the Group by enabling them to participate directly in the Company's equity, thereby incentivising the Eligible Persons to contribute more actively to the operations and future growth and success of the Group; and vi. to provide the Company with an additional source of funding upon the exercise of ESOS Options, without incurring additional financing costs or resulting in any cash outflow from the Group.	**Section 5**

The Proposed ESOS is also extended to non-executive Directors of the Group after taking into consideration the following:-

i. to recognise their contributions towards the Company. Notwithstanding that they are not involved in the day-to-day business operations of the Company, the non-executive Directors have, from time to time, been consulted on corporate governance matters and have provided independent oversight on amongst others, areas such as risk management, financial reporting and audit functions, remuneration matters, internal control, and the strategic direction of the Group;

ii. to promote active participation, albeit in the capacities of the non-executive Directors, in the evaluation of the Group's strategic initiatives and to motivate the non-executive Directors in promoting the interests of the Group by enabling them to participate in the success and long-term growth of the Group;

iii. to enable the Group to retain flexibility in facilitating its remuneration package, which allows the Group to provide an incentive in the form of shares as an alternative to paying fees in cash, which may in turn preserve the internal cash flows for the Group's existing business and/ or other working capital requirements; and

iv. to attract and retain qualified and experienced personnel from different professional backgrounds to join the Company as non-executive Directors.

Proposed 20% Private Placement

i. Enables the Company to raise additional funds without incurring interest costs as compared to conventional bank borrowings which may expose the Company to further risk of indebtedness and interest servicing obligation, given that the construction of the Proposed Facility and the acquisition and installation of related equipment and accessories are expected to require substantial upfront capital expenditure;

ii. Provides the Company with an expeditious fundraising alternative from the capital market as opposed to other forms of fundraising, such as a rights issue, allowing the Group to access funds in a timely manner to support the establishment of the Proposed Facility and the Group's capacity expansion plans;

iii. Allows the Group to undertake its capacity expansion plans while preserving its existing cash resources for general working capital requirements, thereby providing the Group with greater financial flexibility in managing its ongoing project execution and day-to-day operations. Upon completion, the Proposed Facility is expected to provide additional capacity for production and assembly activities which may improve workflow efficiencies and support the Group's operational requirements and future growth plans; and

iv. May strengthen the Company's financial position and capital base and may also potentially enhance its liquidity and financial flexibility, thereby enabling the Group to better manage its operational cash flow requirements and support the continued development of the Group's automation and testing solution offerings.

Approvals required/ obtained and conditionality

The Proposals are subject to the following approvals being obtained:- **Section 9**

i. Bursa Securities, the approval of which has been obtained vide Bursa Securities' letter dated 22 July 2026; and

ii. the shareholders of ECA at the forthcoming EGM of the Company.

The Proposals are not conditional upon any other proposals undertaken or to be undertaken by the Company.

Interests of Directors, major shareholders, chief executives and/ or persons connected with them	All Directors and chief executive are eligible to participate in the Proposed ESOS and are therefore deemed interested to the extent of their respective proposed allocation and the proposed allocations to persons connected to them under the Proposed ESOS. Notwithstanding that, all Directors have deliberated on the Proposed ESOS and have agreed to present the Proposed ESOS to shareholders for their consideration and approval. All Directors and chief executive have and will continue to abstain from all Board deliberations and voting in respect of their respective proposed allocation, and the proposed allocations to persons connected to them under the Proposed ESOS, at the relevant Board meetings. The Directors who are deemed persons connected to Eligible Person under the Proposed ESOS, have and will continue to abstain from all Board deliberations and voting in respect of the proposed allocations to persons connected to them under the Proposed ESOS, at the relevant Board meetings. All Directors and chief executive will abstain from voting in respect of their direct and/ or indirect shareholdings, at a general meeting of the Company to be convened in respect of the resolutions to be tabled for the Proposed ESOS and their respective proposed allocation as well as the proposed allocations to the persons connected to them, under the Proposed ESOS. All Directors and chief executive will undertake to ensure that persons connected to them, will abstain from voting in respect of their direct and/ or indirect shareholdings, on the resolutions pertaining to the Proposed ESOS and their respective proposed allocations, and the proposed allocations to the persons connected to them, under the Proposed ESOS, to be tabled at a general meeting of the Company to be convened. The major shareholders (who are also the Directors) will abstain from voting in respect of their direct and/ or indirect shareholdings, at a general meeting of the Company to be convened in respect of the resolutions to be tabled for the Proposed ESOS and their respective proposed allocation as well as the proposed allocations to the person connected to them, under the Proposed ESOS. The major shareholders will also undertake to ensure that persons connected to them, will abstain from voting in respect of their direct and/ or indirect shareholdings, on the resolutions pertaining to the Proposed ESOS and their respective proposed allocations, and the proposed allocations to the persons connected to them, under the Proposed ESOS, to be tabled at the EGM of the Company. None of the Directors, major shareholders, chief executive of the Company and/ or persons connected with them have any interest, whether direct or indirect, in the Proposed 20% Private Placement.	**Section 11**
Board's recommendation	The Board, having considered on all aspects of the Proposals, including but are not limited to, the basis, the rationale of the and the pro forma effects of the Proposals, is of the opinion that the Proposals are in the best interests of the Company. However, in view that all Directors are eligible to participate in the Proposed ESOS, the Directors have abstained and will continue to abstain from deliberating and forming any opinion on, and making any recommendations on the resolutions pertaining to their respective allocations as well as allocations to persons connected to them, if any, under the Proposed ESOS. They will also abstain and ensure that persons connected to them, if any, abstain from voting in respect of their direct and/ or indirect interests in ECA, on the resolutions pertaining to the Proposed ESOS and their respective allocations as well as allocations to persons connected to them, if any, under the Proposed ESOS at a general meeting of the Company to be convened. Where the resolutions are not related to their respective allocations or to the persons connected to them, if any, the Directors, after having considered all aspects of the Proposed ESOS, are of the opinion that the Proposed ESOS is in the best interest of the Group.	**Section 13**

ECA INTEGRATED SOLUTION BERHAD
Registration No.: 202101031471 (1431771-P)
(Incorporated in Malaysia)

Registered Office

E-10-4, Megan Avenue 1
189, Jalan Tun Razak
50400 Kuala Lumpur
Wilayah Persekutuan
Malaysia

4 August 2026

Board of Directors

Tan Sri Abd Rahman bin Mamat (*Independent Non-Executive Chairman*)
Chua Lye Hock (*Executive Director/ Chief Executive Officer/ Chief Operating Officer*)
Ooi Chin Siew (*Executive Director*)
Dato' Dr. Shanmughanathan A/L Vellanthurai (*Independent Non-Executive Director*)
Masleena binti Zaid (*Independent Non-Executive Director*)
Mary Low Shwee Hoon (*Non-Independent Non-Executive Director*)
Teo Chee Lian @ Teo Chee Liang (*Independent Non-Executive Director*)

To: The shareholders of ECA

Dear Sir/ Madam,

I. PROPOSED ESOS; AND
II. PROPOSED 20% PRIVATE PLACEMENT

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1. INTRODUCTION

On 24 April 2026, UOBKH had, on behalf of the Board, announced that the Company proposed to undertake the Proposed ESOS. On 19 June 2026, UOBKH had, on behalf of the Board, announced that the Company proposed to undertake the Proposed 20% Private Placement.

On 23 June 2026, UOBKH had, on behalf of the Board, announced that the listing application in relation to the Proposals had been submitted to Bursa Securities.

On 22 July 2026, UOBKH had, on behalf of the Board, announced that Bursa Securities had, vide its letter dated 22 July 2026, resolved to approve the following:-

i. listing and quotation for such number of ECA Shares, representing up to 15% of the total number of issued Shares (excluding treasury shares, if any) that may be issued pursuant to the Proposed ESOS; and

ii. listing and quotation of up to 146,497,227 Placement Shares to be issued pursuant to the Proposed 20% Private Placement

on the ACE Market of Bursa Securities, subject to the conditions as disclosed in **Section 9** of this Circular.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSALS AS WELL AS TO SEEK YOUR APPROVAL FOR THE RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT THE FORTHCOMING EGM OF THE COMPANY. THE NOTICE OF EGM AND THE PROXY FORM ARE ENCLOSED TOGETHER WITH THIS CIRCULAR.

YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDICES CONTAINED HEREIN BEFORE VOTING ON THE RESOLUTIONS PERTAINING TO THE PROPOSALS TO BE TABLED AT THE FORTHCOMING EGM OF THE COMPANY.

2. DETAILS OF THE PROPOSED ESOS

The Proposed ESOS involves the granting of ESOS Options to the Eligible Persons to subscribe for ECA Shares at specified prices to be determined in the manner as set out in **Section 2.5** of this Circular.

The Proposed ESOS will be administered by the ESOS Committee. The ESOS Committee shall be vested with such powers and duties as are conferred upon it by the Board to administer the Proposed ESOS in such manner it shall in its discretion deem fit in accordance with the provisions set out in the Bylaws. The decision as to whether the allocation of the ESOS Options will be granted in a single tranche or on a staggered basis over the duration of the Proposed ESOS as well as for the granting of ESOS Options, shall be determined by the ESOS Committee at a later date.

The ESOS Committee may at its absolute discretion decide that the ESOS Options be satisfied via the following methods:-

i. allotment and issuance of new ECA Shares;

ii. transfer of ECA's treasury shares (if any);

iii. any other methods as may be permitted by the Act, Listing Requirements or any other applicable laws or regulations, as amended from time to time and any re-enactment thereof; or

iv. a combination of any of the above.

In deciding the mode of satisfaction as set out above, the ESOS Committee will take into consideration, amongst others, factors such as the issue price of the new Shares (which shall be determined based on fair value of the Shares as at the date on which an offer is made by the ESOS Committee in writing to selected Eligible Person(s) to participate in the Proposed ESOS), the prevailing market price of the Shares, funding requirements of the Group, future returns and the potential cost arising from the granting of the ESOS Options.

For the avoidance of doubt, as at the LPD, the Company does not have any existing employee share scheme.

2.1 Maximum number of ECA Shares available under the Proposed ESOS

The maximum number of ECA Shares, which may be made available pursuant to the Proposed ESOS shall not exceed in aggregate 15% of the total number of issued shares (excluding treasury shares, if any) of ECA at any point in time over the duration of the Proposed ESOS.

2.2 Basis of allotment and maximum allowable allotment

The maximum number of ESOS Options that may be offered to an Eligible Person under the Proposed ESOS shall be determined at the sole and absolute discretion of the ESOS Committee after taking into consideration, amongst others and where relevant, the provisions of the Listing Requirements or other applicable regulatory requirements prevailing during the tenure of the Proposed ESOS relating to employees' and/or directors' share issuance scheme, the designation, role, function, performance targets, employment grade/ category, and/ or length of service of the Eligible Person and such other factors that the ESOS Committee may deem relevant in its discretion and shall be subject to the following:-

i. the total number of new ECA Shares to be issued under the Proposed ESOS shall not exceed the amount stipulated in **Section 2.1** of this Circular;

ii. the Senior Management of the Group (excluding dormant subsidiaries) do not participate in the deliberation or discussion of their respective allocation of ESOS Options as well as allocation of ESOS Options to persons connected with them, if any;

iii. the allocation to an Eligible Person, who either singly or collectively, through persons connected to the Eligible Person, holds 20% or more of the total number of issued ECA Shares, must not exceed 10% of the total number of ECA Shares to be made available under the Proposed ESOS; and

iv. up to 50% of the total number of ECA Shares made available under the Proposed ESOS shall be allocated in aggregate to the Directors and Senior Management of the Group (excluding dormant subsidiaries) who are Eligible Persons, on the basis that they are crucial to the performance of the Group as determined by the ESOS Committee at their sole and absolute discretion,

provided always that it is in accordance with the Listing Requirements, or any prevailing guidelines issued by Bursa Securities, or any other relevant authorities as amended from time to time.

In the event that any Eligible Person is a member of the ESOS Committee, such Eligible Person and persons connected with him/ her who are also members of the ESOS Committee shall not participate in the deliberation, discussion and/ or voting of such Eligible Person's own allocation of the ESOS Options or allocation to persons connected with them.

The ESOS Committee has the absolute discretion in determining whether the ESOS Options will be granted in a single grant or on a staggered basis over the duration of the Proposed ESOS as well as whether the ESOS Options are subject to any vesting period or vesting conditions, including any performance target that must be achieved, the determination of which will be carried out at a later date after the establishment of the ESOS Committee.

2.3 Eligibility

Subject to the discretion of the ESOS Committee, only Eligible Persons who meet the following conditions as at the Offer Date shall be eligible to participate in the Proposed ESOS:-

i. in respect of an employee of the Group (excluding dormant subsidiaries), the employee must fulfil the following criteria as at the Offer Date:-

    a. is at least 18 years of age and is not an undischarged bankrupt nor subject to any bankruptcy proceedings;

b. is employed on a full-time basis (having been confirmed in writing and not being under probation) or under a renewable or fixed-term employment contract, and is on the payroll of the Group;

c. has been in the employment of the Company or any company in the Group (excluding dormant subsidiaries) for such period as may be determined by the ESOS Committee prior to and up to the Offer Date;

d. is not serving a notice of resignation nor have received a notice of termination; and/ or

e. where serving under a renewable or fixed-term employment contract, is not employed for a specific project or on short-term contract or other contract as may be determined by the ESOS Committee; and/ or

f. fulfils any other criteria and/ or falls within such category as may be determined by the ESOS Committee from time to time at its absolute discretion.

ii. in respect of a Director of the Group (excluding dormant subsidiaries), the Director must fulfil the following criteria as at the Offer Date:-

a. is at least 18 years of age and is not an undischarged bankrupt nor subject to any bankruptcy proceedings;

b. has been appointed as a Director of the Company or any company in the Group (excluding dormant subsidiaries) (including executive or non-executive and/ or independent or non-independent Directors of ECA Group but excluding alternate and/ or similar substitute directors) for such period as may be determined by the ESOS Committee prior to and up to the Offer Date;

c. is not serving a notice of resignation nor has received a notice of termination; and/ or

d. fulfils any other criteria and/ or falls within such category as may be determined by the ESOS Committee from time to time at its absolute discretion,

provided always that the selection of any Director or employee for participation in the Proposed ESOS and the number of ESOS Option to be offered to an Eligible Person (subject to the Bylaws) under the Proposed ESOS shall be at the sole discretion of the ESOS Committee and the decision of the ESOS Committee shall be final and binding.

Notwithstanding the above, the ESOS Committee may, in its absolute discretion, waive any of the conditions of eligibility as set out above. The specific allocation of ESOS Options granted by the Company to any Interested Party, or to a person connected with an Interested Party who is an Eligible Person, shall be subject to the approval of the shareholders of the Company at a general meeting.

At the general meeting convened to obtain shareholders' approval referred to above:-

i. the Interested Parties or a person connected with any of the Interested Parties; and

ii. where the allocation and allotment are in favour of the Interested Parties or a person connected with any of the Interested Parties, such Interested Parties,

must not vote on the resolution approving the said allocation and allotment. An Interested Party must ensure that such persons connected with him/ her abstain from voting on the resolution approving the said allocation and allotment.

2.4 Duration and termination

The Proposed ESOS, when implemented, shall be in force for a period of 5 years from the Effective Date. The Company may, if the Board deems fit and upon the recommendation of the ESOS Committee, extend the Proposed ESOS for a period of up to another 5 years immediately from the expiry of the first 5 years, and shall not in aggregate exceed 10 years from the Effective Date or such period as may be allowed by the relevant authorities.

Such extended Proposed ESOS shall be implemented in accordance with the terms of the Bylaws, save for any amendment and/ or change to the relevant statutes and/ or regulations then in force. Unless otherwise required by the relevant authorities or the Listing Requirements, no further approvals shall be required for the extension of the Proposed ESOS and the Company shall serve appropriate notices on the Eligible Person and/ or make any necessary announcements to any parties and/ or Bursa Securities (if required) within 30 days prior to the date of expiry of the Proposed ESOS or such other period as may be stipulated by Bursa Securities.

Subject to the compliance with the Listing Requirements, other requirements of Bursa Securities and any other relevant authorities, the Company may, if the Board deems fit and upon the recommendation of the ESOS Committee, at any time during the duration of the Proposed ESOS and before the date of expiry of the Proposed ESOS, terminate the Proposed ESOS in accordance with the terms of the Bylaws provided that an announcement is released to Bursa Securities on the following:-

i. the effective date of termination of the Proposed ESOS;

ii. the number of ESOS Options exercised and ECA Shares vested pursuant to the Proposed ESOS; and

iii. the reasons and justification for termination.

Any unaccepted offer and unvested and/ or unexercised ESOS Options (whether fully or partially) shall lapse and be deemed cancelled and be null and void on the last day of the duration of the Proposed ESOS and/ or effective date of termination of the Proposed ESOS.

2.5 Basis of determining the exercise price

Subject to any adjustments made under the Bylaws and pursuant to the Listing Requirements, the exercise price which will be payable by the Eligible Person upon the exercise of the ESOS Options shall be based on the 5-day VWAP of ECA Shares at the Offer Date, with a discount of not more than 10% during the tenure of the Proposed ESOS, as determined by the Board upon recommendation of the ESOS Committee.

2.6 Ranking of the ECA Shares pursuant to the exercise of ESOS Options

The ECA Shares to be issued upon the vesting and exercise of the ESOS Options, shall upon allotment and issuance, rank equally in all respects with the existing ECA Shares, save and except that such ECA Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distributions declared, made or paid to shareholders where the entitlement date of such distributions precedes the relevant date of issuance and/ or transfer of such ECA Shares.

The ESOS Options shall not carry any right to vote at any general meeting of the Company. The new ECA Shares to be allotted and issued arising from the exercise of the ESOS Options and ECA's treasury shares transferred upon exercise of an ESOS Option will be subject to the provisions of the Constitution.

2.7 Retention Period

The ESOS Committee shall be entitled to prescribe or impose, in relation to any offer, any condition relating to any retention period or restriction on transfer of ECA Shares to be issued and/ or transferred via treasury shares arising from the exercise of ESOS Options as it deems fit.

In addition to the above, pursuant to Rule 8.22 of the Listing Requirements, an eligible Director who is a non-executive Director of ECA and/ or any of its subsidiaries, which are not dormant, shall not sell, transfer or assign the ECA Shares obtained through the exercise of the ESOS Options offered to him/ her within 1 year from the Offer Date.

2.8 Proposed Allocation

Rule 6.07(1) of the Listing Requirements states that the Company must not issue any Shares to Directors, major shareholders (who is a director/ employee of the Group (excluding dormant subsidiaries, if any)) or chief executive of the Company or persons connected with them, who are Eligible Persons, unless the shareholders of ECA have approved the specific allotment to be made to them in a general meeting.

Accordingly, the Company will seek its shareholders' approval at an EGM of the Company to be convened for the proposed allocation of the ESOS Options to the following persons:-

Name	Designation
Director, major shareholder, and chief executive	
Chua Lye Hock	Executive Director / Chief Operating Officer / Chief Executive Officer
Ooi Chin Siew	Executive Director
Major shareholder	
Kang Ewe Kheng	Major Shareholder / Head of Design & Development (Senior Vice President)
Directors	
Tan Sri Abd Rahman bin Mamat	Independent Non-Executive Chairman
Dato' Dr. Shanmughanathan A/L Vellanthurai	Independent Non-Executive Director
Masleena binti Zaid	Independent Non-Executive Director
Mary Low Shwee Hoon	Non-Independent Non-Executive Director
Teo Chee Lian @ Teo Chee Liang	Independent Non-Executive Director

2.9 Listing of and quotation for the new ECA Shares to be issued arising from the exercise of ESOS Options

Bursa Securities had vide its letter dated 22 July 2026, approved the listing of and quotation for such number of new ECA Shares, representing up to 15% of the total number of issued shares in the Company (excluding treasury shares, if any), which may be issued pursuant to the Proposed ESOS on the ACE Market of Bursa Securities.

2.10 Alteration of capital

In the event of any alteration in the capital structure of ECA prior to the last day of the duration of the Proposed ESOS, whether by way of a rights issue, bonus issue, or other capitalisation issue, consolidation or subdivision of ECA Shares or reduction of capital or any other variation of capital, the Company may in its discretion in good faith cause such adjustment to be made to the number of ECA Shares which shall be exercisable under an ESOS Option(s) or the Exercise Price.

2.11 Utilisation of Proceeds

The actual amount of proceeds to be raised from the Proposed ESOS will depend on the number of ESOS Options granted and exercised at the relevant point of time and the exercise price payable upon the exercise of the ESOS Options, respectively.

The proceeds arising from the exercise of the ESOS Options, as and when received, will be utilised for the working capital requirements of the Group, which may include, amongst others, renovation and/ or construction works for the Group's facilities, the purchase of machinery and equipment, and other general expenses. The proceeds are expected to be utilised within 12 months from the receipt of such proceeds throughout the tenure of the Proposed ESOS. However, the proceeds to be utilised for each component of working capital requirements are subject to the operating and funding requirements of the Group at the point of utilisation and therefore cannot be determined at this juncture.

Pending utilisation of proceeds raised as and when the ESOS Options are exercised, the proceeds will be placed in deposits with licensed financial institutions or short-term money market instruments. The interests derived from the deposits with financial institutions or any gains arising from the short-term money market instruments will be used to fund the Group's working capital requirement.

3. DETAILS OF THE PROPOSED 20% PRIVATE PLACEMENT

3.1 Placement size

The Proposed 20% Private Placement entails the issuance of up to 20% of the total number of issued Shares of ECA (excluding treasury shares, if any).

As at the LPD, the Company's total issued share capital was RM42.61 million comprising 579,040,425 ECA Shares. The Company does not retain any treasury shares and does not have any outstanding convertible securities as at the LPD.

For information purposes, the Company had on 24 April 2026 announced the Proposed PPGM and the Proposed ESOS.

Subsequently, Bursa Securities had resolved to approve the listing and quotation of up to 57,904,042 Shares pursuant to the Proposed PPGM, vide its letter dated 14 May 2026. Accordingly, the Proposed PPGM may result in the issuance of up to 57,904,042 Shares, which would increase the share capital and number of issued Shares of the Company.

For clarity, as at the LPD, no Shares have been issued pursuant to the Proposed PPGM and no ESOS Options have been granted or exercised pursuant to the Proposed ESOS.

In view of the above, for illustrative purposes, throughout this Circular the effects of the Proposed 20% Private Placement shall be based on the following scenarios:-

"Minimum Scenario"	:	Assuming no Shares have been issued pursuant to the Proposed PPGM and no ESOS Options have been issued and exercised pursuant to the Proposed ESOS, a total of up to 115,808,085 Placement Shares may be issued pursuant to the Proposed 20% Private Placement.
"Maximum Scenario"	:	Assuming all Shares have been issued pursuant to the Proposed PPGM and all ESOS Options have been issued and exercised pursuant to the Proposed ESOS, the Company's pro forma enlarged number of issued Shares would be 732,486,137 Shares. Accordingly, a total of up to 146,497,227 Placement Shares may be issued pursuant to the Proposed 20% Private Placement under the Maximum Scenario.

3.2 Basis and justification of determining the issue price(s) of the Placement Shares

The issue price of the Placement Shares will be determined and fixed by the Board at a later date after receipt of all relevant approvals for the Proposed 20% Private Placement.

The Placement Shares will be issued at an issue price of not more than a 20% discount to the 5-day VWAP of ECA Shares immediately preceding the price-fixing date, and after taking into consideration prevailing market conditions.

This provides the Board with the flexibility to fix any price range up to a maximum discount of 20% in order to entice investors to subscribe for the Placement Shares. The Board intends to fully place out the Placement Shares at an issue price deemed attractive, as well as acceptable to both the Company and potential investors, and to meet the Group's funding objectives as set out in **Section 3.6** of this Circular.

For illustrative purposes, the indicative issue price is assumed at RM0.2551 per Placement Share, which represents a discount of 19.98% to the 5-day VWAP of ECA Shares up to and including the LPD of RM0.3188.

3.3 Allocation to places

The Placement Shares will be placed out to third party investor(s) to be identified at a later stage, where such investor(s) shall be person(s) who/ which qualify under Schedules 6 and 7 of the Capital Markets and Services Act, 2007.

Additionally, the Placement Shares will not be placed out to the following parties:-

i. the Interested Parties, where applicable;

ii. a person connected with an Interested Party; and

iii. nominee corporations, unless the names of the ultimate beneficiaries are disclosed.

In the event the Board is unable to identify sufficient placees to subscribe for the entire portion of the Placement Shares at one time, the Proposed 20% Private Placement may be implemented in tranches within 6 months from the date of approval of Bursa Securities for the Proposed 20% Private Placement or any extended period as may be approved by Bursa Securities.

3.4 Ranking of the Placement Shares

The Placement Shares shall, upon allotment and issuance, rank equally and carry the same rights with the current existing Shares, save and except that the Placement Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution, where the entitlement date precedes the relevant date of allotment and issuance of the Placement Shares.

3.5 Listing and quotation for the Placement Shares

Bursa Securities had, vide its letter dated 22 July 2026, approved the listing and quotation of the Placement Shares pursuant to the Proposed 20% Private Placement on the ACE Market of Bursa Securities. The approval of Bursa Securities is subject to the conditions disclosed in **Section 9** of this Circular.

3.6 Utilisation of proceeds

Based on the illustrative issue price of RM0.2551 per Placement Share, the Proposed 20% Private Placement is expected to raise gross proceeds of up to RM25.20 million (under the Maximum Scenario). The proceeds are intended to be utilised by ECA Group in the manner set out below:-

Details	**Timeframe for utilisation from completion of the Proposed 20% Private Placement**	**Minimum Scenario RM'000**	**Maximum Scenario RM'000**
Construction of new manufacturing facility and the acquisition of machineries for the Proposed Facility[*1]	Within 24 months	28,978	36,806
Estimated expenses in relation to the Proposed 20% Private Placement[*2]	Upon completion	565	565
Total		**29,543**	**37,371**

Notes:-

[*1] *The Group has earmarked up to RM36.81 million from the proceeds of the Proposed 20% Private Placement towards the construction of a new 4-storey facility on a parcel of leasehold land measuring approximately 3.05 acres (1.23 hectares) and identified as Plot 35, Lorong PSPN 11, Penang Science Park North, Seberang Perai Tengah, Negeri Pulau Pinang ("**Subject Land**"), which was acquired by the Group pursuant to a sale and purchase agreement dated 21 May 2024, where the transfer of the Subject Land was completed on 16 January 2025.*

The Proposed Facility forms part of the Group's strategy to expand its production, assembly and fabrication capacity in support of its core business of providing automated manufacturing solutions. As the Group's integrated production systems and standalone automated equipment involve the fabrication of modules and components, assembly, integration, testing and commissioning activities, the Proposed Facility is intended to provide the additional space and capacity required to support these activities. In line with the Group's plans to expand its automation and testing solution offerings and strengthen its operational capabilities, the Proposed Facility is primarily intended to house expanded production and assembly facilities, as well as provide additional space for automation and testing equipment, storage and manpower resources.

As at the LPD, the Group's operations are primarily conducted at its Existing Facility. The Group's assembly, integration, testing and commissioning area is currently operating at near full utilisation due to the Group's expanding operational requirements, whereas its production/ fabrication area remains sufficient for its current operational needs. Based on the current building plans, the Proposed Facility is expected to increase the Group's total built-up area from approximately 45,000 square feet to approximately 200,874 square feet upon completion, representing an increase in built-up area of approximately 155,874 square feet. As such, the Proposed Facility is intended to alleviate the existing space constraints, particularly within the assembly area, and provide additional capacity to support the Group's future growth and expansion plans.

The Proposed Facility is expected to comprise approximately 5,412 square feet of production/ fabrication area, 117,995 square feet of assembly, integration, testing and commissioning area, 19,484 square feet of office and administrative space, 6,488 square feet of storage, warehouse and loading bay area, and 6,495 square feet of common area. Accordingly, barring any unforeseen circumstances, the construction of the Proposed Facility is expected to enhance the Group's overall production capacity and operational efficiency.

For information purposes, a comparison between the Existing Facility and the Proposed Facility is set out below:-

	Existing Facility (square feet)	***Proposed Facility (square feet)***
Production/ fabrication area	*10,720*	*5,412*
Assembly, integration, testing and commissioning area	*16,195*	*117,995*
Office and administrative area	*12,180*	*19,484*
Storage, warehouse and loading bay area	*4,430*	*6,488*
Common area	*1,475*	*6,495*
Total built-up area	***45,000***	***155,874***

For the avoidance of doubt, the Existing Facility will continue to be utilised upon the completion of the Proposed Facility and is not intended to be replaced by the Proposed Facility. Further, the Existing Facility is currently constrained primarily by its assembly, integration, testing and commissioning area rather than its production/ fabrication area. Accordingly, the Proposed Facility has been designed to allocate a larger proportion of its built-up area towards assembly, integration, testing and commissioning activities to alleviate the existing operational bottleneck.

The Existing Facility and the Proposed Facility are expected to complement each other operationally, whereby the Existing Facility is expected to continue undertaking the Group's fabrication and production activities, while the Proposed Facility is expected to primarily accommodate the expanded assembly, integration, testing and commissioning activities.

The Group's fabrication and production activities require relatively less space and can be completed within a comparably shorter period. In contrast, the assembly, integration, testing and commissioning of the Group's integrated production systems and standalone automated equipment typically take longer to complete, as each solution is customised to customers' requirements and remains in the assembly area throughout the assembly, programming, testing and customer acceptance process prior to delivery.

As such, the Group considers the assembly, integration, testing and commissioning area to be the primary operational bottleneck, rather than its fabrication and production area. Accordingly, although the production/ fabrication area within the Proposed Facility is smaller than that of the Existing Facility, the Board is of the view that such area is sufficient for the Group's operational requirements. Further, the expansion of the assembly, integration, testing and commissioning area is expected to enable the Group to undertake a greater number of projects concurrently, thereby improving workflow efficiency and increasing the Group's overall output capacity.

Based on the Group's current plans and barring any unforeseen circumstances, the submission of the building plans and applications for the relevant approvals in relation to the Proposed Facility is targeted in the fourth quarter of calendar year 2026, with construction expected to commence in the first quarter of calendar year 2027 and the Proposed Facility expected to be completed by the third quarter of calendar year 2028.

As at the LPD, the total construction cost of the Proposed Facility is currently estimated at approximately RM38.94 million, the indicative breakdown of which is set out below:-

	RM million
Preliminary works	*1.30*
Building works	*27.89*
External works	*2.34*
Mechanical and electrical works	*7.41*
Total	***38.94***

The above cost estimate is based on the Group's current building plans and preliminary cost estimates as at the LPD. The preliminary construction cost estimate was prepared by an external consultant based on the current preliminary building plans, estimated gross built-up area and preliminary scope of works. The building works, external works and mechanical and electrical works were estimated based on the estimated construction cost per square foot derived from the consultant's recent comparable projects, while the preliminary works mainly comprise site clearance, site management, insurance, safety-related costs, Construction Industry Development Board Malaysia (CIDB) fees and other preliminary site establishment costs. The final construction cost of the Proposed Facility may vary depending on, amongst others, the final design and specifications of the Proposed Facility, prevailing construction costs and market conditions at the relevant time.

Accordingly, the proceeds from the Proposed 20% Private Placement are expected to be utilised towards part-financing the construction cost of the Proposed Facility, including amongst others, site preparation works, building construction, utilities and infrastructure works, as well as other ancillary works related to the establishment of the Proposed Facility. The remaining funding requirements for the Proposed Facility are expected to be funded through a combination of internally generated funds and bank borrowings. As at the LPD, the Group has commenced preliminary discussions with a bank in relation to potential bank borrowings to part-finance the remaining construction cost of the Proposed Facility, however, the Group is currently at the preliminary enquiry stage and has yet to submit a formal loan application. Based on the current estimated construction cost of approximately RM38.94 million, the Group currently expects the potential bank borrowings required to range from approximately RM2.13 million under the Maximum Scenario to approximately RM9.96 million under the Minimum Scenario, subject to, amongst others, the final amount of proceeds raised from the Proposed 20% Private Placement, the final construction cost of the Proposed Facility and the Group's prevailing funding requirements. The exact funding mix and quantum of bank borrowings has not been determined at this juncture and will be determined by the Board at the relevant time after taking into consideration, amongst others, the Group's cash flow requirements, financial position, funding requirements and prevailing financing conditions. For information purposes, the Group had total borrowings of approximately RM14.64 million and cash and bank balances of approximately RM20.30 million based on the latest unaudited 6-month FPE 30 April 2026.

Further, as part of the capacity expansion plan, a portion of the proceeds may also be allocated towards the acquisition and installation of equipment and related accessories to support the assembly of the Group's automated manufacturing solutions at the Proposed Facility. For the avoidance of doubt, the estimated construction cost of approximately RM38.94 million does not include the cost of such equipment and related accessories, which will be incurred in addition to the construction cost of the Proposed Facility. Such equipment and related accessories may include heavy-duty overhead cranes, lift elevators and goods hoists to facilitate the movement of goods and components within the Proposed Facility, thereby enhancing the Group's productivity and operational capabilities, while supporting the Group's capacity expansion plans. As at the LPD, the Group has earmarked an indicative budget of approximately RM1.00 million for the acquisition and installation of such equipment and related accessories, which is expected to be incurred over a period commencing approximately 6 months prior to the expected completion of the Proposed Facility. The specific types, quantities and costs of the equipment and related accessories have not been determined as at the LPD and will be determined by the Board at the relevant time after taking into consideration, amongst others, the operational requirements of the Proposed Facility, production requirements, prevailing market prices and the Group's funding requirements.

In the event that the construction of the Proposed Facility and/ or the acquisition of equipment is delayed, deferred or does not materialise within the stipulated timeframe (or any extended timeframe, if applicable), the proceeds earmarked for this purpose may be reallocated towards the Group's general working capital, which may include, but is not limited to, operational and administrative expenses, or for the repayment of bank borrowings. The Company shall make the necessary announcements and seek the approval of its shareholders, in accordance with the Listing Requirements, where required.

*2 *The estimated expenses include professional fees, placement fees, regulatory fees and other incidental expenses in relation to the Proposed 20% Private Placement.*

The actual proceeds to be raised from the Proposed 20% Private Placement are dependent on the final issue price(s) of the Placement Shares and the actual number of Placement Shares to be issued. Any variation to the amount of estimated expenses in relation to the Proposed 20% Private Placement will result in an adjustment from/ to the portion being earmarked for construction of the Proposed Facility.

Pending utilisation of the proceeds from the Proposed 20% Private Placement for the abovementioned purposes, the proceeds may be placed in deposits with financial institutions and/ or short-term money market instruments as the Board may deem fit. The interests derived from the deposits with licensed financial institutions or any gains arising from the short-term money market instruments will be used to fund the construction of the Proposed Facility.

In the event of any variation to the utilisation of proceeds raised from the Proposed 20% Private Placement, the Company will make an immediate announcement. Where such variation constitutes a material change to the utilisation of proceeds under Rule 8.24 of the Listing Requirements, the Company will also seek the approval of its shareholders at a general meeting.

4. OTHER FUND RAISING EXERCISES IN THE PAST 12 MONTHS

Save as disclosed below, the Company has not undertaken any other fund raising exercises in the 12 months prior to the date of this Circular.

On 24 April 2026, the Company announced the Proposed PPGM, whereby the proceeds to be raised from the Proposed PPGM are intended to be utilised primarily for the Group's general working capital requirements and repayment of bank borrowings. Subsequently, Bursa Securities had resolved to approve the listing and quotation of up to 57,904,042 Shares pursuant to the Proposed PPGM, vide its letter dated 14 May 2026.

For the avoidance of doubt, as at the LPD, no Shares have been issued pursuant to the Proposed PPGM and accordingly, the Company has not raised any proceeds pursuant to the Proposed PPGM. Further, barring any unforeseen circumstances, the Company expects the Proposed PPGM to be completed prior to the implementation of the Proposed 20% Private Placement.

5. RATIONALE AND JUSTIFICATION OF THE PROPOSALS

5.1 Proposed ESOS

The Proposed ESOS is expected to achieve the following objectives:-

i. to recognise and reward the Eligible Persons by recognising their contributions and services that are considered vital to the operations of the Group, thereby motivating employee performance to create sustainable growth and profitability for the Group;

ii. to retain, motivate and reward the Eligible Persons by allowing them to participate in the Group's profitability and eventually realise any potential capital gains arising from the possible appreciation in the value of ECA Shares upon exercising the ESOS Options;

iii. to align the interests of Eligible Persons with those of the shareholders of the Company through the achievement of the Group's objectives and plans;

iv. to attract prospective employees with relevant skills and experience to the Group by making the compensation packages offered more competitive;

v. to foster and reinforce the Eligible Persons' loyalty and sense of belonging to the Group by enabling them to participate directly in the Company's equity, thereby incentivising the Eligible Persons to contribute more actively to the operations and future growth and success of the Group; and

vi. to provide the Company with an additional source of funding upon the exercise of ESOS Options, without incurring additional financing costs or resulting in any cash outflow from the Group.

The Proposed ESOS is also extended to non-executive Directors of the Group after taking into consideration the following:-

i. to recognise their contributions towards the Company. Notwithstanding that they are not involved in the day-to-day business operations of the Company, the non-executive Directors have, from time to time, been consulted on corporate governance matters and have provided independent oversight on amongst others, areas such as risk management, financial reporting and audit functions, remuneration matters, internal control, and the strategic direction of the Group;

ii. to promote active participation, albeit in the capacities of the non-executive Directors, in the evaluation of the Group's strategic initiatives and to motivate the non-executive Directors in promoting the interests of the Group by enabling them to participate in the success and long-term growth of the Group;

iii. to enable the Group to retain flexibility in facilitating its remuneration package, which allows the Group to provide an incentive in the form of shares as an alternative to paying fees in cash, which may in turn preserve the internal cash flows for the Group's existing business and/ or other working capital requirements;

iv. to attract and retain qualified and experienced personnel from different professional backgrounds to join the Company as non-executive Directors; and

v. the Board is of the view that the participation of the independent non-executive Directors in the Proposed ESOS is not expected to compromise their independence in discharging their duties to the Company. The independent non-executive Directors will continue to be subject to the applicable requirements relating to directors' independence under the Listing Requirements and the Malaysian Code on Corporate Governance.

In addition, as set out in **Section 2.7** of this Circular, ECA Shares obtained by an eligible Director who is a non-executive Director of ECA and/ or any of its subsidiaries (excluding dormant subsidiaries) through the exercise of the ESOS Options will be subject to a retention period of 1 year from the Offer Date, during which such Director shall not sell, transfer or assign such ECA Shares.

5.2 Proposed 20% Private Placement

The Proposed 20% Private Placement is undertaken by the Company to raise the requisite funds to meet the Group's funding requirements as set out in **Section 3.6** of this Circular, primarily for the construction of the Proposed Facility as part of the Group's capacity expansion plans.

For the 3-month FPE 31 January 2026, the Group recorded revenue of RM8.91 million, representing an increase of RM7.73 million, or approximately 655.08%, from RM1.18 million recorded in the corresponding period of the preceding year, mainly attributable to the higher delivery of integrated production systems and standalone automated equipment. In addition, the Group has been actively pursuing opportunities to expand its automated manufacturing solutions into new sectors such as medical equipment and automated testing equipment for devices used in consumer electronics and electric vehicles. As at the LPD, the Group is currently engaging with approximately 2 potential customers in the consumer electronics and medical equipment sectors and is participating in the request for information ("**RFI**") process as part of the customer vendor qualification process. Upon successful completion of the RFI process and approval as a qualified vendor, the Group expects to become eligible to receive purchase orders from such customers.

For the avoidance of doubt, the Group has yet to secure any purchase orders in relation to these new sectors as at the LPD. Subject to the successful completion of the customer vendor qualification process, the Group currently targets to complete the onboarding process by the first quarter of calendar year 2027. Accordingly, the expansion into these new sectors is expected to further increase its operational requirements moving forward. Subject to the successful completion of the customer vendor qualification process and receipt of purchase orders, the Group currently targets its expansion into the new sectors to contribute approximately 28.50% of the Group's revenue for the FYE 31 October 2027, subject to, amongst others, the timing and value of purchase orders secured from customers in such new sectors.

The Board is of the view that the Group's improved financial performance is supported by the continued demand for its automated manufacturing solutions. For information purposes, the Group completed approximately 54, 46, 34 and 44 job orders in the FYE 31 October 2023, FYE 31 October 2024, FYE 31 October 2025 and up to the LPD in the FYE 31 October 2026, respectively. As at the LPD, the Group has approximately 25 work-in-progress job orders and 29 secured job orders which have yet to commence, representing an aggregate order value of approximately RM43.68 million, which provides earnings visibility up to December 2026. In addition, as at the LPD, the Group is pursuing approximately 42 potential projects which are currently under negotiation, representing an aggregate estimated project value of approximately RM83.33 million. Based on the Group's potential project pipeline, the Group currently targets to secure projects with an aggregate order value of approximately RM27.84 million and RM54.59 million for the FYE 31 October 2027 and FYE 31 October 2028, respectively.

For the avoidance of doubt, as stated above, the 42 potential projects are currently under negotiation and the Group has yet to secure them. Accordingly, the potential project pipeline is subject to change as the Group continues to source for new projects and existing opportunities progress. While these projects have yet to be secured and may or may not materialise, the Board expects demand for the Group's automated manufacturing solutions and its future orderbook to continue to be supported by repeat orders from existing customers, the onboarding of new customers and the Group's expansion of its solution offerings into new sectors.

In view of the above, the Group's expanding operational requirements and the near full utilisation of the assembly, integration, testing and commissioning area within the Existing Facility, the Proposed Facility is intended to provide the additional capacity required to support the Group's future growth and expansion plans. For clarity, the assembly, integration, testing and commissioning area within the Existing Facility has been operating at near full utilisation since approximately August 2025. The Board expects such utilisation level to be sustainable, supported by the Group's existing secured orderbook and the Group's ongoing efforts to expand its customer base and automated manufacturing solutions into new sectors.

Taking into consideration the Group's existing secured orderbook, projects currently under negotiation, repeat orders from existing customers, onboarding of new customers and expansion into new sectors, the Board is of the view that the Proposed Facility will also support the Group's anticipated operational requirements and future growth, rather than solely its current operational requirements.

The Existing Facility has a total gross built-up area of approximately 45,000 square feet. Upon completion, the Proposed Facility is expected to increase the Group's total gross built-up area by approximately 155,874 square feet to approximately 200,874 square feet, thereby providing the additional space and capacity required to support the Group's expanding fabrication, production, assembly, integration, testing and commissioning activities.

The Board is of the view that a phased construction approach is not feasible as the Proposed Facility is designed as an integrated 4-storey building. Accordingly, the Group intends to construct the Proposed Facility in a single phase. The Subject Land measures approximately 3.05 acres (1.23 hectares), of which approximately 1.68 acres (0.68 hectares) of land area is expected to be utilised for the Proposed Facility. The remaining approximately 1.37 acres (0.55 hectares) of land area will be reserved for potential future horizontal expansion of the Proposed Facility should the need arise over the longer term. Accordingly, the Group considers it more appropriate to construct the Proposed Facility at its planned capacity in a single phase to meet its current and anticipated operational requirements, while retaining the flexibility to undertake future horizontal expansion on the remaining land, if required.

The Proposed Facility is expected to enhance the Group's operational capacity by providing additional space for the fabrication, production, assembly, integration, testing and commissioning activities relating to its automated manufacturing solutions. As the Group's integrated production systems and standalone automated equipment typically involve the fabrication of modules and components, assembly, integration, testing and commissioning activities, the additional space and capacity provided by the Proposed Facility are expected to support a higher volume of such activities. As such, the Proposed Facility is also expected to provide additional production, assembly and fabrication capacity in support of the Group's core business of providing automated manufacturing solutions and automated testing equipment, while also providing additional capacity to support the Group's operational requirements and future business expansion.

After due consideration of the amount intended to be raised, optimal timing and various methods of fundraising, the Board is of the view that the Proposed 20% Private Placement will be the most appropriate avenue of fundraising as the Proposed 20% Private Placement:-

i. enables the Company to raise additional funds without incurring interest costs as compared to conventional bank borrowings which may expose the Company to further risk of indebtedness and interest servicing obligation, given that the construction of the Proposed Facility and the acquisition and installation of related equipment and accessories are expected to require substantial upfront capital expenditure;

ii. provides the Company with an expeditious fundraising alternative from the capital market as opposed to other forms of fundraising, such as a rights issue, allowing the Group to access funds in a timely manner to meet the funding requirements for the Proposed Facility, with preliminary works expected to commence in November 2026 and the main construction works expected to commence in the first quarter of calendar year 2027, as well as to support the establishment of the Proposed Facility and the Group's capacity expansion plans. In addition, the Board has also taken into consideration that the amount of proceeds raised from a rights issue would depend on the level of subscription by entitled shareholders;

iii. allows the Group to undertake its capacity expansion plans while preserving its existing cash resources for general working capital requirements, thereby providing the Group with greater financial flexibility in managing its ongoing project execution and day-to-day operations. Upon completion, the Proposed Facility is expected to provide additional capacity for production and assembly activities which may improve workflow efficiencies and support the Group's operational requirements and future growth plans; and

iv. may strengthen the Company's financial position and capital base and may also potentially enhance its liquidity and financial flexibility, thereby enabling the Group to better manage its operational cash flow requirements and support the continued development of the Group's automation and testing solution offerings.

6. INDUSTRY OUTLOOK AND FUTURE PROSPECTS

6.1 Overview and outlook of the Malaysian economy

The Malaysian economy expanded by 5.4% in the first quarter of 2026 (4Q 2025: 6.2%), driven mainly by domestic demand. Household spending remained supported by positive labour market conditions, with the unemployment rate staying low, alongside targeted policy measures. Investment growth was underpinned by continued implementation of multi-year projects by both the private and public sectors, a high realisation rate of approved investments, and the ongoing rollout of national master plans. On the external front, export growth remained strong, driven mainly by continued expansion in electrical and electronics ("**E&E**") exports. Meanwhile, gross import growth moderated amid slower growth in capital, intermediate and consumer goods imports.

As a small and open economy, Malaysia will inevitably face both direct and indirect impact from the ongoing geopolitical conflict in the Middle East. Higher energy prices, supply chain disruptions, and heightened uncertainty are expected to weigh on the external environment. Nevertheless, the Malaysian economy is expected to remain resilient in 2026, with growth expected to come in within the range of 4% - 5%, supported by steady domestic demand and continued expansion in our export performance.

The resilient domestic demand will provide a strong buffer against external headwinds. Household spending will be underpinned by firm labour market conditions and continuous policy support. Investment activity will be driven by the continued progress of multi-year projects in both the private and public sectors, as well as the ongoing implementation of national master plans. Despite the external headwinds, export growth will continue to be supported by the global technology expansion, particularly for E&E goods, reflecting Malaysia's role in global value chains.

(Source: Economic and Financial Developments in Malaysia in the First Quarter of 2026, Bank Negara Malaysia)

6.2 Overview and outlook of the manufacturing industry in Malaysia

The manufacturing sector expanded by 4.5% in 2025 (2024: 4.2%), underpinned by steady growth in both export- and domestic-oriented industries. Growth in the export-oriented segment was driven by strong E&E performance as demand for data centre and AI-related components continued to strengthen, alongside higher semiconductor investment. However, these gains were partly offset by moderation in the petrochemicals industry amid softer regional exports. Domestic-oriented industries also expanded, due to resilient household spending, stronger tourism-related demand for food and beverages as well as transportation segments, and higher output of construction-related materials in line with ongoing construction activity.

Malaysia's trade outlook is expected to remain challenging in 2026 as exporters contend with new developments and uncertainties surrounding tariff and geopolitical conflict. However, Malaysia's diversified export structure and several supportive factors are expected to cushion the impact. The E&E sector is poised to gain from strong semiconductor demand in 2026 amid the global technology expansion, digitalisation and acceleration of AI adoption. Robust E&E ecosystem and earlier investments to move towards higher value-added activities, such as advanced packaging, have enabled the sector to be in a prime position to capture these opportunities. The realisation of data centre investments, particularly those with AI capabilities will strengthen Malaysia's ICT ecosystem linkages and encourage more sophisticated manufacturing activities. Additionally, newly operational data centre facilities will also provide some support to ICT services exports. It is recognised that the global AI momentum remains sensitive to shifts in global financial markets, which shape financing conditions and capital allocation to AI-related investments. A correction in the valuation of AI-linked equities, for instance, may lead to lower investment in AI companies and spillover to related production and trade activities.

The manufacturing sector will continue to grow, albeit at a more moderate pace at 4.3% (2025: 4.5%). The E&E industry will be supported by the ongoing strong demand related to AI, while consumer-related industries are expected to benefit from resilient household spending. However, growth of primary-related industry would remain subdued. This reflects the stiff competition from lingering global excess capacity within the industry.

(Source: Economic and Monetary Review 2025, Bank Negara Malaysia)

6.3 Additional Information

6.3.1 Financial position of the Group

As at the LPD, ECA Group is principally involved in the provision of automated manufacturing solutions, manufacturing of machinery, and wholesale of machinery and equipment.

The financial summary of the Group based on the audited results for the past 3 financial years up to the FYE 31 October 2025 and the latest unaudited 6-month FPE 30 April 2026, is set out below:-

	<-------------------Audited------------------>			Unaudited
	FYE 31 October 2023 RM'000	**FYE 31 October 2024 RM'000**	**FYE 31 October 2025 RM'000**	**6-month FPE 30 April 2026 RM'000**
Total revenue	**35,601**	**18,804**	**27,492**	**19,238**
PBT/ LBT	10,884	(7,350)	(10,393)	3,226
PAT/ LAT	10,787	(7,825)	(10,052)	3,226
EPS/ LPS (sen)	1.86	(1.35)	(1.74)	0.56
Total borrowings	7,085	9,647	18,760	14,639
Cash and bank balances	32,549	27,411	18,451	20,295
Net cash generated from/ (used in) operating activities	10,199	(4,585)	(4,763)	6,221
Shareholders' funds/ NA	61,144	53,318	43,253	46,472
No. of Shares outstanding ('000)	579,040	579,040	579,040	579,040
NA per Share (RM)	0.11	0.09	0.07	0.08
Gearing ratio (times)	0.11	0.18	0.43	0.32

FYE 31 October 2023

For the FYE 31 October 2023, the Group recorded revenue of RM35.60 million, representing an increase of approximately RM8.07 million or 29.32% compared to the preceding financial year of RM27.53 million. The increase in revenue was mainly attributable to increased deliveries of comprehensive IPS and autonomous SAE solutions.

For the FYE 31 October 2023, the Group recorded a PAT of RM10.79 million, representing an increase of approximately RM2.98 million compared to the PAT of the preceding financial year of RM7.81 million. The increase in PAT was primarily attributable to the technical intricacies and high level of customisation required by customers and the lower-than-statutory effective tax rate in FY2023 due to the Group's Pioneer Status which grants full tax exemption on statutory income generated from eligible activities.

FYE 31 October 2024

For the FYE 31 October 2024, the Group recorded revenue of RM18.80 million, representing a decrease of approximately RM16.80 million or 47.18% compared to the preceding financial year of RM35.60 million. The decrease in revenue was mainly due to a challenging market environment with weaker demand for IPS and SAE solutions, following the prolonged downturn in the semiconductor industry, which affected demand for semiconductor-related components and equipment amidst global economic challenges. In addition, certain customers requested to defer the delivery of completed projects towards the end of the financial year, primarily to accommodate their own production schedules and softer end-market demand. As the Group generally recognises revenue upon the delivery of its IPS and SAE solutions to customers, such delivery delays resulted in the recognition of the corresponding revenue being deferred to subsequent financial periods.

For the FYE 31 October 2024, the Group recorded a LAT of RM7.83 million, representing a decrease of approximately RM18.61 million compared to the PAT of the preceding financial year of RM10.79 million. The reversal was mainly attributable to lower sales and slower project deliveries, as well as rising cost pressures and higher depreciation. The results also included an unrealised foreign exchange loss of RM2.38 million arising from fluctuations in foreign currency exchange. Accordingly, the Group's financial performance was affected not only by the number of projects completed, but also by the timing of project deliveries, lower sales and higher operating costs incurred during the financial year.

FYE 31 October 2025

For the FYE 31 October 2025, the Group recorded revenue of RM27.49 million, representing an increase of approximately RM8.69 million or 46.20% compared to the preceding financial year of RM18.80 million. The increase in revenue was mainly due to a pickup in sales of integrated production systems and standalone automation equipment in the fourth quarter, following softer performance in the preceding quarters.

For the FYE 31 October 2025, the Group recorded a LAT of RM10.05 million, representing an increase of approximately RM2.23 million compared to the LAT of the preceding financial year of RM7.83 million. Despite the improvement in revenue during the fourth quarter, the Group's financial performance continued to be affected by the challenging operating environment and elevated cost pressures experienced in the earlier part of FYE 31 October 2025. In particular, the Group experienced a higher cost of sales as material costs increased at a faster pace than anticipated during the execution of certain projects, while fixed operating costs, including staff costs, continued to be incurred.

6-month FPE 30 April 2026

For the unaudited 6-month FPE 30 April 2026, the Group recorded revenue of approximately RM19.24 million, representing an increase of approximately RM11.41 million or 145.72% compared to the preceding financial period of RM7.83 million. The increase in revenue was mainly attributable to the higher sales and delivery of integrated production systems, as well as repeat orders and deliveries of standalone automation equipment from existing customers during the quarter. For the avoidance of doubt, the increase in revenue was not attributable to any single major new contract.

For the unaudited 6-month FPE 30 April 2026, the Group recorded a PAT of RM3.23 million, representing an increase of approximately RM9.87 million compared to the LAT of the preceding financial period of RM6.64 million. The reversal was mainly due to the substantial increase in revenue, process improvements and better cost control.

6.3.2 Value creation and impact of the Proposals to the Group and its shareholders

The Proposed 20% Private Placement may allow the Group to raise the necessary funds in tranches, as and when required, to meet its funding requirements. It may also enable the Company to raise funds without incurring additional interest expenses, thereby minimising potential cash outflows for interest servicing and preserving the Group's cash flow.

Further, as set out in **Section 3.6** of this Circular, the proceeds raised from the Proposed 20% Private Placement are intended to be utilised primarily for the construction and establishment of the Proposed Facility, which forms part of the Group's capacity expansion plans. Further, the Proposed Facility is intended to address the existing space constraints faced by the Group, particularly within its assembly, integration, testing and commissioning area at the Existing Facility, which has been operating at near full utilisation since approximately August 2025.

Upon completion, the Proposed Facility is expected to increase the Group's total gross built-up area by approximately 155,874 square feet, from approximately 45,000 square feet to approximately 200,874 square feet, which is expected to provide the additional capacity required to support the Group's expanding fabrication, production, assembly, integration, testing and commissioning activities arising from its existing secured orderbook, ongoing business development efforts and future growth plans. The construction of the Proposed Facility is expected to enhance the Group's operational capabilities, production and assembly capacity, as well as its fabrication and testing capabilities, and overall operational efficiency, thereby supporting the Group's future growth and expansion plans.

As set out in **Section 7** of this Circular, pursuant to the Proposed 20% Private Placement, the issued share capital of ECA is expected to increase by approximately RM29.54 million under the Minimum Scenario and approximately RM37.37 million under the Maximum Scenario. In addition, pursuant to the Proposed 20% Private Placement, the NA of the Group is expected to increase by approximately RM28.98 million under the Minimum Scenario and approximately RM36.81 million under the Maximum Scenario. Further details on the effects of the Proposed 20% Private Placement on ECA Group's issued share capital, substantial shareholding structure, NA, gearing level and earnings and EPS are disclosed in **Section 7** of this Circular.

In line with the Group's growth and expansion of its automation and testing solution offerings, the Group intends to utilise the Proposed ESOS to acknowledge, reward, incentivise and retain Eligible Persons whose contributions have been instrumental in fostering the growth and performance of the Group. By recognising and valuing their efforts, the Group endeavours to reinforce a sense of commitment and loyalty among these key contributors, which may support execution of its ongoing and upcoming projects as well as the development and delivery of its automation and testing solutions.

Through the grant of ESOS Options at a predetermined exercise price, the Proposed ESOS incentivises the Eligible Persons to continue with their contribution to the future growth of the Group and aligns their interests with the Group's long-term strategic goals to drive shareholder value enhancement. This is expected to encourage the Eligible Persons to contribute more effectively towards improving operational efficiency, enhancing project execution capabilities and driving sustainable earnings growth.

In addition, the Proposed ESOS serves as a strategic tool to attract and retain skilled and experienced personnel in a competitive labour market, particularly within the specialised automation and engineering industry in which the Group operates. The ability to offer equity-based incentives enhances the Group's overall remuneration framework without immediate cash outflow, thereby allowing the Group to better manage its cash flow while continuing to invest in its operations and expansion initiatives.

As the business performance of the Group improves, the potential market price appreciation of ECA Shares in the long-term enables the Eligible Persons to realise higher capital returns upon exercising their ESOS Options. Premised on the foregoing, the Board is of the opinion that the Proposed ESOS is expected to contribute positively to the long-term growth, operational performance and value creation of the Group, which in turn is anticipated to enhance shareholder value over time.

As such, the Board and management of ECA are of the opinion that the Proposed 20% Private Placement represents a comparatively efficient fundraising avenue than a rights issue at this juncture as it enables the Group to access funds in a timely manner to meet the funding requirements for the Proposed Facility, including preliminary works currently expected to commence in November 2026. In addition, the Board has also taken into consideration that the amount of proceeds raised from a rights issue would depend on the level of subscription by entitled shareholders. The Proposed ESOS serves as a complementary initiative to support the Group's long-term growth and alignment of interests between employees and shareholders.

6.3.3 Adequacy of the Proposed 20% Private Placement in addressing the Group's financial concerns and steps taken to improve the financial condition of the Group

At this juncture, the management of ECA is of the view that the Group's primary financial concern relates to securing the necessary funding for the construction and establishment of the Proposed Facility while maintaining a prudent capital structure.

For the audited FYE 31 October 2025, the Group recorded a LAT of approximately RM10.05 million. Notwithstanding the foregoing, the Group recorded revenue of approximately RM19.24 million for the 6-month FPE 30 April 2026, representing an increase of approximately RM11.41 million or 145.72% compared to the preceding financial period of RM7.83 million, mainly attributable to the higher sales and delivery of integrated production systems, as well as repeat orders and deliveries of standalone automation equipment from existing customers. In addition, the Group has been actively pursuing the expansion of its product offerings into new sectors such as medical equipment and automated testing equipment for devices used in consumer electronics and electric vehicles, which is expected to further increase its operational requirements moving forward.

In view of the Group's expanding operational requirements, existing secured orderbook and ongoing business development efforts, and that the Existing Facility has been operating at near full utilisation since approximately August 2025, with the assembly, integration, testing and commissioning area being particularly constrained, the Group intends to construct and establish the Proposed Facility to support its future growth and expansion plans.

As set out in **Section 3.6** of this Circular, the total construction cost of the Proposed Facility is currently estimated at approximately RM38.94 million. Further, as at 31 October 2025, the Group had total borrowings of approximately RM18.76 million and a gearing ratio of approximately 0.43 times. While the Group may utilise a combination of internally generated funds and bank borrowings to fund a portion of the Proposed Facility, the Board is of the view that the Proposed 20% Private Placement represents an appropriate funding avenue as it enables the Group to meet its preliminary funding requirements for the Proposed Facility, including the preliminary works currently expected to commence in November 2026, while part-financing the Proposed Facility and balancing its funding requirements and capital structure.

Accordingly, the Proposed 20% Private Placement is expected to raise funds to part-finance the construction and establishment of the Proposed Facility, thereby enabling the Group to undertake its capacity expansion plans while preserving financial flexibility and mitigating the need for substantial additional borrowings.

In addition, whilst the Proposed ESOS is not intended as a primary fund-raising exercise, it may provide an additional source of funding to the Group as and when the ESOS Options are exercised, the proceeds of which are intended to be utilised for the working capital requirements of the Group.

Further, the Proposed ESOS is expected to support the Group's financial condition indirectly by enhancing its ability to retain and motivate key employees, thereby contributing towards improved operational efficiency and execution of projects, which are critical in managing costs and sustaining the Group's earnings over time.

Barring any unforeseen circumstances, the Board is of the view that the Proposed 20% Private Placement, together with the abovementioned initiatives, may strengthen the Group's operational capacity and financial flexibility, and together with the Proposed ESOS may improve the Group's financial performance moving forward.

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6.4 Future prospects of the Group

ECA Group is an automated manufacturing solutions provider which is involved in the provision of IPS and SAE solutions. At present, it is the intention of the Board to focus on scaling the Group's fabrication, production, assembly, integration, testing and commissioning activities by leveraging on its existing engineering, production and assembly capabilities to expand its range of customised automation solutions.

For the 6-month FPE 30 April 2026, the Group recorded revenue of approximately RM19.24 million, representing an increase of approximately RM11.41 million or 145.72% compared to the preceding financial period of RM7.83 million. The increase in revenue was mainly attributable to the higher sales and delivery of integrated production systems, as well as repeat orders and deliveries of standalone automation equipment from existing customers. In addition, the Group has been actively pursuing the expansion of its product offerings into new sectors such as medical equipment and automated testing equipment for devices used in consumer electronics and electric vehicles. As at the LPD, the Group is currently engaging with approximately 2 potential customers in the consumer electronics and medical equipment sectors and is participating in the RFI process as part of the customer vendor qualification process. Upon successful completion of the RFI process and approval as a qualified vendor, the Group expects to become eligible to receive purchase orders from such customers. For the avoidance of doubt, the Group has not yet secured any purchase orders in relation to these new sectors as at the LPD. Subject to the successful completion of the customer vendor qualification process, the Group currently targets to complete the onboarding process by the first quarter of calendar year 2027.

The Board's expectation of the Group's future growth is based on, amongst others, the Group's existing secured orderbook comprising approximately 25 work-in-progress job orders and 29 secured job orders yet to commence as at the LPD, representing an aggregate order value of approximately RM43.68 million, which provides earnings visibility up to approximately December 2026. In addition, the Group is pursuing approximately 42 potential projects which are currently under negotiation. While these projects have not been secured and may or may not materialise, the Board expects demand for the Group's automated manufacturing solutions and its future orderbook to continue to be supported by repeat orders from existing customers, the onboarding of new customers and the Group's expansion into new sectors.

In line with the Group's expansion plans, the Proposed 20% Private Placement is expected to provide funding for the construction of the Proposed Facility on the Subject Land that was previously acquired by the Group. The Proposed Facility is expected to support the Group's future growth and operational requirements, primarily through the expansion of its production and assembly activities.

As at the LPD, the Group's operations are primarily conducted at the Existing Facility, with a total gross built-up area of approximately 45,000 square feet and approximately 26,915 square feet dedicated to manufacturing, assembly and fabrication activities. The Existing Facility has been operating at near full utilisation since approximately August 2025, with the assembly, integration, testing and commissioning area being particularly constrained due to the Group's expanding operational requirements.

Upon completion, the Proposed Facility is expected to provide additional space for fabrication, assembly and integration, testing and commissioning, storage and administrative functions, thereby supporting the Group's future growth. The Proposed Facility is expected to increase the Group's total built-up area by approximately 155,874 square feet, from approximately 45,000 square feet to approximately 200,874 square feet, thereby providing the additional space and capacity required to support the Group's expanding fabrication, production, assembly, integration, testing and commissioning activities. In particular, the assembly, integration, testing and commissioning area is expected to increase from approximately 16,195 square feet at the Existing Facility to approximately 117,995 square feet at the Proposed Facility. Such expansion is expected to provide the Group with additional operational capacity to support its expanding fabrication, production, assembly, integration, testing and commissioning activities, while alleviating the existing space constraints currently faced by the Group.

While the Group intends to maintain operations at the Existing Facility, the continued expansion of the Group's solution offerings and operational activities is expected to require additional production capacity, assembly space, supporting equipment and infrastructure to support its future operational requirements. Further, the location of the Proposed Facility being within close proximity of the Existing Facility is expected to facilitate operational coordination between both facilities, enabling efficient deployment of manpower and resources, as well as facilitating the movement of components and semi-finished products between both facilities with minimal disruption to operations.

The Proposed Facility is intended to support the expansion of the Group's operations by increasing its fabrication, production, assembly, integration, testing and commissioning capacity, as well as providing additional space for automation and testing equipment, storage and manpower resources. The additional capacity may also provide the Group with an opportunity to enhance its product offerings and operational efficiencies by enabling the Group to scale up its production capabilities.

Accordingly, the Proposed Facility is expected to enhance the Group's operational capabilities and support its future growth and expansion plans. Premised on the Group's existing secured orderbook, ongoing business development initiatives, expansion into new sectors and favourable industry prospects, and barring any unforeseen circumstances, the Group is envisaged to benefit from the construction of the Proposed Facility, which is expected to support the continued growth of its automated manufacturing solutions business.

(Source: Management of ECA)

7. EFFECTS OF THE PROPOSALS

7.1 Issued share capital

7.1.1 Proposed ESOS

The Proposed ESOS will not have an immediate effect on the issued share capital of ECA until such time when new ECA Shares are issued pursuant to the exercise of the ESOS Options. The issued share capital of ECA will increase progressively depending on the number of new ECA Shares that are issued pursuant to the exercise of the ESOS Options.

7.1.2 Proposed 20% Private Placement

The pro forma effects of the Proposed 20% Private Placement on the issued share capital of ECA are set out below:-

	Minimum Scenario		Maximum Scenario	
	No. of Shares	**RM'000**	**No. of Shares**	**RM'000**
Issued share capital	579,040,425	42,610	579,040,425	42,610
Shares to be issued pursuant to the Proposed PPGM	-	-	57,904,042*1	18,460*2
	579,040,425	**42,610**	**636,944,467**	**61,070**
Shares to be issued assuming full exercise of the ESOS Options under the Proposed ESOS	-	-	95,541,670*3	27,420*4
	579,040,425	**42,610**	**732,486,137**	**88,490**
Shares to be issued pursuant to the Proposed 20% Private Placement	115,808,085*5	29,543*6	146,497,227*5	37,371*6
Enlarged issued share capital	**694,848,510**	**72,153**	**878,983,364**	**125,861**

Notes:-

*1 *Calculated based on 10% of the total number of issued shares of the Company as at the LPD.*

*2 *Calculated based on the illustrative issue price of RM0.3188 per Share, which represents the 5-day VWAP of ECA Shares up to and including the LPD, pursuant to the Proposed PPGM.*

*3 *Calculated based on 15% of the total number of issued shares of the Company after assuming the implementation of the Proposed PPGM.*

*4 *Calculated based on the illustrative subscription price of RM0.2870 per ESOS Option, which represents a discount of approximately 9.97% to the 5-day VWAP of ECA Shares up to and including the LPD of RM0.3188, pursuant to the Proposed ESOS.*

*5 *Calculated based on 20% of the total number of issued shares of the Company after assuming the implementation of the Proposed ESOS.*

*6 *Calculated based on the illustrative issue price of RM0.2551 per Share, which represents a discount of approximately 19.98% to the 5-day VWAP of ECA Shares up to and including the LPD of RM0.3188, pursuant to the Proposed 20% Private Placement.*

7.2 Earnings and EPS

7.2.1 Proposed ESOS

The Proposed ESOS is not expected to have any material effect on the earnings of the Group for the financial year ending 31 October 2026, save for the possible impact of the MFRS 2 upon granting of the ESOS Options. However, any potential effect on the earnings and EPS of the Group in the future would depend on the impact of MFRS 2, the number and exercise price of the ESOS Options exercised as well as the utilisation of the proceeds arising therefrom.

Under the MFRS 2, the potential cost arising from the issuance of the ESOS Options, which is measured by the fair value of the ESOS Options after taking into account, amongst others, the number of ESOS Options granted and vested and the exercise price, will need to be measured at the grant date and to be recognised as an expense over the vesting period, and therefore may affect the future earnings of the Group, the quantum of which can only be determined at the grant date.

However, the estimated cost does not represent a cash outflow by ECA as it is merely an accounting treatment.

The fair value of the ESOS Options will be determined after taking into consideration, amongst others, the historical volatility of ECA Shares, the risk-free rate, the exercise price of the ESOS Options and time to maturity of the ESOS Options from the vesting date of the ESOS Options. Nevertheless, we have taken note of the potential impact of MFRS 2 on the Group's future earnings and shall take into consideration such impact in the allocation and granting of ESOS Options to the Eligible Persons.

Notwithstanding the above, the EPS of the Group may be diluted depending on the number of new ECA Shares to be issued and/ or transferred via treasury shares (if any) pursuant to the exercise of ESOS Options. The effects of any exercise of ESOS Options on the EPS of the Group would also depend on the returns to be generated by the Group from the utilisation of proceeds from the exercise of ESOS Options.

7.2.2 Proposed 20% Private Placement

The Proposed 20% Private Placement is expected to be completed by the third quarter of calendar year 2026 and is not expected to have any material effect on the earnings of the Group for the FYE 31 October 2026. However, the EPS of the Group may be diluted as a result of the increase in the number of ECA Shares arising from the issuance of the Placement Shares.

7.3 Convertible securities

The Company does not have any outstanding convertible securities as at the LPD.

7.4 NA per share and gearing level

7.4.1 Proposed ESOS

The Proposed ESOS is not expected to have an immediate effect on the NA per Share and gearing level of the Group until such time when the ESOS Options are exercised. The effects on the NA per Share and gearing level of the Group would depend on factors such as the number of ESOS Options granted and the fair value of the ESOS Options after taking into account, amongst others, the exercise price of the ESOS Options as well as any vesting conditions.

Whilst the granting of ESOS Options under the Proposed ESOS is expected to result in recognition of a charge in the statement of comprehensive income of the Group pursuant to the MFRS 2 as issued by the Malaysian Accounting Standards Board, the recognition of such MFRS 2 charge would not affect the Group's NA as the corresponding amount will be classified as an equity compensation reserve which forms part of the shareholders' equity.

Upon vesting of the ESOS Offer and/ or exercise of the ESOS Options pursuant to the Proposed ESOS, the NA per Share of the Group is expected to:-

i. increase if the exercise price of the ESOS Options is higher than the NA per Share of the Group; or

ii. decrease if the exercise price of the ESOS Options is lower than the NA per Share of the Group,

at such point of exercise.

7.4.2 Proposed 20% Private Placement

Based on the latest audited consolidated financial statements of ECA as at 31 October 2025, the pro forma effects of the Proposed 20% Private Placement on the NA per Share and gearing of ECA are set out below:-

Minimum Scenario

	Audited as at 31 October 2025 RM'000	After the Proposed 20% Private Placement RM'000
Share capital	42,610	72,153[*1]
Foreign currency translation reserve	(16)	(16)
Merger reserve	(16,100)	(16,100)
Retained profits	16,759	16,194[*2]
NA	**43,253**	**72,231**
Non-controlling interest	48	48
Total equity	**43,301**	**72,279**
No. of Shares in issue ('000)	579,040	694,849
NA per share (RM)	0.07	0.10
Borrowings[*3] (RM'000)	18,760	18,760
Gearing ratio[*3] (times)	0.43	0.26

Notes:-

[*1] *Calculated based on the illustrative issue price of RM0.2551 per Share, which represents a discount of approximately 19.98% to the 5-day VWAP of ECA Shares up to and including the LPD of RM0.3188, pursuant to the Proposed 20% Private Placement.*

[*2] *After deducting estimated expenses of approximately RM565,000 in relation to the Proposed 20% Private Placement.*

[*3] *For illustration purposes only, under the Minimum Scenario, assuming the balance construction cost of the Proposed Facility is funded through bank borrowings, and after taking into consideration the repayment of RM2.00 million of bank borrowings under the Proposed PPGM, the Group's illustrative borrowings and gearing ratio are set out as follows:-*

	RM'000
Borrowings	*18,760*
(Less): Repayment of bank borrowings under the Proposed PPGM	*(2,000)*
Add: Illustrative bank borrowings to finance the balance construction cost of the Proposed Facility	*9,960*
Illustrative borrowings	***26,720***
Illustrative gearing ratio (times)	*0.37*

Maximum Scenario

	Audited as at 31 October 2025 RM'000	I After the Proposed PPGM RM'000	II After the full conversion of ESOS Options RM'000	III After the Proposed 20% Private Placement RM'000
Share capital	42,610	61,070*1	88,490*2	125,861*3
Foreign currency translation reserve	(16)	(16)	(16)	(16)
Merger reserve	(16,100)	(16,100)	(16,100)	(16,100)
Retained profits	16,759	16,759	16,759	16,194*4
NA	**43,253**	**61,713**	**89,133**	**125,939**
Non-controlling interest	48	48	48	48
Total equity	**43,301**	**61,761**	**89,181**	**125,987**
No. of Shares in issue ('000)	579,040	636,944	732,486	878,983
NA per share (RM)	0.07	0.10	0.12	0.14
Borrowings*5 (RM'000)	18,760	18,760	18,760	18,760
Gearing ratio*5 (times)	0.43	0.30	0.21	0.15

Notes:-

*1 *Calculated based on the illustrative issue price of RM0.3188 per Share, which represents the 5-day VWAP of ECA Shares up to and including the LPD, pursuant to the Proposed PPGM.*

*2 *Calculated based on the illustrative subscription price of RM0.2870 per ESOS Option, which represents a discount of approximately 9.97% to the 5-day VWAP of ECA Shares up to and including the LPD of RM0.3188, pursuant to the Proposed ESOS.*

*3 *Calculated based on the illustrative issue price of RM0.2551 per Share, which represents a discount of approximately 19.98% to the 5-day VWAP of ECA Shares up to and including the LPD of RM0.3188, pursuant to the Proposed 20% Private Placement.*

*4 *After deducting the estimated expenses of approximately RM565,000 in relation to the Proposed 20% Private Placement.*

*5 *For illustration purposes only, under the Maximum Scenario, assuming the balance construction cost of the Proposed Facility is funded through bank borrowings, and after taking into consideration the repayment of RM2.00 million of bank borrowings under the Proposed PPGM, the Group's illustrative borrowings and gearing ratio are set out as follows:-*

	RM'000
Borrowings	*18,760*
(Less): Repayment of bank borrowings under the Proposed PPGM	*(2,000)*
Add: Illustrative bank borrowings to finance the balance construction cost of the Proposed Facility	*2,130*
Illustrative borrowings	***18,890***
Illustrative gearing ratio (times)	*0.15*

7.5 Substantial shareholders' shareholdings

7.5.1 Proposed ESOS

The Proposed ESOS will not have an immediate effect on the substantial shareholding structure of ECA until such time when new ECA Shares are issued pursuant to the exercise of the ESOS Options. The effects on the shareholdings of the Company's substantial shareholders will depend on the number of new ECA Shares to be issued upon the exercise of the ESOS Options.

7.5.2 Proposed 20% Private Placement

The pro forma effects of the Proposed 20% Private Placement on the substantial shareholders' shareholdings of the Company as at the LPD are set out below:-

<u>Minimum Scenario</u>

	Shareholdings as at the LPD				After the Proposed 20% Private Placement			
	<----------Direct---------->		<---------Indirect-------->		<-----------Direct--------->		<---------Indirect---------->	
Substantial shareholders	**No. of Shares**	**%*1**	**No. of Shares**	**%*1**	**No. of Shares**	**%*2**	**No. of Shares**	**%*2**
Chua Lye Hock	123,180,994	21.27	-	-	123,180,994	17.73	-	-
Ooi Chin Siew	115,898,682	20.02	-	-	115,898,682	16.68	-	-
Kang Ewe Kheng	67,520,549	11.66	-	-	67,520,549	9.72	-	-
Naza Corporation Holdings Sdn Bhd	30,000,000	5.18	-	-	30,000,000	4.32	-	-

Notes:-

*1 *Based on the total issued Shares of 579,040,425 as at the LPD.*

*2 *Based on the total issued Shares of 694,848,510 after the Proposed 20% Private Placement.*

Maximum Scenario

Substantial shareholders	Shareholdings as at the LPD				I After the Proposed PPGM			
	<----------Direct---------->		<---------Indirect-------->		<-----------Direct--------->		<---------Indirect---------->	
	No. of Shares	%*1	No. of Shares	%*1	No. of Shares	%*2	No. of Shares	%*2
Chua Lye Hock	123,180,994	21.27	-	-	123,180,994	19.34	-	-
Ooi Chin Siew	115,898,682	20.02	-	-	115,898,682	18.20	-	-
Kang Ewe Kheng	67,520,549	11.66	-	-	67,520,549	10.60	-	-
Naza Corporation Holdings Sdn Bhd	30,000,000	5.18	-	-	30,000,000	4.71	-	-

Substantial shareholders	II After the full conversion of ESOS Options				III After the Proposed 20% Private Placement			
	<----------Direct---------->		<---------Indirect-------->		<-----------Direct--------->		<---------Indirect---------->	
	No. of Shares	%*3	No. of Shares	%*3	No. of Shares	%*4	No. of Shares	%*4
Chua Lye Hock	123,180,994	16.82	-	-	123,180,994	14.01	-	-
Ooi Chin Siew	115,898,682	15.82	-	-	115,898,682	13.19	-	-
Kang Ewe Kheng	67,520,549	9.22	-	-	67,520,549	7.68	-	-
Naza Corporation Holdings Sdn Bhd	30,000,000	4.10	-	-	30,000,000	3.41	-	-

Notes:-

*1 *Based on the total issued Shares of 579,040,425 as at the LPD.*

*2 *Based on the total issued Shares of 636,944,467 after assuming 57,904,042 Shares are issued pursuant to the Proposed PPGM.*

*3 *Based on the total issued Shares of 732,486,137 after assuming 95,541,670 ESOS Options are issued and converted pursuant to the Proposed ESOS, and assuming that none of the substantial shareholders have obtained any new Shares under the Proposed ESOS.*

*4 *Based on the total issued Shares of 878,983,364 after the Proposed 20% Private Placement.*

8. HISTORICAL SHARE PRICES

The monthly highest and lowest market prices of ECA Shares from August 2025 to July 2026 are as follows:-

	High RM	Low RM
2025		
August	0.195	0.145
September	0.165	0.145
October	0.265	0.155
November	0.235	0.160
December	0.215	0.170
2026		
January	0.200	0.170
February	0.180	0.165
March	0.175	0.140
April	0.180	0.150
May	0.235	0.165
June	0.325	0.210
July	0.335	0.285
Last transacted market price as at the 23 April 2026 (being the latest trading day prior to the announcement of the Proposed ESOS)		0.165
Last transacted market price as at the 18 June 2026 (being the latest trading day prior to the announcement of the Proposed 20% Private Placement)		0.245
Last transacted market price as at the LPD		0.320

(Source: Bloomberg)

9. APPROVALS REQUIRED/ OBTAINED AND CONDITIONALITY

The Proposals are subject to the following approvals being obtained:-

i. Bursa Securities, for the

a) listing of and quotation for such number of new ECA Shares, representing up to 15% of the Company's total number of issued shares (excluding treasury shares, if any), which may be issued pursuant to the Proposed ESOS; and

b) listing of and quotation for up to 146,497,227 Placement Shares pursuant to the Proposed 20% Private Placement,

on the ACE Market of Bursa Securities, the approval of which has been obtained vide Bursa Securities' letter dated 22 July 2026 subject to the following conditions:-

No.	Condition(s)	Status of compliance
1.	ECA and UOBKH must fully comply with the relevant provisions under the Listing Requirements pertaining to the implementation of the Proposed 20% Private Placement;	To be complied
2.	UOBKH is required to furnish Bursa Securities with details of the placees in accordance with Rule 6.16 of the Listing Requirements as soon as practicable after each tranche of placement and before the listing of the new shares to be issued pursuant to the Proposed 20% Private Placement;	To be complied
3.	ECA and UOBKH are required to inform Bursa Securities upon completion of the Proposed 20% Private Placement; and	To be complied

No.	Condition(s)	Status of compliance
4.	ECA is required to furnish Bursa Securities with a written confirmation of its compliance with the terms and conditions of Bursa Securities' approval once the Proposed 20% Private Placement is completed.	To be complied

ii. the shareholders of ECA at the forthcoming EGM of the Company.

The Proposals are not inter-conditional upon each other and are not conditional upon any other proposals undertaken or to be undertaken by the Company.

10. PROPOSALS ANNOUNCED BUT PENDING COMPLETION

Save for the Proposed PPGM and the Proposals, there are no other corporate exercises which have been announced but not yet completed prior to the date of this Circular.

11. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS, CHIEF EXECUTIVES AND/ OR PERSONS CONNECTED WITH THEM

All Directors and chief executive are eligible to participate in the Proposed ESOS and are therefore deemed interested to the extent of their respective proposed allocation and the proposed allocations to persons connected to them under the Proposed ESOS. Notwithstanding that, all Directors have deliberated on the Proposed ESOS and have agreed to present the Proposed ESOS to shareholders for their consideration and approval.

All Directors and chief executive have and will continue to abstain from all Board deliberations and voting in respect of their respective proposed allocation, and the proposed allocations to persons connected to them under the Proposed ESOS, at the relevant Board meetings. The Directors who are deemed persons connected to Eligible Person under the Proposed ESOS, have and will continue to abstain from all Board deliberations and voting in respect of the proposed allocations to persons connected to them under the Proposed ESOS, at the relevant Board meetings.

All Directors and chief executive will abstain from voting in respect of their direct and/ or indirect shareholdings, at a general meeting of the Company to be convened in respect of the resolutions to be tabled for the Proposed ESOS and their respective proposed allocation as well as the proposed allocations to the persons connected to them, under the Proposed ESOS.

All Directors and chief executive will undertake to ensure that persons connected to them, will abstain from voting in respect of their direct and/ or indirect shareholdings, on the resolutions pertaining to the Proposed ESOS and their respective proposed allocations, and the proposed allocations to the persons connected to them, under the Proposed ESOS, to be tabled at a general meeting of the Company to be convened.

The major shareholders (who are also the Directors) will abstain from voting in respect of their direct and/ or indirect shareholdings, at a general meeting of the Company to be convened in respect of the resolutions to be tabled for the Proposed ESOS and their respective proposed allocation as well as the proposed allocations to the person connected to them, under the Proposed ESOS. The major shareholders will also undertake to ensure that persons connected to them, will abstain from voting in respect of their direct and/ or indirect shareholdings, on the resolutions pertaining to the Proposed ESOS and their respective proposed allocations, and the proposed allocations to the persons connected to them, under the Proposed ESOS, to be tabled at a general meeting of the Company to be convened.

The direct and indirect shareholdings of the Directors, major shareholders, chief executive and person connected to them as at the LPD are as follows:-

	Shareholdings as at the LPD			
	<---------Direct--------->		<--------Indirect--------->	
	No. of Shares	**%[*1]**	**No. of Shares**	**%[*1]**
Director, major shareholder, and chief executive				
Chua Lye Hock	123,180,994	21.27	-	-
Ooi Chin Siew	115,898,682	20.02	-	-
Major Shareholder				
Kang Ewe Kheng	67,520,549	11.66		
Directors				
Tan Sri Abd Rahman bin Mamat	500,000	0.09	-	-
Dato' Dr. Shanmughanathan A/L Vellanthurai	200,000	0.04	-	-
Masleena binti Zaid	200,000	0.04	-	-
Mary Low Shwee Hoon	-	-	-	-
Teo Chee Lian @ Teo Chee Liang	-	-	-	-

Note:-

[*1] *Based on the issued shares of 579,040,425 as at the LPD.*

Save as disclosed above, none of the Directors, major shareholders and chief executive have any interest, direct or indirect, in the Proposed ESOS.

None of the Directors, major shareholders, chief executive of ECA and/ or persons connected with them have any interest, whether direct or indirect, in the Proposed 20% Private Placement.

12. ESTIMATED TIMEFRAME FOR COMPLETION AND TENTATIVE TIMETABLE FOR IMPLEMENTATION

Barring any unforeseen circumstances and subject to all required approvals being obtained, the Proposals are expected to be completed by the second half of calendar year 2026.

The tentative timetable in relation to the Proposals are set out below:-

Month	**Events**
20 August 2026	• Convening of the forthcoming EGM of the Company
End-August 2026	• Implementation of the Proposed ESOS
September 2026	• Listing and quotation of the Placement Shares on the ACE Market of Bursa Securities • Completion of the Proposed 20% Private Placement

13. DIRECTORS' STATEMENT AND RECOMMENDATION

The Board, having considered all aspects of the Proposals, including but not limited to the rationale and pro forma effects of the Proposals, is of the opinion that the Proposals are in the best interest of the Company.

However, in view that all Directors are eligible to participate in the Proposed ESOS, the Directors have abstained and will continue to abstain from deliberating and forming any opinion on, and making any recommendations on the resolutions pertaining to their respective allocations as well as allocations to persons connected to them, if any, under the Proposed ESOS. They will also abstain and ensure that persons connected to them, if any, abstain from voting in respect of their direct and/ or indirect interests in ECA, on the resolutions pertaining to the Proposed ESOS and their respective allocations as well as allocations to persons connected to them, if any, under the Proposed ESOS at a general meeting of the Company to be convened.

Where the resolutions are not related to their respective proposed allocations of ESOS Options or the proposed allocations of ESOS Options to the persons connected with them, the Directors, having considered all aspects of the Proposed ESOS, including the allocations to the Directors, major shareholders and chief executive of the Company and persons connected with them as set out in **Section 11** of this Circular, are of the opinion that the Proposed ESOS is in the best interest of the Company and recommend that you **vote in favour** of the resolutions pertaining to the Proposed ESOS to be tabled at the forthcoming EGM of the Company.

14. EGM

The EGM, the notice and the proxy form of which is enclosed in this Circular, will be held at Meeting Room 2, Level 1, Ixora Hotel Penang, 3096 Jalan Baru, Bandar Perai Jaya, 13600 Perai, Penang, Malaysia on Thursday, 20 August 2026 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification, the resolutions to give effect to the Proposals.

If you are unable to attend, participate, speak and vote at the EGM, you may appoint a proxy or proxies to attend, participate, speak and vote on your behalf. In such event, the completed and signed Proxy Form should be deposited with the Share Registrar of the Company, GAP Advisory Sdn Bhd at E-10-4, Megan Avenue 1, 189, Jalan Tun Razak, 50400 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia or email to ir.shareregistry@gapadvisory.my not less than forty-eight (48) hours before the time for holding the EGM or any adjournment thereof. The Proxy Form once deposited, shall not preclude you from attending, participating and voting in person at the EGM should you subsequently wish to do so.

15. FURTHER INFORMATION

Shareholders are advised to refer to the appendices set out in this Circular for further information.

Yours faithfully,
For and on behalf of the Board of
ECA INTEGRATED SOLUTION BERHAD

TAN SRI ABD RAHMAN BIN MAMAT
Independent Non-Executive Chairman

ECA INTEGRATED SOLUTION BERHAD
(Registration No. 202101031471 (1431771-P))
("ECA" or the "Company")

BY-LAWS OF THE EMPLOYEES' SHARE OPTION SCHEME OF ECA AND ITS SUBSIDIARIES

1. NAME OF SCHEME

This scheme shall be called the "**ECA's Employees' Share Option Scheme 2026**".

2. DEFINITIONS AND INTERPRETATIONS

2.1 Except where the context otherwise requires, the following expressions in these Bylaws shall have the following meanings:

ACE Market Listing Requirements	:	The ACE Market Listing Requirements of Bursa Securities including any amendments that may be made from time to time;
Act	:	The Companies Act, 2016, as amended from time to time and all regulations made thereunder and any re-enactment;
Adviser	:	A person who is permitted to carry on the regulated activity of advising corporate finance under the Capital Markets and Services Act 2007, which includes a Principal Adviser as defined in the Securities Commission Malaysia's Licensing Handbook (Chapter 7A);
Authorised Nominee	:	A person who is authorised to act as a nominee as specified in accordance with the schedule prescribed under Part VIII of the Rules of Bursa Depository;
Available Balance	:	The unissued Shares which are available for Offer of Options subject to the maximum limit as set out in Bylaw 4.1 and after deducting all Shares under Options which have been granted;
Board	:	Board of Directors of the Company, as may be constituted from time to time;
Bursa Depository	:	Bursa Malaysia Depository Sdn. Bhd. (Registration No.: 198701006854 (165570-W));
Bursa Securities	:	Bursa Malaysia Securities Berhad (Registration No.: 200301033577 (635998-W));
Bylaws	:	The terms and conditions of the Scheme, and shall include any amendments or variations made from time to time;
CDS	:	Central Depository System governed under the Central Depositories Act;
CDS Account	:	The account established by Bursa Depository for a Depositor for the recording of deposits of securities and dealings in such securities by the Depositors;
Central Depositories Act	:	The Securities Industry (Central Depositories) Act 1991 including any amendments made thereto from time to time and all regulations made thereunder and any re-enactment;

Constitution	:	The constitution of the Company or by such other names so called, as amended from time to time;
Date of Expiry	:	The last day of the duration of this Scheme pursuant to Bylaw 5.1 unless earlier terminated pursuant to Bylaw 5.3. If such date is not a Market Day, then it shall be the Market Day immediately preceding the said non-Market Day, but excluding those days during that period on which the Record of Depositors is closed;
Depositor	:	A holder of a CDS Account;
Director	:	A natural person who holds a directorship in an executive or non-executive capacity in any corporation in the Group, and shall have the meaning given in Section 2(1) of the Capital Markets and Services Act 2007;
ECA or Company	:	ECA Integrated Solution Berhad (Registration No. 202101031471 (1431771-P));
ECA Group or Group	:	Collectively, the Company and its Subsidiaries (excluding dormant Subsidiaries);
ECA Shares or Shares	:	Ordinary share(s) in the Company;
Effective Date	:	The date for the implementation of the Scheme being the date of full compliance with all relevant requirements of Chapter 6 of the ACE Market Listing Requirements including the approvals and/or conditions referred to in Bylaw 5.1 have been obtained and/or complied with;
Eligible Person(s)	:	Employee(s) and/or Director(s) of the Group, who meets the criteria of eligibility for participation in the Scheme as set out in Bylaw 7;
Employee(s)	:	A natural person who is employed by and on the payroll of any corporation in the Group, including Director(s) (holding directorship in an executive capacity) and person(s) recruited under contracts of employment within the Group;
Entitlement Date	:	The date as at the close of business on which the names of the shareholders of the Company must appear in the Company's record of depositors maintained at Bursa Depository in order to be entitled to any dividends, rights, allotments or other distributions;
ESOS	:	The employees' share option scheme which involves the granting of Options to the Eligible Persons to subscribe for new Shares according to the terms of these Bylaws
ESOS Committee	:	The committee, from time to time, duly appointed and authorised by the Board pursuant to Bylaw 19 to administer the Scheme in accordance with these Bylaws;
ESOS Participant(s)	:	Eligible Person(s) who has accepted an offer of Option(s) in accordance with the terms of the Scheme;
Exercise Period	:	The specific period or periods within an Option Period during which Options may be exercised by Grantees, as determined by the ESOS Committee subject to Bylaw 12;

Exercise Price	:	The price at which the Grantee shall be entitled to subscribe for every new Share by exercising his or her Option as determined in accordance with Bylaw 10;
Government	:	The Government of Malaysia;
Grantee	:	Any Eligible Person who has accepted the Offer by the Company in accordance with the terms and conditions of the Scheme and "Grantees" or "Grantee(s)" refers to any one or more of them;
Market Day(s)	:	Any day(s) from Mondays to Fridays (inclusive of both days) excluding a public holiday or surprise holiday* and on which Bursa Securities is open for trading in securities; **A "surprise holiday" refers to a public holiday declared in the Federal Territory of Kuala Lumpur that has not been gazetted as a public holiday as at the start of the calendar year;*
Maximum Allowable Allotment	:	The maximum number of Shares that can be offered to an Eligible Person falling within a particular category of Eligible Person as stipulated in Bylaw 10;
Offer(s)	:	An offer made in writing of such number of Option(s) by the ESOS Committee to a selected Eligible Person to subscribe for Shares at the Exercise Price in the manner indicated in Bylaw 6;
Offer Date	:	The date of the Offer letter from the ESOS Committee, on which an Offer is made to a selected Eligible Person to participate in the Scheme;
Option	:	The right of a Grantee to subscribe for Share(s) (whether by way of issuance of new Shares and/or transfer of treasury shares by the Company) pursuant to the contract constituted by the selected Eligible Person's acceptance of an Offer in the manner indicated in Bylaw 9 and "Options" or "Option(s)" refer to any one or more of such right;
Option Period	:	A period commencing from the date an Offer is accepted in accordance with Bylaw 9 and expiring on the Date of Expiry or such other date which the ESOS Committee may in its discretion decide, provided that no Option Period shall extend beyond the Date of Expiry;
Person Connected	:	Has the meaning given to "person connected" in Rule 1.01 of the ACE Market Listing Requirements;
Record of Depositors	:	Means a record provided by Bursa Depository to a listed issuer under Chapter 24.0 of the Rules of Bursa Malaysia Securities Berhad, including any amendment that may be made from time to time;
Registered Office	:	The registered office of the Company pursuant to Section 46 of the Act;
RM and sen	:	Ringgit Malaysia and sen, respectively, being the lawful currency of Malaysia;
Rules of Bursa Depository	:	The Rules of Bursa Depository as issued pursuant to the Central Depositories Act;

Scheme	:	The ESOS for the grant of Options to selected Eligible Persons to subscribe for Shares (whether by way of issuance of new Shares and/or transfer of treasury shares by the Company) on the terms and conditions as set out in these Bylaws;
Senior Management	:	An Employee of the Group who holds the position of manager and above, or who performs the role of a team leader within a department of the Group, or such other employees who are deemed by the ESOS Committee to hold a senior position from time to time;
Sponsor	:	Has the meaning given to "sponsor" in Rule 1.01 of the ACE Market Listing Requirements;
Subsidiaries	:	Subsidiary corporations of the Company within the meaning of Section 4 of the Act which are not dormant and shall include subsidiary corporations which are existing as at the Effective Date and those which are incorporated or acquired at any time during the duration of the Scheme but exclude subsidiary corporations which have been divested in the manner provided for in Bylaw 27.2 and which is determined by the ESOS Committee at its absolute discretion from time to time to be a corporation participating under the Scheme in accordance with Bylaw 7; and
Vesting Conditions	:	The conditions which are required to be fulfilled by a Grantee before the Option(s) is capable of being vested onto the Grantee pursuant to the terms of these Bylaws.

2.2 In these Bylaws:

(i) Any reference to a statutory provision shall include any subordinate legislation made from time to time under the provision and any listing requirements, policies and/or guidelines of Bursa Securities and/or any other relevant regulatory authority (whether or not having the force of law but, if not having the force of law, the compliance with which is in accordance with the reasonable commercial practice of persons to whom such requirements, policies and/or guidelines are addressed to by Bursa Securities and/or any other relevant regulatory authorities);

(ii) Any reference to a statutory provision shall include that provision as from time to time modified or re-enacted whether before or after the date of these Bylaws so far as such modification or re-enactment applies or is capable of applying to any Option offered and accepted prior to the expiry of the Scheme and shall include also any past statutory provision (as from time to time modified or re-enacted) which such provision has directly or indirectly been replaced;

(iii) Words denoting the singular shall include the plural and references to gender shall include both genders and the neuter;

(iv) Any liberty or power which may be exercised or any determination which may be made hereunder by the ESOS Committee or the Board may be exercised at the ESOS Committee's or the Board's unfettered discretion;

(v) The heading in these Bylaws is for convenience only and shall not be taken into account in the interpretation of these Bylaws;

(vi) Unless expressly stated herein, if an event occurs on a stipulated day which is not a Market Day, then the stipulated day will be taken to be the first Market Day after that day provided always that if such date shall fall beyond the duration of the Scheme, then the stipulated day shall be taken to be the preceding Market Day; and

(vii) unless otherwise stated herein and whenever applicable, the currency adopted for any matter referred to in this Bylaws is RM and sen, being the lawful currency of Malaysia.

3. THE OBJECTIVES OF THE SCHEME

The establishment of this ESOS is to align the interests of the Eligible Persons to the corporate goals of ECA Group and provide the Eligible Persons with an opportunity to have equity participation in the Company and help achieve the positive objectives as set out below:

(i) to recognise and reward the Eligible Persons by recognising their contributions and services that are considered vital to the operations of the Group, thereby motivating employee performance to create sustainable growth and profitability for the Group;

(ii) to retain, motivate and reward the Eligible Persons by allowing them to participate in the Group's profitability and eventually realise any potential capital gains arising from possible appreciation in the value of ECA Shares, upon exercising the ESOS Options;

(iii) to align the interests of Eligible Persons with those of the shareholders of the Company through the achievement of the Group's objectives and plans;

(iv) to attract prospective Employees with relevant skills and experience to the Group by making compensation packages offered more competitive;

(v) to foster and reinforce the Eligible Persons' loyalty and sense of belonging to the Group by enabling them to participate directly in the Company's equity, thereby incentivising the Eligible Persons to contribute more actively to the operations and future growth and success of the Group; and

(vi) to provide the Company with an additional source of funding upon the exercise of ESOS Options, without incurring additional further financing costs or resulting in any cash outflow from the Group.

This ESOS is also extended to non-executive Directors of the Group after taking into consideration of the following:

(i) to recognise their contributions towards the Company. Notwithstanding that they are not involved in the day-to-day business operations of the Company, the non-executive Directors have, from time to time, been consulted on corporate governance matters and have provided independent oversight on amongst others, areas such as risk management, financial reporting and audit functions, remuneration matters, internal control, and the strategic direction of the Group;

(ii) to promote active participation, albeit in the capacities of the non-executive Directors, in the evaluation of the Group's strategic initiatives and to motivate the non-executive Directors in promoting the interests of the Group by enabling them to participate in the success and long-term growth of the Group;

(iii) to enable the Group to retain flexibility in facilitating its remuneration package, which allows the Group to provide an incentive in the form of shares as an alternative to paying fees in cash, which may in turn preserve the internal cash flows for the Group's existing business and/ or other working capital requirements; and

(iv) to attract and retain qualified and experienced personnel from different professional backgrounds to join the Company as non-executive Directors.

4. MAXIMUM NUMBER OF SHARES AVAILABLE UNDER THE SCHEME

4.1 The maximum number of Shares which may be made available under the Scheme shall not be more than fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares) at any time as referred to in Bylaw 4. The ESOS Committee has the discretion in determining whether the total number of new Shares which may be made available under the Scheme and/or allocation shall be in one single Offer or in multiple tranches, staggered over the duration of the Scheme or in a single grant and/or whether the Options will be subject to any vesting period or Vesting Conditions.

4.2 Notwithstanding the provision of Bylaw 4.1 above or any other provisions contained herein, in the event the maximum number of Shares comprised in the Option granted under the Scheme exceeds the above fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares) as a result of the Company purchasing its own shares or the Company undertaking any other corporate proposal which results in the reduction of the number of Shares (excluding treasury shares) of the Company, no further Options shall be offered until the total number of Shares to be issued under the Scheme falls below fifteen per centum (15%) of the Company's total number of issued Shares (excluding treasury shares). Any Option granted prior to the adjustment of the issued Shares shall remain valid and exercisable in accordance with these Bylaws.

4.3 Notwithstanding the above, the Company may implement more than one (1) ESOS during the duration of this Scheme provided that the aggregate Shares available under all the share issuance schemes implemented by the Company shall not be more than thirty per centum (30%) of the total number of issued Shares (excluding treasury shares) at any time or the maximum limit prescribed in any prevailing guidelines issued by Bursa Securities or any other relevant authorities as amended from time to time.

4.4 The Shares which are the subject of Options which have lapsed for any reason whatsoever may be the subject of further Options made by the ESOS Committee under the Scheme.

5. DURATION AND TERMINATION OF THE SCHEME

5.1 The Effective Date for the implementation of the Scheme shall be the date of full compliance with all relevant requirements of Chapter 6 of the ACE Market Listing Requirements including the following approvals and/or conditions having been fully obtained and/or complied with:

(a) the submission to Bursa Securities of the final copy of the Bylaws together with a letter of compliance pursuant to Rules 2.12 and 6.43 of the ACE Market Listing Requirements and a checklist showing compliance with Appendix 6E of the ACE Market Listing Requirements;

(b) the receipt of approval-in-principle from Bursa Securities for the listing of and quotation for the new Shares to be issued pursuant to the exercise of the Options granted under the Scheme;

(c) the receipt of shareholders' approval for the Scheme at the Company's annual general meeting;

(d) the receipt of approval of any other relevant authorities for the Scheme (where applicable); and

(e) the fulfilment or waiver (as the case may be) of any applicable conditions attached to the above approvals, if any.

Unless otherwise terminated in accordance with Bylaw 5.3 and subject to the compliance of the terms and conditions herein contained, the Scheme shall come in force on the Effective Date for a period of five (5) years commencing from the Effective Date **PROVIDED ALWAYS THAT** on or before the expiry, the Board shall have the absolute discretion, upon the recommendation of the ESOS Committee, whether or not, to extend in writing the duration of the Scheme for another five (5) years or such shorter period as it deems fit immediately from the expiry of the first five (5) years commencing from the Effective Date **PROVIDED FURTHER THAT** the total duration of the Scheme shall not, in aggregate, be more than ten (10) years from the Effective Date or such period as may be allowed by the relevant authorities.

In the event that the Scheme is extended in accordance with the terms and conditions herein, the ESOS Committee shall inform the extended duration of the Scheme to the relevant Grantees in such manner of communication as the ESOS Committee deems fit, save for any amendment and/or change to the relevant laws and/or regulations then in force. Unless otherwise required by the relevant authorities or the Listing Requirements, no further approvals shall be required for the extension of the Scheme provided that the Company shall serve appropriate notices to the Grantees and/or make any necessary announcements to Bursa Securities (if required) within thirty (30) days prior to the expiry of the original Scheme or such other period as may be stipulated by Bursa Securities.

5.2 Offers can only be made during the duration of the Scheme and before 5.00p.m. on the Date of Expiry.

5.3 Subject to Bylaw 5.6, the Company may if the Board deems fit and upon the recommendation of the ESOS Committee at any time during the duration of the Scheme through a resolution by the Board terminate the Scheme without further sanction, approvals and/or authorisations (unless otherwise required by the relevant laws, authorities or ACE Market Listing Requirements) and, upon expiry of the notice period stipulated in Bylaw 5.6, shall immediately announce to Bursa Securities the:

(i) effective date of termination of the Scheme ("**Termination Date**");

(ii) number of Options exercised and Shares vested pursuant to the Scheme; and

(iii) reasons for termination of the Scheme.

5.4 Notwithstanding anything to the contrary, all unaccepted offer and unvested and/or unexercised Options (whether fully or partially) shall lapse on the Date of Expiry or earlier termination of the Scheme pursuant to Bylaw 5.3 and shall be deemed cancelled and be null and void.

5.5 The Company shall through its Sponsor or Adviser submit no later than five (5) Market Days after the Effective Date of the implementation of these Bylaws, a confirmation to Bursa Securities of the full compliance of Bylaw 5.1(a) above stating the effective date of implementation of the Scheme, together with a certified true copy of the relevant resolutions passed by the shareholders of the Company in the general meeting approving the Scheme.

5.6 Prior to the termination of the Scheme pursuant to Bylaw 5.3, the Company shall provide thirty (30) days' notice to all Grantees and allow the Grantees to exercise any vested but unexercised Options prior to the Termination Date.

5.7 In the event of termination as stipulated in Bylaw 5.3 above, the following provisions shall apply:

(a) no further Offer(s) shall be granted by the ESOS Committee from the Termination Date;

(b) all Offer(s) which have yet to be accepted by Eligible Persons shall automatically lapse on the Termination Date; and

(c) any Option(s) which have yet to be vested or exercised (as the case may be and whether fully or partially) granted under the Scheme shall be deemed cancelled and be null and void.

5.8 Without derogating the generality of Clause 5.3 and subject to the ACE Market Listing Requirements, approval or consent of the shareholders of the Company by way of a resolution in a general meeting and written consent of ESOS Participant(s) in relation to unvested and/or unexercised Offer(s) are not required to effect a termination of the Scheme.

6. OFFER

6.1 The ESOS Committee may, at any time during the duration of the Scheme as defined in Bylaw 5, make Offer(s) in writing by way of an Offer Letter(s) to any Eligible Person (based on the criteria of allocation as set out in Bylaw 8) selected by the ESOS Committee which selection shall be at the absolute discretion of the ESOS Committee and the Company shall make the requisite announcements to Bursa Securities.

The ESOS Committee shall ensure that when an Offer is made pursuant to these Bylaws, the Company makes an immediate announcement to Bursa Securities on the date of Offer in accordance with the ACE Market Listing Requirements.

6.2 The actual number of Shares (to be subscribed upon exercise of the entire Option) which may be offered to an Eligible Person shall be at the sole and absolute discretion of the ESOS Committee and, subject to any adjustments that may be made under Bylaw 16, shall not be less than one hundred (100) Shares but not more than the Maximum Allowable Allotment and shall always be in multiples of one hundred (100) Shares.

6.3 The ESOS Committee shall state the following particulars in the letter of Offer:

(a) The Offer Date;

(b) The total number of new Shares which the Eligible Person shall be entitled to subscribe for upon the exercise of the entire Option being offered;

(c) the number of Options that are being offered to the Eligible Person;

(d) The Option Period;

(e) The Exercise Period (if any);

(f) The Exercise Price;

(g) The Acceptance Period as defined in Bylaw 9.1;

(h) whether the Offer is conditional, any Vesting Condition, the vesting period, vesting date(s) and performance target(s) (if any) by in any event such period(s) and date(s) shall not be later than the Date of Expiry; and

(i) Any other condition or information deemed necessary by the ESOS Committee.

6.4 Without prejudice to Bylaw 20, in the event of an error on the part of the Company in stating any of the particulars referred to in Bylaw 6.3, the following provisions shall apply:

(a) Within one (1) month after discovery of the error, the Company shall issue a supplemental letter of Offer, stating the correct particulars referred to in Bylaw 6.3;

(b) In the event that the error relates to particulars other than the Exercise Price, the Exercise Price applicable in the supplemental letter of Offer shall remain as the Exercise Price as per the original letter of Offer; and

(c) In the event that the error relates to the Exercise Price, the Exercise Price applicable in the supplemental letter of Offer shall be the Exercise Price applicable as at the date of the original letter of Offer, save and except with respect to any Option which have already been exercised as at the date of issue of the supplemental letter of Offer.

6.5 Subject to Bylaw 4, nothing herein shall prevent the ESOS Committee from making more than one (1) Offer to any Eligible Person **PROVIDED ALWAYS THAT** the total aggregate number of Shares which may be offered to any Eligible Person (inclusive of Shares previously offered under the Scheme, if any) shall not exceed the Maximum Allowable Allotment of that Eligible Person as set out in Bylaw 8. Subject to the limit, each Offer made to any Eligible Person by the ESOS Committee shall be separate and independent from any previous or later Offers made by the ESOS Committee to that Eligible Person.

6.6 The ESOS Committee has the discretion not to make further additional Offers.

6.7 The Offer shall automatically lapse and be null and void in the event of the death of the Eligible Person or the Eligible Person or ceasing to be employed by the Group for any reason whatsoever prior to the acceptance of the Offer by the Eligible Person in the manner set out in Bylaw 9.

6.8 An Offer may be made upon such terms and conditions as the ESOS Committee may decide from time to time. Each Offer shall be made in writing and is personal to the Eligible Person and is non-assignable and non-transferable. The ESOS Committee may, by giving notice in writing to the Eligible Person, vary or waive the terms of any vesting condition, performance targets, vesting period, service period or other conditions.

6.9 After each adjustment following an alteration of the Company's share capital as stipulated in Bylaws 16.1 and 16.2 and the Company informing the Grantee of such adjustment pursuant to Bylaw 16.6, upon the return by a Grantee of the original letter of Offer to the Company, that letter of Offer shall be amended or a new letter of Offer shall be issued within one (1) month from the date of return of the original letter, to reflect the adjustment made to the number of Shares available for subscription under the Option granted to the Grantee and/or the Exercise Price.

6.10 The ESOS Committee may, by giving notice in writing to the Eligible Person, vary or waive the terms of any Vesting Condition, vesting period or other conditions.

6.11 The Company shall keep and maintain, at its own expense, a register of Grantees and shall enter the name, address(es) and the number of the identity card issued under the National Registration Act 1959, or the passport number or other identification number, and the nationality of each Grantee, the Maximum Allowable Allotment, the number of Shares under the Option(s) offered to each Grantee, the number of Shares under the Option(s) exercised by each Grantee, the Date of Offer and the Exercise Price and other particulars as may be prescribed under Section 129 of the Act.

6.12 There shall be no legal, equitable or other obligation whatsoever on the part of the ESOS Committee to consider making, or to make, any Offer to any or all the Eligible Persons.

6.13 Each vested Option shall be exercisable into one (1) Share, fully issued and paid-up, in accordance with the provisions of these Bylaws.

7. ELIGIBILITY

7.1 Subject to Bylaws 7.2, 7.4 and 7.5 below, any Director or Employee of the Group shall be eligible to be considered for the offer of Option(s) under the Scheme.

7.2 In the case of an Eligible Person, he/ she will be eligible if at the date of the Offer, the following eligibility criteria is fulfilled:

(a) in respect of an Employee, the Employee must fulfil the following criteria as at the Offer Date:

(i) is at least 18 years of age and is not an undischarged bankrupt nor subject to any bankruptcy proceedings;

(ii) is employed on a full-time basis (having been confirmed in writing and not being under probation) or under a renewable or fixed-term employment contract, and is on the payroll of the Group;

(iii) has been in the employment of the Company or any company in the Group (excluding dormant subsidiaries) for such period as may be determined by the ESOS Committee prior to and up to the Offer Date;

(iv) is not serving a notice of resignation nor has received a notice of termination;

(v) where serving under a renewable or fixed-term employment contract, is not employed for a specific project or on short-term contract or other contract as may be determined by the ESOS Committee; and/ or

(vi) fulfils any other criteria and/ or falls within such category as may be determined by the ESOS Committee from time to time at its absolute discretion.

(b) in respect of a Director, the Director must fulfil the following criteria as at the Offer Date:

(i) is at least 18 years of age and is not an undischarged bankrupt nor subject to any bankruptcy proceedings;

(ii) has been appointed as a Director of the Company or any company in the Group (excluding dormant subsidiaries) (including executive or non-executive and/ or independent or non-independent Directors of ECA Group but excluding alternate and/ or similar substitute directors) for such period as may be determined by the ESOS Committee prior to and up to the Offer Date;

(iii) is not serving a notice of resignation nor has received a notice of termination; and/or

(iv) fulfils any other criteria and/or is under such categories and criteria that the ESOS Committee may from time to time decide at its absolute discretion.

PROVIDED ALWAYS THAT the selection of any Director or Employee for participation in the Scheme shall be at the discretion of the ESOS Committee and the decision of the ESOS Committee shall be final and binding. In determining the eligibility of an Eligible Person to participate in the ESOS, the ESOS Committee may take into account amongst other factors, the provisions of the ACE Market Listing Requirements or other applicable regulatory requirements prevailing during the tenure of the Scheme relating to employees' and/or directors' share issuance scheme, his/her designation, role, function, performance targets, contribution, employment grade or category, annual appraised performance, seniority, length of service and/or contribution to the relevant corporation within the Group, and/or such other factors that the ESOS Committee may in its sole and absolute discretion deem fit. The ESOS Committee may, in its absolute discretion, waive any of the conditions of eligibility as set out above.

7.3 No Offers, allocation of Options under the Scheme and the related allotment of Shares shall be made to the following persons, unless the shareholders of the Company in a general meeting shall have approved the specific allocation and allotment to such persons:

(a) any person who is a director, major shareholder or chief executive of the Company or holding company of the Company ("**Interested Director**", "**Interested Major Shareholder**" and "**Interested Chief Executive**"); or

(b) a person connected with an Interested Director, Interested Major Shareholder or Interested Chief Executive ("**Interested Person Connected with a Director, Major shareholder or Chief Executive**").

In a meeting to obtain shareholders' approval in respect of the above allocation and allotment:

(a) the Interested Director, Interested Major Shareholder, Interested Chief Executive or Interested Person Connected with a Director, Major Shareholder or Chief Executive; and

(b) where the allocation and allotment are in favour of an Interested Person Connected with a Director, Major Shareholder or Chief Executive, such Interested Director, Interested Major Shareholder or Interested Chief Executive,

must not vote on the resolution approving the said allocation and allotment. An Interested Director, Interested Major Shareholder or Interested Chief Executive must ensure that such persons connected with him/her abstain from voting on the resolution approving the said allocation and allotment.

7.4 The following persons are not Eligible Persons and do not qualify for participation in the Scheme:

(a) subject to Bylaw 27 below, employees of a corporation which has ceased to be a Subsidiary of the Company;

(b) a director or employee of a dormant corporation within the Group; and

(c) employees that are on probation.

7.5 A Grantee under the Scheme shall not be entitled to participate in any other share issuance scheme for employees which may be implemented by any other corporation in the Group during the duration of the Scheme unless otherwise approved by the Board and in accordance with the relevant laws and the ACE Market Listing Requirements.

7.6 Eligibility under the Scheme does not confer on an Eligible Person a claim or right to participate in or any rights whatsoever under the Scheme and an Eligible Person does not acquire or have any rights over or in connection with the Options or the Shares comprised herein unless an Offer has been made by the ESOS Committee to the Eligible Person and the Eligible Person has accepted the Offer in accordance with the terms and conditions of the Offer and the Scheme.

7.7 Subject to Bylaws 7.1 and 8.1, in the event that the ESOS Committee has determined that certain Eligible Persons are entitled to be offered additional Options and the Available Balance and/or treasury shares held by the Company is insufficient to grant their full additional entitlements, the Available Balance may be distributed on such basis as the ESOS Committee may determine.

7.8 The ESOS Committee has the discretion not to make further Offers regardless of the amount of Available Balance.

7.9 Where there is an Offer to an Eligible Person who is a member of the ESOS Committee, such grant of Option shall be decided and carried out by the ESOS Committee PROVIDED ALWAYS that such Eligible Person and persons connected to him/her who are also members of the ESOS Committee shall abstain from all deliberations and voting in respect of the Offer proposed Option(s) to be granted to him/ her and/or to persons connected to him/her at the relevant ESOS Committee meetings.

8. MAXIMUM ALLOWABLE ALLOTMENT AND BASIS OF ALLOCATION

8.1 Subject to any adjustments which may be made under these Bylaws and the maximum allowable allocation limit on the total number of Shares (including Shares already issued under the Scheme) under Options pursuant to Bylaw 4, the aggregate number of Shares that may be offered and allotted to any of the Eligible Persons of the Group who are entitled to participate in the Scheme shall be on the basis set out in Bylaw 8.2 subject always to the following main parameters:

(i) the Directors and Senior Management of the Group do not participate in the deliberation or discussion of their own allocation as well as allocation of Options to persons connected with them, if any;

(ii) the number of Shares allocated to any Eligible Person who either singly or collectively, through persons connected with the Eligible Person, holds twenty per centum (20%) or more of the total number of issued Shares (excluding treasury shares, if any), shall not exceed ten per centum (10%) of the total number of Shares to be issued under the Scheme; and

(iii) not more than fifty per centum (50%) of the Shares available under the Scheme shall be allocated in aggregate to the Directors and Senior Management of the Group (excluding dormant subsidiaries) who are Eligible Persons, on the basis that they are crucial to the performance of the Group as determined by the ESOS Committee at their sole and absolute discretion,

provided always that it is in accordance with any prevailing guidelines issued by Bursa Securities, the ACE Market Listing Requirements or any other relevant authorities as amended from time to time.

8.2 The basis for determining the aggregate number of Shares that may be offered under the Scheme and/or to an Eligible Person shall be at the sole and absolute discretion of the ESOS Committee after taking into consideration, inter alia, the provisions of the ACE Market Listing Requirements or other applicable regulatory requirements prevailing during the tenure of the Scheme relating to employees' and/or directors' share issuance scheme, his/her designation, role, function, performance, job class or grade, annual appraised performance, seniority, length of service and/or contribution to the relevant corporation within the Group by the Eligible Person and/or such other matters which the ESOS Committee may in its sole and absolute discretion deem fit and the maximum allowable allocation limit on the total number of Shares (including Shares already issued under the Scheme) under Option(s) to be offered to an Eligible Person shall be based on the category and/or group of Employees as decided by the ESOS Committee.

8.3 Subject to Bylaw 20, the ESOS Committee may at its sole and absolute discretion and pursuant to Bylaw 19, amend or vary and/or include or preclude any basis or criteria which is applied in considering Offers to the Eligible Persons including details of the category of Employees and/or thresholds of Maximum Allowable Allotment for which it shall deem necessary to introduce during the duration of the Scheme provided that these additional categories and/or basis are in compliance with the relevant ACE Market Listing Requirements and applicable laws.

8.4 Any Eligible Person who holds more than one (1) position within the Group (including a Director who is an Employee of the Group and who sits on the board(s) of directors of any one (1) or more corporations within the Group), and is therefore an Eligible Person in more than one category or capacity, shall be entitled to the Maximum Allowable Allotment of only one (1) category to be determined by the ESOS Committee at its sole and absolute discretion.

8.5 In the event that an Eligible Person is promoted to a higher category, he/she shall be entitled to continue to hold and to exercise all unexercised Option(s) held by him/her as at the effective date of promotion and his/her Maximum Allowable Allotment shall be increased in accordance with his/her new category as provided in Bylaw 8.2 effective from such date, subject to the maximum number of Shares available under the Scheme as stipulated in Bylaw 4.1.

8.6 In the event that an Eligible Person is demoted to a lower category, he/she shall be entitled to continue to hold and to exercise all unexercised Option(s) held by him/her as at the effective date of demotion and his/her Maximum Allowable Allotment shall be reduced in accordance with his/her new category as provided in Bylaw 8.2 effective from such date, unless otherwise determined by the ESOS Committee. In the event the total number of Shares in respect of Option(s) which have been accepted by such demoted Eligible Person up to the effective date of his/her demotion is higher than the Maximum Allowable Allotment for his/her new category pursuant to such demotion, he/she shall not be entitled to be offered any further Option(s) unless and until he/she is subsequently promoted to a higher category or in such event where the Maximum Allowable Allotment is amended as provided in Bylaw 8.3 or revised by the ESOS Committee resulting in his/her Maximum Allowable Allotment being increased to an amount greater than the total number of Shares in respect of Option(s) which have already been accepted by him/her.

8.7 The ESOS Committee shall not be obliged in any way to offer to an Eligible Person all the specified Maximum Allowable Allotment. The decision of the ESOS Committee shall be final and binding.

8.8 The allocation of Options pursuant to the Scheme shall be verified by the Company's Audit Committee, as being in compliance with the criteria set out in these Bylaws (where relevant) at the end of each financial year of the Company.

8.9 The ESOS Committee may at its sole and absolute discretion determine whether granting of the Option(s) to the Eligible Person will be staggered over the duration of the Scheme or in one (1) single tranche and/or whether the Option(s) are subject to any vesting period and if so, to determine the Vesting Conditions including whether such Vesting Conditions are subject to performance target.

8.10 If any Eligible Person is a member of the ESOS Committee, such Eligible Person shall not participate in the deliberation or discussion of his/her allocations as well as persons connected with them, if any.

8.11 Subject to Bylaw 6, the ESOS Committee shall be entitled to determine the maximum number of Offer(s) that will be made available to an Eligible Person. At the time the Offer(s) is offered in accordance with these Bylaws, the ESOS Committee shall set out the particulars of the Offer, all of which may be amended and varied by the ESOS Committee from time to time at its discretion in accordance with applicable laws and the ACE Market Listing Requirements, and the decision of the ESOS Committee shall be final and binding.

9. ACCEPTANCE OF THE OFFER

9.1 An Offer shall be valid for a period of thirty (30) calendar days from the Offer Date or up to the date immediately before the Date of Expiry (whichever is the earlier) or such longer period as the ESOS Committee at its discretion, determines on a case-to-case basis (**"Acceptance Period"**). Acceptance of the Offer by an Eligible Person shall be made by way of a written notice from the Eligible Person to the ESOS Committee in the form prescribed by the ESOS Committee and accompanied by the payment of Ringgit Malaysia One (RM1.00) only as non- refundable consideration for the acceptance of each Offer (regardless of the number of shares comprised therein).

9.2 In the event that the Eligible Person fails to accept the Offer of the Option(s) or pay the acceptance consideration as set out in Bylaw 9.1 within the Acceptance Period and in the manner aforesaid or in the event of death or cessation of employment of the Eligible Person or the Eligible Person becomes a bankrupt prior to his/her acceptance of the Offer(s), the Offer(s) shall be deemed to have lapsed. The Option(s) comprised in such Offer(s) may, at the discretion of the ESOS Committee, be re-offered to the same or other Eligible Person.

9.3 Upon acceptance of the Offer(s) by the Eligible Person(s), the Offer(s) will be vested to Grantee(s) on the ESOS vesting date during the duration of the Scheme, subject to the Grantee(s) fulfilling the Vesting Condition(s), if any, as determined by the ESOS Committee.

10. EXERCISE PRICE

10.1 The Exercise Price of each Share comprised in any Option shall be the five (5) day volume weighted average market price of the Shares as quoted on Bursa Securities at the time of the Offer Date, with a discount of not more than ten per centum (10%) therefrom or such other percentage of discount as may be permitted by Bursa Securities and/or any other relevant authorities from time to time, as determined by the Board upon recommendation of the ESOS Committee which shall be binding and conclusive.

10.2 The Exercise Price shall be stipulated on each certificate of Option.

10.3 The Exercise Price shall be subject to any adjustments provided under Bylaw 16 herein.

11. VESTING CONDITIONS

11.1 Subject to Bylaws 5, 7 and 11.2, the Option(s) or such part thereof will only vest to the Grantee on the vesting date(s) if:

(a) the Grantee remains in employment by or appointment in the Group as at the vesting date; and

(b) the other Vesting Conditions (if any) are fully and duly satisfied.

11.2 The ESOS Committee shall have the discretion to determine whether any Vesting Condition has been satisfied (whether fully or partially) or exceeded and in making any such determination, the ESOS Committee shall have the right to make reference to (among others) the audited results of the Group, to take into account such factors as the ESOS Committee may determine to be relevant, such as changes in accounting methods, taxes and extraordinary events, and further, to amend any Vesting Conditions if the ESOS Committee decides that a changed performance target would be a fairer measure of performance.

11.3 Where the ESOS Committee has made the determination that the Vesting Conditions and all other stipulated conditions have been fulfilled (whether fully or partially) pursuant to the Option, the ESOS Committee shall notify the Grantee of the number of Options vested and the vesting date of such Option. No Grantee shall have any right to exercise any Options granted to the Grantee until the Options are vested on the Grantee pursuant to these Bylaws. The decision and/or determination of the ESOS Committee on the vesting of the Option on the Grantee pursuant to these Bylaws shall be final and conclusive.

11.4 Unless otherwise determined by the ESOS Committee if the Vesting Conditions are not fulfilled in accordance with the period as set out in the letter of Offer, that Option(s) shall lapse and be of no value.

12. EXERCISE OF OPTION

12.1 Subject to Bylaws 12.2 and 12.7, an Option can be exercised by the Grantee by notice in the prescribed form to the Company on the first day of every month during the Exercise Period in respect of all or any part of the Shares comprised in the Option, such part being in multiples of one hundred (100) Shares. If the first day of any month shall fall on a day which is not a Market Day, then the notice in writing by the Grantee to the Company shall be submitted on the Market Day immediately following the first of the said month provided such dates are within the Exercise Period. Any partial exercise of an Option shall not preclude the Grantee from exercising the Option in respect of the balance of the Shares comprised in the Option. In the event that a Grantee's balance of Option(s) exercisable in accordance with these Bylaws shall be less than 100 Shares, the said balance shall, if exercised, be exercised in a single tranche.

12.2 Subject to Bylaws 16 and 20, the ESOS Committee may, at any time and from time to time, before and after an Option is granted, limit the exercise of the Option to a maximum number of Shares and/or such percentage of the total Shares comprised in the Option during such periods within the Option Period, subject the exercise of the Option to any vesting condition determined by the ESOS Committee at its sole and absolute discretion including but not limited to service objectives, performance targets (as may be measured by qualitative and/or quantitative key performance indicators) being achieved before an Option(s) can be exercised and/or impose any other terms and/or conditions (including the time period to exercise the Options) as the ESOS Committee may, in its sole discretion deem appropriate including amending or varying any terms and conditions imposed earlier.

12.3 Every such notice to exercise the Option referred to in Bylaw 12.1 shall be accompanied by a remittance in RM in the form of a bankers' draft or cashiers' order drawn and payable in Malaysia or any other form acceptable to the ESOS Committee for the full amount of subscription/exercise monies (calculated in accordance with the provisions of Bylaw 10) in relation to the number of Shares in respect of which the written notice is given.

12.4 The Company shall allot and issue such new Shares and/or transfer from its treasury shares to the Grantee in accordance with the provisions of the Company's Constitution, the Central Depositories Act and the Rules of Bursa Depository, despatch the notice of allotment to the Grantee and make an application for the listing of and quotation for the new Shares (as the case may be) within eight (8) Market Days from the date of receipt by the Company of the aforesaid notice and remittance from the Grantee or such other period as may be prescribed or allowed by Bursa Securities.

12.5 The ESOS Committee, the Board, and the Company shall not under any circumstances whatsoever be liable for any costs, losses, expenses, charges, liabilities and damages whatsoever and howsoever arising whether directly or indirectly from any delay on the part of the Company in allotting and issuing the new Shares and/or transferring from it treasury shares or in procuring the relevant authorities to list and quote the new Shares for which the Grantee is entitled to subscribe, transfer or otherwise or any delay in receipt or non-receipt by the Company of the notice to exercise the Option(s) or for any errors in any Offers or any other matters or dealings which are outside the control of the Company, the Board and/or the ESOS Committee.

12.6 The Grantee who exercises his/her Option shall provide the ESOS Committee with his/her CDS Account number or the CDS Account number of his/her Authorised Nominee, as the case may be, in the notice referred to in Bylaw 12.1. The Shares to be issued and/or transferred pursuant to the exercise of an Option will be credited directly into the CDS Account of the Grantee or his/her Authorised Nominee, as the case may be and a notice of allotment stating the number of shares credited into such CDS Account will be issued to the Grantee within eight (8) Market Days from the receipt by the Company of the written notice of exercise of the Option together with the requisite remittance of subscription/ exercise monies or such other period as may be prescribed or allowed by Bursa Securities and no physical share certificate will be issued.

12.7 In the event that a Grantee is subject to a performance improvement plan ("PIP")/ disciplinary proceedings (whether or not such PIP/disciplinary proceedings will give rise to a dismissal or termination of service) the ESOS Committee shall have the right, to suspend the Grantee's Option from being vested and/or exercised pending the achievement of the stipulated improvement plan targets by the ESOS Participant/ the outcome of such disciplinary proceedings. The ESOS Committee may impose such terms and conditions as the ESOS Committee shall deem appropriate having regard to the nature of the PIP/charges made or brought against the Grantee **PROVIDED ALWAYS THAT:**

(a) in the event that such Grantee shall subsequently achieve the stipulated improvement plan targets/ be found not guilty of the charges which give rise to such disciplinary proceedings, the ESOS Committee shall reinstate the rights of such Grantee to be vested and/or to exercise his/her vested Option;

(b) in the event the Grantee fails to achieve the stipulated improvement plan targets/ disciplinary proceedings result in a recommendation for the dismissal or termination of service of such Grantee, the Option (whether or not vested) shall immediately cease without notice and be null and void and of no further force and effect upon pronouncement of the dismissal or termination of service of such Grantee notwithstanding that such recommendation may be subsequently challenged by the Grantee in any other forum; and

(c) in the event such Grantee only partially achieves the stipulated improvement plan targets/ is found guilty but not dismissed or termination of service is not recommended, the ESOS Committee shall have the right to determine at its discretion whether or not the Grantee may continue to be vested and/or to exercise his/her Option and if so, to impose such limits, terms and conditions as it deems appropriate, on such vesting and/or exercise.

The Board may, after a warning or caution letter has been issued to a Grantee by the relevant corporation within the Group, recommend to the ESOS Committee to suspend the Grantee's Option. The ESOS Committee shall, upon receipt of such recommendation by the Board, suspend the Grantee's Option from being vested and/or exercised until such time as the ESOS Committee determines at its discretion whether or not the Grantee may continue to be vested and/or exercise his/her Option and if so, whether to impose such limits, terms and conditions as the ESOS Committee deems appropriate, on such vesting and/or exercise.

For the purpose of these Bylaws, a Grantee shall be deemed to be subject to "disciplinary proceedings" if:

(i) he/ she is suspended from work pending investigation into his or her conduct;

(ii) he/ she is issued with a letter requiring him/ her to attend an internal domestic inquiry; or

(iii) such other instances as the Board may deem as being subject to disciplinary proceedings.

12.8 All Options to the extent unexercised and/or unvested on the expiry or earlier termination of the Option Period applicable thereto shall lapse.

12.9 Any failure to comply with the procedures specified by the ESOS Committee or to provide information as required by the Company in the notice to exercise or inaccuracy in the CDS Account number provided shall result in the notice to exercise being rejected at the discretion of the ESOS Committee. The ESOS Committee shall inform the Grantee of the rejection of the notice of exercise within ten (10) Market Days from the date of rejection and the Grantee shall not have deemed to have exercised his/her Option.

12.10 Every Option shall be subjected to the condition that no Shares shall be vested, issued, transferred and/or credited pursuant to the exercise of an Option if such vesting, issue, transfer and/or crediting would be contrary to any law, enactment, rule and/or regulation of any legislative or non-legislative body which may be in force during the Option Period or such period as may be extended.

12.11 In implementing this Scheme but subject to the Act, ACE Market Listing Requirements, Constitution and the applicable laws, the ESOS Committee may at its absolute discretion decide that the Options be satisfied by the following methods:

(a) issuance of new Shares;

(b) transfer of the Company's treasury shares (if any) or any other methods as may be permitted by the Act; or

(c) a combination of any of the above.

In considering whether to issue new Shares and/or to acquire existing Shares and/or transfer of Company's treasury shares or any other methods as may be permitted by the Act, the ESOS Committee will take into consideration, among others, factors such as the issue price of the new Shares (which shall be determined based on fair value of the Shares as at the Offer Date), the prevailing market price of the Shares, funding requirements of the Company and its subsidiaries, future returns and the potential cost arising from the granting of the ESOS.

12.12 The Company, the Board and the ESOS Committee shall not under any circumstances be held liable to any person for any costs, losses, expenses, damages or liabilities whatsoever and howsoever arising in the event of any delay on the part of the Company in allotting and issuing or crediting the Shares or in procuring the relevant authorities to list and quote the Shares subscribed for by a Grantee (where applicable) or any delay in receipt or non-receipt by the Company of the notice to exercise the Options or for any errors in any Options or any other matters or dealings which are outside the control of the Company, the Board and/or the ESOS Committee.

13. RIGHTS ATTACHING TO OPTIONS AND THE SHARES

13.1 The Options shall not carry any right to vote at any general meeting of the Company.

13.2 A Grantee shall not be entitled to any dividends, rights or other entitlements on his/her unexercised and/or unvested Option(s) in relation to the Shares yet to be issued.

13.3 The new Shares to be issued upon the vesting and exercise of the Options (as the case may be) shall upon allotment, issuance (as the case may be) and full payment, rank *pari passu* in all respects with the then existing Shares save and except that they shall not be entitled to any dividends, rights, allotments and/or any other forms of distributions declared, made or paid to shareholders, the entitlement date of which is prior to the date of issuance and/or transfer (as the case may be) of the said new Shares and are subject to the provisions of the Constitution of the Company and the ACE Market Listing Requirements, if any. In the event that any existing Shares or treasury shares are to be transferred upon the vesting and exercise of the Options, the existing Shares or treasury shares shall be transferred together with all dividends, rights, allotments and/or other distributions declared, the Entitlement Date of which is on or after to the date the Shares or treasury shares are credited into the CDS Account of the relevant Grantee.

13.4 The Shares (including such treasury share(s) of the Company transferred upon exercise of an Option) will be subject to all provisions of the Constitution of the Company.

14. NON-TRANSFERABILITY

14.1 An Option is personal to the Grantee and subject to the provisions of Bylaws 15.1, 15.2, 15.3 and 15.4, it is exercisable only by the Grantee personally during his/her lifetime whilst he/she is in the employment in any corporation in the Group.

14.2 An Option so granted shall not be transferred, assigned, disposed of or subject to any encumbrances by the Grantee save and except in the event of the death of the Grantee as provided under Bylaw 15.4. Any such transfer, assignment, disposal or encumbrance shall result in the automatic cancellation of the Option.

15. TERMINATION / LAPSE OF THE OPTION

15.1 Upon occurrence of one or more of the following events prior to the full vesting and exercise of any Option, such Option or the balance thereof that remained unvested, not allotted/transferred or unexercised, as the case may be, shall forthwith cease to be valid without any claim against the Company:

(a) resignation, termination or cessation of employment of an Eligible Person or Grantee, for any reason; or

(b) expiry, termination or cessation of a contract of service of an Eligible Person or Grantee, for any reason; or

(c) resignation, retirement or removal of a Director, for any reason.

PROVIDED ALWAYS THAT the ESOS Committee may, at its absolute discretion, by notice in writing, stipulate the times or period at or within which such Options shall vest all or in part (provided that no Shares and/or Options shall vest after the Date of Expiry) or permit such vested but unexercised ESOS Option to remain exercisable during the Scheme period all or in part if such cessation occurs by reason of:

(i) retirement on attaining the retirement age under the Group's retirement policy; or

(ii) retirement before attaining the normal retirement age but with the consent of the ESOS Committee; or

(iii) transfer to any corporation outside the Group at the direction of the Company; or

(iv) redundancy or retrenchment pursuant to the acceptance by that Grantee or a voluntary separation scheme offered by a corporation within the Group; or

(v) death, ill-health, injury, physical or mental disability or insanity; or

(vi) the bankruptcy of the Grantee; or

(vii) resignation, retirement or removal of a Director, for any reason, save where such resignation, retirement or removal was due to the breach of duty, gross negligence or wilful misconduct of such Director; or

(vii) any other circumstances which are acceptable to the ESOS Committee subject to the approval and/or ratification by the Board.

Upon the Options ceasing and lapsing pursuant to the above, the Grantee shall have no right to compensation or damages or any claim against the Company for any loss of any right or benefit under the Scheme which he/she might otherwise have enjoyed, whether for wrongful dismissal or breach of contract or loss of office or otherwise howsoever arising from his/her ceasing to hold office or employment or from the suspension of his/her right to exercise his/her Option(s) or his/her Option(s) ceasing to be valid.

15.2 Unless otherwise agreed in writing by the ESOS Committee at its absolute discretion, upon the resignation of the Grantee from his/her employment or directorship with the Group (as the case may be), an Option shall lapse forthwith on the date the Grantee tenders his/her resignation. Any Option which lapses upon the resignation of the Grantee from his/her employment or directorship with the Group, at the discretion of the ESOS Committee, shall be offered to other Eligible Persons.

15.3 In the event of the liquidation of the Company, all unexercised or unvested or partially unexercised or partially unvested Options shall lapse.

15.4 Where a Grantee dies before the expiry of the Option Period and the ESOS Committee permits such Grantee's unexercised Option(s) to remain exercisable, the whole or any part of the Option held by the Grantee that is unexercised may be exercised by the legal representatives of the Grantee in accordance with the terms and/or conditions as set out by the ESOS Committee **PROVIDED ALWAYS THAT** no Option shall be exercised after the expiry of the Option Period.

15.5 In the event a bankruptcy proceeding has commenced against a Grantee, the Option(s) shall be suspended pending the outcome of the bankruptcy proceedings. If the bankruptcy proceeding is withdrawn, the suspension shall be lifted and the unvested and/or unexercised Options shall be capable to be vested to the said Grantee. However, an Option shall immediately become void and of no further force and effect upon the Grantee being adjudicated a bankrupt.

15.6 An Option shall cease to be valid upon termination of the Scheme pursuant to Bylaw 5.

16. ALTERATION OF SHARE CAPITAL DURING THE OPTION PERIOD

16.1 Notwithstanding anything contained in these Bylaws and subject to any applicable laws and the ACE Market Listing Requirements, in the event of any alteration in the capital structure of the Company during the Option Period, whether by way of a rights issue, bonus issue or other capitalisation issue, consolidation or subdivision of Shares or reduction of capital or any other variation of capital, the Company shall cause such adjustment to be made to:

(a) the number of Shares which a Grantee shall be entitled to subscribe for upon the exercise of each Option; and/or

(b) the Exercise Price.

Any adjustment in the Exercise Price and/or number of Shares which a Grantee shall be entitled to subscribe upon exercise of his/her Options shall comply with the requirements of any applicable statutes, rules, regulations and/or conditions issued by the relevant authorities (including the Listing Requirements) and shall subject to Bylaws 16.2 to 16.7, where appropriate and to the extent possible in the event of an adjustment only to the number of Shares which Grantees shall be entitled to subscribe upon exercise of their Options, endeavour to give each Grantee the same proportion of the Shares as that to which he/she was previously entitled prior to such adjustment.

16.2 The following provisions shall apply in relation to an adjustment which is made pursuant to Bylaw 16.1:

(a) any adjustment to the Exercise Price shall be rounded up to the nearest one (1) sen; and

(b) in determining a Grantee's entitlement to subscribe for Shares, any fractional entitlements will be disregarded.

16.3 Bylaw 16.1 shall not be applicable where an alteration in the capital structure of the Company arises from any of the following:

(a) an issue of new Shares or other securities convertible into Shares or rights to acquire or subscribe for Shares in consideration or part consideration for an acquisition of any other securities, assets or business by the Company and/or its related corporation;

(b) a special issue of new Shares to Bumiputera investors nominated by the Ministry of Investment, Trade and Industry, Malaysia and/or other government authority to comply with the Government policy on Bumiputera equity requirement;

(c) a private placement/restricted issue of new Shares by the Company;

(d) an issue of new Shares arising from the exercise of any conversion rights attached to securities convertible to Shares or upon exercise of any other rights including warrants and/or convertible loan stocks (if any) issued by the Company;

(e) an issue of new Shares upon the exercise of Options pursuant to the Scheme;

(f) any issue of Shares pursuant to a dividend reinvestment scheme or share dividend in accordance with the ACE Market Listing Requirements so long as it is not a Capital Distribution (as defined below) or bonus issue;

(g) a share buy-back arrangement by the Company, pursuant to Section 127 of the Act;

(h) an issue of further Options to the Eligible Persons under these Bylaws; and

(i) any other proposals which will not result in an adjustment to the reference price of the Shares and as amended from time to time by the relevant authorities such as Bursa Securities and Securities Commission Malaysia.

16.4 In the event that the Company enters into any scheme of arrangement or reconstruction pursuant to Division 7, Subdivision 2 of Part III of the Act, Bylaw 16.1 shall be applicable in respect of such part(s) of the scheme which involve(s) any alteration(s) in the capital structure of the Company, save that Bylaw 16.3 shall be applicable in respect of such part(s) of the Scheme which involve(s) any alteration(s) in the capital structure of the Company which falls within Bylaw 16.3.

16.5 In the event the Court sanctions a compromise or arrangements between the Company and its members proposed for the purposes of, or in connection with, a scheme for arrangement or reconstruction of the Company under the Act or its amalgamation with any other company or companies under the Act, any Option should remain exercisable by the Grantee at any time and from time to time in the period commencing with the date upon which the compromise or arrangements is sanction by the court and ending with the date upon which it becomes effective or within the Option Period, whichever expires first. Upon the compromise or arrangement becoming effective, all Options, to the extent unexercised shall automatically lapse and shall become null and void.

16.6 Upon any adjustment being made, the ESOS Committee shall within twenty one (21) Market Days of the effective date of such adjustment or such other time period as may be prescribed by Bursa Securities or such other relevant authorities from time to time give notice in writing to the Grantee, or his/her legal or personal representative where the Grantee is deceased, to inform him/her of the adjustment and the event giving rise thereto.

16.7 Save for any alteration in the capital structure of the Company during the Option Period arising from bonus issues, subdivision or consolidation of shares, all adjustments must be confirmed in writing either by an approved company auditor or the Company's Sponsor or Adviser (as the case may be), acting as an expert and not as an arbitrator, to be in his/her opinion fair and reasonable. In addition, the Company shall, at the request of any Grantee, furnish such Grantee with a certificate from an approved company auditor or the Company's Sponsor or Adviser (as the case may be) to the effect that in the opinion of such auditor or The Company's Sponsor or Adviser (as the case may be), acting as an expert and not as an arbitrator, an adjustment is fair and reasonable either generally or as regards such Grantee, and such certification shall be final and binding on all parties. For the purposes of this Bylaw, an approved company auditor shall have the meaning given in Section 2 of the Act and shall be the external auditors for the time being of the Company or such other external auditors as may be nominated by the Board.

16.8 The Company shall be guided by the adjustment as provided in Bylaw 16.9 in determining the adjustments to be made pursuant to this Bylaw 16.

16.9 In addition to and without derogating from Bylaw 16.1, the Exercise Price and the number of Shares relating to the Option so far unexercised shall from time to time be adjusted in accordance with the following relevant provisions in consultation with an Adviser and/or an external auditor:

(a) If and whenever a Share by reason of any consolidation or subdivision (including if so permitted by the relevant authorities, a subdivision by way of a bonus issue by the Company of Shares without capitalisation of profits or reserves) or conversion occurs, the Exercise Price shall be adjusted and the adjusted number of Shares relating to the Option to be issued shall be calculated in accordance with the following formula:

(i) New Exercise Price $= \dfrac{S \times L}{M}$

(ii) Adjusted number of Shares $= \dfrac{T \times M}{L}$

Where:

L = the aggregate number of Shares in issue and fully paid-up immediately prior to the consolidation or subdivision or conversion;

M = the aggregate number of Shares in issue and fully paid-up immediately after such consolidation or subdivision or conversion;

S = existing Exercise Price; and

T = existing number of Shares relating to the Option that remains unexercised.

Each such adjustment will be effective from the day on which the consolidation or subdivision or conversion becomes effective.

(b) If whenever the Company shall make any issue of Shares to ordinary shareholders for which no consideration is payable or which are credited as fully paid, by way of capitalisation of profits or reserves (other than an issue of Shares to its members who had an option to take cash or other dividend in lieu of the relevant Shares), the Exercise Price shall be adjusted as follows:

New Exercise Price $= S \times \dfrac{A}{(A + B)}$

and the adjusted number of Shares relating to the Option shall be calculated as follows:

Adjusted number of Shares $= \dfrac{T \times (A + B)}{A}$

Where:

A = the aggregate number of issued and fully paid-up Shares on the Entitlement Date immediately before such capitalisation;

B = the aggregate number of Shares to be issued pursuant to any allotment to ordinary shareholders credited as fully paid by way of capitalisation of profits or reserves (other than an issue of Shares to its members who had an option to take cash or other dividend in lieu of the relevant Shares);

S = as above; and

T = as above.

Each such adjustment will be effective (if appropriate retroactively) from the commencement of the next Market Day immediately following the Entitlement Date for such issue.

(c) If and whenever the Company shall make:

(i) a Capital Distribution (as defined below) to ordinary shareholders whether on a reduction of capital or otherwise (save and except any capital reduction involving the cancellation of capital which is lost or unrepresented by available assets or involving any purchase by the Company of its own ordinary Shares in accordance with the Act and all other applicable laws and regulations); or

(ii) any offer or invitation to its ordinary shareholders whereunder they may acquire or subscribe for Shares by way of rights; or

(iii) any offer or invitation to its ordinary shareholders by way of rights whereunder they may acquire or subscribe for securities convertible into Shares or securities with rights to acquire or subscribe for Shares,

then and in respect of each such case, the Exercise Price shall be adjusted as follows:

$$\text{New Exercise Price} = S \times \frac{C - D}{C}$$

and in respect of the case referred to in Bylaw 16.9(c)(ii), the adjusted number of Shares comprised in the Option to be issued shall be calculated as follows:

$$\text{Adjusted Number of Shares} = \left[\frac{T \times C}{C - D^*} \right]$$

Where:

T = as above;

S = as above;

C = the current market price of each Share on the Market Day immediately preceding the date on which the Capital Distribution or, as the case may be, the offer or invitation is publicly announced to Bursa Securities or (failing any such announcement) immediately preceding the date of the announcement of the Entitlement Date of the Capital Distribution or, as the case may be, of the offer or invitation; and

D = (i) in the case of an offer or invitation to acquire or subscribe for Shares by way of rights under Bylaw 16.9(c)(ii) above or for securities convertible into Shares or securities with rights to acquire or subscribe for Shares under Bylaw 16.9(c)(iii) above, the value of rights attributable to one (1) Share (as defined below); or

(ii) in the case of any other transaction falling within Bylaw 16.9(c), the fair market value, as determined by the Adviser and/or an external auditor, of that portion of the Capital Distribution attributable to one (1) Share.

For the purpose of definition (i) of D above, the "value of the rights attributable to one (1) Share" shall be calculated in accordance with the formula:

$$\frac{C - E}{F + 1}$$

Where:

C = as C above;

E = the consideration for one (1) additional Share under the terms of such of offer or invitation or subscription price for one (1) additional Share upon conversion of the convertible securities or exercise of such rights to acquire or subscribe for one (1) Share under the offer or invitation;

F = the number of Shares which it is necessary for a shareholder to hold in order to be offered or invited to acquire or subscribe for one (1) additional Share or security convertible into rights to acquire or subscribe for one (1) additional Share; and

D* = the value of rights attributable to one (1) Share (as defined below).

For the purpose of definition D* above, the "value of rights attributable to one (1) Share" shall be calculated in accordance with the formula:

$$\frac{C - E^*}{F^* + 1}$$

Where:

C = as C above;

E* = the acquisition/ subscription price for one (1) additional Share under the terms of such offer or invitation; and

F* = the number of Shares which it is necessary for a shareholder of the Company to hold in order to be offered or invited to acquire or subscribe for one (1) additional Share.

For the purpose of Bylaw 16.9, "Capital Distribution" shall (without prejudice to the generality of that expression) include distributions in cash or specie (other than dividends) or by way of issue of Shares (not falling under Clause 16.9(b)) or other securities credited as fully or partly paid-up by way of capitalisation of profits or reserves (but excluding an issue of Shares to its members who had an option to take cash or other dividend in lieu of the relevant Shares).

Any distribution out of profits or reserves made (whenever paid) shall be deemed to be a Capital Distribution unless it is paid out of the aggregate of the net profits attributable to the ordinary shareholders as shown in the audited consolidated profit and loss accounts of the Company.

Such adjustments will be effective (if appropriate retroactively) from the commencement of the next Market Day immediately following the Entitlement Date for the above transactions.

(d) If and whenever the Company makes an allotment to its ordinary shareholders as provided in Bylaw 16.9(b) above and also makes an offer or invitation to its ordinary shareholders as provided in Bylaw 16.9 (c)(ii) or (iii) above and the Entitlement Date for the purpose of the allotment is also the Entitlement Date for the purpose of the offer or invitation, the Exercise Price shall be adjusted as follows:

$$\text{New Exercise Price} = S \times \frac{(G \times C) + (H \times I)}{(G + H + B) \times C}$$

and where the Company makes an allotment to its ordinary shareholders as provided in Bylaw 16.9(b) above and also makes an offer or invitation to its ordinary shareholders as provided in Bylaw 16.9(c)(ii) above and the entitlement date for the purpose of the allotment is also the book closure date for the purpose of the offer or invitation, the adjusted number of Shares relating to the Option to be issued shall be calculated as follows:

$$\text{Adjusted Number of Shares} = \frac{T \times (G + H^* + B) \times C}{(G \times C) + (H^* \times I^*)}$$

Where:

B = as B above;

C = as C above;

G = the aggregate number of issue and fully paid-up Shares on the Entitlement Date;

H = the aggregate number of new Shares under an offer or invitation to acquire or subscribe for Shares by way of rights or under an offer or invitation by way of rights to acquire or subscribe for securities convertible into Shares or rights to acquire or subscribe for Shares, as the case may be;

H* = the aggregate number of new Shares under an offer or invitation to acquire or subscribe for Shares by way of rights;

I = the acquisition/ subscription price of one (1) additional Share under the offer or invitation to acquire or subscribe for Shares or the exercise price on conversion of such securities or exercise of such rights to acquire or subscribe for one (1) additional Share, as the case may be;

I* = the acquisition/ subscription price of one (1) additional Share under the offer or invitation to acquire or subscribe for Shares; and

T = as T above.

Such adjustment will be effective (if appropriate retroactively) from the commencement of the next Market Day immediately following the Entitlement Date for such issue.

(e) If and whenever the Company makes any offer or invitation to its ordinary shareholders to acquire or subscribe for Shares as provided in Bylaw 16.9(c)(ii) above together with an offer or invitation to acquire or subscribe for securities convertible into or rights to acquire or subscribe for ordinary shareholders as provided in Bylaw 16.9(c)(iii) above, the Exercise Price shall be adjusted as follows:

$$\text{New Exercise Price} = S \times \frac{(G \times C) + (H \times I) + (J \times K)}{(G + H + J) \times C}$$

and the adjusted number of Shares relating to the Option to be issued shall be calculated as follows:

$$\text{Adjusted Number of Shares} = \frac{T \times (G + H^*) \times C}{(G \times C) + (H^* \times I^*)}$$

Where:

C = as C above;

G = as G above;

H = as H above;

H* = as H* above;

I = as I above;

I* = as I* above;

J = the aggregate number of Shares to be issued to its ordinary shareholders upon conversion of such securities or exercise of such rights to subscribe for Shares by the ordinary shareholders;

K = the exercise price on conversion of such securities or exercise of such rights to acquire or subscribe for one (1) additional Share, as provided in Bylaw 16.9(c)(iii) above; and

T = as T above.

Such adjustment will be effective (if appropriate retroactively) from the commencement of the next Market Day immediately following the Entitlement Date for the above transactions.

(f) If and whenever the Company makes an allotment to its ordinary shareholders as provided in Bylaw 16.9(b) above and also makes an offer or invitation to acquire or subscribe for Shares to its ordinary shareholders as provided in Bylaw 16.9(c)(ii) above, together with rights to acquire or subscribe for Shares as provided in Bylaw 16.9(c)(iii) above, and the Entitlement Date for the purpose of allotment is also the Entitlement Date for the purpose of the offer or invitation, the Exercise Price shall be adjusted by multiplying it by the following fraction:

$$\text{New Exercise Price} = S \times \frac{(G \times C) + (H \times I) + (J \times K)}{(G + H + J + B) \times C}$$

and the adjusted number of Shares relating to the Option to be issued shall be calculated as follows:

$$\text{Adjusted Number of Shares} = \frac{T \times (G + H^* + B) \times C}{(G \times C) + (H^* \times I^*)}$$

Where:

B = as B above;
C = as C above;
G = as G above;
H = as H above;

H*	=	as H* above;
I	=	as I above;
I*	=	as I* above;
J	=	as J above;
K	=	as K above; and
T	=	as T above.

Such adjustment will be effective (if appropriate retroactively) from the commencement of the next Market Day immediately following the Entitlement Date for the above transaction.

(g) For the purpose of Bylaw 16.9:

"Current Market Price" means in relation to each Share for any relevant day the five (5) day volume weighted average market price for each Share on Bursa Securities for the five (5) consecutive Market Days before such date for one or more board lots of Shares on Bursa Securities or in such other manner as may from time to time be stipulated in any guidelines prescribed by any competent authorities, if any.

16.10 Notwithstanding the other provisions referred to in Bylaw 16.9, in any circumstances where the ESOS Committee considers that adjustments to the Exercise Price and/or any additional Shares relating to Options to be issued as provided for under the provisions of these Bylaws should not be made or should be calculated on a different basis or different date or that an adjustment to the Exercise Price and/or the issuance or transfer of additional Shares relating to Options should be made notwithstanding that no adjustment or further issuance is required under these provisions, the Company may appoint an Adviser and/or an external auditor to consider whether for any reasons whatever the adjustment calculation or determination to be made (or the absence of an adjustment calculation or determination) is appropriate or inappropriate as the case may be. If such Adviser and/or external auditor shall consider the adjustment calculation or determination to be inappropriate, the adjustments shall be modified or nullified (or an adjustment calculation or determination made even though not required to be made) in such manner as may be considered by such Adviser and/or external auditor to be in their opinion appropriate.

17. QUOTATION OF NEW SHARES

17.1 If at the time of allotment of the new Shares pursuant to the exercise of an Option, the existing issued ordinary shares of the Company are quoted on Bursa Securities, the Company shall make an application to Bursa Securities for the listing of and quotation for the new Shares so allotted in accordance with Bylaw 12.4.

17.2 The Company and the ESOS Committee shall not be liable for any losses, costs and damages relating to the delay on the part of the Company in allotting and issuing the Shares under any circumstances.

18. RETENTION PERIOD

18.1 The ESOS Committee shall be entitled to prescribe or impose, in relation to any Offer, any condition relating to any retention period or restriction on transfer of the Shares as it deems fit.

18.2 Notwithstanding Bylaw 18.1 above, an Eligible Person who is a non-executive director must not sell, transfer or assign the Shares obtained through the exercise of ESOS Options within one (1) year from the Offer Date pursuant to Rule 8.22 of the ACE Market Listing Requirements.

19. ADMINISTRATION

19.1 This Scheme shall be administered by the ESOS Committee comprising such persons as shall be appointed from time to time by the Board. The Board shall have the discretion as it deems fit to approve, rescind and/or revoke the appointment of any person in the ESOS Committee. The ESOS Committee shall be vested with such powers and duties as are conferred upon it by the Board to administer the Scheme in such manner as it shall in its discretion deem fit. The ESOS Committee may, for the purpose of administering the Scheme, do all acts and things and enter into any transactions, agreements, deeds, documents or arrangements, and make rules, regulations or impose terms and conditions or delegate part of its power relating to the Scheme which the ESOS Committee may in its discretion consider to be necessary or desirable for giving full effect to the Scheme.

19.2 Any decision or determination of the ESOS Committee made pursuant to the provisions of the Scheme (other than a matter to be certified and/or approved by the external auditors or the Advisers) shall be final, binding and conclusive (including for the avoidance of doubt, any decision pertaining to any dispute as to the interpretation of the Scheme or any rule, regulation or procedure hereunder or as to any rights under the Scheme). The ESOS Committee shall not be required to furnish any reason for any decision or determination made by it except as may be required by the relevant authorities.

19.3 If in consequence of an error or omission, the ESOS Committee discovers or determines that:

(a) an Eligible Person has not been given the opportunity to participate in the Scheme on any occasion; or

(b) the number of Share(s) comprised in any Option is found to be incorrect;

the ESOS Committee may subject to Bylaw 6.11 do all such acts and things to rectify such error or omission and ensure that the Eligible Person is given the opportunity to participate in the Scheme and/or the number of Share(s) under Option(s) is corrected.

19.4 The Scheme shall not impose on the Company, the Board, or the ESOS Committee or any of its members any liability whatsoever in connection with:

(i) the lapse of the ESOS pursuant to any provision of the Scheme;

(ii) the failure or refusal by the ESOS Committee to exercise, or the exercise by the ESOS Committee of, any discretion under the Scheme; and/or

(iii) any decision or determination of the ESOS Committee made pursuant to any provision of the Scheme.

20. AMENDMENT AND/OR MODIFICATION TO THE SCHEME

20.1 Subject to the compliance with the requirements of Bursa Securities and any other relevant authorities and their approvals being obtained (if required under the ACE Market Listing Requirements and applicable laws and regulations), the ESOS Committee may at any time and from time to time recommend to the Board any additions or amendments to or deletions of these Bylaws as it shall in its discretion think fit and the Board shall have the power by resolution to add to, amend or delete all or any of these Bylaws upon such recommendation **PROVIDED ALWAYS THAT** no additions or amendments to or deletions of these Bylaws shall be made which will:

(a) prejudice any rights then accrued to any Grantee without the prior consent or sanction of that Grantee;

(b) increase the number of Shares available under the Scheme beyond the maximum Shares set out in Bylaw 4 above;

(c) prejudice any rights of the shareholders of the Company without the prior approval of the Company's shareholders in a general meeting; or

(d) alter to the advantage of any Eligible Person in respect of any matters which are required to be contained in the Bylaws pursuant to Appendix 6E of the ACE Market Listing Requirements, without the prior approval of the Company's shareholders in a general meeting unless allowed otherwise by the provisions of the ACE Market Listing Requirements.

20.2 Any amendments/modifications to the Bylaws shall not contravene any of the provisions of the guidelines on employee share issuance schemes as stipulated under the ACE Market Listing Requirements and/or any other relevant regulatory authority in relation to an ESOS.

20.3 Upon amending and/or modifying all or any of the provisions of the Scheme, the Company shall within five (5) Market Days after the effective date of the amendments submit to Bursa Securities the amended Bylaws and a confirmation letter in the form required under the ACE Market Listing Requirements that the said amendment and/or modification complies and does not contravene any of the provisions of the ACE Market Listing Requirements and the Rules of Bursa Depository.

20.4 The Grantees shall be given written notices in the term and conditions prescribed by the ESOS Committee from time to time if any conditions, amendments to and/or modifications of these Bylaws within five (5) Market Days of any of the foregoing taking effect.

21. DISPUTES

21.1 In the event of a dispute between the ESOS Committee and an Eligible Person or Grantee as to any matter or thing of any nature arising hereunder, the ESOS Committee shall determine such dispute or difference by a written decision (other than a matter to be certified by the auditors or the Advisers) given to the Eligible Person or Grantee, as the case may be **PROVIDED THAT** where the dispute or difference is raised by a member of the ESOS Committee, the said member shall abstain from voting in respect of the decision of the ESOS Committee in that instance. The said decision of the ESOS Committee shall be final and binding on the parties. The ESOS Committee shall not be required to furnish any reasons for any decision or determination made by it except as may be required by the relevant authorities or by law. Notwithstanding anything herein to the contrary, any costs and expenses incurred in relation to any dispute or difference or appeal brought by any party to the ESOS Committee shall be borne by such party.

22. SCHEME NOT A TERM OF EMPLOYMENT

This Scheme shall not form part of or constitute or in any way be construed as a term or condition of employment of any employee. This Scheme shall not confer or be construed to confer on an Eligible Person any special rights or privileges over the Eligible Person's terms and conditions of employment in the Group under which the Eligible Person is employed or any rights additional to any compensation or damages that the Eligible Person may be normally entitled to arising from the cessation of such employment. The terms of employment or contract of service of an Eligible Person shall not be affected by his/ her participation in the Scheme.

23. COSTS AND EXPENSES

All fees, costs and expenses incurred in relation to the administration and management of the Scheme including but not limited to the fees, costs and expenses relating to the allotment and issuance of the new Shares and/or transfer from treasury shares pursuant to the exercise of any Option shall be borne by the Company. Notwithstanding this, the Grantee shall bear any fees, costs and expenses incurred in relation to his/her acceptance and exercise of the Option, loss of Option certificate(s), opening and maintaining of his/ her respective CDS Account and sale of Shares in the market.

24. CONSTITUTION

Notwithstanding the terms and conditions contained in these Bylaws, if a situation of conflict should arise between these Bylaws and the Constitution of the Company, the provisions of the Constitution of the Company shall prevail at all times save and except where such provisions of the Bylaws are included pursuant to the ACE Market Listing Requirements in which event such provisions of the Bylaws shall prevail.

25. INSPECTION OF AUDITED FINANCIAL STATEMENTS

All Grantees are entitled to inspect the latest audited financial statements of the Company during the normal office hours on any working day at the Registered Office of the Company.

26. TRANSFER FROM OTHER CORPORATIONS TO THE GROUP

In the event that:

(i) a Director or an Employee who was employed in a corporation which is not within the Group and is subsequently transferred from such corporation to any corporation within the Group; or

(ii) a Director or an Employee who was in the employment of a corporation which subsequently becomes a member of the Group as a result of a restructuring exercise or otherwise involving the Company and/or any corporation within the Group with any of the first mentioned company stated in (i) above;

(the first mentioned corporation in (i) and (ii) above are hereinafter referred to as the "**Previous Company**"), such a Director or an Employee of the Previous Company ("the **Affected Director/Employee**"), subject to Bylaw 7, will:

(a) be entitled to continue to exercise all such unexercised Option(s) which were granted to him/her under the Previous Company's ESOS in accordance with the Bylaws of such Previous Company's ESOS but he/she shall not, upon such transfer or restructuring or divestment as the case may be, be eligible to participate for further options of such Previous Company's ESOS; and/or

(b) be eligible to participate in the Scheme only for the remaining duration of the Scheme, subject to the ESOS Committee's approval; and/or

(c) if the Affected Director/Employee had participated in the Previous Company's ESOS, the number of Shares to be offered to such Affected Director/Employee under the Scheme shall be subject to the discretion of the ESOS Committee.

For the avoidance of doubt, in the event of any acquisition or incorporation of any corporation into the Group pursuant to part (ii) above as a subsidiary pursuant to Section 4 of the Act, the Scheme shall apply to the Directors and Employees of such corporation on the date such corporation becomes a subsidiary of the Group (provided that such subsidiary is not dormant) falling within the meaning of the expression of "Eligible Person" under these Bylaws.

27. DIVESTMENT FROM THE GROUP

27.1 If a Grantee who was in the employment of a corporation in the Group, which was subsequently divested wholly, or in part, from the Group, then such Grantee:

(i) may at the discretion of the ESOS Committee, be entitled to continue to exercise all such unexercised Option(s) which were granted and vested to him/her under the Scheme within a period of six (6) months from the date of completion of such divestment and within the Option Period, failing which the right of such Grantee to subscribe for that number of the Shares or any part of the Shares granted under such unexercised Option(s) shall automatically lapse upon the expiration of the said six (6)- month period (and within the Option Period) and be null and void and of no further force and effect; and

(ii) shall not be eligible to participate for further Option(s) under the Scheme. For the avoidance of doubt, where the Grantee was in the employment of a corporation in the Group and that Company was subsequently partially divested from the Group, which resulted in a subsequent holding of fifty percent (50%) or more by the Group, then such Grantee shall be entitled to all his/ her rights in relation to the unexercised Option(s) and he/ she shall be eligible for further participation of the Option(s) under the Scheme.

27.2 For the purpose of Bylaw 27.1, a corporation shall be deemed to be divested from the Group in the event that such corporation would no longer be a subsidiary of the Company pursuant to Section 4 of the Act.

28. TAKEOVER

Notwithstanding Bylaw 12 and subject to the provisions of any applicable statutes, rules, regulations and/or conditions issued by the relevant regulatory authorities, in the event of:

(a) a take-over offer being made for the Company, under the Malaysian Code on Take-Overs and Mergers 2016 and Rules on Take-overs, Mergers and Compulsory Acquisitions (or any replacement), to acquire the whole of the issued ordinary share capital of the Company (or such part not already held by the person making the take-over offer ("**Offeror**") or any persons acting in concert with the Offeror); or

(b) the Offeror becoming entitled or bound to exercise the right of compulsory acquisition of Shares under the provisions of any applicable statutes, rules and/or regulations and gives notice to the Grantees that it intends so to exercise such rights on a specific date ("**Specified Date**"); or

(c) the Company disposes of all or substantially all of its assets and the disposal becomes unconditional;

the ESOS Committee may at its discretion to the extent permitted by law permit the vesting of the Options and the Grantee(s) will be entitled, within such period to be determined by the ESOS Committee, to exercise all or any of his/her vested Options and the Directors shall use their best endeavours to procure that such a general offer be extended to the Options and Shares that may be issued pursuant to the Option(s) under these Bylaws.

In these circumstances, all Option(s) which the ESOS Committee permits to be vested and/or exercisable, shall automatically lapse and become null and void to the extent remain unvested and/or unexercised by the date prescribed by the ESOS Committee notwithstanding that the Option vesting date has not commenced or has not expired.

29. SCHEME OF ARRANGEMENT, AMALGAMATION AND RECONSTRUCTION

Notwithstanding Bylaw 12 and subject to the discretion of the ESOS Committee, in the event of the court sanctioning a compromise or arrangement between the Company and its members proposed for the purposes of, or in connection with, a scheme of arrangement and reconstruction of the Company under the Act or its amalgamation with any other company or companies under the Act, any Option shall remain exercisable by the Grantee at any time commencing from the date upon which the compromise or arrangement is sanctioned by the court and ending on the date upon which it becomes effective or such other date as the ESOS Committee may deem fit. Upon such date, all Options, to the extent unexercised shall automatically lapse and shall become null and void.

30. SUBSEQUENT EMPLOYEE SHARE ISSUANCE SCHEMES

Without limiting the right of the Company to implement more than one (1) ESOS during the duration of this Scheme as set out in Bylaw 4.3, the Company may establish a new ESOS after the Date of Expiry, subject to the approval of the relevant authorities and/or the shareholders of the Company.

31. NO COMPENSATION

31.1 A Grantee who ceases to hold office or employment shall not be entitled to any compensation for the loss of any right or benefit or prospective right or benefit under the Scheme which he/she might otherwise have enjoyed whether such compensation is claimed by way of damages for wrongful dismissal or other breach of contract or by way of compensation for loss of office.

31.2 No Eligible Person or Grantee or legal personal representatives shall bring any claim, action or proceeding against the Company or the Board or the ESOS Committee or any other party for compensation, loss or damages whatsoever and howsoever arising from the suspension of his/her rights to exercise his/her Option or his/her Option ceasing to be valid pursuant to the provisions of these Bylaws, as may be amended from time to time in accordance with Bylaw 20.

32. TAXES

All taxes (including income tax), if any, arising from the exercise of any Option under the Scheme shall be borne by the Grantee.

33. WINDING UP

All outstanding Options shall be automatically terminated in the event that a resolution is passed or a court order is made for the winding up of the Company.

34. SEVERABILITY

Any term, condition, stipulation or provision in these Bylaws which is illegal, void, prohibited or unenforceable shall be ineffective to the extent of such illegality, voidness, prohibition or unenforceability without invalidating the remaining provisions in these Bylaws, and any such illegality, voidness, prohibition or unenforceability shall not invalidate or render illegal, void or unenforceable any other term, condition, stipulation and provision herein contained.

35. GOVERNING LAW AND JURISDICTION

35.1 These Bylaws shall be governed and construed in accordance with the laws of Malaysia and the Grantee shall submit to the exclusive jurisdiction of the Courts of Malaysia in all matters connected with the obligations and liabilities of the parties hereto under or arising out of these Bylaws.

35.2 Any proceeding or action shall be instituted or taken in Malaysia and the Grantee irrevocably and unconditionally waives any objection on the ground of venue or forum non-convenience or any other grounds.

35.3 Any Offer made to the Eligible Persons pursuant to the Scheme is strictly made in Malaysia only and shall not be deemed to be made or offered in any country or jurisdiction other than Malaysia unless specifically mentioned otherwise by the ESOS Committee in the Offer.

35.4 In order to facilitate the making of an Offer under the Scheme, the Board may provide for such special terms and conditions to apply to such Offers to the Eligible Persons who are employed by a corporation within the Group in a particular jurisdiction or who are nationals of any particular jurisdiction that is outside Malaysia, as the Board may consider necessary or appropriate to accommodate differences in applicable law, tax policy or custom. Moreover, the Board may approve such supplements to or amendments or restatements of the Scheme as it may consider necessary or appropriate for such purposes, without thereby affecting the terms and conditions of the Scheme as they are in effect, and the secretary of the Company or any other appropriate officer of the Company may certify any such document as having or any other appropriate officer of the Company may certify such document as having been approved and adopted in the same manner as this Scheme. No such special terms, supplements or amendments however shall include any provision that is inconsistent with the terms and/or conditions of this Scheme as then in effect unless this Scheme could have been amended to eliminate such inconsistency.

36. NOTICE

36.1 Any notice or request which the Company is required to give, or may desire to give, to any Eligible Person or the Grantee pursuant to the Scheme shall be in writing and shall be deemed to be sufficiently given:

(a) if it is sent by ordinary post by the Company to the Eligible Person or the Grantee at the last address known to the Company as being his/her address, such notice shall be deemed to have been received three (3) Market Days after posting;

(b) if it is given by hand to the Eligible Person or the Grantee, such notice or request shall be deemed to have been received on the date of delivery;

(c) if it is sent by electronic media, including but not limited to electronic mail, to the Eligible Person or the Grantee, such notice or request shall be deemed to have been received upon confirmation or notification received after the sending of notice or request by the Company.

Any change of address of the Eligible Person or the Grantee shall be communicated in writing to the Company and the ESOS Committee.

36.2 Any certificate, notification or other notice required to be given to the Company or the ESOS Committee shall be properly given if sent by registered post or delivered by hand to the Company at its business address at BO3-C-12-01, Menara 3A, No. 3, Jalan Bangsar, KL Eco City, 59200 Kuala Lumpur, Federal Territory of Kuala Lumpur or any other business address which may be notified in writing by the ESOS Committee from time to time.

36.3 Notwithstanding Bylaw 36.1, where any notice is required to be given by the Company or the ESOS Committee under these Bylaws in relation to matters which may affect all Grantees or Eligible Persons, as the case may be, the Company or the ESOS Committee may give notice through an announcement to all Grantees, Eligible Persons and/or Employees of the Group to be made in such manner deemed appropriate by the ESOS Committee. Upon the making of such an announcement, the notice to be made under Bylaw 36.1 shall be deemed to be sufficiently given, served or made to all affected Grantee or Eligible Person, as the case may be.

37. DECISION OF ESOS COMMITTEE

37.1 Any decision made by the ESOS Committee under the Bylaws shall, save for any manifest or error, be final and binding.

THE REST OF THIS PAGE HAS BEEN INTENTIONALLY LEFT BLANK

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by the Board, and the Directors collectively and individually accept full responsibility for the accuracy of the information contained herein and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement herein misleading.

2. CONSENT

UOBKH, being the Principal Adviser for the Proposals, has given and has not subsequently withdrawn its written consent to the inclusion of its name and all references thereto in the form and context in which they appear in this Circular.

3. DECLARATION OF CONFLICT OF INTERESTS

UOBKH has given its written confirmation that, there is no situation of conflict of interests that exists or is likely to exist in relation to its role as the Principal Adviser to ECA for the Proposals.

4. MATERIAL LITIGATION, CLAIMS OR ARBITRATION

As at the LPD, the Group is not engaged in any material litigation, claims or arbitration either as plaintiff or defendant and the Board is not aware of any proceedings pending or threatened against the Group or of any facts likely to give rise to any proceedings which might materially or adversely affect the position or business of the Group.

5. MATERIAL COMMITMENT

As at the LPD, the Board confirms that there are no material commitments incurred or known to be incurred by the Group which may have a material impact on the financial results/ position of the Group.

6. CONTINGENT LIABILITIES

As at the LPD, the Board is not aware of any contingent liabilities incurred or known to be incurred by the ECA Group which, upon becoming enforceable, may have a material impact on the financial results/ position of the ECA Group.

7. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of ECA at E-10-4, Megan Avenue 1, 189, Jalan Tun Razak, 50400 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia, during normal business hours from Monday to Friday (except public holidays) from the date of this Circular up to and including the date of the forthcoming EGM of the Company:-

i. The Constitution of ECA;

ii. Audited consolidated financial statements of ECA Group for the past 2 financial years up to the FYE 31 October 2025 and the latest unaudited consolidated financial statements of ECA Group for the 6-month FPE 30 April 2026;

iii. The letter of consent and declaration of conflict of interest referred to in **Sections 2 and 3** above respectively; and

iv. The draft Bylaws, as set out in **Appendix I** of this Circular.

ECA INTEGRATED SOLUTION BERHAD
Registration No. 202101031471 (1431771-P)
(Incorporated in Malaysia)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting ("**EGM**") of ECA Integrated Solution Berhad ("**ECA**" or the "**Company**") will be held at Meeting Room 2, Level 1, Ixora Hotel Penang, 3096 Jalan Baru, Bandar Perai Jaya, 13600 Perai, Penang, Malaysia on Thursday, 20 August 2026 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:-

ORDINARY RESOLUTION 1

PROPOSED ESTABLISHMENT OF AN EMPLOYEES' SHARE OPTION SCHEME ("ESOS") OF UP TO 15% OF THE TOTAL NUMBER OF ISSUED SHARES OF ECA (EXCLUDING TREASURY SHARES, IF ANY) AT ANY POINT IN TIME OVER THE DURATION OF THE ESOS TO THE ELIGIBLE DIRECTORS AND EMPLOYEES OF ECA AND ITS SUBSIDIARIES ("PROPOSED ESOS")

"THAT subject to the approvals of all relevant regulatory authorities being obtained (where applicable), and to the extent permitted by law and the Constitution of the Company, approval be and is hereby given for the Board of Directors of ECA ("**Board**") to:-

i. establish, implement and administer the Proposed ESOS during the duration of the Proposed ESOS for the eligible Directors and employees of ECA and its subsidiaries (excluding subsidiaries which are dormant, if any) ("**ECA Group**" or the "**Group**") who fulfil the eligibility criteria ("**Eligible Persons**") in accordance with the provisions of the Bylaws governing the rules, terms and conditions of the Proposed ESOS ("**Bylaws**"), a draft of which is set out in Appendix I of the circular to the shareholders of ECA dated 4 August 2026 in relation to the Proposed ESOS ("**Circular**");

ii. determine the exercise price of the ESOS options based on the terms and conditions set out in the Bylaws;

iii. allot and issue new ordinary shares in ECA ("**ECA Share(s)**" or "**Share(s)**") under the Proposed ESOS, and/ or transfer such number of ECA Shares from time to time to the Eligible Persons as may be required in connection with the implementation of the Proposed ESOS, provided that the total number of such ECA Shares to be issued under the Proposed ESOS shall not in aggregate exceed 15% of the total number of issued Shares (excluding treasury shares, if any) in the Company at any point in time over the duration of the Proposed ESOS;

   Any new ECA Shares to be allotted and issued shall, upon allotment and issuance, rank equally in all respects with the existing ECA Shares save and except that such ECA Shares will not be entitled to any dividends, rights, allotments and/or any other forms of distributions that may be declared, made or paid to shareholders where the entitlement date of which precedes the relevant date of issuance and allotment of such ECA Shares.

   Any transfer of any existing ECA Shares by the Company (vide treasury shares) under the Proposed ESOS, shall be subject to the provisions of the Constitution of ECA and rank in full for all entitlements, including dividends or other distributions declared or recommended in respect of the existing ECA Shares, the record date for which is on or after the date on which the ECA Shares are transferred to the Central Depository System accounts of the Proposed ESOS participants and shall in all other respects rank equally with other existing ECA Shares in issue;

iv. add, amend, modify and/ or delete all or any part of the terms and conditions as set out in the Bylaws governing the Proposed ESOS from time to time provided that such addition, amendment, modification and/ or deletion are effected in accordance with the provisions of the Bylaws, and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Proposed ESOS;

v. do all things necessary and make the necessary applications to Bursa Malaysia Securities Berhad ("**Bursa Securities**") for the listing of and quotation for new ECA Shares that may, hereafter from time to time, be allotted and issued under the Proposed ESOS; and

vi. to appoint and authorise a committee ("**ESOS Committee**") by which the Proposed ESOS will be administered in accordance with the Bylaws by the said ESOS Committee, who will be responsible for, amongst others, implementing and administering the Proposed ESOS. The members of the ESOS Committee shall comprise such number of Directors and/ or senior management personnel of the Group to be identified from time to time.

THAT the Board be and is hereby authorised to give effect to the Proposed ESOS with full power to assent to any conditions, modifications, variations and/ or amendments in any manner as may be required by the relevant authorities and to deal with all matters relating thereto and to take all such steps and do all acts, deeds and things as they may consider necessary and/ or expedient to implement, finalise and give full effect to the Proposed ESOS;

THAT pursuant to Section 85 of the Companies Act 2016 ("**Act**"), 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 to the Eligible Persons pursuant to the Proposed ESOS;

AND THAT the draft Bylaws as set out in Appendix I of the Circular and which is in compliance with the ACE Market Listing Requirements of Bursa Securities ("**Listing Requirements**"), be and is hereby approved and adopted."

ORDINARY RESOLUTIONS 2 TO 9

PROPOSED ALLOCATION OF ESOS OPTIONS TO THE ELIGIBLE DIRECTORS AND CHIEF EXECUTIVE OF ECA UNDER PROPOSED ESOS ("PROPOSED ALLOCATION")

"THAT, subject to the passing of the Ordinary Resolution 1 and the approvals of the relevant authorities being obtained, approval be and is hereby given to the Board to authorise the ESOS Committee, at any time and from time to time throughout the duration of the Proposed ESOS, to offer and grant to each of the following persons:-

No.	Name	Ordinary Resolutions
i.	Tan Sri Abd Rahman bin Mamat (Independent Non-Executive Chairman)	Resolution 2
ii.	Chua Lye Hock (Executive Director / Chief Executive Officer / Chief Operating Officer)	Resolution 3
iii.	Ooi Chin Siew (Executive Director)	Resolution 4
iv.	Dato' Dr. Shanmughanathan A/L Vellanthurai (Independent Non-Executive Director)	Resolution 5
v.	Masleena binti Zaid (Independent Non-Executive Director)	Resolution 6
vi.	Mary Low Shwee Hoon (Non-Independent Non-Executive Director)	Resolution 7
vii.	Teo Chee Lian @ Teo Chee Liang (Independent Non-Executive Director)	Resolution 8
viii.	Kang Ewe Kheng (Major Shareholder / Head of Design & Development (Senior Vice President))	Resolution 9

Provided always that:-

i. he/ she does not participate in the deliberation or discussion of his/ her own allocation;

ii. not more than 10% of the new ECA Shares which may be made available under the Proposed ESOS shall be allocated to him/ her, if he/ she, either singly or collectively through persons connected to him/ her, holds 20% or more of the total number of issued shares of ECA (excluding treasury shares), if any;

iii. not more than 50% of the total number of ECA Shares which may be made available under the Proposed ESOS shall be allocated to the Directors and senior management (As determined by the ESOS Committee from time to time) of the Group (excluding subsidiary companies which are dormant); and

iv. subject always to such terms and conditions and/ or any adjustments which may be made in accordance with the provisions of the Bylaws, the Listing Requirements, or any prevailing guidelines issued by Bursa Securities or any other relevant authority, as amended from time to time;

THAT pursuant to Section 85 of the Act, approval be and is hereby given to waive the statutory pre-emptive rights 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 to the above Directors of ECA Group pursuant to the Proposed ESOS;

AND THAT subject always to such terms and conditions and/ or adjustments which may be made in accordance with the Bylaws, the Board be and is hereby authorised to take such steps as necessary or expedient to implement, finalise or to give full effect to the Proposed Allocation with full power to assent to any terms, conditions, modifications, variations and/ or amendments as may be imposed and/ or permitted by the relevant authorities."

ORDINARY RESOLUTION 10

PROPOSED PRIVATE PLACEMENT OF UP TO 20% OF THE TOTAL NUMBER OF ISSUED SHARES OF ECA (EXCLUDING TREASURY SHARES, IF ANY) TO THIRD PARTY INVESTORS TO BE IDENTIFIED LATER AT AN ISSUE PRICE TO BE DETERMINED LATER AND ANNOUNCED LATER ("PROPOSED 20% PRIVATE PLACEMENT")

"**THAT** subject to the passing of Ordinary Resolution 10 and subject to all approvals being obtained from the relevant authorities and/ or parties, approval be and is hereby given to the Board to issue and allot up to 146,497,227 new Shares, representing approximately 20% of the existing total number of ECA Shares ("**Placement Share(s)**") to third party investor(s) to be identified later at an issue price to be determined later by the Board upon such terms and conditions as disclosed in the Circular.

THAT pursuant to Section 85 of the Act, approval be and is hereby given to waive the statutory pre-emptive rights of the existing shareholders of the Company to be offered new Shares ranking equally to the existing issued ECA Shares arising from any allotment and issuance of new Shares pursuant to the Proposed 20% Private Placement.

THAT the issue price of the Placement Shares will be determined based on a discount of not more than 20% to the 5-day volume-weighted average market price of the Shares up to and including the last trading day immediately preceding the Price-Fixing Date.

THAT the Directors be and are hereby authorised to utilise the proceeds to be derived from the Proposed 20% Private Placement for such purposes as set out in the Circular and the Board be and is hereby authorised with full power to vary the manner and/ or purpose of the utilisation of such proceeds from the Proposed 20% Private Placement in the manner as the Board may deem fit, necessary and/ or expedient, subject (where required) to the approval of the relevant authorities and in the best interest of the Company.

THAT such Placement Shares will, upon allotment and issuance, rank equally in all respects with the existing ECA Shares, save and except that the Placement Shares will not be entitled to any dividends, rights, allotments and/ or any other forms of distribution where the entitlement date precedes the relevant date of allotment and issuance of the Placement Shares.

THAT the Directors be and are hereby empowered and authorised to do all acts, deeds and things and to execute, sign, deliver and cause to be delivered on behalf of the Company all such documents and/ or arrangements as may be necessary to give effect and complete the Proposed 20% Private Placement and to assent to any conditions, modifications, variations and/ or amendments in any manner as may be required by the relevant authorities or as the Directors may deem necessary in the best interest of the Company and to take such steps as they may deem appropriate, necessary and/ or expedient in order to implement, finalise, give full effect and to complete the Proposed 20% Private Placement.

AND THAT this resolution constitutes a specific approval for the issuance of securities in the Company contemplated herein and shall continue to be in full force and effect until all Placement Shares to be issued pursuant to or in connection with the Proposed 20% Private Placement have been duly allotted and issued in accordance with the terms of the Proposed 20% Private Placement."

By Order of the Board,

CHIN WAI YI (MAICSA 7069783) (SSM PC NO. 202008004409)
Company Secretary

Kuala Lumpur
4 August 2026

Notes:-

i. *A member of the Company who is entitled to attend, speak and vote at this EGM 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*

ii. *Where a member appoints more than one (1) proxy to attend and vote at the EGM, the appointment shall be invalid unless he(she) specifies the proportion of his(her) holdings to be represented by each proxy.*

iii. *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 securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*

iv. *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.

v. *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.*

vi. *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, GAP Advisory Sdn. Bhd. at E-10-4, Megan Avenue 1, 189, Jalan Tun Razak, 50400 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia or email to ir.shareregistry@gapadvisory.my not less than forty eight (48) hours before the time appointed for holding the EGM (no later than 18 August 2026 at 10.00 a.m.) or at any adjournment thereof, and in default the instrument of proxy shall not be treated as valid.*

vii. *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.*

viii. *In respect of deposited securities, only members whose names appear in the Record of Depositors on 13 August 2026 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at this EGM.*

ix. *Any alteration in the Proxy Form must be initialed.*

x. *Pursuant to Rule 8.31A(1) of the Listing Requirements, all the resolutions set out in the Notice of EGM 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 EGM and/ or any adjournment thereof, a member of the Company:

i. consents to the collection, use and disclosure 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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");

ii. warrants that the member has obtained the prior consent of such proxy(ies) and/or representative(s) to the Company (or its agents) for the Purposes; and

iii. 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.

PROXY FORM

ECA INTEGRATED SOLUTION BERHAD
Registration No. 202101031471 (1431771-P)
(Incorporated in Malaysia)

Number of Shares Held	
CDS Account No.	

I/We,____NRIC/Passport/Registration No.__________
(FULL NAME IN BLOCK LETTERS)

of____
(FULL ADDRESS)

contact no. ____________________email address ___________________________being a member/ members of **ECA INTEGRATED SOLUTION BERHAD** ("**ECA**" or the "**Company**") hereby appoint the person(s) below as my/ our proxy(ies) to vote for me/ us and on my/ our behalf at the Extraordinary General Meeting ("**EGM**") of the Company which will be held at Meeting Room 2, Level 1, Ixora Hotel Penang, 3096 Jalan Baru, Bandar Perai Jaya, 13600 Perai, Penang, Malaysia on Thursday, 20 August 2026 at 10.00 a.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modification the following resolutions.

IMPORTANT NOTE:
Please (i) tick [✓] either **ONE** of the option (a) or (b) for the number of proxy which you wish to appoint, (ii) complete the details of your proxy/ proxies and the proportion of your shareholding to be represented (if applicable), (iii) please tick [✓] option (c) if you would like to appoint the Chairman of the EGM as the proxy or failing the proxy to vote on your behalf and (iv) sign or execute this form.

Option		Name of proxy(ies)	NRIC/ Passport No.	Email Address & Phone Number	Proportion of shareholding to be represented
(a)		**Appoint ONE proxy only** *(Please complete details of proxy below)*			
					100%
(b)		**Appoint MORE THAN ONE proxy** *(Please complete details of proxies below)*			
Proxy 1					%
Proxy 2					%
					100%
(c)		**The Chairman of the EGM as my/ our proxy and/or failing the above proxy**			

to vote for me/ us on my/ our behalf at the EGM of the Company and my/ our proxy/ proxies is/ are to vote as indicated below:

Please indicate with an "X" in the appropriate box provided to indicate how you wish your vote to be cast. If you do not indicate how you wish your proxy to vote on the Resolution, the proxy shall vote at his/ her discretion, or abstain from voting as the proxy thinks fit.

NO.	RESOLUTIONS	FOR		AGAINST	
		PROXY 1	PROXY 2	PROXY 1	PROXY 2
Ordinary Resolution 1	Proposed Establishment of an Employees' Share Option Scheme ("**ESOS**") of up to 15% of the total number of issued shares of ECA (excluding Treasury Shares, if any) at any point in time over the duration of the ESOS to the eligible Directors and Employees of ECA and its subsidiaries ("**Proposed ESOS**")				
Ordinary Resolution 2	Proposed Allocation of ESOS Options to the eligible Directors and Chief Executive of ECA under Proposed ESOS ("**Proposed Allocation**") - Tan Sri Abd Rahman bin Mamat (Independent Non-Executive Chairman)				

NO.	RESOLUTIONS	FOR		AGAINST	
Ordinary Resolution 3	Proposed Allocation - Chua Lye Hock (Executive Director / Chief Executive Officer / Chief Operating Officer)				
Ordinary Resolution 4	Proposed Allocation - Ooi Chin Siew (Executive Director)				
Ordinary Resolution 5	Proposed Allocation - Dato' Dr. Shanmughanathan A/L Vellanthurai (Independent Non-Executive Director)				
Ordinary Resolution 6	Proposed Allocation - Masleena binti Zaid (Independent Non-Executive Director)				
Ordinary Resolution 7	Proposed Allocation - Mary Low Shwee Hoon (Non-Independent Non-Executive Director)				
Ordinary Resolution 8	Proposed Allocation - Teo Chee Lian @ Teo Chee Liang (Independent Non-Executive Director)				
Ordinary Resolution 9	Proposed Allocation - Kang Ewe Kheng (Major Shareholder / Head of Design & Development (Senior Vice President))				
Ordinary Resolution 10	Proposed Private Placement of up to 20% of the total number of issued shares of ECA (excluding Treasury Shares, if any) to third party investors to be identified later at an issue price to be determined later and announced later ("**Proposed 20% Private Placement**")				

Dated this _____ day of ___________ 2026

____
Signature / Common Seal of Shareholder

Contact No: _________________________

Notes:-

i. *A member of the Company who is entitled to attend, speak and vote at this EGM 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*

ii. *Where a member appoints more than one (1) proxy to attend and vote at the EGM, the appointment shall be invalid unless he(she) specifies the proportion of his(her) holdings to be represented by each proxy.*

iii. *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 securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.*

iv. *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.

v. *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.*

vi. *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, GAP Advisory Sdn. Bhd. at E-10-4, Megan Avenue 1, 189, Jalan Tun Razak, 50400 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia or email to ir.shareregistry@gapadvisory.my not less than forty eight (48) hours before the time appointed for holding the EGM (no later than 18 August 2026 at 10.00 a.m.) or at any adjournment thereof, and in default the instrument of proxy shall not be treated as valid.*

vii. *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.*

viii. *In respect of deposited securities, only members whose names appear in the Record of Depositors on 13 August 2026 (General Meeting Record of Depositors) shall be eligible to attend, speak and vote at this EGM.*

ix. *Any alteration in the Proxy Form must be initialed.*

x. *Pursuant to Rule 8.31A(1) of the Listing Requirements, all the resolutions set out in the Notice of EGM 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 EGM and/ or any adjournment thereof, a member of the Company:

i. 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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**");

ii. 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

iii. 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.

Fold this flap for sealing

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AFFIX
STAMP

The Share Registrar of
ECA INTEGRATED SOLUTION BERHAD
Registration No. 202101031471 (1431771-P)
E-10-4, Megan Avenue 1,
189, Jalan Tun Razak,
50400 Kuala Lumpur
W.P. Kuala Lumpur
Malaysia

Then fold here