



ECA INTEGRATED SOLUTION BERHAD

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Third Annual General Meeting ("3rd AGM") of ECA Integrated Solution Berhad ("Company") will be conducted virtually from the broadcast venue at E-10-4, Megan Avenue 1, 189, Jalan Tun Razak, 50400 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia on Friday, 29 March 2024 at 9.00 a.m. or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications the following resolutions:

AGENDA

Ordinary Business:

- | | |
|--|---|
| 1. To receive the Audited Financial Statements for the financial year ended 31 October 2023 together with Reports of the Directors' and the Auditors' thereon. | Please refer to Explanatory Note 1 |
| 2. To re-elect Mr Ooi Chin Siew as Director in accordance with Clause 95 of the Constitution of the Company. | Ordinary Resolution 1 |
| 3. To re-elect Mr Chua Lye Hock as Director in accordance with Clause 95 of the Constitution of the Company. | Ordinary Resolution 2 |
| 4. To approve the payment of Directors' fees and benefits payable to the Non-Executive Directors of the Company and its subsidiaries up to an aggregate amount of RM400,000.00 per annum until the next Annual General Meeting of the Company. | Ordinary Resolution 3 |
| 5. To re-appoint Messrs Kreston John & Gan as Auditors of the Company and to authorise the Directors to fix their remuneration. | Ordinary Resoluk 4 |

Special Business:

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

- | | |
|--|------------------------------|
| 6. AUTHORITY UNDER SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016 FOR THE DIRECTORS TO ALLOT SHARES OR GRANT RIGHTS | Ordinary Resolution 5 |
|--|------------------------------|
- "THAT pursuant to Sections 75 and 76 of the Companies Act 2016, the Directors be and are hereby empowered to allot and issue shares in the Company, at any time, at such price, upon such terms and conditions, for such purpose and to such person or persons whomsoever as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares to be issued does not exceed ten per centum (10%) of the total issued shares/total number of voting shares of the Company (excluding treasury shares) at the time of issue.

THAT pursuant to Section 85 of the Companies Act 2016, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company to be offered new shares of the Company ranking equally to the existing issued Company's shares arising from any issuance of new Company's shares pursuant to Sections 75 and 76 of the Companies Act 2016.

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

- | | |
|---|------------------------------|
| 7. PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE ("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE") | Ordinary Resolution 6 |
|---|------------------------------|

"THAT subject to the provisions of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and its subsidiaries ("ECA Group") to enter into all arrangements and/or transactions involving the interest of Directors, major shareholders or persons connected with the Directors and/or major shareholders of ECA Group as specified in the Circular to Shareholders dated 29 February 2024 provided that such transactions are:

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

THAT such approval shall continue to be in force until:

- the conclusion of the next Annual General Meeting of the Company at which it will lapse, unless by an ordinary resolution passed at that meeting, the authority is renewed; or
- the expiration of the period within which the next Annual General Meeting after the date it is required to be held pursuant to Section 340(2) of the Companies Act 2016 (but must not extend to such extension as may be allowed pursuant to Section 340(4) of the Companies Act 2016); or
- revoked or varied by resolution passed by the shareholders in a general meeting.

whichever is earlier;

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

- | | |
|--|--|
| 8. To transact any other business that may be transacted at an annual general meeting of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company. | |
|--|--|

BY ORDER OF THE BOARD

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

Kuala Lumpur
Date : 29 February 2024

Explanatory Notes on Ordinary and Special Businesses:

1. Item 1 of the Agenda

Agenda item no. 1 is meant for discussion only as the provisions of Section 340 of the Companies Act 2016 does not require a formal approval of shareholders for the Audited Financial Statements. Hence, this item on the Agenda is not put forward for voting.

2. Items 2 and 3 of the Agenda

The Nomination Committee ("NC") have considered the performance and contribution of each of the retiring Directors and have also assessed the independence of the Independent Non-Executive Directors seeking for re-election.

Based on the results of the Board Evaluation conducted for the financial year ended 31 October 2023, the performance of each of the retiring Directors was found to be satisfactory. In addition, each of the retiring Directors had provided their annual declaration/confirmation on their fitness and propriety as well as independence, where applicable.

Based on the recommendation of the NC, the Board supports the re-election of the Directors based on the following justifications:

Mr Ooi Chin Siew : The Board believes that Mr Ooi Chin Siew brings significant value to the Board with over 31 years of experience and knowledge in the machine design and engineering-related field.

Mr Chua Lye Hock : With approximately 32 years in the machine design and engineering related field, the Board believes his extensive experience is hugely beneficial to the Company and essential in overseeing the overall production development and operations of the Group.

The Board endorsed the NC's recommendation that the above Directors who retire in accordance with Clause 95 of the Constitution, are eligible to stand for re-election. The retiring Directors had abstained from deliberations and decisions on their own eligibility and suitability on their re-election at the relevant Board meetings. The profiles of these Directors are set out in the Company's Annual Report for the financial year ended 31 October 2023.

The retiring Directors will abstain from voting on the resolution in respect of their re-election at the 3rd AGM.

3. Item 6 of the Agenda

The Ordinary Resolution 5 proposed under item 6 of the Agenda is to seek the shareholders' approval of a new general mandate for issuance of shares by the Company under Sections 75 and 76 of the Companies Act 2016. The mandate, if passed, will provide flexibility for the Company and empower the Directors to allot and issue new shares speedily in the Company up to an amount not exceeding in total ten per centum (10%) of the issued share capital of the Company for purpose of funding the working capital or strategic development of the Group. This would eliminate any delay arising from and cost involved in convening a general meeting to obtain approval of the shareholders for such issuance of shares. This authority, unless revoked or varied by the Company at a general meeting, will expire at the next Annual General Meeting of the Company.

The waiver of pre-emptive rights pursuant to Section 85 of the Companies Act 2016 will allow the Directors of the Company to issue new shares of the Company which rank equally to existing issued shares of the Company, to any person without having to offer new shares to all the existing shareholders of the Company prior to issuance of new shares in the Company under the general mandate.

4. Item 7 of the Agenda

The proposed Ordinary Resolution 6, if passed, will enable the Company and its subsidiaries to enter into recurrent related party transactions in the ordinary course of business and the necessity to convene separate general meetings from time to time to seek shareholders' approval as and when such recurrent related party transactions occur would not arise. This would reduce substantial administrative time, inconvenience and expenses associated with the convening of such meetings, without compromising the corporate objectives of the Company or adversely affecting the business opportunities available to the Company. The shareholders' mandate is subject to renewal on an annual basis.

Please refer to the Circular to Shareholders dated 29 February 2024 for further information.

Notes:

- The 3rd AGM of the Company will be conducted virtually from the broadcast venue at E-10-4, Megan Avenue 1, 189, Jalan Tun Razak, 50400 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia on Friday, 29 March 2024 at 9.00 a.m. or at any adjournment thereof. Shareholders of the Company are required to register for the 3rd AGM not less than forty eight (48) hours before the time appointed for holding the meeting or at any adjournment thereof. (Please follow the procedures as stipulated in the Administrative Details).

- A member of the Company who is entitled to attend, speak and vote at this 3rd AGM may appoint a proxy to attend, speak and vote on his/her behalf. A proxy may but need not be a member of the Company, and a member may appoint any person to be his/her proxy without limitation.

- Where a member appoints more than one (1) proxy to attend and vote at the same 3rd AGM, the appointment shall be invalid unless he/she specifies the proportion of his/her holdings to be represented by each proxy.

- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depository) Act, 1991 ("SICDA"), he/she may appoint one (1) proxy in respect of each security account it holds with ordinary shares of the Company standing to the credit of the said security account.

- Where a member of the Company is an exempt authorised nominee holding ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.

An exempt authorised nominee refers to an authorised nominee defined under the SICDA who is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

- The instrument appointing a proxy shall be in writing by the appointer or an attorney duly authorised in writing or, if the appointer is a corporation, whether under its seal or by an officer or attorney duly authorised.

- The instrument appointing either a proxy, a power of attorney or other authorities, where it is signed or certified by a notary as a true copy shall be deposited at the registered office 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 not less than forty eight (48) hours before the time appointed for holding the 3rd AGM (no later than Wednesday, 27 March 2024 at 9:00 a.m.) or at any adjournment thereof, and in default the instrument of proxy shall not be treated as valid.

Alternatively, individual shareholders may choose to submit an electronic Proxy Form using the RPV facilities at <https://eca-agm.digerati.com.my> or e-mail to support@digerati.com.my, no later than Wednesday, 27 March 2024 at 9:00 a.m. or at any adjournment of the virtual meeting. Please refer to the Administrative Details to Shareholders for the procedures to submit the electronic proxy form.

- The right of foreigners to vote in respect of deposited securities is subject to Sections 41(1)(e) and 41(2) of the Securities Industry (Central Depositories) Act, 1991; the Securities Industry (Central Depositories) (Foreign Ownership) Regulations 1996 and the Constitution of the Company.

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 21 March 2024 (General Meeting Record of Depositors) Form be eligible to attend, speak and vote at this 3rd AGM.

- Any alteration in the Proxy Form must be initiated.

- Pursuant to Rule 8.31A(1) of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, all the resolution set out in the Notice of 3rd AGM will be put to the vote by poll.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 3rd AGM and/ or any adjournment thereof, a member of the Company:

- consents to the collection, use and disclose of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the 3rd AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 3rd AGM (including any adjournment thereof), and in order for the Company (or its agent) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes");
- warrants that the member has obtained the prior consent of such proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies), and/or representative(s) for the Purposes; and
- agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses, and damages as a result of the member's breach of warranty.



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

**ADMINISTRATIVE DETAILS FOR THE VIRTUAL
THIRD ANNUAL GENERAL MEETING**

Type of General Meeting	: Third Annual General Meeting ("3rd AGM")
Date	: Friday, 29 March 2024
Time	: 9.00 a.m. or at any adjournment thereof
Broadcast Venue	: E-10-4, Megan Avenue 1, 189, Jalan Tun Razak, 50400 Kuala Lumpur, W.P. Kuala Lumpur, Malaysia

The 3rd AGM of ECA Integrated Solution Berhad ("ECA" or the "Company") will be held and conducted virtually through live streaming and online remote voting using Remote Participation and Voting ("RPV") facilities provided via Digerati Technologies Sdn. Bhd. at <https://eca-agm.digerati.com.my>. The Broadcast Venue is strictly for the purpose of complying with Section 327(2) of the Companies Act 2016 which requires the Chairman of the meeting to be present at the main venue of the meeting. Members will not be allowed to physically present at the 3rd AGM in person at the Broadcast Venue on the day of the meeting.


Kindly note that the quality of the live streaming is highly dependent on the bandwidth and stability of the internet connection of the participants (shareholders and proxies). Hence, you are to ensure that internet connectivity throughout the duration of the meeting is maintained.

ENTITLEMENT TO PARTICIPATE AND VOTE REMOTELY

Shareholders whose names appear on the Record of Depositors ("ROD") as at 21 March 2024 shall be eligible to attend, participate and vote remotely in the meeting, or appoint proxy(ies)/ the Chairman of the general meeting to attend, participate and/or vote on his/her behalf.

PROCEDURES TO PARTICIPATE IN RPV

Participants who wish to participate the 3rd AGM remotely using RPV is required to follow the following procedures:

Step	Action	Procedure
A	To register as a user at website: https://eca-agm.digerati.com.my 	<ul style="list-style-type: none">● Click 'Register' to sign up as new user.● Upload your identity documents.● Complete & submit your registration.● Verify your email at your mailbox to complete the registration.● You will be notified upon successful or rejected registration.● You may pose your question, if any, to the Chairman/Board using the website.● Within three (3) days before the AGM, you will be notified with login credentials to join the meeting upon approval.

ADMINISTRATIVE DETAILS

3rd Annual General Meeting of ECA Integrated Solution Berhad

		<p>*Note:</p> <ul style="list-style-type: none">- Please check your spam mailbox if you do not receive emails from us- Registered user and proxy may skip this step.- Identity documents will be deleted after registration.
B	To appoint proxy or corporate representative at website (optional)	<ul style="list-style-type: none">● Login your registered account at website.● Select “ECA 3rd AGM”.● Fill up the information to appoint proxy(s).● Closing time for appointment is 48 hours prior to the meeting. No request will be entertained after closing time.● Within three (3) days before the AGM, you and your proxy(s) will be notified upon the approval or rejection of RPV.
C	On the day of AGM	<ul style="list-style-type: none">● Access the meeting through the link on the website or received in the email.● If you have any question for the Chairman/Board, you may use the Q&A section to text your question.● Submit your voting within a specific period once the Chairman announces that the voting is open.● Voting will be closed upon the expiry of the voting period.● Broadcast will be terminated upon the announcement of the poll result by the Chairman.

ADDITIONAL INFORMATION

Voting Procedure

Pursuant to Rule 8.31A of the ACE Market Listing Requirements of Bursa Malaysia Securities Berhad, voting at the 3rd AGM will be conducted by poll. Poll administrator and Independent Scrutineers will be appointed to conduct the polling process and verify the results of the poll respectively.

RPV for Authorised Nominee and Exempt Authorised Nominee

Write in to support@digerati.com.my by providing the name of Member, CDS Account Number accompanied with the Proxy Form to submit the request.

No Door Gift or e-Voucher or Food Voucher

There will be no door gift or e-Voucher or food voucher given at this 3rd AGM.

No recording or photography

Please note that no recording or photography of the 3rd AGM proceedings is allowed.

Enquiry

If you have any enquiry in relation to registration, logging in and system related, please contact the Technical Support:

Technical Support : Digerati Technologies Sdn. Bhd.
Tel No. : +6011-6338 8316
Email : support@digerati.com.my