

**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, solicitor, accountant, bank manager or other professional adviser immediately.

Bursa Malaysia Securities Berhad (“**Bursa Securities**”) has not perused the content of this Circular prior to its issuance as it is exempt Circular pursuant to the provisions of Rule 2.1 of Guidance Note 22 of the ACE Market Listing Requirements of Bursa Securities.

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)]

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE**

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE FOR THE RECURRENT RELATED PARTY TRANSACTIONS OF A REVENUE OR TRADING NATURE  
("PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE")**

The resolution in respect of the above will be tabled as Special Business at the Third Annual General Meeting (“**3rd AGM**”) of ECA Integrated Solution Berhad (“**ECA**” or “**the Company**”), which 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. The resolution pertaining to the above proposal is set out in the Notice of the 3rd AGM which is attached in the Annual Report 2023 and is also available to be downloaded from the Company’s website at [www.eca.com.my](http://www.eca.com.my).

A member of the Company is entitled to attend, participate and vote at the 3rd AGM is 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 lodged 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 for holding the 3rd AGM or any adjournment thereof. Alternatively, individual shareholder(s) may submit an electronic Proxy Form using the RPV facilities at <https://eca-agm.digerati.com.my> or email to [support@digerati.com.my](mailto:support@digerati.com.my), not less than forty-eight (48) hours before the time for holding the 3rd AGM or any adjournment thereof. The lodging of the Proxy Form shall not preclude you from attending, participating and voting remotely in person at the 3rd AGM should you subsequently wish to do so, but if you do, your proxy or proxies shall be precluded from attending the 3rd AGM.

Date and time of the 3rd AGM : Friday, 29 March 2024 at 9:00 a.m.

Last day and time for lodging the proxy form : Wednesday, 27 March 2024 at 9:00 a.m.

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## DEFINITIONS

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

Act	: The Companies Act 2016, as amended from time to time and all regulations made thereunder and any re-enactment thereof
AGM	: Annual General Meeting
ARMC	: Audit and Risk Management Committee of ECA
Board	: The Board of Directors of ECA
Bursa Securities	: Bursa Malaysia Securities Berhad [Registration No. 200301033577 (635998-W)]
Circular	: Circular to Shareholders in relation to the Proposed Renewal of Shareholders Mandate
Director(s)	: Shall have the meaning given in Section 2(1) of the Capital Market and Services Act, 2007 and for the purpose of this Circular, includes any person who is or was within the preceding six (6) months of the date on which the terms of the transactions were agreed upon, a director or a chief executive of ECA (or any other company which is its subsidiary or holding company)
ECA Automation	: ECA Advance Automation Sdn. Bhd. [Registration No. 200501036751 (718899-D)]
ECA Skytech	: ECA Skytech Solutions Sdn. Bhd. [Registration No. 202301008838 (1502759-H)]
ECA Solutions	: ECA Advanced Solutions Sdn. Bhd. [Registration No. 201601018737 (1189673-V)]
ECA or the Company	: ECA Integrated Solution Berhad [Registration No. 202101031471 (1431771-P)]
Listing Requirements	: ACE Market Listing Requirements of Bursa Securities and any amendments from time to time
LPD	: 1 February 2024, being the latest practicable date prior to the printing and despatch of this Circular

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## DEFINITIONS (CONT'D)

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Major Shareholder(s) : Means a person who has an interest or interests in one or more voting shares in ECA and the total number of that share, or the aggregate of the total number of those shares, is:-

(a) 10% or more of the total number of voting shares in ECA; or

(b) 5% or more of the total number of voting shares in ECA where such person is the largest shareholder of ECA

For the purpose of this definition, "interest in shares" has the same meaning given in Section 8 of the Act

A major shareholder includes any person who is or was within the preceding six (6) months of the date on which the terms of the transaction were agreed upon, a major shareholder of ECA or any other company which is its subsidiary or holding company

Person(s) Connected : Shall have the same meaning given in Rule 1.01 of the Listing Requirements

Recurrent Related Party Transaction(s) or RRPT(s) : Related Party Transaction(s) involving recurrent transactions of a revenue or trading nature that are necessary for the day-to-day operations and are in the ordinary course of business of the Group

Related Party(ies) : Director(s), Major Shareholder(s) or Person(s) connected with such Director or Major Shareholder

Related Party Transaction(s) or RPT(s) : Transaction(s) entered into by the Group which involve(s) the interest, direct or indirect, of the Related Party(ies)

RM and sen : Ringgit Malaysia and sen, respectively

Proposed Renewal of Shareholders' Mandate : Proposed Renewal of Existing Shareholders' Mandate for the Group's RRPTs

The Group : The Company and its subsidiaries

All references to "**our Company**" in this Circular are to the Company, and references to "**our Group**" are to our Company, our subsidiaries and joint ventures. References to "**we**", "**us**", "**our**" and "**ourselves**" are to our Company, and where the context otherwise requires, shall include our subsidiaries and joint ventures. All references to "**you**" in this Circular are to our shareholders.

Words incorporating the singular shall, where applicable, include the plural and vice versa and words incorporating the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include a corporation, 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 in this Circular shall be a reference to Malaysian time, unless otherwise specified.

Certain statements in this Circular may be forward looking in nature, which are subject to uncertainties and contingencies. Forward-looking statements may contain estimates and assumptions made by our Board after due enquiry, which are nevertheless subject to known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied in such forward-looking statements. In light of these and other uncertainties, the inclusion of a forward-looking statement in this

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**DEFINITIONS (CONT'D)**

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Circular should not be regarded as a representation or warranty that the Group's plans and objectives will be achieved.

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**ECA INTEGRATED SOLUTION BERHAD**  
[Registration No. 202101031471 (1431771-P)]

**Registered Office**

E-10-4, Megan Avenue 1  
189, Jalan Tun Razak  
50400 Kuala Lumpur  
W.P. Kuala Lumpur  
Malaysia

29 February 2024

**Board of Directors**

Tan Sri Abd Rahman bin Mamat (Independent Non-Executive Chairman)  
Ooi Chin Siew (Executive Director/Chief Executive Officer)  
Chua Lye Hock (Executive Director/Chief Operating Officer)  
Dato' Dr. Shanmughanathan A/L Vellanthurai (Independent Non-Executive Director)  
Zariner binti Ismail (Independent Non-Executive Director)  
Masleena binti Zaid (Independent Non-Executive Director)

**To: Our shareholders**

Dear Sir/Madam,

**PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE**

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**1.0 INTRODUCTION**

On 20 February 2024, the Board had announced that the Company is proposing to seek its shareholders' approval for the Proposed Renewal of Shareholders' Mandate at the forthcoming 3rd AGM of the Company.

The purpose of this Circular is to provide you with the relevant information on the Proposed Renewal of Shareholders' Mandate and seek your approval for the ordinary resolution thereto which will be tabled at the forthcoming 3rd AGM of the Company. The Notice of the 3rd AGM together with the Proxy Form are enclosed in the Annual Report which has been issued together with this Circular.

**YOU ARE ADVISED TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR BEFORE VOTING ON THE RESOLUTION PERTAINING TO THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE TO BE TABLED AT THE 3RD AGM.**

**2.0 BACKGROUND INFORMATION**

**2.1 PROVISIONS UNDER THE LISTING REQUIREMENTS**

Pursuant to Rule 10.09(2) of the Listing Requirements, our Company may seek our shareholders' mandate for related party transactions involving recurrent transaction of a revenue or trading nature which are necessary for its day-to-day operations subject to among others, the following:

- (i) the transactions are in the ordinary course of business and are on terms not more favourable to the Related Parties than those generally available to the public;
- (ii) the shareholders' mandate is subject to annual renewal and disclosure is made in the annual report of the aggregate value of transactions conducted pursuant to the shareholders' mandate during the financial year where:
  - (a) the consideration, value of the assets, capital outlay or costs of the RRPT(s) is RM1.0 million or more; or
  - (b) the percentage ratio of such RRPT(s) is 1% or more,
 whichever is the lower;
- (iii) the circular to our shareholders for the shareholders' mandate shall include the information as may be prescribed by Bursa Securities;
- (iv) in a meeting to obtain the shareholders' mandate, the interested Related Parties must not vote on the resolution approving the transactions, an interested Related Party who is a Director or Major Shareholder must ensure that persons connected with it abstain from voting on the resolution approving the transactions and where the interested Related Party is a person connected with a Director or Major Shareholder, such Director or Major Shareholder must not vote on the resolution approving the transactions; and
- (v) our Company to immediately announce to Bursa Securities when the actual value of a RRPT(s) entered into by our Company, exceeds the estimated value of the RRPT(s) disclosed in this Circular by 10% or more based on the relevant currency in which such transaction is denominated and must include the information as may be prescribed by Bursa Securities in its announcement.

Where a listed issuer has obtained such a mandate, the requirements of Rule 10.08 of the Listing Requirements shall not apply to the recurrent transactions which are comprised in the mandate. This means, during the period of validity of the mandate, the obligation to make immediate disclosure, as well as the obligation to procure shareholders' approval shall not apply to the RRPT(s) which are comprised in the mandate.

It is anticipated that companies within the Group would, in the ordinary course of business, enter into RRPTs with the parties stated in Section 3 as mentioned below. It is likely that such transactions will occur with some degree of frequency and could arise at any time.

Our Company had at its 2nd AGM held on 28 March 2023, obtained a mandate from our shareholders for the RRPTs pursuant to Rule 10.09 of the Listing Requirements.

### **3.0 DETAILS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE**

#### **3.1 PRINCIPAL ACTIVITIES OF THE GROUP**

The principal activity of ECA is investment holding while the principal activities of its subsidiary companies as at the LPD are set out in the table below:

<b>Name of Company</b>	<b>Effective Equity Interest (%)</b>	<b>Principal Activities</b>
ECA Solutions	100	Automated manufacturing solutions provider that is principally engaged in the provision of integrated production systems and standalone automated equipment

ECA Skytech	100	Manufacturer of machinery for the semiconductor industry, lens/glass prism pressing machines and multi axis robotic arms. Has not commenced its operation since date of incorporation.
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### 3.2 DETAILS OF THE RELATED PARTY, ECA AUTOMATION

ECA Automation was incorporated in Malaysia on 25 December 2005. As at the LPD, the Directors and Shareholders of ECA Automation are as below:

Name	Designation	No of Ordinary Shares	%
Ooi Chin Siew	Director/Shareholder	350,000	35%
Chua Lye Hock	Director/Shareholder	400,000	40%
Kang Ewe Kheng	Shareholder	250,000	25%
<b>Total</b>		1,000,000	100%

The principal activities of ECA Automation is investment holding.

### 3.3 PERIOD OF VALIDITY OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE

The Proposed Renewal of Shareholders' Mandate is subject to an annual renewal. In this respect, any authority conferred by the Proposed Renewal of Shareholders' Mandate, if approved by the shareholders, shall take effect from and including 29 March 2024, being the date of the AGM, and shall continue to be in force until:

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

whichever is the earlier.

Further disclosure required, which includes the breakdown of the aggregate value of the RRPT(s) made during the financial year ended 31 October 2023 pursuant to the Proposed Renewal of Shareholders' Mandate will be made in our Annual Report in accordance with Rule 3.1.5 of Guidance Note 8 of the Listing Requirements based on the following information:

- (i) type of RRPT(s) made; and
- (ii) names of the Related Parties involved in each type of the RRPT(s) made and their relationship with our Company.

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### 3.4 CLASSES OF RELATED PARTIES AND NATURE OF RRPT

The class and nature of the of the RRPTs which would be entered into by the Group are as follows:

Transacting party within the Group	Transacting Related Parties	Nature of transaction	Estimated aggregate value as disclosed in the Circular to shareholders dated 28 March 2023	Actual value transacted from date of the last AGM on 28 March 2023 up to the LPD	Estimated value of the transaction from the date of the forthcoming 3rd AGM to the date of next AGM	Nature of relationship between the Group and the Related Parties
(a) ECA Solutions	ECA Automation	Rental of factory building	RM400,000.00	RM341,000.00	RM372,000.00	Ooi Chin Siew, is a Director and Major Shareholder of ECA. Ooi Chin Siew is also a Director and shareholder of ECA Automation.  Chua Lye Hock, is a Director and Major Shareholder of ECA. Chua Lye Hock is also a Director and shareholder of ECA Automation.  Kang Ewe Kheng, is a key management and Major Shareholder of ECA. Kang Ewe Kheng is also a shareholder of ECA Automation.

Note:

- i. Details of the factory which the Group rents from ECA Automation:
- Address : Plot 248, Lorong Perindustrian Bukit Minyak, 16, Kawasan Perindustrian Bukit Minyak, 14100 Simpang Ampat, Pulau Penang, Malaysia
  - Built-up Area : 31,055 square feet
  - Frequency of rental payment : Monthly
  - Monthly rental amount : RM31,000.00
  - Commencement date of rental : 1 October 2022
  - Tenure of the rental : 1st term - Fixed term of one (1) year commencing from 1 October 2021 to 30 September 2022  
2nd term - Automatic renewal for one (1) year  
3rd term - Optional renewal for one (1) year as may be mutually agreed

### **3.5 AMOUNT DUE AND OWING BY RELATED PARTIES**

As at the LPD, there were no amounts due and owing to the Group under the RRPTs which exceeded the credit term.

### **3.6 REVIEW PROCEDURES IN RELATION TO THE RRPT(S)**

The Group has established various procedures to ensure that the RRPTs are conducted at arm's length and on normal commercial terms, which are consistent with the Group's normal business practices and policies, and on transaction prices and terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders.

The RRPTs will be undertaken based on prevailing rates according to normal commercial terms, business practices and policies or otherwise in accordance with other applicable industry norms/considerations. All RRPTs within the Group are to be reviewed by the ARMC for their subsequent recommendation to the Board for approval.

To monitor the RRPTs, the procedures established by the Group are as follows:

- a) a list of Related Parties will be circulated within the Group to notify that all RRPTs are required to be undertaken on an arm's length basis and normal commercial terms and on terms not more favourable to the Related Parties than those generally available to the public. These include transacting at prevailing market rates/prices of the products or services provider's usual commercial terms or otherwise in accordance with applicable industry norm. Transactions refer to both sales and purchases of products or provision of services of the Group;
- b) any tender, quotation or contract received from or proposed to be entered with a Related Party will not be approved unless the terms offered to the Group are comparable with those offered by other unrelated parties for the same or substantially similar type of transactions;
- c) records will be maintained by the Company to capture all RRPTs to ensure that relevant approvals have been obtained and review procedures in respect of such transactions are adhered to;
- d) the internal auditor shall periodically review the guidelines and procedures in respect of all RRPTs entered into and ascertain the guidelines and procedures have been complied with;
- e) the ARMC shall review the internal audit reports to ascertain that the guidelines and procedures established to monitor RRPTs have been complied with in accordance to the internal audit plans;
- f) the ARMC has reviewed and shall continue to review the adequacy and appropriateness of the procedures as and when required, with the authority to sub-delegate to individuals or committees within the Company as they deem appropriate; and
- g) at least two (2) other contemporaneous transactions with unrelated third (3rd) parties for similar products or services and/or quantities will be used as comparison, whenever possible, to determine whether the price and terms offered to/by the related parties are fair and reasonable and comparable to those offered to/by other unrelated third (3rd) parties for the same or substantially similar type of products or services and/or quantities. In the event that comparative pricing from unrelated third (3rd) parties cannot be obtained, the Group will rely on its usual business norms and practices taking into account the efficiency, quality and type of products or services to be provided to ensure that the RRPTs are not detrimental to the Group.

Where any Director has an interest (direct or indirect) in any RRPT, such Director shall abstain from deliberation and voting on the matter.

Pursuant to Rule 10.09 of the Listing Requirements, in a meeting to obtain shareholders' approval for the Proposed Renewal of Shareholders' Mandate, the interested Directors, interested Major Shareholders or interested Persons Connected with a Director or Major Shareholder; and where it involves the interest of an interested Person Connected to a Director and/or Major Shareholder, such Director or Major Shareholder must abstain from voting on the resolution approving the transactions. An interested Director or interested Major Shareholder must also ensure that Persons Connected with him/her abstain from voting on the resolution approving the transactions.

The interested Directors shall also abstain from deliberating and voting at Board meetings in respect of the RRPTs in which they or Persons Connected with them are interested.

### **3.7 ARMC STATEMENT**

The ARMC of the Company has considered the procedures mentioned above and is of the view that:

- a) the procedures are sufficient to ensure that the RRPT is conducted at arm's length and on normal commercial terms which are consistent with the Group's normal business practices and policies and on terms not more favourable to the Related Parties than those generally available to the public and are not to the detriment of the minority shareholders of the Group; and
- b) the Group has in place adequate procedures and processes to monitor, track and identify RRPTs in a timely and orderly manner. Such procedures and processes are reviewed by the ARMC and/or the management staff on a yearly basis and as and when required.

### **4.0 RATIONALE AND BENEFITS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE**

The Proposed Renewal of Shareholders' Mandate is intended to facilitate transactions entered into in the ordinary course of business of the Group which are transacted from time to time with the Related Parties at arm's length, on the Group's normal commercial terms which are not more favourable to the Related Parties than those generally available to the public and are not detrimental to the minority shareholders of the Company.

The Proposed Renewal of Shareholders' Mandate, if approved by the shareholders, will eliminate the need to make announcements to Bursa Securities or to convene separate general meetings from time to time to seek shareholders' approval as and when RRPTs with the specified classes of Related Parties arise. This will reduce substantially the expenses associated with the convening of general meetings on an ad hoc basis, improve administrative efficiency considerably and allow manpower resources and time to be focused on attaining the Group's corporate objectives and business opportunities.

### **5.0 EFFECTS OF THE PROPOSED RENEWAL OF SHAREHOLDERS' MANDATE**

The Proposed Renewal of Shareholders' Mandate does not have any effect on the Company's issued share capital and the shareholdings of the substantial shareholders as it does not involve any issuance of new shares in the Company. It is also not expected to have any material effect on the net assets per share, gearing and earnings per share of the Group.

## 6.0 APPROVALS REQUIRED

The Proposed Renewal of Shareholders' Mandate is subject to the approval of the shareholders of ECA at the 3rd AGM of the Company to be convened or any adjournment thereof.

## 7.0 INTEREST OF DIRECTOR(S), MAJOR SHAREHOLDER(S) AND/OR PERSON(S) CONNECTED

Save as disclosed below and as at the LPD, none of the other Directors, Major Shareholders and/or Persons connected in the Company have any interest, direct or indirect, in the Proposed Renewal of Shareholders' Mandate:

Name	Direct Interest		Indirect Interest	
	Number of Shares	%	Number of Shares	%
Ooi Chin Siew	115,898,682	20.02	N/A	N/A
Chua Lye Hock	123,080,994	21.26	N/A	N/A
Kang Ewe Kheng	67,520,549	11.66	N/A	N/A

Note:

- Ooi Chin Siew is a Director and Major Shareholder of ECA. Ooi Chin Siew is also a Director and shareholder of ECA Automation.
- Chua Lye Hock, is a Director and Major Shareholder of ECA. Chua Lye Hock is also a Director and shareholder of ECA Automation.
- Kang Ewe Kheng, is a key management and Major Shareholder of ECA. Kang Ewe Kheng is also a shareholder of ECA Automation.

The above interested Director(s) and/or, Major Shareholder(s) have abstained and/or will abstain from Board's deliberations and voting on the relevant resolution pertaining to the Proposed Renewal of Shareholders' Mandate in respect of their direct and/or indirect shareholdings in ECA at the 3rd AGM.

In addition, the above interested Directors and/or Major Shareholders have undertaken that they will ensure that the Persons Connected (if any) will abstain from voting in respect of their direct and/or indirect shareholdings, if any, in ECA on the ordinary resolution pertaining to the Proposed Renewal of Shareholders' Mandate at the 3rd AGM of the Company.

## 8.0 OPINION AND RECOMMENDATION FROM DIRECTORS

The Board (save for the interested Directors), having considered all aspects of the Proposed Renewal of Shareholders' Mandate is of the opinion that the Proposed Renewal of Shareholders' Mandate is in the best interest of the Company and recommend that you vote in favour of the resolution pertaining to the Proposed Renewal of Shareholders' Mandate to be tabled at the 3rd AGM of the Company.

## 9.0 DETAILS OF THE AGM

The 3rd AGM of the Company, the notice and the proxy form which is enclosed in the Annual Report for the financial year ended 31 October 2023, which 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 the purpose of considering and, if thought fit, passing the ordinary resolution to give effect to the Proposed Renewal of Shareholders' Mandate.

If you are unable to attend, participate, speak and vote at the 3rd AGM, you may appoint a proxy or proxies to attend, participate, speak and vote on your behalf. In such event, the Proxy Form must be lodged 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 or at any adjournment thereof. 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](mailto:support@digerati.com.my), no later than Wednesday, 27 March 2024 at 9:00 a.m. or at any adjournment of the virtual meeting. The completion, signing and return of the Proxy Form will not preclude you from attending and voting in person, should you subsequently decide to do so.

## **10.0 FURTHER INFORMATION**

Shareholders are advised to refer to the attached Appendix I for further information.

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

**Tan Sri Abd Rahman bin Mamat**  
Independent Non-Executive Chairman

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**APPENDIX I – FURTHER INFORMATION**

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**1.0 DIRECTORS' RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by our 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.

**2.0 MATERIAL LITIGATION**

As at the LPD, the Group is not engaged in any material litigation, claims and/or arbitration either as plaintiff or defendant which may have a material effect on the financial position or business of the Group, and the Board is not aware of any proceedings, pending or threatened against the Group, or of any fact likely to give rise to any proceedings which may materially and adversely affect the financial position or business of the Group.

**3.0 MATERIAL COMMITMENTS**

As at the LPD, there are no material commitments incurred or known to be incurred by our Group that has not been provided for which, upon becoming enforceable, may have a material impact on the financial results/ position of our Group.

**4.0 CONTINGENT LIABILITIES**

As at the LPD, there are no contingent liabilities incurred or known to be incurred by our Group which, upon becoming enforceable, may have a material impact on the financial results/position of our Group.

**5.0 MATERIAL CONTRACTS**

As at the LPD, there are no material contracts (not being contracts entered into in the ordinary course of business) which have been entered into by the Group within the past two (2) years immediately preceding the date of this Circular.

**6.0 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 the normal business hours from Monday to Friday (except public holidays) from the date hereof up to the time stipulated for the holding of the 3rd AGM:

- a) The Constitution of the Company; and
- b) Audited Financial Statements of the Company for the past two (2) financial years up to the financial year ended 31 October 2023.