

**Subject: ECS ICT BERHAD (“ECSB” OR THE “COMPANY”)  
NON-COMPETE AGREEMENT (“NCA”) BETWEEN ECSB AND VST HOLDINGS LIMITED  
 (“VST”)**

## **1. Introduction**

The Board of Directors of ECSB wishes to announce that the Company has on 25 May 2010 entered into a NCA with VST, an indirect substantial shareholder of ECSB.

VST is a public company listed on the Stock Exchange of Hong Kong (**SEHK**) and is currently the holding company of ECS Holdings Limited, which in turn holds 40% equity interest in ECSB.

As disclosed in ECSB’s prospectus dated 19 March 2010 (**Prospectus**) in relation to the listing of ECSB on the Main Market of Bursa Malaysia Securities Berhad (**Listing**), the purpose of entering into the NCA is to satisfy the requirements under the listing rules of SEHK following the de-consolidation of ECSB as a subsidiary of VST consequent to the Listing. Prior to the Listing, ECSB was previously a 60%-owned subsidiary of ECSH, which in turn is a subsidiary of VST.

## **2. Salient Terms of the NCA**

Pursuant to the NCA, ECSB and VST shall mutually undertake:-

- (i) not to distribute in or export computer end products to the other’s territories\*;
- (ii) to refer prospective customers / suppliers of computer end products for distribution to the other party; and
- (iii) that such other party shall have a right of first refusal in relation to such prospective customers / suppliers.

*\* In the case of VST, the countries which VST is carrying on the business of distributing computer end products other than Malaysia, or in the case of ECSB, Malaysia.*

Further to the above, the NCA shall be terminated and cease to have force in the event:-

- (1) VST’s shareholding in ECSB (through ECS Holdings Limited) falls below 30% of the issued and paid up share capital of our Company; or
- (2) VST and/or our Company is de-listed from SEHK and Bursa Securities respectively.

## **3. Approvals Required**

The NCA is not subject to the approval of the shareholders of the Company or any other relevant authorities.

## **4. Directors' and Major Shareholders' Interests**

The NCA is an agreement entered into between ECSB and VST, which is the indirect substantial shareholder of ECSB. Save for Mr. Tay Eng Hoe, who is a Non-Independent Non-Executive Director of ECSB and an Executive Director of VST, none of the Directors and major shareholders of ECSB or any other persons connected to the Directors and major shareholders of ECSB, has any interest, either direct or indirect in the NCA.

## **5. Documents available for inspection**

A copy of the NCA may be inspected at the registered office at during office hours for a period of twelve (12) months from 19 March 2010, being the date of the Prospectus.

This announcement is dated 25 May 2010.