

**NOTICE IS HEREBY GIVEN** that the Eighth Annual General Meeting of ECM Libra Financial Group Berhad ("Company") will be held at Ground Floor, East Wing, Bangunan ECM Libra, 8 Jalan Damansara Endah, Damansara Heights, 50490 Kuala Lumpur on Thursday, 23 May 2013 at 10.00 a.m. in order:

**AGENDA**

1. to receive the audited financial statements together with the reports of the Directors and Auditors thereon for the financial year ended 31 January 2013;
2. to approve the payment of Directors' fees of RM300,000.00 to be divided amongst the Directors in such manner as the Directors may determine;
3. to re-elect En Mahadzir bin Azizan who retires pursuant to the Company's Articles of Association;
4. to re-appoint Messrs Ernst & Young as Auditors of the Company and authorise the Directors to fix their remuneration;

**AS SPECIAL BUSINESS**

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

**5. Ordinary Resolution on Authority to Directors to Issue Shares**

"THAT pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to issue shares in the Company, at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the issued and paid-up share capital of the Company for the time being and the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company.";

**6. Special Resolution on Proposed Amendments to the Articles of Association**

"THAT the proposed amendments to the Articles of Association of the Company as set out in Appendix 1 attached to this Notice of Annual General Meeting be and are hereby approved and in consequence thereof, the new set of Articles of Association incorporating the amendments be adopted AND THAT the Directors and/or Secretaries be and are hereby authorised to carry out all the necessary steps to give effect to the amendments.";

7. to consider any other business of which due notice shall have been given.

By Order of the Board

IRENE LOW YUET CHUN

CHAN SOON LEE

Secretaries

Kuala Lumpur

30 April 2013

**NOTES:**

1. Only a depositor whose name appears in the Record of Depositors of the Company as at 17 May 2013 shall be regarded as a member entitled to attend, speak and vote, and appoint a proxy to attend, speak and vote on his/her behalf, at the

Eighth Annual General Meeting.

2. A member entitled to attend and vote at the above meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds 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. A proxy may but need not be a member of the Company and the provisions of Section 149(1) (a) and (b) of the Companies Act, 1965 shall not apply to the Company.
3. Where a member appoints more than one (1) proxy to attend the meeting, the member shall specify the proportion of his shareholdings to be represented by each proxy.
4. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hand of a duly authorised officer or attorney of the corporation.
5. The Form of Proxy must be deposited at the Registered Office of the Company at 2nd Floor, West Wing, Bangunan ECM Libra, 8 Jalan Damansara Endah, Damansara Heights, 50490 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or adjourned meeting.
6. Retirement of Directors  
Dato' Ab. Halim bin Mohyiddin who retires in accordance with the Articles of Association of the Company has expressed his intention not to seek re-election and hence, will retain office until the close of the Eighth Annual General Meeting.

**Explanatory note on special business**

**1. Ordinary Resolution on Authority to Directors to Issue Shares**

The ordinary resolution, if passed, will give a renewed mandate to the Directors of the Company to issue shares of the Company from time to time provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the issued capital of the Company for the time being ("Renewed Mandate"). The Renewed Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 31 July 2012 and which will lapse at the conclusion of the Eighth Annual General Meeting.

In circumstances where an expansion/diversification plan requires the issue of new shares, the Renewed Mandate will enable the Directors to take prompt action and to avoid delay and cost in convening general meetings to approve such issue of shares.

**2. Special Resolution on Proposed Amendments to the Articles of Association**

The proposed amendments to the Articles of Association of the Company are to align the Company's Articles of Association with the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.