

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Ninth 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, 29 May 2014 at 10.00 a.m. in order:

AGENDA

- to receive the audited financial statements together with the reports of the Directors and Auditors thereon for the financial year ended 31 January 2014;
- to approve the payment of Directors' fees of RM277,252.00 to be divided amongst the Directors in such manner as the Directors may determine;
- to re-elect the following Directors retiring pursuant to the Company's Articles of Association:
 - Dato' Seri Kalimullah bin Masheerul Hassan;
 - Datuk Kamarudin bin Md Ali; and
 - Mr Soo Kim Wai;
- to re-appoint Messrs Ernst & Young as Auditors of the Company and authorise the Directors to fix their remuneration;

NOTES:

- Only a depositor whose name appears in the Record of Depositors of the Company as at 23 May 2014 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 Ninth Annual General Meeting ("9th AGM").
- 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.
- 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.
- 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.
- 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.

Explanatory notes

- Ordinary Resolution on re-election of Datuk Kamarudin bin Md Ali retiring pursuant to the Company's Articles of Association**

In line with the Malaysian Code on Corporate Governance 2012, the Board Nomination Committee and the Board of Directors have conducted an assessment on the independence of Datuk Kamarudin bin Md Ali and are satisfied that Datuk Kamarudin bin Md Ali has met the criteria set in the assessment.

- Ordinary Resolution on Authority to Directors to Issue Shares**

The ordinary resolution, if passed, will give a renewed mandate to the Directors 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 23 May 2013 and which will lapse at the conclusion of the 9th AGM.

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.

- Ordinary Resolutions on Proposed Grant of Options to Datuk Kamarudin bin Md Ali, Dato' Othman bin Abdullah, En Mahadzir bin Azizan and Mr Soo Kim Wai**

The Company's ESOS is governed by the by-laws approved by the shareholders at an Extraordinary General Meeting held on 1 December 2005. The ESOS was established on 1 December 2005 and will be in force for a period of ten years.

The ordinary resolutions, if passed, will authorise the Directors to offer and to grant options to Datuk Kamarudin bin Md Ali, Dato' Othman bin Abdullah, En Mahadzir bin Azizan and Mr Soo Kim Wai (collectively known as "Interested Directors") to subscribe for new ordinary shares of RM1.00 each in the Company ("New Shares") under the ESOS.

The option price to subscribe for New Shares under the ESOS may be at a discount of not more than 10% (or such discount as the relevant authorities shall permit) from the 5 day weighted average market price of shares of the Company preceding the offer date subject to adjustments in accordance with the by-laws of the ESOS, provided that the option price shall in no event be less than the par value of the shares of the Company.

The New Shares to be allotted upon any exercise of the options shall, upon allotment and issue, rank pari passu in all respects in relation to voting, dividend, transfer and other rights, including those arising on a liquidation of the Company or its subsidiaries, as the case may be, with the existing issued and fully paid-up ordinary shares of RM1.00 each of the Company save and except that the New Shares will not be entitled to any dividends, rights, allotments and/or other distributions where the entitlement date precedes the relevant exercise dates of the options. For this purpose, entitlement date means the date at the close of business on which shareholders must be registered in order to participate in any dividends, rights, allotments and/or other distributions.

The Interested Directors shall not sell, transfer or assign the New Shares allotted and issued to them pursuant to the exercise of option within 1 year from the offer date.

The Interested Directors are entitled to participate in respect of their entitlements under the Proposed Grant of Options and are therefore deemed interested in the Proposed Grant of Options by virtue of their respective entitlements under the Proposed Grant of Options. Accordingly, the Interested Directors have abstained and will continue to abstain from all deliberations and voting on their respective entitlements under the Proposed Grant of Options at the relevant Board meetings. The Interested Directors will also abstain from voting in respect of their direct and indirect shareholdings in our Company, if any, on the ordinary resolutions pertaining to their respective entitlements under the Proposed Grant of Options to be tabled at the 9th AGM. They will also ensure that any persons connected to them, if any, will abstain from voting on the relevant resolutions to be tabled at the 9th AGM.

Save for the above, none of the Directors and/or major shareholders and/or persons connected with them have any interest, direct or indirect, in the Proposed Grant of Options.

The Proposed Grant of Options is to recognise and reward the Interested Directors for their contribution to our Group and also to provide them with an opportunity to participate in the equity of our Company.

The Proposed Grant of Options will increase the options held by the Interested Directors as follows:

Name of Directors	Options held as at	Proposed Grant of Options	After the Proposed Grant of Options
	31 January 2014		
Datuk Kamarudin bin Md Ali	64,800	135,200	200,000
Dato' Othman bin Abdullah	64,800	135,200	200,000
En Mahadzir bin Azizan	64,800	135,200	200,000
Mr Soo Kim Wai	-	200,000	200,000

AS SPECIAL BUSINESS

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

- 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";

- Ordinary Resolution on Proposed Grant of Options to Datuk Kamarudin bin Md Ali**

"THAT the offer and granting of 135,200 options to Datuk Kamarudin bin Md Ali, non-executive Director of the Company, to subscribe for new ordinary shares of RM1.00 each in the Company under the Company's Employees' Share Option Scheme ("ESOS"), provided always that:

- the allocation of options, in aggregate, to eligible employees who are directors and senior management of the Company and/or its subsidiaries does not exceed 50% of the shares available under the ESOS; and
- the allocation of options to a director or employee who either singly or collectively through persons connected with the director or employee, holds 20% or more of the issued and paid-up share capital of the Company, does not exceed 10% of the shares available under the ESOS;

and subject always to such terms and conditions and/or any adjustment which may be made in accordance with the provisions of the by-laws of the ESOS, Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ["Listing Requirements of Bursa Securities"] and any prevailing guidelines issued by Bursa Securities or any other relevant authorities as amended from time to time, be and is hereby approved";

- Ordinary Resolution on Proposed Grant of Options to Dato' Othman bin Abdullah**

"THAT the offer and granting of 135,200 options to Dato' Othman bin Abdullah, non-executive Director of the Company, to subscribe for new ordinary shares of RM1.00 each in the Company under the ESOS, provided always that:

- the allocation of options, in aggregate, to eligible employees who are directors and senior management of the Company and/or its subsidiaries does not exceed 50% of the shares available under the ESOS; and
- the allocation of options to a director or employee who either singly or collectively through persons connected with the director or employee, holds 20% or more of the issued and paid-up share capital of the Company, does not exceed 10% of the shares available under the ESOS;

and subject always to such terms and conditions and/or any adjustment which may be made in accordance with the provisions of the by-laws of the ESOS, Listing Requirements of Bursa Securities and any prevailing guidelines issued by Bursa Securities or any other relevant authorities as amended from time to time, be and is hereby approved";

- Ordinary Resolution on Proposed Grant of Options to En Mahadzir bin Azizan**

"THAT the offer and granting of 135,200 options to En Mahadzir bin Azizan, non-executive Director of the Company, to subscribe for new ordinary shares of RM1.00 each in the Company under the ESOS, provided always that:

- the allocation of options, in aggregate, to eligible employees who are directors and senior management of the Company and/or its subsidiaries does not exceed 50% of the shares available under the ESOS; and
- the allocation of options to a director or employee who either singly or collectively through persons connected with the director or employee, holds 20% or more of the issued and paid-up share capital of the Company, does not exceed 10% of the shares available under the ESOS;

and subject always to such terms and conditions and/or any adjustment which may be made in accordance with the provisions of the by-laws of the ESOS, Listing Requirements of Bursa Securities and any prevailing guidelines issued by Bursa Securities or any other relevant authorities as amended from time to time, be and is hereby approved";

- Ordinary Resolution on Proposed Grant of Options to Mr Soo Kim Wai**

"THAT the offer and granting of 200,000 options to Mr Soo Kim Wai, non-executive Director of the Company, to subscribe for new ordinary shares of RM1.00 each in the Company under the Company's ESOS, provided always that:

- the allocation of options, in aggregate, to eligible employees who are directors and senior management of the Company and/or its subsidiaries does not exceed 50% of the shares available under the ESOS; and
- the allocation of options to a director or employee who either singly or collectively through persons connected with the director or employee, holds 20% or more of the issued and paid-up share capital of the Company, does not exceed 10% of the shares available under the ESOS;

and subject always to such terms and conditions and/or any adjustment which may be made in accordance with the provisions of the by-laws of the ESOS, Listing Requirements of Bursa Securities and any prevailing guidelines issued by Bursa Securities or any other relevant authorities as amended from time to time, be and is hereby approved";

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

By Order of the Board

CHAN SOON LEE
Secretary
Kuala Lumpur
7 May 2014