

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM”) of ECM Libra Financial Group Berhad (“ECMLFG” or the “Company”) will be held at Ground Floor, East Wing, Bangunan ECM Libra, 8 Jalan Damansara Endah, Damansara Heights, 50490 Kuala Lumpur on 20 August 2015, Thursday, at 2.30 p.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED SPECIAL DIVIDEND (“PROPOSED SPECIAL DIVIDEND”) ON AN INTERIM BASIS

“THAT, subject to the passing of Special Resolution 1 and Special Resolution 2 and the confirmation by the High Court of Malaya (“High Court”) for the proposed capital reduction by way of cancellation of RM0.88 from the par value of each existing ordinary share of RM1.00 each in ECMLFG pursuant to Section 64 of the Companies Act, 1965 (“Proposed Capital Reduction”), approval be and is hereby given to the Directors of the Company to declare a dividend on an interim basis, the amount of which is to be determined by the Directors taking into account the availability of profits of the Company;

THAT approval is hereby given for the Company to satisfy the dividend amount by the distribution to all the shareholders of the Company of cash and/or ordinary stock units of Eastern & Oriental Berhad (“EOB Stock Units”) and/or warrants of Eastern & Oriental Berhad (“EOB Warrants”) held by ECMLFG group (the EOB Stock Units and EOB Warrants held by ECMLFG group shall be collectively referred to as “EOB Distributable Securities”) on an entitlement date to be determined and announced later by the Directors of the Company (“Entitlement Date”). The distribution of the EOB Distributable Securities, if implemented under the Proposed Special Dividend, shall be by way of a dividend-in-specie (“Proposed Dividend-In-Specie”);

THAT any fractional entitlement that may arise under the Proposed Dividend-In-Specie shall be disregarded and dealt with in such manner as the Directors of the Company in their absolute discretion deem fit and expedient in the interest of the Company;

AND THAT the Directors of the Company be and are authorised with full powers to take all such steps as they may deem necessary:

- (a) to determine the Entitlement Date referred to in this Ordinary Resolution 1;
- (b) to determine the proportion of cash and EOB Distributable Securities (representing the balance after taking into account the Proposed Capital Reduction, if any) to be distributed pursuant to the Proposed Special Dividend;
- (c) to effect and complete the Proposed Capital Reduction and Proposed Special Dividend concurrently; and
- (d) to do all acts and to sign, execute and deliver on behalf of the Company all relevant documents as may be necessary or expedient in order to implement, give full effect to and complete the Proposed Special Dividend with full power to assent to any condition, modification, variation and/or amendment as the Directors of the Company may deem fit, necessary and/or expedient in the interest of the Company or as may be imposed or permitted by any relevant authority.”

SPECIAL RESOLUTION 1

PROPOSED CAPITAL REDUCTION BY WAY OF CANCELLATION OF RM0.88 FROM THE PAR VALUE OF EACH EXISTING ORDINARY SHARE OF RM1.00 EACH IN ECMLFG PURSUANT TO SECTION 64 OF THE COMPANIES ACT, 1965 (“PROPOSED CAPITAL REDUCTION”)

“THAT, subject to the passing of Ordinary Resolution 1 and Special Resolution 2 and the confirmation by the High Court pursuant to Section 64 of the Companies Act, 1965, approval be and is hereby given for the Company pursuant to Article 63(2) of the Articles of Association of the Company, to reduce its issued and paid-up share capital by cancelling RM0.88 from the par value of each ordinary share of RM1.00 each in ECMLFG;

THAT following the par value reduction, approval is hereby given for the Company to make a distribution to all the shareholders of the Company of cash and/or EOB Distributable Securities on the basis of RM0.88 for every one ECMLFG Share held on the Entitlement Date;

THAT any fractional entitlement that may arise under the distribution of the EOB Distributable Securities shall be disregarded and dealt with in such manner as the Directors of the Company in their absolute discretion deem fit and expedient in the interest of the Company;

AND THAT the Directors of the Company be and are authorised with full powers to take all such steps as they may deem necessary:

- (a) to determine the Entitlement Date referred to in this Special Resolution 1;
- (b) to assent to any conditions, stipulations, modifications, variations or amendments imposed by the High Court;
- (c) to lodge an office copy of the order of the High Court referred to in this Special Resolution 1 with the Companies Commission of Malaysia on such date as the Directors of the Company may determine;
- (d) to determine the proportion of cash and EOB Distributable Securities to be distributed pursuant to the Proposed Capital Reduction;
- (e) to effect and complete the Proposed Capital Reduction and Proposed Special Dividend concurrently; and
- (f) to do all acts and to sign, execute and deliver on behalf of the Company all relevant documents as may be necessary or expedient in order to implement, give full effect to and complete the Proposed Capital Reduction with full power to assent to any condition, modification, variation and/or amendment as the Directors of the Company may deem fit, necessary and/or expedient in the interest of the Company or as may be imposed or permitted by any relevant authority.”

SPECIAL RESOLUTION 2

PROPOSED AMENDMENT TO MEMORANDUM AND ARTICLES OF ASSOCIATION OF ECMLFG (“PROPOSED AMENDMENT”)

“THAT, subject to the passing of Ordinary Resolution 1 and Special Resolution 1, and the confirmation by the High Court for the Proposed Capital Reduction, approval is hereby given to the Directors of the Company to amend Clause 6 of the Memorandum of Association of the Company and Article 3 of the Articles of Association of the Company as set out below:

Existing Clause	Proposed Clause
<p>Clause 6 of the Memorandum of Association</p> <p>The capital of the Company is Ringgit Malaysia One Billion and Five Hundred Million RM1,500,000,000.00 divided into 1,500,000,000 shares of RM1.00 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.</p>	<p>Clause 6 of the Memorandum of Association</p> <p>The capital of the Company is Ringgit Malaysia One Billion and Five Hundred Million RM1,500,000,000.00 divided into 12,500,000,000 shares of RM0.12 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.</p>
<p>Article 3 of the Articles of Association</p> <p>The authorised capital of the Company at the date of adoption of these Articles is Ringgit One Billion Five Hundred Million (RM1,500,000,000.00) divided into one billion five hundred million (1,500,000,000) ordinary shares of Ringgit One (RM1.00) each.</p>	<p>Article 3 of the Articles of Association</p> <p>The authorised capital of the Company at the date of adoption of these Articles is Ringgit One Billion Five Hundred Million (RM1,500,000,000.00) divided into twelve billion five hundred million (12,500,000,000) ordinary shares of Twelve Sen (RM0.12) each.</p>

AND THAT the Directors of the Company be and are authorised with full powers to take all such steps as they may deem necessary to do all acts and to sign, execute and deliver on behalf of the Company all relevant documents as may be necessary or expedient in order to implement, give full effect to and complete the Proposed Amendment with full power to assent to any condition, modification, variation and/or amendment as the Directors of the Company may deem fit, necessary and/or expedient in the interest of the Company or as may be imposed or permitted by any relevant authority.”

BY ORDER OF THE BOARD

CHAN SOON LEE

Company Secretary

Kuala Lumpur

28 July 2015

Notes:

1. Only a depositor whose name appears in the Record of Depositors of the Company as at 12 August 2015 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 EGM.
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/her 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/her 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/her 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 later than 48 hours before the time appointed for holding the meeting or adjourned meeting.
6. By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out below:

Personal data privacy terms pursuant to the Personal Data Protection Act 2010:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof) and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member's 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 collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) 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.