

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Eleventh 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 Wednesday, 18 May 2016 at 10.00 a.m. in order:

### AGENDA

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| 1. to receive the audited financial statements together with the reports of the Directors and Auditors thereon for the financial year ended 31 January 2016; | <b>Resolution 1</b>                        |
| 2. to approve the payment of Directors' fees of RM249,692.00 to be divided amongst the Directors in such manner as the Directors may determine;              | <b>Resolution 2</b>                        |
| 3. to re-elect the following Directors retiring pursuant to the Company's Articles of Association:<br>(a) En Mahadzir bin Azizan; and<br>(b) Mr Soo Kim Wai; | <b>Resolution 3</b><br><b>Resolution 4</b> |
| 4. to re-appoint Messrs Ernst & Young as Auditors of the Company and authorise the Directors to fix their remuneration;                                      | <b>Resolution 5</b>                        |

### AS SPECIAL BUSINESS

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

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| 5. <b>Ordinary Resolution on Authority to Directors to Issue Shares</b><br>"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 ten percent (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"; | <b>Resolution 6</b> |
| 6. to consider any other business of which due notice shall have been given.  |                     |

By Order of the Board

CHAN SOON LEE  
Secretary

Kuala Lumpur  
26 April 2016

### NOTES:

- Only a depositor whose name appears in the Record of Depositors of the Company as at 11 May 2016 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 Eleventh Annual General Meeting ("11th 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/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.
- 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.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or if the appointor 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.
- By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms pursuant to the Personal Data Protection Act 2010 set out below:  
By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 11th AGM 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 Share Registrar for the purpose of the processing and administration of proxies and representatives appointed for the 11th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 11th AGM (including any adjournment thereof), and in order for the Company or its Share Registrar 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 Share Registrar, 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 Share Registrar 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.

### Explanatory Notes

- Ordinary Resolution on Re-election of En Mahadzir bin Azizan 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 En Mahadzir bin Azizan and are satisfied that En Mahadzir bin Azizan 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 in 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 ten percent (10%) of the issued and paid-up share 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 28 May 2015 and which will lapse at the conclusion of the 11th 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.