

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Twelfth 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, 12 April 2017 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 period ended 31 December 2016; **Please refer to explanatory note 1**
 2. to approve the payment of Directors' fees of RM232,477 in respect of financial period ended 31 December 2016 to be divided amongst the non-executive Directors in such manner as the Directors may determine; **Resolution 1**
 3. to approve the payment of Directors' remuneration (excluding Directors' fees) up to an amount of RM167,000 payable to the non-executive Directors from 1 January 2017 until the next Annual General Meeting of the Company; **Resolution 2**
 4. to re-elect the following Directors retiring pursuant to the Company's Articles of Association:
 - (a) Dato' Seri Kalimullah bin Masheerul Hassan;
 - (b) Datuk Kamarudin bin Md Ali; and
 - (c) Mr Gareth Lim Tze Xiang;**Resolution 3
Resolution 4
Resolution 5**
 5. to re-appoint Messrs Ernst & Young as Auditors of the Company and authorise the Directors to fix their remuneration; **Resolution 6**
- AS SPECIAL BUSINESS**
- To consider and if thought fit, pass the following resolution:
6. **Ordinary Resolution on Authority to Directors to Issue Shares**
 "THAT pursuant to Sections 75 and 76 of the Companies Act, 2016, 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 to be issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares 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;" **Resolution 7**
 7. to consider any other business of which due notice shall have been given.

By Order of the Board

CHAN SOON LEE
Secretary
Kuala Lumpur
21 March 2017

NOTES:

1. Only a depositor whose name appears in the Record of Depositors of the Company as at 5 April 2017 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 Twelfth Annual General Meeting ("12th AGM").
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.
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 less 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 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 12th 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 12th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 12th 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

1. **To receive the audited financial statements together with the reports of the Directors and Auditors thereon for the financial period ended 31 December 2016**
 This agenda item is meant for discussion only as under the provision of Section 340(1) of the Companies Act, 2016, the audited financial statements do not require a formal approval of the members and hence, this item will not be put forward for voting.
2. **Ordinary Resolution on payment of Directors' remuneration (excluding Directors' fees) up to an amount of RM167,000 payable to the non-executive Directors from 1 January 2017 until the next Annual General Meeting of the Company**
 The current Directors' remuneration (excluding Directors' fees) payable to the non-executive Directors for both the Company and main subsidiary of the Company, Libra Invest Berhad ("LIB") includes meeting allowances, medical coverage and other benefits.
 The Executive Directors of the Company and LIB do not receive Directors' remuneration and Directors' fees.
 The estimated meeting allowances payable to the non-executive Directors from 1 January 2017 until the next Annual General Meeting are calculated based on the number of scheduled meetings for Board of Directors ("Board") and Board Committees of the Company and LIB and the number of non-executive Directors involved in these meetings.
 The Board will seek approval of the members at the next Annual General Meeting of the Company in the event the Directors' remuneration (excluding Director's fees) proposed is insufficient due to an increase in the number of the Board's and Board Committees' meetings and/or increase in the Board size and/or revision to the existing Directors' remuneration structure.
3. **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 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.
4. **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 to be issued pursuant to this resolution does not exceed ten percent (10%) of the total number of issued shares 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 18 May 2016 and which will lapse at the conclusion of the 12th 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.