

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of ECM Libra Financial Group Berhad ("ECMLFG" or "Company") will be held at Ground Floor, East Wing, Bangunan ECM Libra, 8 Jalan Damansara Endah, Damansara Heights, 50490 Kuala Lumpur on Tuesday, 12 December 2017, 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 by way of poll:

**ORDINARY RESOLUTION 1**

**PROPOSED ACQUISITION OF 50% EQUITY INTEREST IN TP SEPANG SDN BHD ("TPSB"), TP INTERNATIONAL PTY LTD ("TP INTERNATIONAL") AND YUMMY KITCHEN SDN BHD ("YKSB"), AND 40.005% EQUITY INTEREST IN TP HOTEL (FLINDERS) TRUST ("TP FLINDERS") (TOGETHER WITH 40.005% OF THE RIGHTS AND BENEFITS TO THE TOTAL ADVANCES OWING BY TP FLINDERS) BY THE COMPANY FROM TP REAL ESTATE HOLDINGS PTE LTD ("TPRE"), FOR AN AGGREGATED PURCHASE CONSIDERATION OF RM57,674,000, TO BE SATISFIED ENTIRELY VIA THE ALLOTMENT AND ISSUANCE OF 160,205,555 NEW ORDINARY SHARES IN ECMLFG ("TPRE CONSIDERATION SHARES") AT AN ISSUE PRICE OF RM0.36 PER ORDINARY SHARE OF ECMLFG ("SHARE") ("ISSUE PRICE") IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF THE SHARE PURCHASE AGREEMENT DATED 4 MAY 2017 SUPPLEMENTED BY THE SUPPLEMENTAL LETTERS DATED 21 JUNE 2017, 30 AUGUST 2017 AND 26 OCTOBER 2017 ("PROPOSED ACQUISITIONS FROM TPRE")**

**THAT** subject to the passing of Ordinary Resolutions 4 and 5, and the approval of Bursa Malaysia Securities Berhad ("Bursa Securities") for the listing of and quotation for the TPRE Consideration Shares on the Main Market of Bursa Securities and all the requisite consents/approvals of the relevant authorities and/or parties being obtained, approval be and is hereby given to the Company to acquire the following:

- 5,000,000 ordinary shares in TPSB, representing 50% of the equity interest in TPSB;
- 500,000 units of AUD0.00001 each in TP Flinders representing 40.005% of the total units in issue in TP Flinders and 40.005% of the total advances owing by TP Flinders;
- 50 ordinary shares of AUD0.01 each in TP International, representing 50% of the total issued and paid-up share capital of TP International; and
- 5 ordinary shares in YKSB, representing 50% of the equity interest in YKSB,

for an aggregated purchase consideration of RM57,674,000, to be satisfied via the allotment and issuance of the TPRE Consideration Shares at the Issue Price, upon the terms and conditions set out in the share purchase agreement dated 4 May 2017 entered into between the Company and TPRE supplemented by the supplemental letters dated 21 June 2017, 30 August 2017 and 26 October 2017.

**THAT** approval be given to the Company to issue and allot the TPRE Consideration Shares at the Issue Price, and specifically to the following directors of the Company:

Name	TPRE Consideration Shares
Dato' Seri Kalimullah bin Masheerul Hassan	21,689,950
Lim Kian Onn	21,779,413

**THAT** the TPRE Consideration Shares shall, upon allotment and issue, rank equally in all respects with the existing Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions unless the allotment of the TPRE Consideration Shares were made on or prior to the entitlement date of such dividends, rights, allotments and/or other distributions.

**THAT** pursuant to the proposed acquisition of 50% equity interest in TPSB, approval be and is hereby given to the Company to pledge the acquired ordinary shares in TPSB, to provide a corporate guarantee and any other forms of guarantee, indemnity or collateral as may be required by the financier of TPSB, all in proportion to the Company's equity interest in TPSB following the completion of the Proposed Acquisitions from TPRE, in respect of a loan obligation of RM42.5 million owing by TPSB (audited as at 30 September 2016) ("Proposed Provision of Financial Assistance") pursuant to paragraph 8.23(2)(c) of the Main Market Listing Requirements of Bursa Securities ("Listing Requirements").

**AND THAT** the Board of Directors of the Company ("Board") be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as the Board may consider necessary or expedient, and to take all such necessary steps to give effect to the Proposed Acquisitions from TPRE and the Proposed Provision of Financial Assistance with full powers to consent to and to adopt such conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Acquisitions from TPRE and the Proposed Provision of Financial Assistance or as the Board may deem necessary or expedient, and to deal with all such matters and to take such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Acquisitions from TPRE and the Proposed Provision of Financial Assistance in the interest of the Company."

**ORDINARY RESOLUTION 2**

**PROPOSED ACQUISITION OF TUNE HOTEL PENANG (AS DEFINED HEREIN), TUNE HOTEL KK (AS DEFINED HEREIN) AND TUNE HOTEL KLIA AEROPOLIS (AS DEFINED HEREIN) BY THE COMPANY FROM TUNE HOTELS SDN BHD ("THSB") IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF THREE (3) SALE AND PURCHASE AGREEMENTS ALL DATED 4 MAY 2017 SUPPLEMENTED BY THE SUPPLEMENTAL LETTERS DATED 30 AUGUST 2017 AND 26 OCTOBER 2017 ("PROPOSED TUNE HOTELS ACQUISITIONS")**

**THAT** subject to the passing of Ordinary Resolutions 1, 4, and 5, and the approval of Bursa Securities for the listing of and quotation for the Tune Hotel Penang Consideration Shares (as defined herein) on the Main Market of Bursa Securities and all the requisite consents/approvals of the relevant authorities and/or parties being obtained, approval be and is hereby given to the Company to acquire all or any of the following:

- an 11-storey limited-service hotel comprising 258 rooms known as "Tune Hotel Penang", erected on two pieces of land measuring in aggregate approximately 2,053.4 square meters (or approximately 22,103.1 square feet) held under Geran No. 63526 and 11256, Lot 426 and 348 Seksyen 15, Bandar George Town, Daerah Timor Laut, Negeri Pulau Pinang, together with existing tenancies for a purchase consideration of RM21,000,000, whereby:
  - RM11,926,000 is to be satisfied via the allotment and issuance of 33,127,777 new Shares ("Tune Hotel Penang Consideration Shares") at the Issue Price; and
  - RM9,074,000 is to be satisfied in cash,

upon the terms and conditions set out in the sale and purchase agreement dated 4 May 2017 entered into between the Company and THSB supplemented by the supplemental letters dated 30 August 2017 and 26 October 2017;

- a 4-storey limited-service hotel comprising 165 rooms known as "Tune Hotel KK", measuring in aggregate 42,485 square feet bearing postal address Unit Nos. G-803, F-803, S-803 & T-803, Ground Floor to Third Floor, 1 Borneo, Off Jalan UMS, 88450 Kota Kinabalu, Sabah, together with existing tenancies for a purchase consideration of RM9,000,000, to be satisfied entirely in cash, upon the terms and conditions set out in the sale and purchase agreement dated 4 May 2017 entered into between the Company and THSB supplemented by the supplemental letter dated 26 October 2017; and

- the rights to operate and maintain a 5-storey limited-service hotel comprising 218 rooms known as "Tune Hotel KLIA Aeropolis", located at a portion of land measuring approximately 4,046.9 square meters identified as Lot PT No. 29, Jalan KLIA S4, 64000 Sepang, Selangor together with an existing tenancy for a purchase consideration of RM926,000, to be satisfied entirely in cash, upon the terms and conditions set out in the sale and purchase agreement dated 4 May 2017 entered into between the Company and THSB supplemented by a supplemental letter dated 26 October 2017.

**THAT** approval be given to the Company to issue and allot the Tune Hotel Penang Consideration Shares at the Issue Price, and specifically to the following directors of the Company:

Name	Tune Hotel Penang Consideration Shares
Dato' Seri Kalimullah bin Masheerul Hassan	4,485,112
Lim Kian Onn	4,503,612

**THAT** the Tune Hotel Penang Consideration Shares shall, upon allotment and issue, rank equally in all respects with the existing Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions unless the allotment of the Tune Hotel Penang Consideration Shares were made on or prior to the entitlement date of such dividends, rights, allotments and/or other distributions.

**AND THAT** the Board be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as the Board may consider necessary or expedient, and to take all such necessary steps to give effect to the Proposed Tune Hotels Acquisitions with full powers to consent to and to adopt such conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Tune Hotels Acquisitions or as the Board may deem necessary or expedient, and to deal with all such matters and to take such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Tune Hotels Acquisitions in the interest of the Company."

**ORDINARY RESOLUTION 3**

**PROPOSED COLLABORATION IN RESPECT OF THE "TUNE HOTELS.COM" FRANCHISE BETWEEN THE COMPANY AND TUNE HOTELS.COM (BVU) LIMITED ("TH (BRANDCO)") IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF THE COLLABORATION AGREEMENT DATED 4 MAY 2017 ("PROPOSED COLLABORATION")**

**THAT** subject to the passing of Ordinary Resolution 1, approval be and is hereby given to the Company to collaborate with TH (Brandco), the owner and franchisor of the "Tune Hotels.Com" brand and franchise, for the Company to further enhance, promote and develop new franchisees of the "Tune Hotels.Com" brand after the completion of the Proposed Acquisitions from TPRE, upon the terms and conditions set out in the collaboration agreement dated 4 May 2017 entered into between the Company and TH (Brandco).

**AND THAT** the Board be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as the Board may consider necessary or expedient, and to take all such necessary steps to give effect to the Proposed Collaboration with full powers to consent to and to adopt such conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Collaboration or as the Board may deem necessary or expedient, and to deal with all such matters and to take such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Collaboration in the interest of the Company."

**ORDINARY RESOLUTION 4**

**PROPOSED DISPOSAL OF THE EAST WING AND CENTRE WING OF BANGUNAN ECM LIBRA BY THE COMPANY TO NOBLEMEN HOLDINGS SDN BHD ("NOBLEMEN") IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF THE SALE AND PURCHASE AGREEMENT DATED 4 MAY 2017 SUPPLEMENTED BY THE SUPPLEMENTAL LETTER DATED 26 OCTOBER 2017 ("PROPOSED BANGUNAN ECM LIBRA DISPOSAL") AND PROPOSED DISPOSAL OF THE SEMI-D PROPERTY (AS DEFINED HEREIN) BY THE COMPANY TO NOBLEMEN IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF THE SALE AND PURCHASE AGREEMENT DATED 4 MAY 2017 SUPPLEMENTED BY THE SUPPLEMENTAL LETTER DATED 26 OCTOBER 2017 ("PROPOSED SEMI-D DISPOSAL")**

**THAT** subject to the passing of Ordinary Resolution 1, and all the requisite consents/approvals of the relevant authorities and/or parties being obtained, approval be and is hereby given to the Company to dispose of:

- part of the Bangunan ECM Libra comprising the east wing measuring 21,907.0 square feet of gross floor area and the centre wing measuring 26,443.0 square feet of gross floor area, erected on a piece of land measuring approximately 4,218.3 square meters (or approximately 45,405.5 square feet) held under Geran No. 26884, Lot 8931, Mukim Kuala Lumpur, Daerah Kuala Lumpur, Negeri Wilayah Persekutuan Kuala Lumpur, together with existing tenancies for a disposal consideration of RM24,000,000, upon the terms and conditions set out in the sale and purchase agreement dated 4 May 2017 entered into between the Company and Noblemen supplemented by the supplemental letter dated 26 October 2017; and
- a semi-detached residential property erected on a piece of land measuring approximately 577.0 square meters (or approximately 6,210.8 square feet) held under Geran No. 78441, Lot 13115, Mukim Kuala Lumpur, Daerah Kuala Lumpur, Negeri Wilayah Persekutuan Kuala Lumpur ("Semi-D Property") for a disposal consideration of RM4,000,000, upon the terms and conditions set out in the sale and purchase agreement dated 4 May 2017 entered into between the Company and Noblemen supplemented by the supplemental letter dated 26 October 2017.

**THAT** subject to the Proposed Bangunan ECM Libra Disposal and Proposed Semi-D Disposal becoming unconditional, approval be and is hereby given to the Board to utilise the proceeds from the disposal of RM28,000,000 to partially fund and implement the special cash dividend of an amount which will result in the Company's net asset being adjusted to approximately RM103.2 million or about RM0.36 per Share.

**AND THAT** the Board be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as the Board may consider necessary or expedient, and to take all such necessary steps to give effect to the Proposed Bangunan ECM Libra Disposal and Proposed Semi-D Disposal with full powers to consent to and to adopt such conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Bangunan ECM Libra Disposal and Proposed Semi-D Disposal or as the Board may deem necessary or expedient, and to deal with all such matters and to take such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bangunan ECM Libra Disposal and Proposed Semi-D Disposal in the interest of the Company."

**ORDINARY RESOLUTION 5**

**PROPOSED DIVERSIFICATION OF THE EXISTING PRINCIPAL ACTIVITIES OF ECMLFG AND ITS SUBSIDIARIES ("ECMLFG GROUP") TO INCLUDE THE BUSINESS OF HOTEL OWNERSHIP AND MANAGEMENT ("PROPOSED DIVERSIFICATION")**

**THAT** subject to the passing of Ordinary Resolution 1, approval be and is hereby given to the Company to diversify the existing business activities of ECMLFG Group which consist of general investments, management of unit trust funds and asset management, structured lending and financial-related services to include the business of hotel ownership and management upon completion of the Proposed Acquisitions from TPRE and, where applicable, the Proposed Tune Hotels Acquisitions pursuant to paragraph 10.13(1) of the Listing Requirements.

**AND THAT** the Board be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as the Board may consider necessary or expedient, and to take all such necessary steps to give effect to the Proposed Diversification with full powers to consent to and to adopt such conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Diversification or as the Board may deem necessary or expedient, and to deal with all such matters and to take such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Diversification in the interest of the Company."

**BY ORDER OF THE BOARD**

**CHAN SOON LEE**  
**NG CHEONG SENG**  
Company Secretaries  
Kuala Lumpur  
27 November 2017

**Notes:**

- In respect of deposited securities, only members whose names appear in the Record of Depositors on 4 December 2017 shall be eligible to attend, speak and vote at the Extraordinary General Meeting ("EGM").
- A member entitled to attend and vote at the EGM is entitled to appoint not more than 2 proxies to attend and vote in his stead. A proxy may but does not need to be a member of the Company. Where a member appoints 2 proxies, the appointments shall be invalid unless he specifies the proportions of his shareholdings to be represented by each proxy. A proxy appointed to attend and vote at the EGM shall have the same rights as the member to speak at the EGM. Notwithstanding this, a member entitled to attend and vote at the EGM is entitled to appoint any person as his proxy to attend and vote instead of the member at the EGM. There shall be no restriction as to the qualifications of the proxy.
- In the case of a corporate member, the instrument appointing a proxy must be either under its common seal or under the hand of its officer or attorney duly authorised.
- Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in 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. Where an exempt authorised nominee appoints more than 1 proxy to attend and vote at the EGM, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies, failing which, the appointment shall be invalid.
- The instrument appointing a proxy must be deposited at the Company's Registered Office at 2<sup>nd</sup> Floor, West Wing, Bangunan ECM Libra, 8 Jalan Damansara Endah, Damansara Heights, 50490 Kuala Lumpur not less than 48 hours before the time for holding the EGM or at any adjournment thereof.
- 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 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 Share Registrar for the purpose of the processing and administration 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 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.