



ECM LIBRA FINANCIAL GROUP BERHAD
(200501031433) (713570-K)
(Incorporated in Malaysia)

MINUTES of the Extraordinary General Meeting of ECM Libra Financial Group Berhad (öECMLFGö or öCompanyö) held at MAKAN at Tune Hotel KLIA2, Lot Pt 13, Jalan KLIA 2/2, 64000 KLIA, Selangor on Tuesday, 3 December 2019 at 2.30 p.m.

PRESENT:

DIRECTORS

DatoøSeri Kalimullah bin Masheerul Hassan (Executive Chairman)
Mr Lim Kian Onn (Managing Director)
Datuk Kamarudin bin Md Ali (Independent Non-Executive Director)
DatoøOthman bin Abdullah (Independent Non-Executive Director)
En Mahadzir bin Azizan (Independent Non-Executive Director)
Mr Gareth Lim Tze Xiang (Non-Independent Non-Executive Director)

MEMBERS

As per attendance list

PROXIES

As per attendance list

IN ATTENDANCE:

Ms Chan Soon Lee (Representative from management)
Mr Patrick Lim Kam Choy (Chief Financial Officer cum Joint Company Secretary)
Mdm Jasmindar Kaur A/P Sarban Singh (Tricor Corporate Services Sdn Bhd (öTCSö), Joint Company Secretary)
Ms K. Saraswathy (TCS, Assistant to Joint Company Secretary)
Ms Shirley Yap (TCS, Assistant to Joint Company Secretary)

OTHERS PRESENT:

Ms Samantha Goh (Representative from Tricor Investor & Issuing House Services Sdn Bhd (öTIIHSö), Poll Administrator)
Mr Cheng Kang Shaun (Representative from TIIHS)
Cik Nadiah Ili binti Adnan (Representative from Asia Securities Sdn Berhad (öASSBö), Scrutineer)
Cik Nur Aneeda Izzati binti Uda Jaya (Representative from ASSB)
Mr Pua Kin Joh (Representative from Mercury Securities Sdn Bhd (öMercuryö), Principal Adviser)
Mr Wilson Chiong (Representative from Mercury)
Ms Sarah Wong (Representative from Mercury)

OTHERS PRESENT Datoø Wong Wing Seong (Representative from BDO Capital Consultants Sdn Bhd (øBDOø), Independent Adviser)
(Contød): Ms Pam Lee Wen Ai (Representative from BDO)
Mr Eng Cha Lun (Representative from BDO)
En Hasanuddin bin Amiruddin (Representative from BDO)
Mr Leong Wai Lun (Representative from Foong & Partners (øF&Pø), Legal Adviser)
Ms Khor Shu Han (Representative from F&P)

1.0 **QUORUM**

1.1 It was established that a quorum was present.

2.0 **NOTICE OF MEETING**

2.1 The Notice of the Extraordinary General Meeting (øEGMø or øMeetingø) as set out in the Circular to Shareholders dated 5 November 2019 (øCircularø), having been circulated to all members, was taken as read.

3.0 **PRELIMINARY**

3.1 The Chairman informed that pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and Clause 84 of the Constitution of the Company, the resolutions to be considered at the Meeting would be put to vote by way of poll and that the polling process for the resolutions would be conducted upon completion of the deliberation of all businesses to be transacted at the EGM.

3.2 The Chairman also informed that the Company had appointed TIIHS as the Poll Administrator to conduct the polling process and ASSB as the Scrutineer to verify the poll results.

4.0 **ORDINARY RESOLUTION**

PROPOSED ACQUISITION OF HOSPITALITY ASSETS TOGETHER WITH THE HOSPITALITY BUSINESSES BY ECML HOTELS SDN BHD (A WHOLLY-OWNED SUBSIDIARY OF ECMLFG) FROM OMT HOTELS SDN BHD (FORMERLY KNOWN AS TUNE HOTELS SDN BHD) (“OHSB”) FOR A TOTAL CASH CONSIDERATION OF RM62.04 MILLION AND TO ASSUME THE REMAINING COSTS AND EXPENSES (ESTIMATED TO BE APPROXIMATELY RM26.34 MILLION) FOR THE RENOVATION WORKS ON THE KL PROPERTY (“Proposed Acquisition”)

- 4.1 The Chairman informed that the 1st item on the Agenda of the Meeting was to consider the Ordinary Resolution on the proposed acquisition of hospitality assets together with the hospitality businesses by ECML Hotels Sdn Bhd from OHSB for a total cash consideration of RM62.04 million and to assume the remaining costs and expenses, estimated to be approximately RM26.34 million, for the renovation works on the hospitality assets in Kuala Lumpur. The details of the Proposed Acquisition were set out in the Circular.

The Secretary informed that the motion for consideration was set out in the Ordinary Resolution in Notice of Meeting in the Circular.

- 4.2 The Chairman put forward the resolution to the floor and the questions and answers were summarised as follows:-

- 4.2.1 Mr Muniandy a/l Karishnan made several enquires and the salient points were as follows:-

- a) On the rationale of buying the hotel businesses from OHSB to which the Managing Director informed that the Company started off in the financial services but in the past few years, the said industry had become very competitive and hence the Company gradually sold off its investment bank and fund management business. The proceeds from disposal were substantially returned to shareholders in the form of dividend and special distribution. As previously approved by shareholders, the Company has since diversified its business to venture into hotel business which has potential for growth. The Group is currently in the hotel business and the Proposed Acquisition would enable the hotel business of the Group to continue to grow.
- b) On the unfavorable risk factor in relation to the Proposed Acquisition as stated in the Circular, the Managing Director informed that although there was no guarantee that the investment in hospitality business would be profitable, nonetheless the risk was worth taking in view of the potential growth and favourable prospect in hospitality industry.

- 4.2.2 Mr Lim Cheng Hoe made several enquires and the salient points were as follows:-

- a) On the rationale of the Danga Bay Property being sold by OHSB at RM16.45 million which was almost 50% discount of the original cost of investment of OHSB, the Managing Director informed that the purchase consideration of RM16.45 million was equivalent to the market price and at fair value as appraised by the valuer and stated in the valuation report.

- b) On the timeframe that the Danga Bay Property could break-even, the Managing Director informed that at the operational level, the hotel has shown improvement and with additional refurbishment to the Danga Bay Property, we would expect better performance in the near future. With regard to the KL Property, the Managing Director informed that the renovation at the KL Property was already completed and KL Property had started operation on 1 December 2019.
 - c) On the comfort level of the Board in respect of the increase in the gearing of the Group from 0.06 to 0.41 after the Proposed Acquisition, the Managing Director informed that every gearing was tied to a property and every property is geared to the extent that the property could support.
- 4.3 With no further questions from the members and proxies, the Chairman then concluded the question and answers session for Agenda item 1, and proceeded to the next agenda item.

5.0 SPECIAL RESOLUTION

PROPOSED CHANGE OF NAME OF THE COMPANY FROM “ECM LIBRA FINANCIAL GROUP BERHAD” TO “ECM LIBRA GROUP BERHAD”

- 5.1 The Chairman informed that the 2nd item on the Agenda of the Meeting was to consider the Special Resolution on the proposed change of name of the Company from ECM Libra Financial Group Berhad to ECM Libra Group Berhad. The details of the proposed change of name were set out in the Circular.
- 5.2 The Chairman further informed that the Special Resolution would be passed if the Company obtained the approval of a majority of not less than 75% of the votes of members who were entitled to vote and did vote in person or by proxy at the Meeting.
- 5.3 The Secretary informed that the motion for consideration was set out in the Special Resolution in Notice of Meeting in the Circular.
- 5.4 The Chairman put forward the resolution to the floor for questions.
- 5.5 En Mohd Azhari suggested renaming the Company as ECM Group Berhad. The Chairman replied that his suggestion could not be considered at the Meeting as there was no prior notice given to seek shareholders' approval on the suggested name.
- 5.6 After all the businesses of the Meeting had been duly considered, the Chairman directed the Meeting to proceed with the voting by poll on the Ordinary and Special Resolutions.

6.0 POLLING PROCESS

- 6.1 Mr Cheng Kang Shaun of TIIHS was invited by the Chairman to explain the poll procedure to the members and proxies present.
- 6.2 At the conclusion of the voting, the Chairman adjourned the Meeting at 3.13 p.m. for the votes to be counted by TIIHS and verified by ASSB. The Chairman informed that the Meeting would resume as soon as ASSB had verified the results of the poll.

7.0 ANNOUNCEMENT OF POLL RESULTS

- 7.1 The Chairman informed that he had received the poll results duly verified by ASSB. He declared a quorum was present and called the Meeting to order at 3.33 p.m. for the declaration of the results of the poll. The Chairman invited Ms Nadiah Ili binti Adnan of ASSB to read out the poll results as appended below to the members and proxies present:-

Resolutions	Vote For		Vote Against	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution	8,583,180	100	0	0
Special Resolution	14,306,843	100	0	0

- 7.2 Based on the results of the poll, the Meeting RESOLVED:-

ORDINARY RESOLUTION

PROPOSED ACQUISITION OF HOSPITALITY ASSETS TOGETHER WITH THE HOSPITALITY BUSINESSES BY ECML HOTELS SDN BHD (“ECML”) (A WHOLLY-OWNED SUBSIDIARY OF ECMLFG) FROM OMT HOTELS SDN BHD (FORMERLY KNOWN AS TUNE HOTELS SDN BHD) (“OHSB”) FOR A TOTAL CASH CONSIDERATION OF RM62.04 MILLION AND TO ASSUME THE REMAINING COSTS AND EXPENSES (ESTIMATED TO BE APPROXIMATELY RM26.34 MILLION) FOR THE RENOVATION WORKS ON THE KL PROPERTY

THAT subject to all the requisite approvals of the relevant authorities and/or parties being obtained, approval be and is hereby given to the Company to acquire through ECML the following:-

- (i) all that piece of land held under GRN 358300, Lot 46867, Bandar Johor Bahru, Daerah Johor Bahru, Johor, measuring in land area of approximately 4,257.00 square metres (ösqmö) (approximately 45,821.97 square feet (ösq ftö)), together with a 7-storey limited-service hotel known as öTune Hotel @ Danga Bayö comprising 218 hotel rooms (öDanga Bay Propertyö); and
- (ii) all that pieces of land held under:-
 - (a) GRN 76084, Lot 20001 Seksyen 46, Bandar Kuala Lumpur, Daerah Kuala Lumpur, measuring in land area of approximately 383.00 sqm (approximately 4,122.58 sq ft);
 - (b) PN 10025, Lot 1590 Seksyen 46, Bandar Kuala Lumpur, Daerah Kuala Lumpur, measuring in land area of approximately 348.00 sqm (approximately 3,745.84 sq ft); and
 - (c) PN 24460, Lot 1305 Seksyen 46, Bandar Kuala Lumpur, Daerah Kuala Lumpur, measuring in land area of approximately 611.56 sqm (approximately 6,582.79 sq ft),

together with an existing structure which is being re-developed into 2 hotels to be known as (i) öThe Chow Kitö, an Ormond hotel comprising 113 hotel rooms and (ii) öMoMoø Kuala Lumpurö comprising 99 hotel rooms (Collectively, the öKL Propertyö),

(Collectively, the Danga Bay Property and the KL Property are referred to as the öHospitality Assetsö),

together with the operations of (i) a limited-service hotel known as öTune Hotel @ Danga Bayö and (ii) 2 hotels currently under development to be known as (a) öThe Chow Kitö, an Ormond hotel and (b) öMoMoø Kuala Lumpurö (Collectively, the öHospitality Businessesö) for a total cash consideration of RM62.04 million comprising RM16.45 million for the Danga Bay Property and RM45.59 million for the KL Property, upon the terms and conditions as set out in the sale and purchase agreement dated 8 August 2019 (öSPAö).

THAT pursuant to and as part of the Proposed Acquisition, approval be and is hereby given to the Company or ECML or any subsidiaries of the Company to accept the transfer of (i) the franchise business of Tune Hotels from Tune Hotels.Com (BVI) Limited and (ii) the hotel management and operation services business from Notel Management Sdn Bhd (formerly known as Tune Hotels Management Sdn Bhd).

(Collectively, referred to as the öProposed Business Transferö).

THAT to facilitate the Proposed Acquisition, approval be and is hereby granted to ECML to undertake all transactions contemplated under the SPA, including to undertake the renovation works on the KL Property.

AND THAT the Board of Directors of the Company (öBoardö) 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 Acquisition and Proposed Business Transfer 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 Acquisition and Proposed Business Transfer or as the Board may deem necessary or expedient; and 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 Acquisition and Proposed Business Transfer, in the interest of the Company.

SPECIAL RESOLUTION

PROPOSED CHANGE OF NAME OF THE COMPANY FROM “ECM LIBRA FINANCIAL GROUP BERHAD” TO “ECM LIBRA GROUP BERHAD” (“PROPOSED CHANGE OF NAME”)

THAT the name of the Company be and is hereby changed from öECM Libra Financial Group Berhadö to öECM Libra Group Berhadö with effect from the date of issuance of the Notice of Registration of New Name by the Companies Commission of Malaysia (öCCMö)

THAT all references in the Constitution of the Company with the name öECM Libra Financial Group Berhadö, wherever the same may appear, shall be substituted with the name öECM Libra Group Berhadö subject to and upon issuance of the Notice of Registration of New Name by the CCM.

AND THAT the Board or any of the Company Secretaries be and are hereby authorised to do all acts, deeds, things and execute all necessary documents as they may consider necessary or expedient, and to take all such necessary steps to give effect to the Proposed Change of Name 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 Change of Name or as they may deem necessary or expedient; and deal with all such matters and to take such steps and do all acts and things in any manner as they may deem necessary or expedient to implement, finalise and give full effect to the Proposed Change of Name, in the interest of the Company.

8.0 CLOSE OF MEETING

- 8.1 There being no other business, the Chairman declared the Meeting closed at 3.40 p.m. thanked all present for their attendance.