

THIS STATEMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant or any other professional advisers immediately.

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ECM LIBRA GROUP BERHAD

[Registration No. 200501031433 (713570-K)]
(Incorporated in Malaysia)

STATEMENT TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

The ordinary resolution in respect of the above proposal will be tabled at the 18th Annual General Meeting ("**AGM**") of ECM Libra Group Berhad to be held at MAKAN at Tune Hotel KLIA2, Lot Pt 13, Jalan KLIA 2/2, 64000 KLIA, Selangor on Monday, 22 May 2023 at 2.30 p.m.

The Notice of AGM together with the Form of Proxy are available on our Company's website at <http://ecmlibra.com/agm.asp>.

If you decide to appoint a proxy or proxies to attend and vote on your behalf at the AGM, the original duly executed Form of Proxy must be deposited at our Registered Office 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 AGM or at any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently decide to do so.

Last date and time for lodging the Form of Proxy : Saturday, 20 May 2023 at 2.30 p.m.

Date and time of AGM : Monday, 22 May 2023 at 2.30 p.m.

This Statement is dated 19 April 2023

DEFINITIONS

Except where the context otherwise requires, the following definitions shall apply throughout this Statement:

“Act”	:	Companies Act 2016, including any amendments and re-enactments that may be made thereto from time to time
“AGM”	:	Annual General Meeting
“Board”	:	Board of Directors of ECMLG
“Bursa Securities”	:	Bursa Malaysia Securities Berhad
“Code”	:	Malaysian Code on Take-Overs and Mergers 2016 (including the Rules on Take-Overs, Mergers and Compulsory Acquisitions) as amended from time to time, including any re-enactment thereof
“Directors” or “our Directors”	:	Directors of ECMLG
“ECMLG” or “our Company”	:	ECM Libra Group Berhad [Registration No. 200501031433 (713570-K)]
“ECMLG Group” or “our Group”	:	ECMLG and its subsidiaries, collectively
“ECMLG Share(s)” or “Share(s)”	:	Ordinary share(s) of ECMLG
“EPS”	:	Earnings per share
“FYE”	:	Financial year ended
LPD”	:	31 March 2023, being the latest practicable date prior to printing of this Statement
“Listing Requirements”	:	Main Market Listing Requirements of Bursa Securities, including any amendments thereto that may be made from time to time
“NA”	:	Net assets
“Proposed Share Buy-Back”	:	Proposed authority for our Company to purchase and/or hold up to 10% of the total number of issued shares of ECMLG
“Purchased Shares”	:	ECMLG Shares purchased pursuant to the Proposed Share Buy-Back
“RM” and “sen”	:	Ringgit Malaysia and sen, respectively
“Securities Commission Malaysia”	:	SC
“Statement”	:	This statement to shareholders dated 19 April 2023 in relation to the Proposed Share Buy-Back
“WAP”	:	Weighted average market price

All references to “**our Company**” or “**ECMLG**” in this Statement are to ECM Libra Group Berhad, and references to “**our Group**” or “**ECMLG Group**” are to our Company and our subsidiaries, collectively. References to “**we**”, “**us**” and “**our**” are to our Company, and where the context requires otherwise, shall include our subsidiaries.

All references to “**you**” in this Statement are to the shareholders of our Company.

Any reference to time of day and date in this Statement is a reference to Malaysian time and date respectively.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable include the feminine and neuter genders and vice versa. References to persons shall include a corporation, unless otherwise specified.

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EXTRACT OF ORDINARY RESOLUTION TO BE TABLED AT THE 18TH AGM**ENCLOSED**



ECM LIBRA GROUP BERHAD
[Registration No. 200501031433 (713570-K)]
(Incorporated in Malaysia)

Registered Office:
2nd Floor, West Wing, Bangunan ECM Libra
8 Jalan Damansara Endah
Damansara Heights
50490 Kuala Lumpur

19 April 2023

Board of Directors:

Dato' Seri Kalimullah bin Masheerul Hassan (*Non-Independent Non-Executive Chairman*)
Dato' Lim Kian Onn (*Non-Independent Non-Executive Deputy Chairman*)
Datuk Kamarudin bin Md Ali (*Independent Non-Executive Director*)
En Mahadzir bin Azizan (*Independent Non-Executive Director*)
Mr Oh Teik Khim (*Independent Non-Executive Director*)
Mr Gareth Lim Tze Xiang (*Executive Director/Chief Executive Officer*)
En Akil Hassan bin Kalimullah - *Alternate Director to Dato' Seri Kalimullah bin Masheerul Hassan*
(*Non-Independent Non-Executive Director*)

To our shareholders

Dear Sir/Madam,

PROPOSED AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

1. INTRODUCTION

On 14 April 2023, our Board had announced of our Company's intention to seek your approval for the Proposed Share Buy-Back at the forthcoming 18th AGM.

This Statement serves to provide you with the relevant details of the Proposed Share Buy-Back as well as the recommendation of our Board and to seek your approval for the ordinary resolution pertaining to the Proposed Share Buy-Back to be tabled at the forthcoming 18th AGM.

We advise you to read and consider carefully the contents of this Statement before voting on the resolution relating to the Proposed Share Buy-Back at the forthcoming 18th AGM.

2. DETAILS OF THE PROPOSED SHARE BUY-BACK

2.1 The Proposed Share Buy-Back

Our Board is seeking your approval for ECMLG to purchase and/or hold up to 10% of the total number of issued shares of our Company for the time being quoted on Bursa Securities, subject to compliance with Section 127 of the Act, Listing Requirements and other applicable rules and regulations ("**Conditions**"). On the assumption that our Company complies with the Conditions, and based on the total number of issued shares of ECMLG as at LPD of 479,925,823 Shares, our Company may purchase up to a maximum of 47,992,582 ECMLG Shares (please refer to section 5.1 of this Statement) pursuant to the Proposed Share Buy-Back, representing 10% of the total number of issued shares of our Company.

Your authority for the Proposed Share Buy-Back shall be effective upon the passing of the ordinary resolution for the Proposed Share Buy-Back at the 18th AGM, and will continue to be in force until:

- (i) the conclusion of the next AGM of our Company following the 18th AGM at which such ordinary resolution was passed, at which time it will lapse, unless by ordinary resolution passed at that general meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - (ii) the expiration of the period within which the next AGM of our Company after that date is required by law to be held; or
 - (iii) revoked or varied by an ordinary resolution passed by our shareholders in a general meeting;
- whichever occurs first.

The maximum amount of funds to be allocated for the Proposed Share Buy-Back will be subjected to the retained profits of our Company. The Proposed Share Buy-Back will be funded from internally generated funds and/or bank borrowings. Based on the audited financial statements of ECMLG for the FYE 31 December 2022, the retained profits of our Company stood at RM64.27 million.

The authority for the Proposed Share Buy-Back will allow our Directors to exercise the power of our Company to purchase its own Shares at any time within the abovementioned time period using the internal funds and/or bank borrowings of our Company. The actual number of Shares to be purchased will depend on, amongst others, the market conditions and sentiments of the stock market, the availability of financial resources and the retained profits of our Company at the time of the purchase(s). In the event that the Proposed Share Buy-Back is to be partly financed by bank borrowings, ECMLG expects that it will be capable of repaying the bank borrowings and that bank borrowings will not have any material impact on the cash flow of the ECMLG Group.

Our Board will ensure that ECMLG satisfies the solvency test as stated in Section 112(2) of the Act before the execution of the Proposed Share Buy-Back.

2.2 Pricing

In accordance with the Listing Requirements, our Company may only purchase the Shares on Bursa Securities at a price which is not more than 15% above the WAP for ECMLG Shares for the 5 market days immediately before the purchase(s) and our Company may only resell the treasury shares on Bursa Securities or transfer the treasury shares pursuant to Section 127(7) of the Act at:

- (a) a price which is not less than the WAP for the Shares for the 5 market days immediately before the resale or transfer; or
- (b) a discounted price of not more than 5% to the WAP for the Shares for the 5 market days immediately before the resale or transfer provided that:
 - (i) the resale or transfer takes place not earlier than 30 days from the date of purchase; and
 - (ii) the resale or transfer price is not less than the cost of purchase of the Shares being resold or transferred.

2.3 Treatment of the Purchase Shares

In accordance with Section 127 of the Act, our Board may deal with the Shares so purchased by our Company pursuant to the Proposed Share Buy-Back in the following manner:

- (i) cancel all the Purchased Shares; or
- (ii) retain the Purchased Shares as treasury shares; or
- (iii) retain part of the Purchased Shares as treasury shares and cancel the remainder; or

- (iv) distribute the treasury shares held as dividends to our shareholders; or
- (v) resell the treasury shares on the market of Bursa Securities; or
- (vi) transfer the treasury shares as purchase consideration; or
- (vii) such other manner as Bursa Securities and other relevant authorities may allow from time to time.

The decision whether to retain the Purchased Shares as treasury shares, or to cancel them or a combination of both, or any alternatives as mentioned above, will be made by our Board at the appropriate time.

If the Purchase Shares are to be retained as treasury shares, the rights attaching to them as to voting, dividends and participation in any other distribution or otherwise will be suspended and the treasury shares shall not be taken into account in calculating the number or percentage of Shares in our Company for any purpose including the determination of substantial shareholdings, take-overs, notices, the requisitioning of meetings, the quorum for meetings and the result of a vote on resolution(s) at shareholders' meetings.

3. RATIONALE FOR THE PROPOSED SHARE BUY-BACK

The potential benefits of a share buy-back exercise to our Company and our shareholders are as follows:

- (i) The Proposed Share Buy-Back may enable our Company to utilise any of its surplus financial resources to purchase its own Shares from the open market which may have positive impact on the market price of ECMLG Shares. The Proposed Share Buy-Back, if implemented may help to stabilise the supply and demand of the ECMLG Shares traded on Bursa Securities and thereby supporting its fundamental value.
- (ii) The Proposed Share Buy-Back may also improve the future EPS of ECMLG Group and the return on equity as a result of the reduction in the total number of issued shares of ECMLG if the Purchased Shares are subsequently cancelled.

If the Purchased Shares are to be retained as treasury shares, it will provide an option for our Company to resell the treasury shares at a higher price and generate capital gain for our Company. Alternatively, it may be distributed as share dividends to reward shareholders of ECMLG in the future.

4. POTENTIAL ADVANTAGES AND DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK

The potential advantages of the Proposed Share Buy-Back are as follows:

- (i) allows our Company to take preventive measures against speculation particularly when the ECMLG Shares are undervalued; and
- (ii) allows our Company flexibility in attaining its desired capital structure.

Other potential advantages of the Proposed Share Buy-Back are set out in section 3 above on the "Rationale for the Proposed Share Buy-Back".

The potential disadvantages of the Proposed Share Buy-Back are as follows:

- (i) the Proposed Share Buy-Back will reduce the financial resources of our Group and may result in our Group foregoing better investment opportunities that may emerge in the future; and

- (ii) as the Proposed Share Buy-Back can only be made out of retained profits of our Company, it may result in the reduction of financial resources available for distribution to our shareholders in the immediate future.

Nevertheless, the Proposed Share Buy-Back is not expected to have any potential material disadvantage to our Company or our shareholders, as it will be undertaken only after due consideration of the financial resources of ECMLG Group and its resultant impact. Our Board, in exercising any decision on the Proposed Share Buy-Back, will be mindful of the interests of our Company and our shareholders.

5. EFFECTS OF THE PROPOSED SHARE BUY-BACK

Based on the assumption that the Proposed Share Buy-Back is carried out in full on the LPD, the proforma effects are as follows:

5.1 Total Number of Issued Shares

The Proposed Share Buy-Back will result in the reduction of the total number of issued shares of ECMLG if the Purchased Shares are cancelled.

On the assumption that the Proposed Share Buy-Back is implemented in full and all the Purchased Shares are cancelled, the proforma effect of the Proposed Share Buy-Back on the total number of issued shares of ECMLG as at the LPD is illustrated below:

	<u>No. of Shares</u>
Total number of issue shares of ECMLG as at the LPD	479,925,823
Maximum number of ECMLG Shares that may be purchased pursuant to the Proposed Share Buy-Back (10% of the total number of issued shares of ECMLG) and cancelled	(47,992,582)
Resultant number of issued shares of ECMLG after full implementation of the Proposed Share Buy-Back and cancellation	<hr/> 431,933,241 <hr/>

However, the Proposed Share Buy-Back will have no effect on the total number of issued shares of ECMLG if all the Purchased Shares are to be retained as treasury shares, resold or distributed to our shareholders as share dividends.

5.2 NA

The effects of the Proposed Share Buy-Back on the NA per Share of our Group are dependent on the purchase price and the number of Purchased Shares.

The Proposed Share Buy-Back will reduce the NA per Share of our Group if the purchase price exceeds the NA per Share of our Group at the time of purchase. On the contrary, the NA per Share of our Group will increase if the purchase price is less than the NA per Share of our Group at the time of purchase.

In the event the Purchased Shares which are retained as treasury shares are resold, the NA of our Group will increase if a gain is realised upon the resale and vice-versa.

5.3 EPS

The Proposed Share Buy-Back could facilitate an enhancement in the calculation of the EPS of our Group, the extent of which will depend on the actual number of Shares bought back and the purchase price paid and the effective cost of funding or any loss in interest income to ECMLG Group.

In the event the Purchased Shares which are retained as treasury shares are resold, the extent of the effect on earnings of ECMLG Group will depend on the actual selling prices, the number of treasury shares resold and the effective gain or interest savings arising therefrom.

5.4 Working Capital and Cash Flow

The Proposed Share Buy-Back, as and when implemented, will reduce the working capital and cash flow of our Group, the quantum of which will depend on the number of Shares eventually purchased and the purchase price of the Purchased Shares.

For Purchased Shares which are retained as treasury shares, upon its resale, the working capital and cash flow of our Company will increase, the quantum of which will depend on the actual selling price of the treasury shares and the number of treasury shares resold.

5.5 Dividend Policy

The Proposed Share Buy-Back is not expected to have any material effect on the dividend policy of our Company. The dividend to be declared by our Company in the future, if any, shall depend on, amongst others, the profitability and cash flow position of our Group and our Company.

6. DETAILS OF PURCHASE OF SHARES, RESALE, TRANSFER OR CANCELLATION OF TREASURY SHARES IN THE PRECEDING 12 MONTHS

ECMLG does not have any treasury shares and neither have we made any purchase of our own Shares, resold, transferred or cancelled any treasury shares in the 12 months preceding the date of this Statement.

7. PUBLIC SHAREHOLDING SPREAD

As announced by ECMLG on 7 December 2022, Bursa Securities had, vide its letter dated 7 December 2022, granted ECMLG a further extension of time of 6 months until 2 June 2023 to comply with the public shareholding spread of 25% as required under paragraph 8.02(1) of the Listing Requirements ("**Public Spread Requirement**"). In this regard, our Company will only purchase its own Shares pursuant to the Proposed Share Buy-Back when the Public Spread Requirement is met. As at the LPD, the public shareholding spread of ECMLG stood at 22.58, a shortfall of 2.42%.

8. IMPLICATION RELATING TO THE CODE

Pursuant to the Code, a person or a group of persons acting in concert will be required to make a mandatory general offer if his/their stake(s) in the Company is/are increased beyond 33% of its total number of issued shares or his/their existing shareholding(s) is/are more than 33% but less than 50% and it exceeds by another 2% in any six months' period.

In the event that the Proposed Share Buy-Back results in the shareholdings of any of the above parties being affected, the said person or group of persons acting in concert will be obliged to make a mandatory general offer for the remaining Shares not held by him/them. However, an exemption from a mandatory offer obligation may be granted by the SC under the Code, subject to the affected person and the parties acting in concert complying with certain conditions, if the obligation is triggered as a result of action outside their direct participation.

As it is not intended for the Proposed Share Buy-Back to trigger the obligation to undertake a mandatory general offer by any of its substantial shareholders and/or parties acting in concert with them, the Company is mindful that only such number of shares are purchased, retained as treasury shares, cancelled or distributed such that the Code will not be triggered. However, in the event that an obligation to undertake a mandatory offer should arise with respect to any parties from the Proposed Share Buy-Back, the relevant parties shall make necessary application to SC for an exemption from undertaking a mandatory offer under the Code before a mandatory offer is triggered.

9. HISTORICAL SHARE PRICES

The monthly highest and lowest market prices of ECMLG Shares traded on Bursa Securities for the past 12 months from April 2022 to March 2023, and the last transacted price on the LPD are as follows:

	High RM	Low RM
2022		
April	0.205	0.160
May	0.205	0.165
June	0.225	0.205
July	0.230	0.210
August	0.240	0.190
September	0.195	0.170
October	0.195	0.160
November	0.200	0.170
December	0.200	0.180
2023		
January	0.195	0.185
February	0.210	0.185
March	0.175	0.170

The last transacted market price of ECMLG Shares as at the LPD was RM0.170.

Source: Bloomberg

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10. SHAREHOLDINGS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

The proforma effects of the Proposed Share Buy-Back on the shareholdings of our Directors and substantial shareholders based on the Registers of Directors and Substantial Shareholders as at the LPD are illustrated below:

	As at the LPD				After Proposed Share Buy-Back			
	Direct		Indirect		Direct [#]		Indirect [#]	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
<u>Directors/Substantial Shareholders</u>								
Dato' Seri Kalimullah bin Masheerul Hassan	70,562,815	14.70	-	-	70,562,815	16.34	-	-
Dato' Lim Kian Onn	66,296,278	13.81	134,843,286 ⁽¹⁾	28.10	66,296,278	15.35	134,843,286 ⁽¹⁾	31.22
<u>Directors</u>								
Datuk Kamarudin bin Md Ali	100,000	0.02	-	-	100,000	0.02	-	-
En Mahadzir bin Azizan	-	-	-	-	-	-	-	-
Mr Oh Teik Khim	-	-	-	-	-	-	-	-
Mr Gareth Lim Tze Xiang	-	-	-	-	-	-	-	-
En Akil Hassan bin Kalimullah - Alternate Director to Dato' Seri Kalimullah bin Masheerul Hassan	-	-	-	-	-	-	-	-

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10. SHAREHOLDINGS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS (CONT'D)

	As at the LPD				After Proposed Share Buy-Back			
	Direct		Indirect		Direct [#]		Indirect [#]	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
<u>Substantial Shareholders</u>								
Truesource Pte Ltd	56,694,973	11.81	-	-	56,694,973	13.13	-	-
Plato Capital Limited	-	-	56,694,973 ⁽²⁾	11.81	-	-	56,694,973 ⁽²⁾	13.13
Garynma MY Capital Limited	76,711,150	15.98	-	-	76,711,150	17.76	-	-
Garynma MY Holdings Limited	-	-	76,711,150 ⁽³⁾	15.98	-	-	76,711,150 ⁽³⁾	17.76
Trident Trust Company (Singapore) Pte Limited	-	-	76,711,150 ⁽⁴⁾	15.98	-	-	76,711,150 ⁽⁴⁾	17.76
Tune Group Sdn Bhd	99,767,386	20.79	-	-	99,767,386	23.10	-	-
Tan Sri Anthony Francis Fernandes	-	-	99,767,386 ⁽⁵⁾	20.79	-	-	99,767,386 ⁽⁵⁾	23.10
Datuk Kamarudin bin Meranun	-	-	99,767,386 ⁽⁵⁾	20.79	-	-	99,767,386 ⁽⁵⁾	23.10

Notes:

Assuming the Proposed Share Buy-Back is implemented in full and that 47,992,582 Shares (being the maximum number of Shares of not more than 10% of the total number of issued shares of our Company as at the LPD) are bought back and subsequently cancelled or retained as treasury shares, and there is no change in Shares held by Directors, substantial shareholders and persons connected to the Directors and/or substantial shareholders.

(1) Deemed interested by virtue of his interest in Plato Capital Limited and his interest via Garynma Trust which holds all the shares in Garynma MY Holdings Limited pursuant to Section 8(4) of the Act and his spouse's shareholding pursuant to Section 59(11)(c) of the Act.

(2) Deemed interested by virtue of Plato Capital Limited, being the holding company of Truesource Pte Ltd pursuant to Section 8(4) of the Act.

(3) Deemed interested by virtue of Garynma MY Holdings Limited, being the holding company of Garynma MY Capital Limited pursuant to Section 8(4) of the Act.

(4) Deemed interested by virtue of Trident Trust Company (Singapore) Pte Limited, being the trustee of Garynma Trust which holds all the shares in Garynma MY Holdings Limited pursuant to Section 8(4) of the Act.

(5) Deemed interested by virtue of his interest in Tune Group Sdn Bhd pursuant to Section 8(4) of the Act.

11. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

Save for the proportionate increase in the percentage shareholding and/or voting rights of the shareholders as a consequence of the reduction in the total number of issued shares of ECMLG after the Proposed Share Buy-Back, none of our Directors and/or major shareholders and/or persons connected with them has any interest, direct or indirect, in the Proposed Share Buy-Back or resale of treasury shares, if any.

12. DIRECTORS' RECOMMENDATION

Our Board, after having considered all aspects of the Proposed Share Buy-Back, is of the opinion that the Proposed Share Buy-Back is in the best interest of our Company. Accordingly, our Board recommends that you vote in favour of the ordinary resolution pertaining to the Proposed Share Buy-Back to be tabled at the forthcoming 18th AGM.

13. AGM

We will hold our 18th AGM at MAKAN at Tune Hotel KLIA2, Lot Pt 13, Jalan KLIA 2/2, 64000 KLIA, Selangor on Monday, 22 May 2023 at 2.30 p.m., for the purpose of considering and if thought fit, passing, *inter alia*, the ordinary resolution pertaining to the Proposed Share Buy-Back.

The Notice of AGM together with the Form of Proxy could be viewed and downloaded from our Company's website at <http://ecmlibra.com/agm.asp>.

If you decide to appoint a proxy or proxies to attend and vote on your behalf at the AGM, the original duly executed Form of Proxy must be deposited at our Registered Office 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 AGM or at any adjournment thereof. The lodging of the Form of Proxy will not preclude you from attending and voting in person at the AGM should you subsequently decide to do so.

14. FURTHER INFORMATION

Please refer to the Appendix for further information.

Yours faithfully
For and on behalf of the Board of
ECM LIBRA GROUP BERHAD

**DATO' SERI KALIMULLAH BIN
MASHEERUL HASSAN**
Chairman

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Statement has been seen and approved by our Board and they collectively and individually accept full responsibility for the accuracy of the information contained in this Statement and confirm that, after making all reasonable enquiries and to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in this Statement misleading.

2. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at our Registered Office at 2nd Floor, West Wing, Bangunan ECM Libra, 8 Jalan Damansara Endah, Damansara Heights, 50490 Kuala Lumpur during normal business hours from Mondays to Fridays (except public holidays) from the date of this Statement up to and including the date of the forthcoming 18th AGM:

- (i) Constitution of our Company; and
- (ii) Audited consolidated financial statements of ECMLG for the FYE 31 December 2021 and FYE 31 December 2022.

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EXTRACT OF ORDINARY RESOLUTION TO BE TABLED AT THE 18TH AGM

ORDINARY RESOLUTION 6

PROPOSED AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

“THAT subject always to the Companies Act 2016, the provisions of the Company’s Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the requirements of any other relevant authorities, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem fit and expedient in the interest of the Company (“Proposed Share Buy-Back”), provided that:

- (i) the maximum number of ordinary shares which may be purchased and/or held by the Company pursuant to the Proposed Share Buy-Back shall be equivalent to ten percent (10%) of the total number of issued shares of the Company for the time being quoted on Bursa Securities;
- (ii) the maximum funds to be allocated by the Company pursuant to the Proposed Share Buy-Back shall not exceed the total retained profits of the Company at the time of purchase(s);
- (iii) the authority conferred by this resolution shall commence upon the passing of this resolution and shall continue to be in force until:
 - (a) the conclusion of the next Annual General Meeting of the Company following this Annual General Meeting at which this ordinary resolution was passed, at which time it will lapse, unless by ordinary resolution passed at that general meeting, the authority is renewed, either unconditionally or subject to conditions; or
 - (b) the expiration of the period within which the next Annual General Meeting of the Company after that date is required by law to be held; or
 - (c) revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first,

AND THAT the Directors of the Company be and are hereby authorised to deal with the ordinary shares purchased by the Company pursuant to the Proposed Share Buy-Back in the following manner:

- (a) cancel all the ordinary shares so purchased; or
- (b) retain the ordinary shares so purchased in treasury for distribution as dividend to the shareholders of the Company and/or resale on the market of Bursa Securities and/or transfer as purchase consideration; or
- (c) retain part of the ordinary shares so purchased as treasury shares and cancel the remainder; or

in any other manner as prescribed by the Companies Act 2016, rules, regulations and orders made pursuant to the Companies Act 2016 and the requirements of Bursa Securities and any other relevant authorities for the time being in force;

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may consider expedient or necessary in the best interest of the Company to give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and to take all such steps, and do all such acts and things as they may deem fit and expedient in the best interest of the Company.”