



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

MINUTES of the Extraordinary General Meeting (“EGM” or “Meeting”) of ECM Libra Group Berhad (“Company”) held at MAKAN at Tune Hotel KLIA2, Lot PT 13, Jalan KLIA 2/2, 64000 KLIA, Selangor on Wednesday, 11 October 2023 at 2.30 p.m.

PRESENT: **DIRECTORS**

Dato’ Seri Kalimullah bin Masheerul Hassan (Non-Executive Chairman)
Dato’ Lim Kian Onn (Non-Independent Non-Executive Deputy Chairman)
En Mahadzir bin Azizan (Non-Independent Non-Executive Director)
Mr Oh Teik Khim (Independent Non-Executive Director)
Datin Sri Azlin binti Arshad (Independent Non-Executive Director)
Mr Gareth Lim Tze Xiang (Executive Director and Chief Executive Officer)

MEMBERS

As per attendance listing

PROXIES

As per attendance listing

IN ATTENDANCE: Mr Navinderjeet Singh A/L Naranjan Singh (Chief Financial Officer)
Ms Wong Choy Ling (Joint Company Secretary)
Ms Cynthia Louis (Corporate Partners Sdn. Bhd. (“Corporate Partners”),
Joint Company Secretary)
Ms Venodhini Batumallai (Corporate Partners, Assistant to Joint Company
Secretary)

OTHERS PRESENT: En Halim bin Md Amin [Representative from Tricor Investor & Issuing
House Services Sdn Bhd (“TIIHS”), Poll Administrator]
Mr Lee Jun Hao (Representative from TIIHS, Poll Administrator)
Ms Choong Yee Teng (Representative from Asia Securities Sdn Bhd
 (“ASSB”), Scrutineer)
Ms Tham Yin Tong (Representative from ASSB, Scrutineer)

1.0 QUORUM

- 1.1 It was established that a quorum was present.

2.0 PRELIMINARY

- 2.1 The Chairman, Dato' Seri Kalimullah bin Masheerul Hassan, on behalf of the Board of Directors ("**Board**"), welcomed all the members and proxies for attending the EGM.
- 2.2 The Chairman then went on to introduce the members of the Board, the Chief Financial Officer and the Company Secretaries who were present at the Meeting.

3.0 NOTICE OF MEETING

- 3.1 The Meeting noted the Notice of EGM dated 26 September 2023 having been circulated to all members in accordance with the Clause 71 of the Constitution of the Company, was taken as read.

4.0 POLL VOTING

- 4.1 The Chairman informed that in accordance with 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 resolution to be considered at the Meeting would be put to vote by way of poll and that the polling process for the resolution would be conducted upon completion of the deliberation of all businesses to be transacted at the EGM.
- 4.2 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.

5.0 ORDINARY RESOLUTION – PROPOSED WAIVER OF THE SHAREHOLDERS' PRE-EMPTIVE RIGHTS

- 5.1 The Chairman informed that the Agenda of the Meeting was to consider Ordinary Resolution on the proposed waiver of the shareholders' pre-emptive rights under Section 85 of the Companies Act 2016 and Clause 15 of the Company's Constitution, to be offered new ordinary shares in the Company ranking equally to the existing issued shares in the Company arising from any issuance and allotment of ordinary shares of the Company pursuant to the mandate granted to the Directors by the shareholders at the 18th Annual General Meeting held on 22 May 2023.

- 5.2 The Chairman also informed that the details of the proposed waiver of the shareholders' pre-emptive rights were set out in the Circular to Shareholders dated 26 September 2023 ("**Circular to Shareholders**") and the motion for consideration was set out in the Ordinary Resolution in the Notice of EGM in the Circular to Shareholders.
- 5.3 The Chairman invited questions and comments from the floor in connection with the Ordinary Resolution and there was no question and/or clarification raised.
- 5.4 After the business of the Meeting had been duly considered, the Chairman directed the Meeting to proceed with the voting by poll on the resolution.

6.0 POLLING PROCESS

- 6.1 Mr Lee Jun Hao of TIIHS was invited by the Chairman to brief the members and proxies present on the poll procedure. The voting session commenced after the briefing.
- 6.2 At the conclusion of the voting, the Chairman adjourned the Meeting at 2.37 pm 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. The Chairman then declared a quorum was present and called the Meeting to order at 2.42 p.m. for the declaration of the results of the poll. The representative of ASSB at the invitation of the Chairman read out the poll results as follows at the Meeting:

Resolution	Vote For		Vote Against	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution	375,243,641	100.0000	0	0.0000

- 7.2 Based on the poll result, the Chairman declared that the Ordinary Resolution tabled at the EGM was carried. Therefore, the Meeting RESOLVED:

ORDINARY RESOLUTION

PROPOSED WAIVER OF THE PRE-EMPTIVE RIGHTS OF THE SHAREHOLDERS UNDER SECTION 85 OF THE COMPANIES ACT 2016 AND CLAUSE 15 OF THE COMPANY'S CONSTITUTION ("PROPOSED WAIVER OF THE SHAREHOLDERS' PRE-EMPTIVE RIGHTS")

THAT further to the shareholders' approval obtained on 22 May 2023 at the 18th Annual General Meeting of the Company pursuant to Sections 75 and 76 of the Companies Act 2016 ("Act") in respect of the authority to allot and issue ordinary shares in the Company ("Shares") whereby the Directors of the Company are empowered to allot and issue Shares, 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 allotted and issued during the preceding 12 months does not exceed 10% of the total number of issued Shares ("**Existing General Mandate**"), approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company under Section 85 of the Act; and read together with Clause 15 of the Company's Constitution; to be offered new Shares ranking equally to the existing issued Shares arising from any issuance and allotment of Shares pursuant to the Existing General Mandate;

THAT the Proposed Waiver of the Shareholders' Pre-emptive Rights shall be valid for the same validity period of the Existing General Mandate which is until the conclusion of the next annual general meeting of the Company;

AND THAT the Directors be and are hereby authorised to do all acts, deeds and things as they may consider necessary and expedient in the best interest of the Company to give full effect to the Proposed Waiver of the Shareholders' Pre-emptive Rights.

8.0 CLOSE OF MEETING

- 8.1 There being no other business, the Chairman declared the Meeting closed at 2.45 p.m. and thanked all present for their attendance.

Signed as a correct record

Chairman
Dated: