

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Fifth Annual General Meeting of ECM Libra Financial Group Berhad ("Company") will be held at the Ballroom, Mezzanine Floor, Hotel Equatorial, Jalan Sultan Ismail, 50250 Kuala Lumpur on Thursday, 20 May 2010 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 year ended 31 January 2010;
2. to approve the payment of a final dividend for the financial year ended 31 January 2010 in the form of share dividend on the basis of one (1) treasury share for every fifty two (52) ordinary shares of RM1.00 each held in the Company, fractions of treasury shares to be disregarded ("Share Dividend");
3. to approve the payment of Directors' fees of RM230,000.00 to be divided amongst the Directors in such manner as the Directors may determine;
4. to re-elect the following Directors retiring pursuant to the Company's Articles of Association:-
  - i) Dato' Ab Halim bin Mohyiddin; and
  - ii) En Mahadzir bin Azizan;
5. to re-appoint Messrs Ernst & Young as Auditors of the Company and authorise the Directors to fix their remuneration;

**AS SPECIAL BUSINESS**

To consider and if thought fit, pass the following ordinary resolutions:-

**6. Authority To Directors To Issue Shares**

**"THAT** pursuant to Section 132D of the Companies Act, 1965, 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 issued pursuant to this resolution in any one financial year does not exceed 10% of the issued and paid-up share capital 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";

**7. Proposed Renewal Of Authority To Directors For The Purchase Of Own Shares**

**"THAT** subject to the Companies Act, 1965 ("Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and the Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authority, the Directors of the Company be and are hereby authorised to make purchases of ordinary shares of RM1.00 each in the Company's issued and paid-up share capital on Bursa Securities subject further to the following:-

- (a) the maximum number of shares which may be purchased and/or held by the Company shall be equivalent to ten percent (10%) of the issued and paid-up share capital of the Company ("Shares") for the time being;
- (b) the maximum fund to be allocated by the Company for the purpose of purchasing the Shares shall not exceed the retained profits and/or the share premium account of the Company; and
- (c) the authority conferred by the resolution as set out in paragraphs (a) and (b) above will commence upon the passing of this resolution, until the conclusion of the next Annual General Meeting of the Company or the expiry of the period within which the next Annual General Meeting is required by law to be held unless revoked or varied by Ordinary Resolution of the shareholders of the Company in general meeting but so as not to prejudice the completion of a purchase made before such expiry date;

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the Shares;

AND the Directors of the Company be and are hereby authorised to deal with any Shares so purchased and any existing treasury shares ("Said Shares") in the following manner:-

- (a) cancel the Said Shares;
- (b) retain the Said Shares as treasury shares;
- (c) retain part of the Said Shares as treasury shares and cancel the remainder;
- (d) distribute all or part of the Said Shares as dividends to shareholders and/or resell on Bursa Securities and/or cancel all or part of them;

or in any other manner as may be prescribed by the Act, rules, regulations and orders made pursuant to the Act and the Listing Requirements of Bursa Securities and any other relevant authority for the time being in force AND THAT the authority to deal with the Said Shares shall continue to be valid until all the Said Shares have been dealt with by the Directors of the Company";

8. to consider any other business of which due notice shall have been given.

**FURTHER NOTICE IS HEREBY GIVEN** that a depositor shall qualify for entitlement to the Share Dividend only in respect of:-

- (a) shares transferred into depositor's securities account before 4.00 p.m. on 25 May 2010 in respect of ordinary transfers; and
- (b) shares bought on Bursa Securities on a cum entitlement basis according to the Rules of Bursa Securities.

If approved by members, the Share Dividend will be credited into the depositors' securities account on 7 June 2010, to depositors whose names appear in the Record of Depositors at the close of business on 25 May 2010.

By Order of the Board

WONG SEONG CHO

Secretary

Kuala Lumpur

28 April 2010

**NOTES:**

1. 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 stead. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company. A member who is an authorized nominee may appoint at least one (1) proxy in respect of each securities account it holds.
2. The Form of Proxy must be deposited at the Registered Office of the Company at 8A Floor, Wisma Genting, Jalan Sultan Ismail, 50250 Kuala Lumpur not less than 48 hours before the time and date of the meeting or adjourned meeting.

**Explanatory note on special business****1. Ordinary Resolution on authority to Directors to issue shares**

The ordinary resolution, if passed, will give a renewed mandate to the Directors of the Company to issue shares of the Company from time to time provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed 10% of the issued capital 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 20 May 2009 and which will lapse at the conclusion of the Fifth Annual General Meeting.

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.

**2. Ordinary Resolution on Proposed Renewal of Share Buy-Back Authority**

The ordinary resolution, if passed, will give authority to the Directors of the Company to make purchases of shares in the Company through Bursa Securities up to ten percent of the issued and paid-up share capital of the Company. This authority, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.