

THIS CIRCULAR 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 adviser immediately.

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

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED AUTHORITY FOR THE COMPANY TO BUY-BACK ITS OWN SHARES

The Notice of Extraordinary General Meeting (“EGM”) to be held at 10.00 a.m. on Monday, 9 February 2015 at Ground Floor, East Wing, Bangunan ECM Libra, 8 Jalan Damansara Endah, Damansara Heights, 50490 Kuala Lumpur together with the Form of Proxy are enclosed with this Circular.

You may appoint a proxy or proxies to attend the EGM and vote on your behalf. If you wish to do so, kindly complete and deposit the Form of Proxy at the registered office of the Company at 2nd Floor, West Wing, Bangunan ECM Libra, 8 Jalan Damansara Endah, Damansara Heights, 50490 Kuala Lumpur not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof should you be unable to attend the meeting. However, you may still attend and vote in person at the EGM even after you have already lodged the Form of Proxy.

Last date and time for lodging the Form of Proxy : Saturday, 7 February 2015 at 10.00 a.m.
Date and time of Extraordinary General Meeting : Monday, 9 February 2015 at 10.00 a.m.

This Circular is dated 22 January 2015

DEFINITIONS

Unless the context otherwise requires, the following definitions shall apply throughout this Circular:

“Act”	:	Companies Act, 1965, as amended from time to time and any re-enactment thereof
“Board”	:	Board of Directors of ECMFG
“Bursa Malaysia”	:	Bursa Malaysia Securities Berhad (Company No.: 635998-W)
“Circular”	:	This circular dated 22 January 2015 in relation to the Proposed Share Buy-Back
“Code”	:	Malaysian Code on Take-Overs and Mergers 2010, and any amendments made thereto from time to time
“EGM”	:	Extraordinary General Meeting
“ECMFG” or the “Company”	:	ECM Libra Financial Group Berhad (Company No.: 713570-K)
“ECMFG Group” or “Group”	:	ECMFG and its subsidiaries, collectively
“ECMFG Share(s)” or “Share(s)”	:	Ordinary share(s) of RM1.00 each in ECMFG
“EPS”	:	Earnings per share
“ESOS”	:	Employees’ Share Option Scheme
“ESOS Options”	:	Options granted pursuant to the ESOS
“FYE”	:	Financial year ended
“Latest Practicable Date” or “LPD”	:	13 January 2015, being the latest practicable date prior to the despatch of this Circular
“Listing Requirements”	:	The Listing Requirements of Bursa Malaysia, as amended from time to time
“NA”	:	Net assets
“Proposed Share Buy-Back”	:	Proposed authority to enable the Company to purchase ECMFG Shares of up to 10% of the issued and paid-up share capital of ECMFG
“Purchased Shares”	:	ECMFG Shares to be purchased pursuant to the Proposed Share Buy-Back
“RM” and “sen”	:	Ringgit Malaysia and sen, respectively
“WAP”	:	Weighted average market price

Words denoting the singular only shall include the plural and vice versa and words denoting 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.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted.

All references to the time of day in this Circular are references to Malaysian time, unless otherwise stated.

All references to “our Company” in this Circular are to ECMFG, references to “our Group” are to our Company and our subsidiaries and references to “we”, “us”, “our” and “ourselves” are to our Company, and save where the context otherwise requires shall include our subsidiaries.

All references to “you” in this Circular are to our shareholders.

TABLE OF CONTENTS

LETTER TO OUR SHAREHOLDERS CONTAINING:

	Page
1. INTRODUCTION	1
2. DETAILS OF THE PROPOSED SHARE BUY-BACK	1
3. RATIONALE FOR AND POTENTIAL ADVANTAGES OF THE PROPOSED SHARE BUY-BACK	3
4. POTENTIAL DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK	4
5. EFFECTS OF THE PROPOSED SHARE BUY-BACK	4
6. HISTORICAL SHARE PRICES	5
7. INTERESTS OF DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM	6
8. APPROVALS REQUIRED	7
9. DIRECTORS' RECOMMENDATION	7
10. EGM	7
11. FURTHER INFORMATION	7

APPENDIX

FURTHER INFORMATION	8
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NOTICE OF EGM	Enclosed
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PROXY FORM	Enclosed
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ECM LIBRA FINANCIAL GROUP BERHAD (713570-K)
(Incorporated in Malaysia)

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

22 January 2015

Board of Directors:

Dato' Seri Kalimullah bin Masheerul Hassan (*Non-Independent Non-Executive Chairman*)
Mr Lim Kian Onn (*Non-Independent Non-Executive Director*)
Datuk Kamarudin bin Md Ali (*Independent Non-Executive Director*)
Dato' Othman bin Abdullah (*Independent Non-Executive Director*)
En.Mahadzir bin Azizan (*Independent Non-Executive Director*)
Mr Soo Kim Wai (*Non-Independent Non-Executive Director*)

To the Shareholders of ECM Libra Financial Group Berhad

Dear Sir/Madam,

PROPOSED AUTHORITY FOR THE COMPANY TO BUY-BACK ITS OWN SHARES

1. INTRODUCTION

On 13 January 2015, the Board had announced the Company's intention to seek your approval for the Proposed Share Buy-Back. The EGM for this purpose shall be held on 9 February 2015.

This Circular provides you with the relevant information on the Proposed Share Buy-Back, and sets out the views and recommendation of your Board as well as the ordinary resolution to be tabled for your consideration and approval at the forthcoming EGM.

The Proposed Share Buy-Back, if approved by the shareholders, would lapse at the conclusion of the next annual general meeting to be held by ECMFG, unless the Proposed Share Buy-Back is accordingly renewed.

We advise you to read and consider carefully the contents of the Circular before voting on the resolution relating to the Proposed Share Buy-Back at the forthcoming EGM.

2. DETAILS OF THE PROPOSED SHARE BUY-BACK

2.1 The Proposed Share Buy-Back

The Proposed Share Buy-Back involves ECMFG purchasing its own shares on Bursa Malaysia. The maximum number of shares that we may buy-back is up to 10% of our existing issued and paid-up share capital. Taking into account the number of outstanding ESOS Options, and assuming that all ESOS Options are fully exercised, the maximum number of shares that we could potentially buy-back is 28,807,009 (please refer to section 5.1 of this Circular).

In accordance with the Listing Requirements, we are allowed to undertake the purchases under the Proposed Share Buy-Back only out of our retained earnings or share premium or both (of the Company and not out of the Group). In this regard, the Company's retained earnings stand at RM96.8 million as at the FYE 31 January 2014 and RM98.6 million as per the unaudited results as at 31 October 2014. While we can allocate the entire said amount of RM96.8 million, the actual amount to be utilised would be determined by our overall financial resources, taking into account our cashflow requirements and any investment opportunities that may arise in future.

The purchase of shares under the Proposed Share Buy-Back is also dependent on the prevailing market conditions and the pricing parameters for such purchases, as set out in section 2.2 below.

The Proposed Share Buy-Back will be carried out in accordance with Section 67A of the Act (as may be amended, modified or re-enacted from time to time) and any prevailing laws, rules, regulations, orders, guidelines and requirements issued by the relevant authorities at the time of any share buy-back.

The Proposed Share Buy-Back shall be funded entirely from internally generated funds.

2.2 Pricing

In purchasing the shares under the Proposed Share Buy-Back, we may purchase shares at a price which is not more than 15% above the WAP of ECMFG Shares on Bursa Malaysia for the past 5 market days preceding the date of the purchase.

In any subsequent re-sale of the Purchased Shares that are held as treasury shares, we are allowed to sell the treasury shares on Bursa Malaysia provided that:

- (a) the selling price is not less than the 5-day WAP immediately preceding the date of the re-sale; or
- (b) the selling price can be at a discount of not more than 5% to the 5-day WAP immediately preceding the date of the re-sale where:
 - i) the selling takes place at least 30 days after the date of the purchase; and
 - ii) the selling price, whilst at a discount to the 5-day WAP, is not less than the cost of the purchase of the shares being re-sold.

2.3 Treatment of the Purchased Shares

The Company will deal with the Purchased Shares subject to compliance with Section 67A of the Act, the Listing Requirements and other relevant statutory and regulatory requirements, in the following manner:

- (i) retain the Purchased Shares as treasury shares (where there is good potential for the share price to increase) for future resale to realise gains and/or cancellation subsequently and/or for distribution as dividends to the shareholders of the Company; or
- (ii) retain part of the Purchased Shares as treasury shares and cancel the remainder; or
- (iii) cancel the Purchased Shares; or
- (iv) such other manner as Bursa Malaysia and other relevant authorities may allow from time to time.

At this juncture, we expect the Purchased Shares to be held as treasury shares.

2.4 Implication of the Proposed Share Buy-Back in relation to the Code

The Proposed Share Buy-Back would affect the percentage calculation of shareholders' shareholdings in ECMFG, where the share buy-back would effectively cause a shareholder's percentage shareholding to increase without any corresponding increase in the actual number of shares the shareholder is holding.

In this regard, in accordance with the Code, if a director and any person acting in concert with him increases his shareholdings to beyond 33% or holds more than 33% but less than 50% of the voting shares of the Company but who as a result of a share buy-back by the Company, increases his holdings by an additional 2% or more of the voting shares in the Company in any period of 6 months, a mandatory general offer obligation under the Code would arise.

Based on the Register of Shareholders and Directors' shareholdings as at the Latest Practicable Date (please refer to section 7 of this Circular), the implementation of the Proposed Share Buy-Back would not give rise to the above.

2.5 Purchase, Resale and Cancellation of ECMFG Shares Made in the Previous Twelve (12) Months

ECMFG does not have any treasury shares and neither have we made any purchase of or cancelled our own shares in the twelve (12) months preceding the date of this Circular.

2.6 Public Shareholding Spread

As at 13 January 2015, the public shareholding spread of the Company was approximately 46.4%. Assuming that the Proposed Share Buy-Back was carried out in full on the same date, the pro forma public shareholding spread of the Company will decrease to approximately 40.4%.

Your Directors will take cognizance of the requirement of Bursa Malaysia that any purchase of shares by the Company must not result in the public shareholding spread of ECMFG falling below 25% of its issued and paid-up share capital.

3. RATIONALE FOR AND POTENTIAL ADVANTAGES OF THE PROPOSED SHARE BUY-BACK

The Purchased Shares are expected to be kept as treasury shares, where we will have the option to either:

- (a) sell the treasury shares at a higher price and make gains for the Company without affecting the total issued and paid-up share capital of the Company; or
- (b) distribute the treasury shares as dividends to the shareholders of the Company.

Whilst the shares are kept as treasury shares, these shares are not taken into account when calculating the number of shares in the Company, which could lead to an enhanced EPS and NA per share.

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4. POTENTIAL DISADVANTAGES OF THE PROPOSED SHARE BUY-BACK

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

- (i) the Proposed Share Buy-Back could reduce our financial resources and may result in us 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 and/or share premium of our Company, it may result in the reduction of financial resources available for distribution to our shareholders in the immediate future.

However, these disadvantages are mitigated by the prospect that the financial resources of our Group may increase, if the Purchased Shares held as treasury shares are resold at prices higher than their purchase price. Therefore, the Proposed Share Buy-Back will be undertaken only after due consideration of our financial resources. Your Board will be mindful of the interests of the Company and our shareholders in undertaking the Proposed Share Buy-Back.

5. EFFECTS OF THE PROPOSED SHARE BUY-BACK

Based on the assumption that the Proposed Share Buy-Back was carried out in full on the Latest Practicable Date, the financial effects are as follows:

5.1 Share capital

The effect of the Proposed Share Buy-Back on the share capital of our Company will depend on whether the Purchased Shares are cancelled or retained as treasury shares.

The Proposed Share Buy-Back will result in the reduction of the issued and paid-up share capital of our Company if the Purchased Shares are cancelled. The pro forma effect of the Proposed Share Buy-Back based on the issued and paid-up share capital of our Company assuming the Proposed Share Buy-Back is implemented in full and all the Purchased Shares are cancelled, is illustrated below:

	Assuming no exercise of ESOS Options		Assuming full exercise of ESOS Options	
	No. of Shares	RM	No. of Shares	RM
Existing as at LPD	268,222,091	268,222,091	268,222,091	268,222,091
Number of shares to be issued arising from the exercise of ESOS Options	-	-	19,848,000	19,848,000
Number of ECMFG Shares to be purchased pursuant to the Proposed Share Buy-Back	(26,822,209)	(26,822,209)	(28,807,009)	(28,807,009)
Upon full implementation of the Proposed Share Buy-Back	241,399,882	241,399,882	259,263,082	259,263,082

5.2 Net assets

The effects of the Proposed Share Buy-Back on the net assets 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 net assets per share when the purchase price exceeds the net assets per share at the relevant point in time. On the contrary, the net assets per share will increase when the purchase price is less than the net assets per share at the relevant point in time.

If the Purchased Shares are held as treasury shares and subsequently resold on Bursa Malaysia, our Company's net assets per share could increase if our Company realises a substantial enough gain from the resale and vice-versa.

5.3 Earnings

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 number and purchase price of Purchased Shares and the prevailing income of our Group.

On the assumption that the Purchased Shares are resold, the extent of the effect on the earnings of our Group will depend on the actual selling price, the number of treasury shares resold and our Group's prevailing income.

5.4 Working Capital and Cash Flow

The Proposed Share Buy-Back, as and when implemented, will reduce the working capital and cashflow of our Group, the quantum being dependent on the number and purchase price of Purchased Shares and the amount of financial resources to be utilised for the purchase of ECMFG Shares. However, it is not expected to have a detrimental effect on the working capital and cashflow of our Group.

For Purchased Shares which are retained as treasury shares, upon its resale, the working capital and cashflow of our Company could 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 cashflow position of our Group and our Company.

6. HISTORICAL SHARE PRICES

The monthly high and low market prices of ECMFG Shares as traded on Bursa Malaysia for the past 12 months from January 2014 to December 2014 are as follows:

	High RM	Low RM
January	1.04	0.99
February	1.07	0.98
March	1.07	1.03
April	1.04	0.98
May	1.04	0.98
June	1.05	1.00
July	1.06	1.03
August	1.06	1.02
September	1.07	1.02
October	1.06	0.995
November	1.07	0.995
December	0.99	0.90

The last transacted market price of ECMFG Shares on 12 January 2015, being the date immediately prior to the date of announcement of the Proposed Share Buy-Back

0.99

The last transacted market price of ECMFG Shares on 13 January 2015, being the latest practicable date prior to the printing of this Circular

0.99

Source: Bloomberg

7. INTERESTS OF DIRECTORS, SUBSTANTIAL SHAREHOLDERS AND/OR PERSONS CONNECTED WITH THEM

Save for the proportionate increase in the percentage shareholdings and/or voting rights of the shareholders of our Company as a result of the Purchased Shares, none of our Directors and/or substantial shareholders and/or persons connected with them have any interest, direct or indirect, in the Proposed Share Buy-Back.

Assuming that the Proposed Share Buy-Back is implemented in full and that the Purchased Shares are from shareholders other than our Directors and substantial shareholders, the pro forma effect 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 Latest Practicable Date is appended below for illustration purposes only:

	As at the Latest Practicable Date & no exercise of ESOS Options			After full exercise of ESOS Options			After Proposed Share Buy-Back & full exercise of ESOS Options			
	Direct		Indirect	Direct		Indirect	Direct		Indirect	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
Dato' Seri Kalimullah bin Masheerul Hassan	12,460,640	4.65	-	-	21,856,640	7.59	-	21,856,640	8.43	-
Lim Kian Onn	56,163,319	20.94	1,437,163	0.54 ⁽¹⁾	65,559,319	22.76	1,437,163	65,559,319	25.28	1,437,163
Datuk Kamarudin bin Md Ali	-	-	-	-	200,000	0.07	-	200,000	0.08	-
Dato' Othman bin Abdullah	-	-	-	-	200,000	0.07	-	200,000	0.08	-
Mahadzir bin Azizan	-	-	-	-	200,000	0.07	-	200,000	0.08	-
Soo Kim Wai	-	-	-	-	200,000	0.07	-	200,000	0.08	-
Equity Vision Sdn Bhd	43,506,036	16.22	-	-	43,506,036	15.10	-	43,506,036	16.78	-
Hikkaya Jaya Sdn Bhd	16,514,174	6.16	-	-	16,514,174	5.73	-	16,514,174	6.37	-
Tan Sri Dato' Azman Hashim	-	-	73,742,873	27.49 ⁽²⁾	-	-	73,742,873	25.60 ⁽²⁾	-	73,742,873
Amcorp Capital Markets Sdn Bhd	-	-	16,514,174	6.16 ⁽³⁾	-	-	16,514,174	5.73 ⁽³⁾	-	16,514,174
Amcorp Group Berhad	9,325,130	3.48	16,514,174	6.16 ⁽⁴⁾	9,325,130	3.24	16,514,174	9,325,130	3.60 ⁽⁴⁾	16,514,174
Clear Goal Sdn Bhd	-	-	30,236,837	11.27 ⁽⁵⁾	-	-	30,236,837	10.50 ⁽⁵⁾	-	30,236,837

Notes:

- 1) Deemed interest by virtue of his spouse's shareholding in the Company.
- 2) Deemed interest through Equity Vision Sdn Bhd, Hikkaya Jaya Sdn Bhd, Amcorp Group Berhad and Arab-Malaysian (CSL) Sdn Bhd.
- 3) Deemed interest through Hikkaya Jaya Sdn Bhd.
- 4) Deemed interest through Hikkaya Jaya Sdn Bhd and Amcorp Capital Markets Sdn Bhd.
- 5) Deemed interest through Hikkaya Jaya Sdn Bhd, Amcorp Group Berhad and Arab-Malaysian (CSL) Sdn Bhd.

8. APPROVALS REQUIRED

The Proposed Share Buy-Back is conditional upon the approval of the shareholders of ECMFG being obtained at the forthcoming EGM.

9. DIRECTORS' RECOMMENDATION

Your 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, and recommends that you vote in favour of the resolution to be tabled at the forthcoming EGM to give effect to the Proposed Share Buy-Back.

10. EGM

We will hold our EGM (for which the notice is enclosed with this Circular), at Ground Floor, East Wing, Bangunan ECM Libra on Monday, 9 February 2015 at 10.00 a.m., for the purpose of considering and if thought fit, passing the resolution to give effect to the Proposed Share Buy-Back.

If you are unable to attend and vote in person at the EGM, please complete, sign and return the Form(s) of Proxy, of which is enclosed in this Circular, in accordance with the instructions contained therein, so as to arrive at our registered office at 2nd Floor, West Wing, Bangunan ECM Libra, 8 Jalan Damansara Endah, Damansara Heights, 50490 Kuala Lumpur not later than 48 hours before the time fixed for the forthcoming EGM or any adjournment thereof. If you subsequently wish to attend and vote at the EGM after lodging the Form of Proxy, you may still do so.

11. FURTHER INFORMATION

Please refer to the Appendix for further information.

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

Dato' Seri Kalimullah bin Masheerul Hassan
Chairman

FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

This Circular has been seen and approved by our Board and the Board collectively and individually accepts full responsibility for the accuracy, completeness and correctness of the information given herein 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 herein misleading.

2. MATERIAL CONTRACTS

As at the date to this Circular, our Group has not entered into any other material contracts (not being contracts entered into in the ordinary course of business) within 2 years immediately preceding the date of this Circular.

3. MATERIAL LITIGATION

Neither us nor our subsidiaries are engaged in any material litigation, claims or arbitration either as plaintiff or defendant as at the date of this Circular, which may have a material effect on our financial position and our Directors are not aware and do not have any knowledge of any proceedings, pending or threatened, against us and/or our subsidiaries or of any facts which is likely to give rise to any proceedings which may materially and adversely affect our financial position or business and/or our subsidiaries.

4. 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, Malaysia during normal business hours from Monday to Friday (except public holidays) from the date of this Circular up to and including the date of the forthcoming EGM:

- (i) Our Memorandum and Articles of Association;
- (ii) Our audited consolidated financial statements for the FYE 31 January 2013 and FYE 31 January 2014; and
- (iii) Our unaudited consolidated results for the 9-month financial period ended 31 October 2014.



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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of ECM LIBRA FINANCIAL GROUP BERHAD (“**ECMFG**” or the “**Company**”) will be held at Ground Floor, East Wing, Bangunan ECM Libra, 8 Jalan Damansara Endah, Damansara Heights, 50490 Kuala Lumpur on Monday, 9 February 2015 at 10.00 a.m. for the purpose of considering, and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

PROPOSED SHARE BUY-BACK

THAT, subject to Section 67A of the Companies Act, 1965 (the “**Act**”) and Part IIIA of the Companies Regulations, 1966, provisions of the Company’s Articles of Association and the requirements of Bursa Malaysia Securities Berhad (“**Bursa Malaysia**”) 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 through Bursa Malaysia subject further to the following:

- (i) the maximum number of shares which may be purchased and/or be held by the Company shall be equivalent to 10% of the issued and paid-up share capital of the Company (“**Purchased Shares**”) for the time being;
- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing the Purchased Shares shall not exceed the aggregate amount of retained profits and share premium based on the latest audited financial statements of the Company;
- (iii) the authority conferred by this resolution will commence immediately upon passing of this resolution and will continue to be in force until:
 - (a) the conclusion of the next annual general meeting of the Company; or
 - (b) the expiration of the period within which the next annual general meeting after that date is required by law to be held; or
 - (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in general meeting;whichever occurs first,
- (iv) upon completion of the purchase of the Purchased Shares by the Company, the Directors of the Company be and are hereby authorised to deal with the Purchased Shares in the following manner:
 - (a) cancel the Purchase Shares so purchased; or
 - (b) retain the Purchased Shares so purchased as treasury shares; or
 - (c) retain part of the Purchased Shares so purchased as treasury shares and cancel the remainder; or
 - (d) distribute the treasury shares as dividends to shareholders and/or resell on Bursa Malaysia and/or cancel all or part of them; orin any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Malaysia and any other relevant authority for the time being in force;

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 Purchased Shares with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto.

By Order of the Board

CHAN SOON LEE
Company Secretary

Kuala Lumpur
22 January 2015

Notes:

1. *Only a depositor whose name appears in the Record of Depositors of the Company as at 29 January 2015 shall be regarded as a member entitled to attend, speak and vote, and appoint a proxy to attend, speak and vote on his/her behalf, at the EGM.*
2. *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. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one (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. 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.*
3. *Where a member appoints more than one (1) proxy to attend the meeting, the member shall specify the proportion of his shareholdings to be represented by each proxy.*
4. *The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hand of a duly authorised officer or attorney of the corporation.*
5. *The Form of Proxy must be deposited at the Registered Office of the Company 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 meeting or adjourned meeting.*
6. *By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out below:*

Personal Data Privacy terms pursuant to the Personal Data Protection Act 2010:

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 agents) for the purpose of the processing and administration by the Company (or its agents) 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 agents) 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 agents), 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 agents) 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.

ecmlibra

ECM Libra Financial Group Berhad (713570-K)
(Incorporated in Malaysia)

FORM OF PROXY

I/We, _____ (NRIC No./Company No.) _____

of _____ being a member/members of

ECM Libra Financial Group Berhad, hereby appoint _____

(NRIC No.) _____ of _____

or failing him/her _____ (NRIC No.) _____

of _____ or failing him/her,

the Chairman of the meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at Ground Floor, East Wing, Bangunan ECM Libra, 8 Jalan Damansara Endah, Damansara Heights, 50490 Kuala Lumpur on Monday, 9 February 2015 at 10.00 a.m. or any adjournment thereof on the following resolution in the manner indicated below:

Ordinary Resolution	FOR	AGAINST
Proposed Share Buy-Back		

(Please indicate with an 'X' in the appropriate box against the resolution how you wish your proxy to vote. If no instruction is given, this form will be taken to authorise the proxy to vote at his/her discretion).

Dated this _____ day of _____ 2015

For appointment of two proxies, percentage of shareholdings to be represented by the proxies:		
	No. of shares	Percentage
Proxy 1		
Proxy 2		
Total		100%

No. of shares held	
CDS Account No.	

Signature(s) / Common seal of Member(s)

Notes:

- Only a depositor whose name appears in the Record of Depositors of the Company as at 29 January 2015 shall be regarded as a member entitled to attend, speak and vote, and appoint a proxy to attend, speak and vote on his/her behalf, at the EGM.
- 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. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one (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. 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.
- Where a member appoints more than one (1) proxy to attend the meeting, the member shall specify the proportion of his shareholdings to be represented by each proxy.
- The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hand of a duly authorised officer or attorney of the corporation.
- The Form of Proxy must be deposited at the Registered Office of the Company 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 meeting or adjourned meeting.
- By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 22 January 2015.



Fold this flap for sealing

Then fold here

AFFIX
STAMP

The Company Secretary
ECM Libra Financial Group Berhad (713570-K)
2nd Floor, West Wing, Bangunan ECM Libra
8 Jalan Damansara Endah
Damansara Heights
50490 Kuala Lumpur

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