

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN ANY DOUBT AS TO THE COURSE OF ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

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ECM LIBRA FINANCIAL GROUP BERHAD

(Company No. (713570-K))

(Incorporated in Malaysia under the Companies Act, 1965)

CIRCULAR TO SHAREHOLDERS IN RELATION TO:

- I. PROPOSED DISTRIBUTION BY WAY OF PROPOSED CAPITAL REDUCTION AND PROPOSED SPECIAL DIVIDEND; AND**
- II. PROPOSED AMENDMENT TO THE COMPANY'S MEMORANDUM AND ARTICLES OF ASSOCIATION.**

(ITEMS I AND II ABOVE ARE COLLECTIVELY REFERRED TO AS THE "PROPOSALS")

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING ("EGM")

Principal Adviser for the Proposals



CIMB Investment Bank Berhad (18417-M)

(A Participating Organisation of Bursa Malaysia Securities Berhad)

The special and ordinary resolutions in respect of the above Proposals will be tabled at an EGM to be held as follows. The Notice of EGM and the Form of Proxy are set out in this Circular.

You are entitled to attend and vote at our EGM or appoint a proxy or proxies to vote for and on your behalf. In such event, you are requested to complete, sign and deposit the enclosed Form of Proxy in accordance with the instructions printed thereon, to reach 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 date and time fixed for holding the EGM or at any adjournment thereof. The lodging of the Form of Proxy does not preclude you from attending and voting in person at the EGM should you subsequently wish to do so.

Date and time of the EGM	:	20 August 2015, Thursday, 2.30 p.m., or at any adjournment
Venue of the EGM	:	Ground Floor, East Wing, Bangunan ECM Libra, 8 Jalan Damansara Endah, Damansara Heights, 50490 Kuala Lumpur
Last day and time for lodging the Form of Proxy	:	18 August 2015, Tuesday, 2.30 p.m.

This Circular is dated 28 July 2015

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DEFINITIONS

The following definitions shall apply throughout this Circular unless the context requires otherwise:

Act	: Companies Act 1965
Articles	: Articles of Association of our Company
Board	: The Board of Directors of our Company
Bursa Securities	: Bursa Malaysia Securities Berhad
CDS	: Central Depository System
CDS Account	: An account established by Bursa Malaysia Depository Sdn Bhd for the recording of deposit and withdrawal of securities and dealings in such securities by the depositor
CIMB	: CIMB Investment Bank Berhad
Circular	: This circular to our shareholders dated 28 July 2015 in relation to the Proposals
ECMLFG or our Company	: ECM Libra Financial Group Berhad
ECMLFG Group or our Group	: ECMLFG and its subsidiaries, collectively
ECMLFG Share(s) or Share(s)	: Ordinary share(s) in our Company
EGM	: Extraordinary general meeting
Entitlement Basis	: The basis on which the Proposed Distribution-In-Specie is to be undertaken, being two (2) EOB Stock Units for every nine (9) ECMLFG Shares and two (2) EOB Warrants for every fifteen (15) ECMLFG Shares held by Entitled Shareholders as at the Entitlement Date
Entitlement Date	: 5.00 p.m. of a date, to be determined by our Board and announced later, on which the names of our shareholders must be registered and appear in the Record of Depositors in order to be entitled to the Proposed Distribution based on the number of ECMLFG Shares of par value RM1.00 each
Entitled Shareholders	: Shareholders whose names appear on the Record of Depositors on the Entitlement Date in order to be entitled to the Proposed Distribution
EOB	: Eastern & Oriental Berhad
EOB Distributable Securities	: The EOB Securities of up to a maximum of approximately 63.69 million EOB Stock Units and up to a maximum of approximately 38.21 million EOB Warrants, which are available for distribution under the Proposed Distribution-In-Specie after taking into account the Entitlement Basis
EOB Group	: EOB and its subsidiaries, collectively
EOB Securities	: Collectively, the EOB Stock Units and/or EOB Warrants
EOB Stock Units	: Ordinary stock unit(s) of RM1.00 each in EOB
EOB Warrants	: Warrants of EOB issued on 22 January 2015 which are expiring on 21 July 2019
EPS	: Earnings per share
ESOS	: Employees' Share Option Scheme of ECMLFG
ESOS By-Laws	: By-laws of the ESOS
ESOS Options	: Rights to subscribe for new ECMLFG Shares under the existing ESOS which are expiring on 30 November 2015. The ESOS Options are exercisable at an issue price of RM1.00 each
FYE	: Financial year ended

DEFINITIONS (cont'd)

High Court	: High Court of Malaya
Listing Requirements	: The Main Market Listing Requirements of Bursa Securities
LPD	: 30 June 2015, being the latest practicable date before the printing of this Circular
LSOF	: A fund known as Libra Strategic Opportunity Fund held by ECMLFG
Market Day	: A day on which the stock market of Bursa Securities is open for trading in securities
M&A	: Memorandum and Articles of Association of our Company
Memorandum	: Memorandum of Association of our Company
NA	: Net assets
Outstanding ESOS Options	: A total of 19,496,100 ESOS Options are outstanding as at the LPD
Proposals	: Collectively, the Proposed Distribution and Proposed Amendment
Proposed Amendment	: The proposed amendment to the M&A to facilitate the implementation of the Proposed Capital Reduction
Proposed Cancellation	: The proposed cancellation of the existing treasury shares held by the Company which as at the LPD amounts to 1,471,900 ECMLFG Shares of par value RM1.00 each, in accordance with Section 67A of the Act
Proposed Capital Reduction	: The proposed capital reduction of a minimum of approximately RM235.05 million based on ECMLFG's issued and paid-up share capital as at the LPD after the Proposed Cancellation or up to a maximum of approximately RM252.21 million after assuming the full exercise of all the Outstanding ESOS Options prior to the Entitlement Date, by way of cancellation of RM0.88 from the par value of each ECMLFG Share of RM1.00 each pursuant to Section 64 of the Act
Proposed Distribution	: Collectively, the Proposed Capital Reduction and Proposed Special Dividend
Proposed Distribution-In-Specie	: The proposed distribution-in-specie of the EOB Distributable Securities
Proposed Special Dividend	: The proposed special dividend by ECMLFG of an aggregate value of up to approximately RM85.47 million based on ECMLFG's issued and paid-up share capital as at the LPD after the Proposed Cancellation (or up to approximately RM91.71 million, after assuming the full exercise of all the Outstanding ESOS Options prior to the Entitlement Date), being equivalent to up to RM0.32 per ECMLFG Share of par value RM1.00 each held
Record of Depositors	: Our Company's record of depositors maintained by Bursa Malaysia Depository Sdn Bhd under the Rules of Bursa Depository where shareholders are registered as a member of our Company
Reference Value	: The aggregate market value of the EOB Distributable Securities which has been determined at approximately up to RM119.80 million based on the last trading price on 19 June 2015, being the last Market Day preceding the date of the announcement of the Proposals on 22 June 2015, of RM1.740 for each EOB Stock Unit and RM0.235 for each EOB Warrant
RM and sen	: Ringgit Malaysia and sen, respectively
Rules of Bursa Depository	: Rules of Bursa Malaysia Depository Sdn Bhd issued pursuant to the Securities Industry (Central Depositories) Act 1991

All references to "**our Company**" or "**ECMLFG**" in this Circular are to ECM Libra Financial Group Berhad, and references to "**our Group**" or "**ECMLFG Group**" are to our Company and our subsidiaries, collectively. References to "**we**", "**us**", "**our**" and "**ourselves**" are to our Company and, where the context requires otherwise, our subsidiaries.

All references to "**you**" or "**your**" in this Circular are to the shareholders of our Company.

DEFINITIONS *(cont'd)*

Words denoting the singular shall, where applicable, include the plural and vice versa, and words denoting the masculine gender shall, where applicable, include the feminine and/or neuter genders, and vice versa. References to persons shall include corporations.

Any reference in this Circular to any provisions of the statutes, rules, regulations, guidelines or rules of stock exchange shall (where the context admits), be construed as a reference to provisions of such statutes, rules, regulations, guidelines or rules of stock exchange (as the case may be) as modified by any written law or (if applicable) amendments or re-enactment of the statutes, rules, regulations, guidelines or rules of stock exchange for the time being in force.

Any discrepancies in the tables included in this Circular between the amounts listed, actual figures and the totals thereof are due to rounding.

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

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ECM LIBRA FINANCIAL GROUP BERHAD

(Company No. 713570-K)
(Incorporated in Malaysia under the Companies Act, 1965)

Registered Office:

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

28 July 2015

Board of Directors:

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

To: Our shareholders

Dear Sir / Madam,

**I. PROPOSED DISTRIBUTION; AND
II. PROPOSED AMENDMENT.**

1. INTRODUCTION

- 1.1 On 1 June 2015 and 2 June 2015, our Company, on behalf of the Board, announced that ECMLFG proposes to undertake a distribution exercise to our Entitled Shareholders comprising:
- (a) the proposed capital reduction equivalent to a minimum of RM234.74 million based on ECMLFG's then current issued and paid-up share capital after the cancellation of existing treasury shares held by the Company of 1.47 million ECMLFG Shares of par value RM1.00 each ("**Proposed Cancellation**") or up to a maximum of approximately RM252.21 million, after assuming the full exercise of all the then outstanding ESOS Options prior to the Entitlement Date, being equivalent to RM0.88 per ECMLFG Share of par value RM1.00 each; and
 - (b) the proposed special dividend of an aggregate value of up to approximately RM85.36 million based on ECMLFG's then current issued and paid-up share capital after the Proposed Cancellation (or up to approximately RM91.71 million, after assuming the full exercise of all the then outstanding ESOS Options prior to the Entitlement Date), being equivalent to up to RM0.32 per ECMLFG Share of par value RM1.00 each.

- 1.2 On 22 June 2015, CIMB, on behalf of the Board, announced:
- (a) the entitlement basis for the Proposed Distribution-In-Specie, being two (2) EOB Stock Units for every nine (9) ECMLFG Shares and two (2) EOB Warrants for every fifteen (15) ECMLFG Shares;
 - (b) the proportion of the cash distribution component and the Proposed Distribution-In-Specie under the Proposed Distribution; and
 - (c) the proposed amendment to ECMLFG's M&A to facilitate the implementation of the Proposed Capital Reduction.
- 1.3 Subsequent to the announcement on 1 June 2015 up to the LPD, a total of 351,900 ESOS Options have been exercised resulting in the issuance of 351,900 new ECMLFG Shares of par value RM1.00 each.

THE PURPOSE OF THIS CIRCULAR IS TO PROVIDE YOU WITH THE RELEVANT INFORMATION ON THE PROPOSALS, AND TO SEEK YOUR APPROVAL FOR THE RESOLUTIONS PERTAINING TO THE PROPOSALS WHICH WILL BE TABLED AT OUR FORTHCOMING EGM. THE NOTICE OF EGM AND THE FORM OF PROXY ARE ENCLOSED WITH THIS CIRCULAR.

THE SPECIAL RESOLUTIONS FOR THE PROPOSED AMENDMENT (PURSUANT TO THE PROVISIONS OF THE ARTICLES) AND THE PROPOSED CAPITAL REDUCTION (PURSUANT TO SECTION 64(1) OF THE ACT), MUST BE PASSED BY A MAJORITY OF NOT LESS THAN THREE-FOURTHS OF SHAREHOLDERS PRESENT AND VOTING, EITHER IN PERSON OR BY PROXY, AT OUR FORTHCOMING EGM.

WE ADVISE YOU TO READ AND CONSIDER CAREFULLY THE CONTENTS OF THIS CIRCULAR TOGETHER WITH THE APPENDICES CONTAINED HEREIN BEFORE VOTING ON THE SPECIAL AND ORDINARY RESOLUTIONS PERTAINING TO THE PROPOSALS.

2. DETAILS OF THE PROPOSALS

2.1 THE PROPOSED DISTRIBUTION

The Proposed Distribution comprises:

- (a) the proposed capital reduction equivalent to a minimum of approximately RM235.05 million based on ECMLFG's issued and paid-up share capital as at the LPD after the Proposed Cancellation or up to a maximum of approximately RM252.21 million, after assuming the full exercise of all the Outstanding ESOS Options prior to the Entitlement Date, being equivalent to RM0.88 per ECMLFG Share of par value RM1.00 each; and
- (b) the proposed special dividend of an aggregate value of up to approximately RM85.47 million based on ECMLFG's issued and paid-up share capital as at the LPD after the Proposed Cancellation (or up to approximately RM91.71 million, after assuming the full exercise of all the Outstanding ESOS Options prior to the Entitlement Date), being equivalent to up to RM0.32 per ECMLFG Share of par value RM1.00 each.

The Proposed Distribution is undertaken by way of combination of cash and the Proposed Distribution-In-Specie (save for the distribution stipulated in Section 2.1.4(c) of this Circular which, if the relevant scenario arises, will be undertaken wholly by way of the Proposed Distribution-In-Specie). The EOB Distributable Securities are currently part of the portfolio of securities held under LSOF.

Further details of the Proposed Capital Reduction and Proposed Special Dividend are set out below.

2.1.1 THE PROPOSED CAPITAL REDUCTION

ECMLFG proposes to reduce its existing issued and paid-up share capital comprising ECMLFG Shares of par value RM1.00 each credited as fully paid-up via the cancellation of RM0.88 from the par value of each existing ECMLFG Share of par value RM1.00 pursuant to Section 64 of the Act to facilitate the distribution exercise to the Entitled Shareholders.

In conjunction with the Proposed Capital Reduction, the existing treasury shares held by our Company which as at the LPD amounts to 1,471,900 ECMLFG Shares of par value RM1.00 each, will be cancelled in accordance with Section 67A of the Act. In this respect, none of the treasury shares will be disposed of pending the Proposed Cancellation.

The quantum of the Proposed Capital Reduction is fixed at RM0.88 per ECMLFG Share of par value RM1.00 each, and the distribution pursuant to the Proposed Capital Reduction is to be effected in the form of cash and Proposed Distribution-In-Specie (save for the distribution stipulated in Section 2.1.4(c) of this Circular which, if the relevant scenario arises, will be undertaken wholly by way of the Proposed Distribution-In-Specie).

As at the LPD, the issued and paid-up share capital of ECMLFG is RM268,573,991 comprising 268,573,991 ECMLFG Shares of par value RM1.00 each.

The aggregate value of the Proposed Capital Reduction has been fixed based on our Company's issued and paid-up capital as at the LPD (after the Proposed Cancellation) as follows:

	Par value reduction per ECMLFG Share	Share capital
	RM	(RM'000)
Proposed Capital Reduction		
- Assuming none of the Outstanding ESOS Options are exercised prior to the Entitlement Date	0.88	235,050
- Assuming all the Outstanding ESOS Options are exercised prior to the Entitlement Date	0.88	252,206

The final quantum of the Proposed Capital Reduction will be subject to change depending on our Company's final issued and paid-up share capital on the Entitlement Date.

For illustrative purposes only, based on our Company's issued and paid-up share capital as at the LPD (after the Proposed Cancellation), the completion of the Proposed Capital Reduction will result in the reduction of our Company's issued and paid-up share capital as follows:

	No of ECMLFG Shares	Par value	Share capital
	('000)	RM	(RM'000)
Issued and paid-up share capital after the Proposed Capital Reduction			
- Assuming none of the Outstanding ESOS Options are exercised prior to the Entitlement Date	267,102	0.12	32,052
- Assuming all the Outstanding ESOS Options are exercised prior to the Entitlement Date	286,598	0.12	34,392

Further details of the effects of the Proposed Capital Reduction on our Company's issued and paid-up share capital are set out in Section 5.1 of this Circular.

The value of the Proposed Capital Reduction was determined with the intention for ECMLFG to continue to maintain an issued and paid-up share capital of at least RM30 million after the completion of the Proposals to reflect the ongoing asset base of ECMLFG. In order to maintain ECMLFG's intended issued and paid-up share capital, any aggregate value beyond the Proposed Capital Reduction to make up the difference for the full value under the Proposed Distribution shall be carried out through the Proposed Special Dividend, further details of which are set out in Section 2.1.2 of this Circular.

2.1.2 THE PROPOSED SPECIAL DIVIDEND

The Proposed Special Dividend entails the payment of the remaining amount of the Proposed Distribution of up to RM0.32 per ECMLFG Share of par value RM1.00 each by way of dividend to be offset against the Company's retained profits.

For illustrative purposes only, based on the issued and paid-up share capital of the Company as at the LPD (after the Proposed Cancellation), the remaining amount of the Proposed Distribution to be distributed pursuant to the Proposed Special Dividend is as follows:

	Per ECMLFG Share	Total (up to)
	RM	(RM'000)
Proposed Special Dividend		
- Assuming none of the Outstanding ESOS Options are exercised prior to the Entitlement Date	0.32	85,473
- Assuming all the Outstanding ESOS Options are exercised prior to the Entitlement Date	0.32	91,711

It is intended for the Proposed Special Dividend to be distributed in the form of a combination of cash and the Proposed Distribution-In-Specie (representing the balance of the Proposed Distribution after taking into account the Proposed Capital Reduction) save for the distribution stipulated in Section 2.1.4(c) of this Circular which, if the relevant scenario arises, will be undertaken wholly by way of the Proposed Distribution-In-Specie.

Since the Proposed Special Dividend and the Proposed Capital Reduction is conditional on each other and is intended to be completed concurrently, the entitlement date for the Proposed Special Dividend shall be the same as the Entitlement Date.

2.1.2.1 Retained profits of ECMLFG

Based on our Company's audited financial statements for the FYE 31 January 2015, our retained profits at the group and company level stood at RM121.89 million and RM103.66 million, respectively.

Our Board confirms that up to the LPD, there has been no material adverse change in the retained profits of our Company or any unusual factor adversely affecting the profits of our Company since our last audited financial statements.

Based on the above, our Company has sufficient retained profits to declare and undertake the Proposed Special Dividend on the Entitlement Date.

2.1.3 DETAILS OF THE PROPOSED DISTRIBUTION-IN-SPECIE

The EOB Securities were acquired by LSOF through the market pursuant to its fund management activities and are held as part of a portfolio of investment securities for ECMLFG. As at the LPD, LSOF holds 64,083,870 EOB Stock Units and 40,000,000 EOB Warrants. The EOB Stock Units held represent 5.24% of EOB's issued and paid-up share capital (less treasury stock units) while the EOB Warrants held represent 17.99% of EOB's warrants in issue as at the LPD.

The Proposed Distribution-In-Specie is to be undertaken on the basis of two (2) EOB Stock Units for every nine (9) ECMLFG Shares and two (2) EOB Warrants for every fifteen (15) ECMLFG Shares held by Entitled Shareholders as at the Entitlement Date.

Based on the Entitlement Basis, it will result in the distribution-in-specie of:

- (a) up to a maximum of approximately 63.69 million EOB Stock Units; and
- (b) up to a maximum of approximately 38.21 million EOB Warrants;

taking into account the Company's existing issued and paid-up share capital after the Proposed Cancellation and assuming the exercise of all the Outstanding ESOS Options prior to the Entitlement Date.

Fractional entitlements to EOB Stock Units or the EOB Warrants to be distributed pursuant to the Proposed Distribution-In-Specie, if any, shall be disregarded and dealt with in such manner as the Board shall in its absolute discretion deems fit and in the interest of the Company.

The Entitled Shareholders who are entitled to less than 100 EOB Stock Units or EOB Warrants respectively under the Proposed Distribution-In-Specie would receive cash of the equivalent value of the actual number of EOB Securities that they would otherwise be entitled to receive based on the last trading price of EOB Securities as at the Entitlement Date, taking into consideration that it will be difficult to deal with EOB Securities that do not represent at least one (1) board lot, being 100 EOB Stock Units or EOB Warrants respectively.

For the avoidance of doubt, any remaining EOB Securities after the completion of the Proposed Distribution-In-Specie shall continue to be held by ECMLFG or may be disposed by ECMLFG at its absolute discretion.

For the purpose of the Proposed Distribution-In-Specie under the Proposed Distribution, the aggregate market value of the EOB Distributable Securities has been determined at approximately up to RM119.80 million ("**Reference Value**") based on the last trading price on 19 June 2015, being the last Market Day preceding the date of the announcement of the Proposals on 22 June 2015 of RM1.740 for each EOB Stock Unit and RM0.235 for each EOB Warrant.

Brief details and information on EOB is set out in Appendix II of this Circular.

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2.1.4 THE PROPORTION OF THE CASH DISTRIBUTION COMPONENT AND THE PROPOSED DISTRIBUTION-IN-SPECIE UNDER THE PROPOSED DISTRIBUTION

The cash distribution component under the Proposed Distribution represents the difference between the Proposed Distribution of up to RM343.92 million and the Reference Value of the EOB Distributable Securities.

Taking into account the assumptions set out in the notes below, the components comprising the Proposed Distribution under the following scenarios are as follows:

	Scenario 1 ⁽¹⁾		Scenario 2 ⁽²⁾	
	Number of EOB Securities ('mil)	RM ('mil)	Number of EOB Securities ('mil)	RM ('mil)
Proposed Distribution-In-Specie⁽³⁾				
• EOB Stock Units	59.36	103.28	63.69	110.82
• EOB Warrants	35.61	8.37	38.21	8.98
Total Distribution-In-Specie		111.65		119.80
Total cash distribution		208.87		224.12
Total distribution		320.52		343.92
Number of ECMLFG Shares in-issue ⁽⁴⁾ ('mil)		267.10		286.60
Distribution-In-Specie per ECMLFG Share		RM0.42		RM0.42
Cash distribution per ECMLFG Share		RM0.78		RM0.78
Total distribution per ECMLFG Share⁽⁴⁾		RM1.20		RM1.20

Notes:

- (1) Assuming none of the Outstanding ESOS Options are exercised prior to the Entitlement Date.
- (2) Assuming all of the Outstanding ESOS Options are exercised prior to the Entitlement Date.
- (3) Based on the Entitlement Basis and based on the last trading price on 19 June 2015, being the last Market Day preceding the date of the announcement of the Proposals on 22 June 2015, of RM1.740 for each EOB Stock Unit and RM0.235 for each EOB Warrant.
- (4) After taking into account the Proposed Cancellation.

The total cash distribution under Scenario 1 of approximately RM208.87 million or approximately RM0.78 per ECMLFG Share is based on ECMLFG's issued and paid-up share capital as at the LPD after the Proposed Cancellation while the total cash distribution under Scenario 2 of approximately RM224.12 million or approximately RM0.78 per ECMLFG Share is based on ECMLFG's issued and paid-up share capital as at the LPD after the Proposed Cancellation and after assuming the full exercise of all the Outstanding ESOS Options prior to the Entitlement Date.

It should be noted that the above illustration is based on certain assumptions set out in the notes to the table above and is subject to change depending on the market value of the EOB Securities and the final ECMLFG Shares in-issue on the Entitlement Date.

Furthermore, the final effective distribution per ECMLFG Share under the Proposed Distribution is subject to change based on the market value of the EOB Securities as at the Entitlement Date.

In the event the value of the EOB Distributable Securities as at the Entitlement Date differ from the Reference Value, the following situations shall arise:

- (a) in the event of a decline in the market value of the EOB Distributable Securities as at the Entitlement Date relative to the Reference Value, resulting in a similar decline in the market value of the EOB Distributable Securities, the total Proposed Distribution-In-Specie under the Proposed Distribution will also reduce accordingly, resulting in the total distribution per ECMLFG Share of less than RM1.20. However, the cash distribution component shall remain unchanged; or
- (b) in the event of an appreciation in the market value of the EOB Distributable Securities as at the Entitlement Date relative to the Reference Value, and provided that the market value of the EOB Distributable Securities is below the total distribution per ECMLFG Share as set out in this section, the Proposed Distribution shall remain at RM1.20 per ECMLFG Share with the increased market value of the EOB Distributable Securities being offset against the cash distribution component. Under the aforementioned situation, the Entitled Shareholders will receive a lower cash distribution per ECMLFG Share as set out in this section and a correspondingly higher value of EOB Distributable Securities per ECMLFG Share; or
- (c) in the event the value of the EOB Distributable Securities is equivalent to or more than the total distribution per ECMLFG Share as set out in this section, the total distribution would be equivalent to or in excess of RM1.20 per ECMLFG Share without the cash distribution component where the Proposed Distribution would be wholly by way of the Proposed Distribution-In-Specie. This would mean that the Proposed Distribution would be equivalent to or in excess of RM320.52 million under Scenario 1 and RM343.92 million under Scenario 2, as the case may be.

2.1.5 SOURCE OF FUNDS FOR THE PROPOSED DISTRIBUTION

The Company intends to fund the cash component of the Proposed Distribution from the following sources:

- (a) existing cash reserves;
- (b) cash to be raised from the retirement of loan assets; and
- (c) cash to be raised from the redemption of investments in unit trusts and realisation of securities held.

Based on the Group's latest audited consolidated statement of financial position as at 31 January 2015, the Group's position on the above items is as follows:

- (a) cash reserves: RM152.5 million;
- (b) loan assets: RM72.0 million; and
- (c) investments in unit trusts and securities: RM193.4 million.

The cash to be raised from the above source of funds can only be determined later based on the actual loan amount to be retired and the market values of the securities excluding the EOB Distributable Securities.

2.2 PROPOSED AMENDMENT

The proposed amendments to be made to ECMLFG's M&A to facilitate the implementation of the Proposed Capital Reduction are as follows:

Existing Clause	Proposed Clause
<p>Clause 6 of the Memorandum</p> <p>The capital of the Company is Ringgit Malaysia One Billion and Five Hundred Million RM1,500,000,000.00 divided into 1,500,000,000 shares of RM1.00 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.</p>	<p>Clause 6 of the Memorandum</p> <p>The capital of the Company is Ringgit Malaysia One Billion and Five Hundred Million RM1,500,000,000.00 divided into 12,500,000,000 shares of RM0.12 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.</p>
<p>Article 3 of the Articles</p> <p>The authorised capital of the Company at the date of adoption of these Articles is Ringgit One Billion Five Hundred Million (RM1,500,000,000.00) divided into one billion five hundred million (1,500,000,000) ordinary shares of Ringgit One (RM1.00) each.</p>	<p>Article 3 of the Articles</p> <p>The authorised capital of the Company at the date of adoption of these Articles is Ringgit One Billion Five Hundred Million (RM1,500,000,000.00) divided into twelve billion five hundred million (12,500,000,000) ordinary shares of Twelve Sen (RM0.12) each.</p>

3. RATIONALE FOR THE PROPOSALS

The Proposals are consistent with the objectives of ECMLFG's capital management framework which includes returning cash in excess of ECMLFG's requirement to shareholders, after taking into consideration ECMLFG's level of operations, cash, business prospects, investment plans as well as current and expected obligations.

The Board has taken cognisance of the size of ECMLFG's operations vis-à-vis the Group's audited shareholders' equity, which stood at RM448.45 million as at 31 January 2015. In view of this, the Board is of the opinion that the shareholders would benefit more via the redeployment of capital to shareholders as it provides immediate value enhancement and improvement to the Entitled Shareholders' long term rates of return.

The Proposals provide an opportunity for the Company to redeploy excess assets to its shareholders and to reorganise its share capital base to reflect its existing level of operations and asset base.

Notwithstanding the above, ECMLFG intends to maintain its listing status subsequent to the completion of the Proposals, where ECMLFG will continue with its existing core business of fund management through its wholly-owned subsidiary, Libra Invest Berhad, and manage its private equity investments, which are not affected by the Proposals.

The Proposals are not expected to trigger any criteria under Practice Note 17 of the Listing Requirements, due to its continued level of operations post implementation of the Proposals.

4. RISK FACTORS

4.1 RISK IN RELATION TO THE FLUCTUATION OF THE MARKET VALUE OF EOB DISTRIBUTABLE SECURITIES

The proportion of the Proposed Distribution-In-Specie and cash component to be distributed under the Proposed Distribution is subject to the market value of the EOB Distributable Securities as at the Entitlement Date relative to the Reference Value. In the scenario set out in Section 2.1.4(a) of this Circular, the Entitled Shareholders will receive a lower value of the EOB Distributable Securities per ECMLFG Share in the event of a decline in their market value resulting in the total distribution per ECMLFG Share of less than RM1.20 notwithstanding that the cash distribution will remain unchanged.

In addition, the market price of the EOB Distributable Securities may fluctuate as a result of a variety of factors and there can be no assurance that the EOB Distributable Securities will trade above the value of the EOB Distributable Securities as at the Entitlement Date after the Proposed Distribution-In-Specie.

4.2 RISK IN RELATION TO REALISATION OF LOAN ASSETS AND INVESTMENTS IN UNIT TRUSTS AND SECURITIES

In addition to the existing cash reserves, the cash component of the Proposed Distribution is intended to be funded via cash raised from retirement of loan assets and redemption of investments in unit trusts and securities. In the event of lower than expected realisation value or the inability to fully realise the loan assets and investments in unit trusts and securities, the quantum of the Proposed Distribution could be affected, resulting in the total distribution per ECMLFG Share of less than RM1.20.

4.3 COMPLETION RISK

The timing and amounts to be distributed under the Proposals is subject to the following completion risks:

- (a) unanticipated delays in the timing of the retirement of loan assets and redemption of investments in unit trusts and realisation of securities;
- (b) unanticipated realisation value from the retirement of the loan assets and redemption of investments in unit trusts and realisation of securities; and
- (c) unanticipated variation in the market value of the EOB Securities at the Entitlement Date although the quantum of distribution of the EOB Distributable Securities has been fixed pursuant to the Entitlement Basis.

Additionally, the Proposed Capital Reduction is subject to confirmation by the High Court pursuant to Section 64 of the Act, whereby the High Court will consider whether the Proposed Capital Reduction is fair and equitable to the shareholders and whether the rights and interests of ECMLFG's creditors are safeguarded and not prejudiced.

As such, if, amongst other reasons, there is objection from the creditors of ECMLFG and they are able to prove that the Proposed Capital Reduction is prejudicial to them, the High Court may not sanction the Proposed Capital Reduction, thus potentially placing in jeopardy the completion of the Proposals. Nonetheless, due to the existing operations of the Company and its subsidiaries, and its level of debt and liabilities, the Board does not envisage that any creditor would have a good basis to object to the Proposed Capital Reduction.

In the unlikely event that the confirmation of the High Court for the Proposed Capital Reduction is not obtained, the Board will consider alternative proposal(s) taking into account ECMLFG's capital management framework described in Section 3 of this Circular, wherein the timing of such alternative proposal(s) is uncertain at this juncture.

5. EFFECTS OF THE PROPOSALS

We wish to emphasise that the proforma effects in this section are presented purely for illustration purposes and should not be regarded as an indication or reference to any final values under the Proposals.

Taking into account the Entitlement Basis, the proforma effects are prepared based on certain circumstances and assumptions outlined in the notes of the effects set out herein.

Scenario A: Assuming none of the outstanding 19,848,000 ESOS Options as at 31 January 2015 are exercised prior to the Entitlement Date.

Scenario B: Assuming all the outstanding 19,848,000 ESOS Options as at 31 January 2015 are exercised prior to the Entitlement Date.

Subsequent to the announcement on 1 June 2015 up to the LPD, 351,900 ESOS Options have been exercised at an exercise price of RM1.00 each, resulting in the issuance of 351,900 new ECMLFG Shares of par value RM1.00 each.

5.1 ISSUED AND PAID-UP SHARE CAPITAL

The Proposed Special Dividend and the Proposed Amendment will not have any effect on the issued and paid-up share capital of ECMLFG.

Based on the issued and paid-up share capital of the Company as at 31 January 2015, the effects of the Proposed Capital Reduction on the issued and paid-up share capital of the Company are as follows:

	Scenario A			Scenario B		
	No of ECMLFG Shares ('000)	Par value RM	Share capital (RM'000)	No of ECMLFG Shares ('000)	Par value RM	Share capital (RM'000)
Issued and paid-up share capital as at 31 January 2015	268,222	1.00	268,222	268,222	1.00	268,222
Issuance of new ECMLFG Shares	352	1.00	352	352	1.00	352
Issued and paid-up share capital as at the LPD	268,574	1.00	268,574	268,574	1.00	268,574
Proposed Cancellation	(1,472)	-	(1,472)	(1,472)	-	(1,472)
	267,102	1.00	267,102	267,102	1.00	267,102
Exercise of all Outstanding ESOS Options	-	-	-	19,496 ⁽¹⁾	1.00	19,496
Enlarged issued and paid-up share capital after the Proposed Cancellation and exercise of all Outstanding ESOS Options	267,102	1.00	267,102	286,598	1.00	286,598
Proposed Capital Reduction	-	0.88	(235,050)	-	0.88	(252,206)
Issued and paid-up share capital after the Proposed Capital Reduction	267,102	0.12	32,052	286,598	0.12	34,392

Note:

⁽¹⁾ Representing the Outstanding ESOS Options after taking into account the exercise of 351,900 ESOS Options between the period subsequent to the announcement on 1 June 2015 up to the LPD.

5.2 DISTRIBUTABLE AMOUNT UNDER THE PROPOSED DISTRIBUTION

The table below sets out the quantum which the Entitled Shareholders would receive for each ECMLFG Share of par value RM1.00 held, based on ECMLFG's issued and paid-up share capital as at the LPD:

	Scenario A		Scenario B	
	Total (up to) RM'000	Per ECMLFG Share RM	Total (up to) RM'000	Per ECMLFG Share RM
Distribution under the Proposed Capital Reduction	235,050	0.88	252,206	0.88
Distribution under the Proposed Special Dividend	85,473	0.32	91,711	0.32
Total Proposed Distribution	320,523	1.20	343,917	1.20

5.3 SUBSTANTIAL SHAREHOLDERS' SHAREHOLDINGS

The Proposed Distribution and the Proposed Amendment will not have any effect on the shareholdings of ECMLFG's substantial shareholders.

5.4 EARNINGS AND EPS

The Proposed Amendment will not have any effect on earnings and EPS of ECMLFG.

The Proposed Distribution will result in, *inter alia*, the redemption of the Group's loan portfolio and redemption and realisation of investments held by LSOF. Upon completion of the Proposed Distribution, ECMLFG Group will cease to derive income from loans and LSOF as well as interest income on the existing cash reserves proposed to be distributed under the Proposed Distribution.

The redemption and realisation of investments in LSOF may result in a one-off gain or loss to the ECMLFG Group. However, the actual effects on the ECMLFG Group's consolidated earnings and EPS can only be determined later subject to the market value of the investments held by LSOF including EOB Securities, upon realisation.

For the FYE 31 January 2015, the ECMLFG Group reported net income of RM49.1 million, of which loan interest and fee income accounted for RM4.8 million whilst LSOF generated net gain on disposal of securities of RM19.3 million and dividend income of RM1.5 million.

For illustrative purposes only, the proforma effect of the Proposals on the consolidated earnings and EPS of the ECMLFG Group based on its latest available audited consolidated financial statements for the FYE 31 January 2015 are set out below:

	Proforma consolidated earnings (RM'000)	Proforma consolidated EPS ⁽¹⁾ (sen)
Audited profit after tax and EPS for the FYE 31 January 2015	28,230	10.52
Less: Effects of redemption of loan portfolio	(3,529) ⁽²⁾	(1.31)
Less: Effects of redemption of investment in LSOF	(22,016) ⁽³⁾	(8.21)
Proforma profit after tax and EPS for the FYE 31 January 2015	2,685	1.00

Notes:

- (1) EPS is computed based on the ECMLFG's issued and paid-up share capital as at 31 January 2015.
- (2) Included amongst others, a net interest income of RM4.2 million, a non-interest income of RM0.6 million and an income tax expense of RM1.2 million.
- (3) Included a net gain on disposal of securities of RM19.3 million which is non-recurring in nature and a dividend income of RM1.5 million.

LETTER TO SHAREHOLDERS IN RELATION TO THE PROPOSALS (cont'd)

The Proposals are expected to be completed in the fourth quarter of 2015 and the Proposed Distribution would reduce the consolidated earnings and EPS of the ECMLFG Group for the financial year ending 31 January 2016 given that the earnings base will be reduced to the anticipated earnings from the Group's fund management business. Any expected gain (or losses) from the Company's remaining private equity investments after the Proposals would only be realised upon disposal as the Company does not equity account these investments.

5.5 NA AND GEARING

As at the LPD, we do not have any borrowings. The Proposed Amendment will not have any effect on the NA.

For illustrative purposes only, the proforma effect of the Proposals on the consolidated NA of the ECMLFG Group based on its latest available audited consolidated statement of financial position as at 31 January 2015 and assuming that the Proposals had been effected on 31 January 2015, are set out below:

	Audited as at 31 January 2015 (RM'000)	Scenario A After Proposed Distribution (RM'000)	Scenario B After Proposed Distribution (RM'000)
Share capital	268,222	32,010	34,392
Retained profits ⁽¹⁾	121,894	83,735	77,384
Other reserves ⁽²⁾	58,331	11,009	11,009
Shareholders' equity/ NA ⁽³⁾	448,447	126,754	122,785
Number of ordinary shares ('000)	268,222	266,750 ⁽⁴⁾	286,598 ⁽⁴⁾
NA per share (RM)	1.67	0.47	0.43

Notes:

- (1) The reduction in the "Retained profits" is a result of:
- (a) the Proposed Cancellation; and
 - (b) the net effects of the Proposed Special Dividend and recycling of "Other reserves" pertaining to the Proposed Distribution-In-Specie to "Retained profits".
- (2) The reduction in the "Other reserves" is arising from the net effects of the Proposed Cancellation and recycling of "Other reserves" pertaining to the Proposed Distribution-In-Specie to "Retained profits".
- (3) The decrease in "Shareholders' equity" is mainly due to the Proposed Distribution.
- (4) After taking into account the Proposed Cancellation.

The proforma effect above does not take into account the estimated expenses for the Proposals amounting to approximately RM1.11 million comprising:

	RM
Professional fees and expenses	695,000
Fees to authorities	251,000
Printing, postage and advertising	82,000
Miscellaneous	82,000

Subsequent to the FYE 31 January 2015, the market value of EOB Stock Units has declined from its carrying value as at 31 January 2015 of RM2.29 each to RM1.70 each based on the last trading price as at the LPD. As a result, the market value of LSOF's holding of 64,083,870 EOB Stock Units has declined by approximately RM37.81 million since 31 January 2015 up to the LPD. For illustration purposes, a decline of approximately RM37.81 million will result in the proforma NA per share to reduce to RM1.53 as at 31 January 2015 and a proforma NA per share of RM0.33 under Scenario A as well as a proforma NA per share of RM0.30 under Scenario B.

5.6 CONVERTIBLE SECURITIES

As at the LPD, save for the Outstanding ESOS Options which are exercisable between the period from 1 December 2005 to 30 November 2015, our Company does not have any other convertible securities.

The Proposed Special Dividend and Proposed Amendment will not have any effect on the ESOS Options.

The Proposed Capital Reduction will give rise to adjustments to the subscription price of any Outstanding ESOS Options pursuant to the ESOS By-Laws.

Any necessary adjustment shall be made in such manner as the external auditors of the Company for the time being confirm in writing in accordance with the ESOS By-Laws.

6. APPROVALS REQUIRED

The Proposals are subject to the following approvals:

- (a) the approval of the shareholders for the Proposals at an EGM to be convened;
- (b) the High Court for a court order confirming the Proposed Capital Reduction pursuant to Section 64 of the Act; and
- (c) any other relevant authorities' approval or consent, if required.

Each of the Proposals is conditional on each other and the Proposed Capital Reduction and Proposed Special Dividend shall take place concurrently.

7. OTHER CORPORATE PROPOSALS ANNOUNCED BUT PENDING COMPLETION

Save for the Proposals, there are no other corporate proposals which have been announced but have yet to be effected as at the LPD.

8. TENTATIVE TIMEFRAME FOR COMPLETION

Barring any unforeseen circumstances and subject to the approvals for the Proposals as stated in Section 6 being obtained, the Proposals are expected to be completed within the fourth quarter of 2015. The tentative timeline for the implementation of the Proposals are set out below:

Event	Tentative Timeline
Convening of the EGM to approve the Proposals	20 August 2015
Application to the High Court for the Proposed Capital Reduction	End August 2015
High Court confirmation for the Proposed Capital Reduction	Mid November 2015
Announcement of the Entitlement Date	End November 2015
Entitlement Date	Mid December 2015
Distribution to Entitled Shareholders	Mid December 2015
Completion of the Proposals	End December 2015

The Proposed Amendment is expected to be completed immediately preceding the implementation of the Proposed Distribution.

9. INTERESTS OF DIRECTORS, MAJOR SHAREHOLDERS AND/OR PERSONS CONNECTED TO THEM

None of the Directors and/or substantial shareholders of our Company and/or persons connected to them have any interest, direct or indirect, in the Proposals save for their respective entitlements as shareholders of our Company, which are also available to all other Entitled Shareholders.

10. DIRECTORS' RECOMMENDATION

Our Board, having considered the current and prospective financial position of our Company and all aspects of the Proposals including the rationale and effects of the Proposals and after careful deliberation, is of the opinion that the Proposals are in the best interest of our Company and our shareholders. Accordingly, our Board recommends that you vote in favour of the resolutions pertaining to the Proposals at our forthcoming EGM.

11. EGM

An EGM, the notice of which is enclosed in this Circular, will be held at Ground Floor, East Wing, Bangunan ECM Libra, 8 Jalan Damansara Endah, Damansara Heights, 50490 Kuala Lumpur on 20 August 2015, Thursday, at 2.30 p.m., or at any adjournment thereof, for the purpose of considering and if thought fit, to pass with or without modifications, the special and ordinary resolutions to give effect to the Proposals.

You are entitled to attend and vote at our EGM or appoint a proxy or proxies to vote for and on your behalf. In such event, you are requested to complete, sign and deposit the enclosed Form of Proxy in accordance with the instructions printed thereon, to reach 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 holding the EGM or at any adjournment thereof. The lodging of the Form of Proxy does not preclude you from attending and voting in person at the EGM should you subsequently wish to do so.

12. FURTHER INFORMATION

You are requested to refer to the Appendices of this Circular for further information.

Yours faithfully

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

Dato' Seri Kalimullah bin Masheerul Hassan
Chairman

APPENDIX I FURTHER INFORMATION

1. DIRECTORS' RESPONSIBILITY STATEMENT

Our Board has seen and approved this Circular and they collectively and individually accept full responsibility for the accuracy of the information contained in this Circular (save for information relating to EOB). They confirm, after making all reasonable enquiries, that to the best of their knowledge and belief, there are no false or misleading statements or other facts which, if omitted, would make any statement in this Circular false or misleading.

2. WRITTEN CONSENT AND CONFLICT OF INTEREST

CIMB has given and has not subsequently withdrawn its written consent to include its name and all references thereto in this Circular in the form and context in which they appear.

CIMB has been appointed as our Principal Adviser for the Proposals. CIMB confirms that as at the LPD, it is not aware of any circumstance that would give rise to a conflict of interest situation in its capacity as the Principal Adviser to our Company for the Proposals.

CIMB and its subsidiaries and associated companies, as well as its holding company CIMB Group Holdings Berhad and the subsidiaries and associated companies of its holding company ("**CIMB Group**") form a diversified financial group and are engaged in a wide range of investment and commercial banking, brokerage, securities trading, asset and funds management and credit transaction service businesses. The CIMB Group has engaged and may in the future, engage in transactions with and perform services for our Company and/or any of our respective affiliates, in addition to the role as Principal Adviser for the Proposals.

In addition, in the ordinary course of business, any member of the CIMB Group may at any time offer or provide its services to or engage in any transactions (on its own account or otherwise) with any member of our Group and/or any other entity or person, hold long or short positions in securities issued by our Company and/or our affiliates, make investment recommendations and/or publish or express independent research views on such securities, and may trade or otherwise effect transactions for its own account or the account of its other customers in debt or equity securities or senior loans of our Group. This is a result of the businesses of the CIMB Group generally acting independently of each other, and accordingly there may be situations where parts of the CIMB Group and/or its customers now have or in the future, may have interest or take actions that may conflict with the interests of our Group.

3. MATERIAL CONTRACTS, MATERIAL COMMITMENTS AND CONTINGENT LIABILITIES

3.1 MATERIAL CONTRACTS

Save for the Sale and Purchase Agreement entered into between our Company and Tan Ah Kow @ Tan Chee Lin on 21 May 2015 for the purchase of a property held under Geran 2999, Lot 13115, Mukim Kuala Lumpur, Daerah Kuala Lumpur, Wilayah Persekutuan Kuala Lumpur for a purchase consideration of RM3,900,000.00 ("**SPA dated 21 May 2015**"), 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 LPD. As at the LPD, the SPA dated 21 May 2015 has not been completed.

3.2 MATERIAL COMMITMENTS

As at the LPD, save as disclosed below, our Board is not aware of any approved and outstanding material commitments incurred or known to be incurred by our Group:

	RM
Balance purchase price payable under SPA dated 21 May 2015	3,510,000.00
Total	<u>3,510,000.00</u>

3.3 CONTINGENT LIABILITIES

As at the LPD, our Board is not aware of any material contingent liabilities, which may, upon being enforceable, have a material adverse effect on our Group's financial position or business.

4. MATERIAL LITIGATION

As at the LPD, our Group is not engaged in any material litigation, claims or arbitration, either as plaintiff or defendant, which has a material and adverse effect on our financial position and business and our Board does not have any knowledge of any such proceedings, pending or threatened against our Group or of any facts which is likely to give rise to any such proceedings which may materially and adversely affect the financial position or business of our Group.

5. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection by our shareholders 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 on Mondays to Fridays (except public holidays) from the date of this Circular up to and including the date of the EGM:

- (a) our M&A;
- (b) our audited financial statements for the past two (2) FYEs 31 January 2014 and 31 January 2015;
- (c) our latest available unaudited financial results for the financial period ended 30 April 2015;
- (d) the material contract referred to in Section 3.1 of this Appendix I; and
- (e) the letter of consent referred to in Section 2 of this Appendix I.

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APPENDIX II INFORMATION ON EASTERN & ORIENTAL BERHAD

The information in this Appendix II relating to Eastern & Oriental Berhad (“EOB”) has been obtained from published or other publicly available sources. The Company and its advisers take no responsibility for the contents of this Appendix II, and make no representation as to its accuracy or completeness. Neither the Board nor its advisers have independently verified any information pertaining to EOB contained in this Appendix II. The sole responsibility of the Directors of ECMLFG with respect to the information pertaining to EOB is limited to ensuring that such information is accurately extracted and reproduced in this Appendix II.

1. PRINCIPAL ACTIVITIES

The principal activities of EOB are investment holding and provision of management services to its subsidiaries. The principal activities of its subsidiaries include among others, investment holding, development and investment in residential and commercial properties as well as management and operation of hotels and restaurants.

Source:

- (1) A search conducted on EOB at Companies Commission of Malaysia (“CCM”) on 17 June 2015 (“EOB CCM Search”).
- (2) Annual Report 2014 of EOB.
- (3) Unaudited consolidated financial statements of EOB for the fourth quarter ended 31 March 2015.

2. SHARE CAPITAL

Based on the Annual Report 2014 of EOB, the announcements made by EOB on Bursa Securities up to the LPD and EOB CCM Search, the authorised, issued and paid-up share capital of EOB are as follows:

	RM
Authorised share capital:	
2,000,000,000 ordinary stock units of RM1.00 each	2,000,000,000
Issued and fully paid-up share capital:	
1,252,094,164 ordinary stock units of RM1.00 each	1,252,094,164 ⁽¹⁾

Note:

- (1) Inclusive of 29,439,400 treasury stock units as at the LPD.

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APPENDIX II
INFORMATION ON EASTERN & ORIENTAL BERHAD (cont'd)

3. SUBSTANTIAL SHAREHOLDERS

Based on the Annual Report 2014 of EOB and the announcements made by EOB on Bursa Securities up to the LPD, the substantial shareholders of EOB and their respective shareholdings in EOB are as follows:

Names	Nationality/Country of Incorporation	Direct		Indirect	
		No. of EOB Stock Units	% ⁽¹⁾	No. of EOB Stock Units	% ⁽¹⁾
Sime Darby Nominees Sendirian Berhad	Malaysia	268,375,800	21.95	-	-
Sime Darby Holdings Berhad	Malaysia	-	-	268,375,800 ⁽²⁾	21.95
Sime Darby Berhad	Malaysia	-	-	268,375,800 ⁽³⁾	21.95
Morning Crest Sdn Bhd	Malaysia	82,507,877	6.75	-	-
Lembaga Tabung Haji	Malaysia	63,800,920	5.22	-	-
Dato' Tham Ka Hon	Malaysian	46,475,000	3.80	89,403,277 ⁽⁴⁾	7.31
Goh Geok Khim	Singaporean	3,000,000	0.25	95,862,958 ⁽⁵⁾	7.84
Goh Yew Lin	Singaporean	-	-	95,862,958 ⁽⁵⁾	7.84
GKG Investment Holdings Pte Ltd	Singapore	-	-	95,862,958 ⁽⁶⁾	7.84
Billford Holdings Limited	Virgin Islands, British	6,895,400	0.56	82,507,877 ⁽⁷⁾	6.75
G. K. Goh Holdings Limited	Singapore	-	-	78,830,358 ⁽⁸⁾	6.45
CIMB Commerce Trustee Berhad	Malaysia	-	-	64,083,870 ⁽⁹⁾	5.24

Notes:

- ⁽¹⁾ Based on the issued and paid-up share capital of EOB less 29,439,400 treasury stock units as at the LPD.
- ⁽²⁾ Deemed interest by virtue of Section 6A(4) of the Act held through its shareholding of 100% in Sime Darby Nominees Sendirian Berhad.
- ⁽³⁾ Deemed interest by virtue of Section 6A(4) of the Act held through its shareholding of 100% in Sime Darby Holdings Berhad, which in turn holds 100% of Sime Darby Nominees Sendirian Berhad.
- ⁽⁴⁾ Deemed interest by virtue of Section 6A(4) of the Act held through Billford Holdings Limited, which in turn holds 100% of Morning Crest Sdn Bhd.
- ⁽⁵⁾ Deemed interest by virtue of Section 6A(4) of the Act held through GKG Investment Holdings Pte Ltd.
- ⁽⁶⁾ Deemed interest by virtue of Section 6A(4) of the Act held through Alpha Securities Pte Ltd, Future Equity Investments Ltd and G. K. Goh Holdings Limited.
- ⁽⁷⁾ Deemed interest by virtue of Section 6A(4) of the Act held through its shareholding of 100% in Morning Crest Sdn Bhd.
- ⁽⁸⁾ Deemed interest by virtue of Section 6A(4) of the Act held through G. K. Goh Strategic Holdings Pte Ltd and Cacona Pte Ltd.
- ⁽⁹⁾ Held in trust by CIMB Commerce Trustee Berhad as trustee for LSOF.

APPENDIX II
INFORMATION ON EASTERN & ORIENTAL BERHAD (cont'd)

4. DIRECTORS

Based on the Annual Report 2014 of EOB, the announcements made by EOB on Bursa Securities up to the LPD and the EOB CCM Search, the particulars of the Directors of EOB are as follows:

Directors	Nationality	Designation	
Dato' Azizan bin Abd Rahman	Malaysian	Chairman/Independent Executive Director	Non-
Dato' Tham Ka Hon	Malaysian	Managing Director	
Chan Kok Leong	Malaysian	Deputy Managing Director	
Kok Meng Chow	Malaysian	Finance Director	
Tan Sri Dato' Seri Mohd Bakke bin Salleh	Malaysian	Non-Independent Executive Director	Non-
Dato' Seri Abd Wahab bin Maskan	Malaysian	Non-Independent Executive Director	Non-
Kamil Ahmad Merican	Malaysian	Non-Independent Executive Director	Non-
Datuk Vijeyaratnam A/L V. Thamotharam Pillay	Malaysian	Independent Director	Non-Executive
Christopher Martin Boyd	British	Independent Director	Non-Executive
Tan Kar Leng @ Chen Kar Leng	Malaysian	Independent Director	Non-Executive

5. FINANCIAL INFORMATION

The table below sets out the financial information of EOB Group based on its audited consolidated financial statements for the FYE 31 March 2014, FYE 31 March 2013 and FYE 31 March 2012 and the unaudited consolidated financial statements of EOB for the fourth quarter ended 31 March 2015.

	Unaudited		Audited	
	Fourth quarter ended	FYE 31 March	FYE 31 March	FYE 31 March
	31 March 2015	2014	2013	2012
	RM'000	RM'000	RM'000	RM'000
Revenue	449,497	497,141	605,536	492,151
Profit before tax	202,442	167,173	187,271	171,172
Taxation	(45,516)	(47,389)	(50,505)	(43,433)
Profit net of tax	156,926	119,784	136,766	127,739
Profit attributable to:				
Owners of the parent	152,346	113,239	129,556	123,296
Non-controlling interests	4,580	6,545	7,210	4,443
Weighted average number of EOB Stock Units in issue ('000)	1,137,962	1,106,182	1,106,182	1,093,675
Shareholders' equity/NA	1,647,350	1,517,447	1,425,858	1,318,303
Loans and borrowings	1,162,611	728,159	772,014	604,825

APPENDIX II
INFORMATION ON EASTERN & ORIENTAL BERHAD (cont'd)

6. HISTORICAL PRICES OF EOB STOCK UNITS

The monthly high and low transacted market prices of EOB Stock Units traded on the Main Market of Bursa Securities for the past twelve (12) months from July 2014 to June 2015 are as follows:

Month	High RM	Low RM
2014		
July	3.21	2.71
August	3.01	2.83
September	3.08	2.71
October	2.87	2.34
November	2.78	2.45
December	2.56	2.03
2015		
January	2.60	2.01
February	2.37	2.23
March	2.29	1.94
April	2.05	1.90
May	1.97	1.79
June	1.84	1.64
Last transacted market price of EOB Stock Units on 29 May 2015, being the last trading day prior to the date of announcement of the Proposals on 1 June 2015		1.83
Last transacted price as at the LPD		1.70

(Source: Bloomberg)

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7. HISTORICAL PRICES OF EOB WARRANTS

The EOB Warrants are listed on 30 January 2015. The monthly high and low transacted market prices of EOB Warrants traded on the Main Market of Bursa Securities for the past five (5) months from February 2015 to June 2015 are as follows:

Month	High RM	Low RM
2015		
February	0.55	0.41
March	0.46	0.42
April	0.43	0.35
May	0.39	0.31
June	0.33	0.21

Last transacted market price of EOB Warrants on 29 May 2015, being the last trading day prior to the date of announcement of the Proposals on 1 June 2015 0.36

Last transacted price as at the LPD 0.25

(Source: Bloomberg)

8. SALIENT TERMS OF THE EOB WARRANTS

The salient terms of the EOB Warrants are as follows:

- Issue size : 222,300,415 EOB Warrants to be issued pursuant to the free warrants issue to EOB's entitled stockholders on the basis of one (1) EOB Warrant for every five (5) existing EOB Stock Units held.
- Form and denomination : The EOB Warrants will be issued in registered form and constituted by the deed poll.
- Exercise Rights : Each EOB Warrant shall entitle the registered holder(s), at any time during the exercise period, to subscribe for one (1) new EOB Stock Unit at the exercise price, subject to adjustments in accordance with the provisions of the deed poll.
- Exercise Period : The EOB Warrants can be exercised at any time during the period of four (4) years and six (6) months commencing from and including the date of issue of the EOB Warrants and up to and including the expiry date.
- Exercise Price : Subject to further adjustments (where applicable) in accordance with the provisions of the deed poll, the exercise price of the EOB Warrants had been fixed at RM2.60 for each EOB Warrant.
- Expiry Date : The day falling four (4) years and six (6) months from the date of the issuance of the EOB Warrants. Any EOB Warrants which have not been exercised and delivered to the registrar after the expiry date will lapse and cease to be valid for any purpose.
- Board lot : For the purpose of trading on Bursa Securities, a board lot of EOB Warrants shall comprise 100 EOB Warrants carrying the right to subscribe for 100 new EOB Stock Units at any time during the exercise period, or such denomination as determined by Bursa Securities.
- Rights of EOB Warrant holders : The registered holders of the EOB Warrants are not entitled to any voting rights or to participate in any distribution and/or offer of further securities in EOB until and unless the registered holders of the EOB Warrants are issued with the new EOB Stock Units arising from the exercise their EOB Warrants into new EOB Stock Units.

APPENDIX II
INFORMATION ON EASTERN & ORIENTAL BERHAD (cont'd)

- Adjustment in the exercise price and/or number of Warrants : Subject to the provisions of the deed poll, the exercise price and/or the number of EOB Warrants held by each EOB Warrant holder shall be adjusted by the board of EOB in consultation with the adviser and if deemed necessary, certified by the external auditors appointed by EOB, in the event of alteration to be issued and paid-up ordinary stocks units of EOB in accordance with the provisions set out in the deed poll.
- Rights in the event of winding up, amalgamation, reconstruction : If whilst any EOB Warrants remain capable of being exercised, a resolution has been passed for a members' voluntary winding-up of EOB or where there is a compromise or arrangement, whether or not for the purpose of or in connection with a scheme for the reconstruction of EOB or the amalgamation of EOB with one (1) or more companies, then:
- (i) for the purpose of such a winding-up, compromise or arrangement (other than a consolidation, amalgamation or merger in which EOB is the continuing corporate) to which the EOB Warrant holders, or some persons designated by them for such purposes by a special resolution, will be a party, the terms of such winding-up, compromise or arrangement will be binding on all the EOB Warrant holders; and
 - (ii) in any other case every EOB Warrant holder will be entitled upon and subject to the deed poll at any time within six (6) weeks after passing of such resolution for a members' voluntary winding up of EOB or within six (6) weeks after the granting of the court order approving the compromise or arrangement, by irrevocable surrender of the EOB Warrant holder to EOB by delivering to EOB a duly completed exercise form (together with payment of the relevant exercise money) to elect to be treated as if he has immediately prior to the commencement of such winding-up, compromise or arrangement exercised the exercise rights represented by the EOB Warrant to the extent specified in the exercise forms and be entitled to receive out of the assets of EOB which would be available in liquidation if he had on such date been the holder of the new EOB Stock Units to which he would have become entitled pursuant to such exercise and the liquidator of EOB will be give effect to such election accordingly.
- Further Issues : Subject to the provisions of the deed poll, EOB will be at liberty to issue EOB Stock Units or other securities convertible to EOB Stock Units to stockholders either for cash or as a bonus distribution and further subscription rights upon such terms and conditions as EOB sees fit but the EOB Warrant holders will not have any participating rights in such issue unless the EOB Warrant holder becomes a stockholder by exercising his exercise rights or otherwise resolved by EOB in general meeting.
- Constitution : The EOB Warrants are constituted by the deed poll.
- Governing law : Laws of Malaysia.

(Source: EOB's circular dated 12 November 2014, EOB's announcements dated 28 November 2014, 8 January 2015, 29 January 2015 and 30 January 2015.)

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ECM LIBRA FINANCIAL GROUP BERHAD
(Company No. 713570-K)
(Incorporated in Malaysia under the Companies Act, 1965)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of ECM Libra Financial Group Berhad (“**ECMLFG**” or the “**Company**”) will be held at Ground Floor, East Wing, Bangunan ECM Libra, 8 Jalan Damansara Endah, Damansara Heights, 50490 Kuala Lumpur on 20 August 2015, Thursday, at 2.30 p.m., or at any adjournment thereof, for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

PROPOSED SPECIAL DIVIDEND (“PROPOSED SPECIAL DIVIDEND”) ON AN INTERIM BASIS

“**THAT**, subject to the passing of Special Resolution 1 and Special Resolution 2 and the confirmation by the High Court of Malaya (“**High Court**”) for the proposed capital reduction by way of cancellation of RM0.88 from the par value of each existing ordinary share of RM1.00 each in ECMLFG pursuant to Section 64 of the Companies Act, 1965 (“**Proposed Capital Reduction**”), approval be and is hereby given to the Directors of the Company to declare a dividend on an interim basis, the amount of which is to be determined by the Directors taking into account the availability of profits of the Company;

THAT approval is hereby given for the Company to satisfy the dividend amount by the distribution to all the shareholders of the Company of cash and/or ordinary stock units of Eastern & Oriental Berhad (“**EOB Stock Units**”) and/or warrants of Eastern & Oriental Berhad (“**EOB Warrants**”) held by ECMLFG group (the EOB Stock Units and EOB Warrants held by ECMLFG group shall be collectively referred to as “**EOB Distributable Securities**”) on an entitlement date to be determined and announced later by the Directors of the Company (“**Entitlement Date**”). The distribution of the EOB Distributable Securities, if implemented under the Proposed Special Dividend, shall be by way of a dividend-in-specie (“**Proposed Dividend-In-Specie**”);

THAT any fractional entitlement that may arise under the Proposed Dividend-In-Specie shall be disregarded and dealt with in such manner as the Directors of the Company in their absolute discretion deem fit and expedient in the interest of the Company;

AND THAT the Directors of the Company be and are authorised with full powers to take all such steps as they may deem necessary:

- (a) to determine the Entitlement Date referred to in this Ordinary Resolution 1;
- (b) to determine the proportion of cash and EOB Distributable Securities (representing the balance after taking into account the Proposed Capital Reduction, if any) to be distributed pursuant to the Proposed Special Dividend;
- (c) to effect and complete the Proposed Capital Reduction and Proposed Special Dividend concurrently; and
- (d) to do all acts and to sign, execute and deliver on behalf of the Company all relevant documents as may be necessary or expedient in order to implement, give full effect to and complete the Proposed Special Dividend with full power to assent to any condition, modification, variation and/or amendment as the Directors of the Company may deem fit, necessary and/or expedient in the interest of the Company or as may be imposed or permitted by any relevant authority.”

SPECIAL RESOLUTION 1

PROPOSED CAPITAL REDUCTION BY WAY OF CANCELLATION OF RM0.88 FROM THE PAR VALUE OF EACH EXISTING ORDINARY SHARE OF RM1.00 EACH IN ECMLFG PURSUANT TO SECTION 64 OF THE COMPANIES ACT, 1965 (“PROPOSED CAPITAL REDUCTION”)

“THAT, subject to the passing of Ordinary Resolution 1 and Special Resolution 2 and the confirmation by the High Court pursuant to Section 64 of the Companies Act, 1965, approval be and is hereby given for the Company pursuant to Article 63(2) of the Articles of Association of the Company, to reduce its issued and paid-up share capital by cancelling RM0.88 from the par value of each ordinary share of RM1.00 each in ECMLFG;

THAT following the par value reduction, approval is hereby given for the Company to make a distribution to all the shareholders of the Company of cash and/or EOB Distributable Securities on the basis of RM0.88 for every one ECMLFG Share held on the Entitlement Date;

THAT any fractional entitlement that may arise under the distribution of the EOB Distributable Securities shall be disregarded and dealt with in such manner as the Directors of the Company in their absolute discretion deem fit and expedient in the interest of the Company;

AND THAT the Directors of the Company be and are authorised with full powers to take all such steps as they may deem necessary:

- (a) to determine the Entitlement Date referred to in this Special Resolution 1;
- (b) to assent to any conditions, stipulations, modifications, variations or amendments imposed by the High Court;
- (c) to lodge an office copy of the order of the High Court referred to in this Special Resolution 1 with the Companies Commission of Malaysia on such date as the Directors of the Company may determine;
- (d) to determine the proportion of cash and EOB Distributable Securities to be distributed pursuant to the Proposed Capital Reduction;
- (e) to effect and complete the Proposed Capital Reduction and Proposed Special Dividend concurrently; and
- (f) to do all acts and to sign, execute and deliver on behalf of the Company all relevant documents as may be necessary or expedient in order to implement, give full effect to and complete the Proposed Capital Reduction with full power to assent to any condition, modification, variation and/or amendment as the Directors of the Company may deem fit, necessary and/or expedient in the interest of the Company or as may be imposed or permitted by any relevant authority.”

SPECIAL RESOLUTION 2

PROPOSED AMENDMENT TO MEMORANDUM AND ARTICLES OF ASSOCIATION OF ECMLFG ("PROPOSED AMENDMENT")

"**THAT**, subject to the passing of Ordinary Resolution 1 and Special Resolution 1, and the confirmation by the High Court for the Proposed Capital Reduction, approval is hereby given to the Directors of the Company to amend Clause 6 of the Memorandum of Association of the Company and Article 3 of the Articles of Association of the Company as set out below:

Existing Clause	Proposed Clause
<p>Clause 6 of the Memorandum of Association</p> <p>The capital of the Company is Ringgit Malaysia One Billion and Five Hundred Million RM1,500,000,000.00 divided into 1,500,000,000 shares of RM1.00 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.</p>	<p>Clause 6 of the Memorandum of Association</p> <p>The capital of the Company is Ringgit Malaysia One Billion and Five Hundred Million RM1,500,000,000.00 divided into 12,500,000,000 shares of RM0.12 each. The shares in the original or any increased capital may be divided into several classes and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividends, capital, voting or otherwise.</p>
<p>Article 3 of the Articles of Association</p> <p>The authorised capital of the Company at the date of adoption of these Articles is Ringgit One Billion Five Hundred Million (RM1,500,000,000.00) divided into one billion five hundred million (1,500,000,000) ordinary shares of Ringgit One (RM1.00) each.</p>	<p>Article 3 of the Articles of Association</p> <p>The authorised capital of the Company at the date of adoption of these Articles is Ringgit One Billion Five Hundred Million (RM1,500,000,000.00) divided into twelve billion five hundred million (12,500,000,000) ordinary shares of Twelve Sen (RM0.12) each.</p>

AND THAT the Directors of the Company be and are authorised with full powers to take all such steps as they may deem necessary to do all acts and to sign, execute and deliver on behalf of the Company all relevant documents as may be necessary or expedient in order to implement, give full effect to and complete the Proposed Amendment with full power to assent to any condition, modification, variation and/or amendment as the Directors of the Company may deem fit, necessary and/or expedient in the interest of the Company or as may be imposed or permitted by any relevant authority."

BY ORDER OF THE BOARD

CHAN SOON LEE
Company Secretary

Kuala Lumpur
28 July 2015

Notes:

1. *Only a depositor whose name appears in the Record of Depositors of the Company as at 12 August 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/her 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/her 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/her 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 later 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 agent) 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./Co. 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 20 August 2015, Thursday, 2.30 p.m. and at any adjournment thereof, as the case may be, on the following resolutions referred to in the notice of EGM:

	RESOLUTIONS	FOR	AGAINST
1.	Ordinary Resolution 1 – Proposed Special Dividend		
2.	Special Resolution 1 – Proposed Capital Reduction		
3.	Special Resolution 2 – Proposed Amendment		

(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

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

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

Notes:

- Only a depositor whose name appears in the Record of Depositors of the Company as at 12 August 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 Extraordinary General Meeting ("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/her 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/her 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/her 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 later 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 28 July 2015.



Fold this flap for sealing

Then fold here

AFFIX
STAMP

The Company Secretary
ECM LIBRA FINANCIAL GROUP BERHAD
2nd Floor, West Wing, Bangunan ECM Libra
8 Jalan Damansara Endah
Damansara Heights
50490 Kuala Lumpur

1st fold here
