



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

Minutes of the Extraordinary General Meeting of ECM Libra Financial Group Berhad (the **Company** or **ECMLFG**) held at Ground Floor, East Wing, Bangunan ECM Libra, 8 Jalan Damansara Endah, Damansara Heights, 50490 Kuala Lumpur on Tuesday, 12 December 2017 at 2.30 p.m.

PRESENT

DatoøSeri Kalimullah bin Masheerul Hassan	-	Chairman
Mr Lim Kian Onn	-	Managing Director
Datuk Kamarudin bin Md Ali	-	Independent Non-Executive Director
DatoøOthman bin Abdullah	-	Independent Non-Executive Director
Encik Mahadzir bin Azizan	-	Independent Non-Executive Director
Mr Gareth Lim Tze Xiang	-	Non-Independent Non-Executive Director

Members and Proxies - As per the Attendance Sheets

IN ATTENDANCE

Ms Chan Soon Lee	-	Company Secretary
Mr Ng Cheong Seng	-	Chief Financial Officer and Company Secretary
Ms Alea Debbie Leong Sook Ching	-	Representing CIMB Investment Bank Berhad, Principal Adviser
Mr Perry Lye Yip Heng	-	Representing CIMB Investment Bank Berhad
Mr Eugene Khoo Sheng Chuan	-	Representing CIMB Investment Bank Berhad
Mr Jonathan Lee Jian-Rong	-	Representing CIMB Investment Bank Berhad
Mr Pua Kin Joh	-	Representing Mercury Securities Sdn Bhd, Independent Adviser
Mr Foo Chun Keong	-	Representing Mercury Securities Sdn Bhd
DatoøFoong Chee Meng	-	Representing Foong & Partners, Legal Adviser
Mr Leong Wai Lun	-	Representing Foong & Partners
Ms Liang Soo Chee	-	Representing Foong & Partners
Mr Yeo Beng Yean	-	Representing Ernst & Young, Reporting Accountants
Mr Mark Gereis	-	Representing Ernst & Young
Ms Saw Wai Chuan	-	Representing Tricor Investor Services Sdn Bhd, Poll Administrator
Ms Samantha Goh	-	Representing Tricor Investor Services Sdn Bhd
Ms Soo Siew Peng	-	Representing Asia Securities Sdn Berhad, Scrutineer
Mr Benjamin Soh	-	Representing Asia Securities Sdn Berhad

1. QUORUM

It was established that a quorum was present.

2. INTRODUCTION

Chairman welcomed the members to the Extraordinary General Meeting (öEGMö or öMeetingö) and introduced to them the Board Members and persons seated with him at the table. Members were also informed that representatives from CIMB, our Principal Adviser, representatives from Mercury, our Independent Adviser, representatives from F& P, our Legal Adviser, and representatives from EY, our Reporting Accountants, were in attendance at the Meeting.

3. NOTICE OF MEETING

The Notice of the Meeting as set out in the Circular to Shareholders dated 27 November 2017, having been circulated to all members in accordance with the Company's Articles of Association, was taken as read.

4. PRELIMINARY

The Chairman informed the members and proxies present that in accordance with Paragraph 8.29A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, all resolutions to be considered at the EGM would be put to vote by way of poll. For this purpose, the Chairman exercised his right as the Chairman of the Meeting to demand for a poll in accordance with Article 81 of the Company's Articles of Association in respect of all resolutions which would be put to vote at the Meeting.

The Chairman also informed that the Company had appointed Tricor as Poll Administrator to conduct the polling process and Asia Securities as Scrutineer to verify the poll results. The polling process for the resolutions would be conducted upon completion of the deliberation of all items to be transacted at the EGM.

5. BRIEFING ON THE PROPOSALS

The EGM was convened to consider and vote on the resolutions in respect of all the proposals set out in in the Circular to Shareholders dated 27 November 2017 (öCircularö).

Ms Alea Debbie Leong from CIMB Investment Bank Berhad briefed members on the proposals that were set out in the Circular. The salient points included the following:

- a) ECMLFG Group is currently involved in financial services. The Group has proposed to diversify its existing business activities to include hotel ownership and management. The existing underlying business of the Group is exposed to fluctuations of the financial market. The proposed diversification involved the proposed acquisition of hotels and hotel-related equity interests. The proposed acquisitions would enable the Group to venture into the hotel business that has potential for growth, whilst the hotel properties have potential for capital gains as ECMLFG would be buying the hotel properties at a discount to market value.
- b) The proposed disposal of the East Wing and Centre Wing of Bangunan ECM Libra and the semi-detached property would enable the Group to monetise its non-core assets to partially fund the proposed special dividend to return cash to shareholders.
- c) The proposed disposal and the proposed special dividend are conditional upon the proposed acquisitions being approved.
- d) The proposed acquisitions and proposed disposals are related party transactions and an Independent Advisor has been appointed to advise the non-interested shareholders.

The Chairman invited questions or comments from members and proxies and the response from Directors were summarised as follows:

- i) Mr Muniandy Karishnan, a shareholder, enquired what would be the amount of the special dividend per share, the expectation on developing expertise in hotel business and what would be the Group's core business after acquisition of hotels.

The Chairman informed that the amount of the special dividend per share would depend on the last announced net asset position of the ECMLFG Group (the Group) prior to the declaration of the special dividend. As disclosed in the Circular, the pro-forma position based on the audited statement of financial position as at 31-12-2016 indicated an illustrative special dividend of RM0.155 per share. In terms of developing expertise in the hotel business, the Group would be learning and working alongside with the Tune Hotel group as well TP Real Estate Holdings Pte Ltd (TPRE) which co-owns some of the hotel assets that our Group is proposing to acquire. TPRE has the experience and good track record in developing and monetising hotel properties. The Managing Director added that he and the Chairman are not new to the hotel business as they both have deemed interest in the hotels that the Group is proposing to acquire and that both of them would abstain from voting at the EGM. The Managing Director informed that the Group's core business would remain in financial services in accordance with the listing requirements.

- ii) Mr William Ng, a proxy holder, enquired why the Company proposed to acquire only 50% and not more of the equity interest in the company that owned a hotel, or was there any plan for further acquisition to increase the equity interest in future. Mr Ng also enquired whether there would be any changes to the Board after the proposed acquisitions.

The Managing Director informed that the Company could only acquire 50% as the other party that owns the remaining 50% equity interest was not keen to sell. The Managing Director further informed that the Board would remain the same as of now. Consequent to the issuance of new ECMLFG shares for the proposed acquisitions, there would be a new major shareholder in ECMLFG. At some point in the future, it would be good to have the new major shareholder represented on ECMLFG's Board to show their commitment to the Group.

There being no further questions from members, the Chairman proceeded with the agenda items of the EGM.

6. PROPOSED ACQUISITIONS FROM TPRE

The 1st item on the Agenda was to consider the proposed acquisition of 50% equity interest in TP Sepang Sdn Bhd, TP International Pty Ltd and Yummy Kitchen Sdn Bhd and 40.005% equity interest in TP Hotel (Flinders) Trust by the Company from TPRE. The details of proposed acquisition were set out in the Circular and the motion for consideration was set out in the Ordinary Resolution 1 in notice of meeting in the Circular.

The Chairman invited questions and comments from the floor in connection with the Resolution 1 and there was no question and/or clarification sought.

7. PROPOSED ACQUISITION OF TUNE HOTEL PENANG, TUNE HOTEL KK AND TUNE HOTEL KLIA AEROPOLIS FROM TUNE HOTELS SDN BHD

The 2nd item on the Agenda was to consider the proposed acquisition of Tune Hotel Penang, Tune Hotel KK and Tune Hotel KLIA Aeropolis from Tune Hotels Sdn Bhd. The details of the proposed acquisition were set out in the Circular and the motion for consideration was set out in the Ordinary Resolution 2 in notice of meeting in the Circular.

The Chairman invited questions and comments from the floor in connection with the Resolution 2 and there was no question and/or clarification sought.

8. PROPOSED COLLABORATION IN RESPECT OF THE “TUNE HOTELS.COM” FRANCHISE BETWEEN THE COMPANY AND TUNE HOTELS.COM (BVI) LIMITED

The 3rd item on the Agenda was to consider the proposed collaboration in respect of the Tune Hotels.Com franchise between the Company and Tune Hotels.Com (BVI) Limited. The details of the proposed collaboration were set out in the Circular and the motion for consideration was set out in the Ordinary Resolution 3 in notice of meeting in the Circular.

The Chairman invited questions and comments from the floor in connection with the Resolution 3 and there was no question and/or clarification sought.

9. PROPOSED DISPOSAL OF THE EAST WING AND CENTRE WING OF BANGUNAN ECM LIBRA AND PROPOSED DISPOSAL OF THE SEMI-DETACHED RESIDENTIAL PROPERTY BY THE COMPANY TO NOBLEMEN HOLDINGS SDN BHD

The 4th item on the Agenda was to consider the proposed disposal of the East Wing and Centre Wing of Bangunan ECM Libra and the semi-detached residential property to Noblemen Holdings Sdn Bhd. The details of the proposed disposal were set out in the Circular and the motion for consideration was set out in the Ordinary Resolution 4 in notice of meeting in the Circular.

The Chairman invited questions and comments from the floor in connection with the Resolution 4 and there was no question and/or clarification sought.

10. PROPOSED DIVERSIFICATION

The 5th item on the Agenda was to consider the proposed diversification of the existing principal activities of ECMLFG and its subsidiaries to include the business of hotel ownership and management. The details of the proposed diversification were set out in the Circular and the motion for consideration was set out in the Ordinary Resolution 5 in notice of meeting in the Circular.

The Chairman invited questions and comments from the floor in connection with the Resolution 5 and there was no question and/or clarification sought.

11. VOTING BY POLL ON ALL THE RESOLUTIONS

After all businesses of the Meeting had been duly considered, the Chairman directed the Meeting to proceed with the voting by poll on all the Resolutions.

POLL PROCESS

Ms Samantha Goh from Tricor Investor Services Sdn Bhd was invited by the Chairman to explain the poll procedure to the members and/or proxies present. The member and/or proxies were advised to complete the poll slips which were provided to them during the registration, and to drop the poll slips into the ballot boxes prepared by Tricor Investor Services Sdn Bhd upon completion of the casting of votes.

After voting was closed, the Chairman adjourned the Meeting at 3.00 p.m. for the votes to be counted by Tricor and verified by Asia Securities Sdn. Berhad. The Chairman informed that the Meeting would resume as soon as Asia Securities Sdn. Berhad had verified the results of the poll.

12. POLL RESULTS AND RESOLUTIONS PASSED

The Chairman declared a quorum was present and the Meeting was called to order at 3.20 p.m. for the declaration of the results of the poll. The Chairman informed that the poll results had been duly validated by the Scrutineer, Asia Securities Sdn. Berhad, and the details were as follows:

Resolutions	Vote For		Vote Against	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 1	7,689,721	100	0	0
Ordinary Resolution 2	7,689,721	100	0	0
Ordinary Resolution 3	7,689,721	100	0	0
Ordinary Resolution 4	7,689,721	100	0	0
Ordinary Resolution 5	7,689,721	100	0	0

The Chairman declared that the Ordinary Resolutions 1 to 5 were carried.

Based on the results of the poll, the Meeting **RESOLVED:-**

ORDINARY RESOLUTION 1

PROPOSED ACQUISITION OF 50% EQUITY INTEREST IN TP SEPANG SDN BHD (“TPSB”), TP INTERNATIONAL PTY LTD (“TP INTERNATIONAL”) AND YUMMY KITCHEN SDN BHD (“YKSB”), AND 40.005% EQUITY INTEREST IN TP HOTEL (FLINDERS) TRUST (“TP FLINDERS”) (TOGETHER WITH 40.005% OF THE RIGHTS AND BENEFITS TO THE TOTAL ADVANCES OWING BY TP FLINDERS) BY THE COMPANY FROM TP REAL ESTATE HOLDINGS PTE LTD (“TPRE”), FOR AN AGGREGATED PURCHASE CONSIDERATION OF RM57,674,000, TO BE SATISFIED ENTIRELY VIA THE ALLOTMENT AND ISSUANCE OF 160,205,555 NEW ORDINARY SHARES IN ECMLFG (“TPRE CONSIDERATION SHARES”) AT AN ISSUE PRICE OF RM0.36 PER ORDINARY SHARE OF ECMLFG (“SHARE”) (“ISSUE PRICE”) IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF THE SHARE PURCHASE AGREEMENT DATED 4 MAY 2017 SUPPLEMENTED BY THE SUPPLEMENTAL LETTERS DATED 21 JUNE 2017, 30 AUGUST 2017 AND 26 OCTOBER 2017 (“PROPOSED ACQUISITIONS FROM TPRE”)

ø**THAT** subject to the passing of Ordinary Resolutions 4 and 5, and the approval of Bursa Malaysia Securities Berhad (ø**Bursa Securities**ö) for the listing of and quotation for the TPRE Consideration Shares on the Main Market of Bursa Securities and all the requisite consents/approvals of the relevant authorities and/or parties being obtained, approval be and is hereby given to the Company to acquire the following:

- (a) 5,000,000 ordinary shares in TPSB, representing 50% of the equity interest in TPSB;
- (b) 500,000 units of AUD0.00001 each in TP Flinders representing 40.005% of the total units in issue in TP Flinders and 40.005% of the total advances owing by TP Flinders;
- (c) 50 ordinary shares of AUD0.01 each in TP International, representing 50% of the total issued and paid-up share capital of TP International; and
- (d) 5 ordinary shares in YKSB, representing 50% of the equity interest in YKSB,

for an aggregated purchase consideration of RM57,674,000, to be satisfied via the allotment and issuance of the TPRE Consideration Shares at the Issue Price, upon the terms and conditions set out in the share purchase agreement dated 4 May 2017 entered into between the Company and TPRE supplemented by the supplemental letters dated 21 June 2017, 30 August 2017 and 26 October 2017.

THAT approval be given to the Company to issue and allot the TPRE Consideration Shares at the Issue Price, and specifically to the following directors of the Company:

Name	TPRE Consideration Shares
DatoøSeri Kalimullah bin Masheerul Hassan	21,689,950
Lim Kian Onn	21,779,413

THAT the TPRE Consideration Shares shall, upon allotment and issue, rank equally in all respects with the existing Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions unless the allotment of the TPRE Consideration Shares were made on or prior to the entitlement date of such dividends, rights, allotments and/or other distributions.

THAT pursuant to the proposed acquisition of 50% equity interest in TPSB, approval be and is hereby given to the Company to pledge the acquired ordinary shares in TPSB, to provide a corporate guarantee and any other forms of guarantee, indemnity or collateral as may be required by the financier of TPSB, all in proportion to the Company's equity interest in TPSB following the completion of the Proposed Acquisitions from TPRE, in respect of a loan obligation of RM42.5 million owing by TPSB (audited as at 30 September 2016) (**öProposed Provision of Financial Assistanceö**) pursuant to paragraph 8.23(2)(c) of the Main Market Listing Requirements of Bursa Securities (**öListing Requirementsö**).

AND THAT the Board of Directors of the Company (**öBoardö**) be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as the Board may consider necessary or expedient, and to take all such necessary steps to give effect to the Proposed Acquisitions from TPRE and the Proposed Provision of Financial Assistance with full powers to consent to and to adopt such conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Acquisitions from TPRE and the Proposed Provision of Financial Assistance or as the Board may deem necessary or expedient, and to deal with all such matters and to take such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Acquisitions from TPRE and the Proposed Provision of Financial Assistance in the interest of the Company.ö

ORDINARY RESOLUTION 2

PROPOSED ACQUISITION OF TUNE HOTEL PENANG (AS DEFINED HEREIN), TUNE HOTEL KK (AS DEFINED HEREIN) AND TUNE HOTEL KLIA AEROPOLIS (AS DEFINED HEREIN) BY THE COMPANY FROM TUNE HOTELS SDN BHD ("THSB") IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF THREE (3) SALE AND PURCHASE AGREEMENTS ALL DATED 4 MAY 2017 SUPPLEMENTED BY THE SUPPLEMENTAL LETTERS DATED 30 AUGUST 2017 AND 26 OCTOBER 2017 ("PROPOSED TUNE HOTELS ACQUISITIONS")

ø**THAT** subject to the passing of Ordinary Resolutions 1, 4, and 5, and the approval of Bursa Securities for the listing of and quotation for the Tune Hotel Penang Consideration Shares (as defined herein) on the Main Market of Bursa Securities and all the requisite consents/approvals of the relevant authorities and/or parties being obtained, approval be and is hereby given to the Company to acquire all or any of the following:

a) an 11-storey limited-service hotel comprising 258 rooms known as ø**Tune Hotel Penangö**, erected on two pieces of land measuring in aggregate approximately 2,053.4 square meters (or approximately 22,103.1 square feet) held under Geran No. 63526 and 11256, Lot 426 and 348 Seksyen 15, Bandar George Town, Daerah Timor Laut, Negeri Pulau Pinang, together with existing tenancies for a purchase consideration of RM21,000,000, whereby:

i) RM11,926,000 is to be satisfied via the allotment and issuance of 33,127,777 new Shares (ø**Tune Hotel Penang Consideration Sharesö**) at the Issue Price; and

ii) RM9,074,000 is to be satisfied in cash,

upon the terms and conditions set out in the sale and purchase agreement dated 4 May 2017 entered into between the Company and THSB supplemented by the supplemental letters dated 30 August 2017 and 26 October 2017;

b) a 4-storey limited-service hotel comprising 165 rooms known as ø**Tune Hotel KKö**, measuring in aggregate 42,485 square feet bearing postal address Unit Nos. G-803, F-803, S-803 & T-803, Ground Floor to Third Floor, 1 Borneo, Off Jalan UMS, 88450 Kota Kinabalu, Sabah, together with existing tenancies for a purchase consideration of RM9,000,000, to be satisfied entirely in cash, upon the terms and conditions set out in the sale and purchase agreement dated 4 May 2017 entered into between the Company and THSB supplemented by the supplemental letter dated 26 October 2017; and

c) the rights to operate and maintain a 5-storey limited-service hotel comprising 218 rooms known as ø**Tune Hotel KLIA Aeropolisö**, located at a portion of land measuring approximately 4,046.9 square meters identified as Lot PT No. 29, Jalan KLIA S4, 64000 Sepang, Selangor together with an existing tenancy for a purchase consideration of RM926,000 to be satisfied entirely in cash, upon the terms and conditions set out in the sale and purchase agreement dated 4 May 2017 entered into between the Company and THSB supplemented by a supplemental letter dated 26 October 2017.

THAT approval be given to the Company to issue and allot the Tune Hotel Penang Consideration Shares at the Issue Price, and specifically to the following directors of the Company:

Name	Tune Hotel Penang Consideration Shares
DatoøSeri Kalimullah bin Masheerul Hassan	4,485,112
Lim Kian Onn	4,503,612

THAT the Tune Hotel Penang Consideration Shares shall, upon allotment and issue, rank equally in all respects with the existing Shares, save and except that they shall not be entitled to any dividends, rights, allotments and/or other distributions unless the allotment of the Tune Hotel Penang Consideration Shares were made on or prior to the entitlement date of such dividends, rights, allotments and/or other distributions.

AND THAT the Board be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as the Board may consider necessary or expedient, and to take all such necessary steps to give effect to the Proposed Tune Hotels Acquisitions with full powers to consent to and to adopt such conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Tune Hotels Acquisitions or as the Board may deem necessary or expedient, and to deal with all such matters and to take such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Tune Hotels Acquisitions in the interest of the Company.ö

ORDINARY RESOLUTION 3

PROPOSED COLLABORATION IN RESPECT OF THE “TUNE HOTELS.COM” FRANCHISE BETWEEN THE COMPANY AND TUNE HOTELS.COM (BVI) LIMITED (“TH (BRANDCO)”) IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF THE COLLABORATION AGREEMENT DATED 4 MAY 2017 (“PROPOSED COLLABORATION”)

ö**THAT** subject to the passing of Ordinary Resolution 1, approval be and is hereby given to the Company to collaborate with TH (Brandco), the owner and franchisor of the öTune Hotels.Comö brand and franchise, for the Company to further enhance, promote and develop new franchisees of the öTune Hotels.Comö brand after the completion of the Proposed Acquisitions from TPRES, upon the terms and conditions set out in the collaboration agreement dated 4 May 2017 entered into between the Company and TH (Brandco).

AND THAT the Board be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as the Board may consider necessary or expedient, and to take all such necessary steps to give effect to the Proposed Collaboration with full powers to consent to and to adopt such conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Collaboration or as the Board may deem necessary or expedient, and to deal with all such matters and to take such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Collaboration in the interest of the Company.ö

ORDINARY RESOLUTION 4

PROPOSED DISPOSAL OF THE EAST WING AND CENTRE WING OF BANGUNAN ECM LIBRA BY THE COMPANY TO NOBLEMEN HOLDINGS SDN BHD (“NOBLEMEN”) IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF THE SALE AND PURCHASE AGREEMENT DATED 4 MAY 2017 SUPPLEMENTED BY THE SUPPLEMENTAL LETTER DATED 26 OCTOBER 2017 (“PROPOSED BANGUNAN ECM LIBRA DISPOSAL”) AND PROPOSED DISPOSAL OF THE SEMI-D PROPERTY (AS DEFINED HEREIN) BY THE COMPANY TO NOBLEMEN IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF THE SALE AND PURCHASE AGREEMENT DATED 4 MAY 2017 SUPPLEMENTED BY THE SUPPLEMENTAL LETTER DATED 26 OCTOBER 2017 (“PROPOSED SEMI-D DISPOSAL”)

THAT subject to the passing of Ordinary Resolution 1, and all the requisite consents/approvals of the relevant authorities and/or parties being obtained, approval be and is hereby given to the Company to dispose of:

- i) part of the Bangunan ECM Libra comprising the east wing measuring 21,907.0 square feet of gross floor area and the centre wing measuring 26,443.0 square feet of gross floor area, erected on a piece of land measuring approximately 4,218.3 square meters (or approximately 45,405.5 square feet) held under Geran No. 26884, Lot 8931, Mukim Kuala Lumpur, Daerah Kuala Lumpur, Negeri Wilayah Persekutuan Kuala Lumpur, together with existing tenancies for a disposal consideration of RM24,000,000, upon the terms and conditions set out in the sale and purchase agreement dated 4 May 2017 entered into between the Company and Noblemen supplemented by the supplemental letter dated 26 October 2017; and
- ii) a semi-detached residential property erected on a piece of land measuring approximately 577.0 square meters (or approximately 6,210.8 square feet) held under Geran No. 78441, Lot 13115, Mukim Kuala Lumpur, Daerah Kuala Lumpur, Negeri Wilayah Persekutuan Kuala Lumpur (**“Semi-D Property”**) for a disposal consideration of RM4,000,000, upon the terms and conditions set out in the sale and purchase agreement dated 4 May 2017 entered into between the Company and Noblemen supplemented by the supplemental letter dated 26 October 2017.

THAT subject to the Proposed Bangunan ECM Libra Disposal and Proposed Semi-D Disposal becoming unconditional, approval be and is hereby given to the Board to utilise the proceeds from the disposal of RM28,000,000 to partially fund and implement the special cash dividend of an amount which will result in the Company’s net asset being adjusted to approximately RM103.2 million or about RM0.36 per Share.

AND THAT the Board be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as the Board may consider necessary or expedient, and to take all such necessary steps to give effect to the Proposed Bangunan ECM Libra Disposal and Proposed Semi-D Disposal with full powers to consent to and to adopt such conditions, variations, modifications and/or amendments in any manner as may be

required or imposed by the relevant authorities in respect of the Proposed Bangunan ECM Libra Disposal and Proposed Semi-D Disposal or as the Board may deem necessary or expedient, and to deal with all such matters and to take such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Bangunan ECM Libra Disposal and Proposed Semi-D Disposal in the interest of the Company.ö

ORDINARY RESOLUTION 5

PROPOSED DIVERSIFICATION OF THE EXISTING PRINCIPAL ACTIVITIES OF ECMLFG AND ITS SUBSIDIARIES (“ECMLFG GROUP”) TO INCLUDE THE BUSINESS OF HOTEL OWNERSHIP AND MANAGEMENT (“PROPOSED DIVERSIFICATION”)

ö**THAT** subject to the passing of Ordinary Resolution 1, approval be and is hereby given to the Company to diversify the existing business activities of ECMLFG Group which consist of general investments, management of unit trust funds and asset management, structured lending and financial-related services to include the business of hotel ownership and management upon completion of the Proposed Acquisitions from TPRE and, where applicable, the Proposed Tune Hotels Acquisitions pursuant to paragraph 10.13(1) of the Listing Requirements.

AND THAT the Board be and is hereby authorised to do all acts, deeds, things and execute all necessary documents as the Board may consider necessary or expedient, and to take all such necessary steps to give effect to the Proposed Diversification with full powers to consent to and to adopt such conditions, variations, modifications and/or amendments in any manner as may be required or imposed by the relevant authorities in respect of the Proposed Diversification or as the Board may deem necessary or expedient, and to deal with all such matters and to take such steps and do all acts and things in any manner as the Board may deem necessary or expedient to implement, finalise and give full effect to the Proposed Diversification in the interest of the Company.ö

13. CLOSE OF MEETING

There being no other business, the Chairman declared the Meeting closed at 3.30 p.m.