

ECM LIBRA FINANCIAL GROUP BERHAD (“ECMLFG” OR “THE COMPANY”)

- **PROPOSED ACQUISITION OF 50% EQUITY INTEREST IN TP SEPANG SDN BHD, TP INTERNATIONAL PTY LTD, YUMMY KITCHEN SDN BHD AND 40.005% EQUITY INTEREST IN TP HOTEL (FLINDERS) TRUST (TOGETHER WITH 40.005% OF THE RIGHTS AND BENEFITS TO THE TOTAL ADVANCES OWING BY TP HOTEL (FLINDERS) TRUST FOR A PURCHASE CONSIDERATION OF RM57,674,000; AND**
 - **PROPOSED DISPOSAL OF THE COMPANY’S NON-CORE ASSETS, COMPRISING THE EAST WING AND CENTRE WING OF BANGUNAN ECM LIBRA AND A SEMI-DETACHED RESIDENTIAL PROPERTY, FOR AN AGGREGATED DISPOSAL CONSIDERATION OF RM28,000,000.**
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1. INTRODUCTION

Reference is made to ECMLFG’s announcements on 4 May 2017 (“**Initial Announcement**”), 21 June 2017, 3 July 2017, 8 August 2017, 30 August 2017, 26 October 2017, 21 November 2017, 24 November 2017, 27 November 2017, 12 December 2017 and 21 December 2017 in relation to the Proposals (“**Announcements**”). Unless otherwise defined, the definitions set out in the Announcements shall apply herein.

On behalf of the Board, CIMB wishes to announce that in connection with the Proposals, the parties to the TPRE SPA, Bangunan ECM Libra Disposal SPA and Semi-D Disposal SPA entered into three separate variation letters (collectively, the “**Variation Letters**”) to extend the completion period of the agreements by 60 days from 21 March 2018, or such other date as the parties may mutually agree in writing.

Under the Variation Letters, the Bangunan ECM Libra Disposal SPA and Semi-D Disposal SPA were also varied to allow ECMLFG’s solicitors to present the title and memorandum of transfer for registration after the payment of the balance purchase price.

2. DETAILS AND RATIONALE FOR THE VARIATION

The TPRE SPA, Bangunan ECM Libra Disposal SPA and Semi-D Disposal SPA became unconditional on 21 December 2017. Under the agreements, the completion date shall be 21 March 2018, being the date falling within 90 days from the unconditional date.

Based on the TPRE SPA, EMLFG shall, after the unconditional date but prior to closing and subject always to the Bangunan ECM Libra Disposal SPA and Semi-D Disposal SPA becoming unconditional, undertake the Proposed Special Dividend based on the latest available announced consolidated financial statements of ECMLFG preceding the closing date. Further, the Proposed Acquisitions will only be completed after the entitlement date of the Proposed Special Dividend. The completion date of the Bangunan ECM Libra Disposal SPA and Semi-D Disposal SPA shall be the payment date of the Proposed Special Dividend.

As ECMLFG has to comply with the prescribed timeline and procedures under the Listing Requirements to complete the declaration and payment of the Proposed Special Dividend, the Proposed Special Dividend cannot take place by 21 March 2018. In this respect, the parties have mutually agreed to extend the closing date of the Bangunan ECM Libra Disposal SPA and Semi-D Disposal SPA for another 60 days, or such longer period as the parties may mutually agree in writing, to allow for their completion to take place when the Proposed Special Dividend is paid. Consequently, the closing date of the TPRE SPA was also extended.

The variation to allow for the presentation of title and memorandum of transfer for the subject properties under the Bangunan ECM Libra Disposal SPA and the Semi-D Disposal SPA for registration at the relevant land office/registry by the vendors’ solicitors after the payment of the balance purchase price is to expedite the registration of the transfer.

Save for the above revisions, all the other terms and conditions of the Bangunan ECM Libra Disposal SPA, the Semi-D Disposal SPA and the TPRE SPA shall remain in full force and effect.

3. FINANCIAL EFFECTS OF THE VARIATION

The variation as described in this announcement will have no change to the financial effects of the Proposals as presented in Section 14 of the circular to the shareholders dated 27 November 2017 ("**Circular**").

4. APPROVALS REQUIRED AND CONDITIONALITY

The Variation Letters do not result in any change to the approvals required for the Proposals and the conditionality of the Proposals as set out in Section 16 of the Circular.

5. DIRECTORS' STATEMENT

The Board (save for the Interested Directors), having considered all aspects of the Variation Letters (including but not limited to the rationale discussed in Section 2 above), is of the opinion that the terms in the Variation Letters are:

- (i) in the best interest of ECMLFG;
- (ii) fair, reasonable and on normal commercial terms; and
- (iii) not detrimental to the interest of the minority shareholders.

6. AUDIT COMMITTEE'S STATEMENT

The Audit Committee of ECMLFG (save for the Interested Directors), having considered all aspects of the Variation Letters (including but not limited to the rationale discussed in Section 2 above), is of the opinion that the terms in the Variation Letters are:

- (i) in the best interest of ECMLFG;
- (ii) fair, reasonable and on normal commercial terms; and
- (iii) not detrimental to the interest of the minority shareholders.

7. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the Variation Letters will be made available for inspection at the registered office of ECMLFG at 2nd Floor, West Wing, Bangunan ECM Libra, 8 Jalan Damansara Endah, Damansara Heights, 50490 Kuala Lumpur, during normal business hours from Mondays to Fridays (except public holidays) for a period of 3 months from the date of this announcement.

This announcement is dated 21 March 2018.