

27 June 2022

Correspondence address of:-  
**DATO' LIM KIAN ONN**  
2nd Floor, West Wing, Bangunan ECM Libra  
8 Jalan Damansara Endah  
Damansara Heights  
50490 Kuala Lumpur

Headquarters of:-  
**MERCURY SECURITIES SDN BHD**  
Ground, 1st, 2nd and 3rd Floor  
JKP Business Centre  
Lorong Bagan Luar Dua  
12000 Butterworth, Seberang Perai  
Pulau Pinang

**To: Shareholders of ECM Libra Group Berhad**

Dear Sir / Madam,

**SUMMARY NOTIFICATION WITH REGARD TO THE ISSUANCE OF THE OFFER DOCUMENT DATED 27 JUNE 2022 IN RELATION TO THE OFFER (AS DEFINED HEREIN) ("OFFER DOCUMENT"), TOGETHER WITH THE FORM OF ACCEPTANCE AND TRANSFER**

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On 31 May 2022, Mercury Securities Sdn Bhd ("**Mercury Securities**") had, on behalf of Dato' Lim Kian Onn ("**LKO**" or the "**Offeror**"), served a notice on the board of directors of ECM Libra Group Berhad ("**ECMLG**" or the "**Offeree**") ("**ECMLG Board**"), informing the ECMLG Board of the conditional mandatory take-over offer by the Offeror to acquire all the remaining ordinary shares in ECMLG ("**ECMLG Shares**") not already held by the Offeror and persons acting in concert with him ("**PACs**") ("**Offer Shares**") for a cash offer price of RM0.22 per Offer Share ("**Offer Price**") ("**Offer**"). For the avoidance of doubt, the Offer is not extended to ECMLG Shares which are held by the PACs.

A copy of the notice of the Offer ("**Notice**") was subsequently despatched by ECMLG to its shareholders on 7 June 2022.

On 2 June 2022, pursuant to Paragraph 3.06 of the Rules on Take-overs, Mergers and Compulsory Acquisitions ("**Rules**"), the ECMLG Board had appointed DWA Advisory Sdn Bhd as the independent adviser to provide comments, opinions, information and recommendation in relation to the Offer.

On 21 June 2022, Mercury Securities had, on behalf of the Offeror, submitted an application to the Securities Commission Malaysia ("**SC**") under Paragraph 1.12 of the Rules for an extension of time to despatch the Offer Document. The extension of time was sought to allow for more time for the finalisation of the contents of the Offer Document. On 22 June 2022, the SC approved the application for the Offer Document to be despatched by 28 June 2022 or within 2 days from the SC's notification that it has no further comments on the Offer Document, whichever is later.

On 23 June 2022, the SC had vide its letter dated 23 June 2022 notified that it has no further comments to the Offer Document pursuant to Paragraph 11.02(3) of the Rules. However, such notification shall not be taken to suggest that the Securities Commission Malaysia recommends the Offer or assumes responsibility for the correctness of any statements made or opinions or reports expressed in the Offer Document.

Following thereto, the Offeror wishes to inform you that the Offer Document together with the form of acceptance and transfer for the Offer Shares ("**Form of Acceptance and Transfer**") have been published today on Bursa Malaysia Berhad's website at [https://www.bursamalaysia.com/market\\_information/announcements/company\\_announcement?company=2143](https://www.bursamalaysia.com/market_information/announcements/company_announcement?company=2143). You may view and download the Offer Document and the Form of Acceptance and Transfer from the said website.

A copy of the Form of Acceptance and Transfer and a copy of the Bursa Depository Transfer of Securities Request Form (FTF010) (*which may also be viewed and downloaded at [https://www.bursamalaysia.com/sites/5bb54be15f36ca0af339077a/assets/5bb57d465f36ca0c3028dc96/Transfer\\_of\\_Securities\\_Request-1.pdf](https://www.bursamalaysia.com/sites/5bb54be15f36ca0af339077a/assets/5bb57d465f36ca0c3028dc96/Transfer_of_Securities_Request-1.pdf)*) are enclosed together with this Summary Notification. Should you require a printed copy of the Offer Document, you may:-

- (i) access Tricor Investor & Issuing House Services Sdn Bhd's ("**Tricor**") website at <https://tjih.online> and request through the "Investor Services" function;

- (ii) e-mail your request to [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com); or
- (iii) contact Tricor during normal business hours, i.e. from 8.30 a.m. to 5.30 p.m. (*Malaysian time*) on Mondays to Fridays (*excluding public holidays*).

To facilitate electronic delivery of documents in the future, you are encouraged to register your e-mail address with Bursa Malaysia Depository Sdn Bhd (“Bursa Depository”) via:-

- (i) [https://www.bursamalaysia.com/trade/our\\_products\\_services/central\\_depository\\_system/request\\_for\\_estatement](https://www.bursamalaysia.com/trade/our_products_services/central_depository_system/request_for_estatement); or
- (ii) Bursa Anywhere application.

THE PURPOSE OF THIS SUMMARY NOTIFICATION IS TO INFORM YOU OF THE PUBLICATION OF THE OFFER DOCUMENT AND THE FORM OF ACCEPTANCE AND TRANSFER ON THE WEBSITE AS STATED ABOVE. IN ADDITION, THIS SUMMARY NOTIFICATION HIGHLIGHTS THE KEY INFORMATION OF THE OFFER.

THIS SUMMARY NOTIFICATION DOES NOT CONTAIN ALL THE INFORMATION THAT MAY BE IMPORTANT TO YOU. AS SUCH, YOU ARE STRONGLY ADVISED TO READ CAREFULLY THE OFFER DOCUMENT AND THE INDEPENDENT ADVICE CIRCULAR (*COMPRISING A LETTER FROM THE ECMLG BOARD AND INDEPENDENT ADVICE LETTER TO BE ISSUED BY THE INDEPENDENT ADVISER*), WHICH WILL BE DESPATCHED TO YOU WITHIN 10 DAYS FROM THE DATE OF THE OFFER DOCUMENT. YOU SHOULD CONSIDER THE RECOMMENDATIONS CONTAINED IN THE INDEPENDENT ADVICE CIRCULAR CAREFULLY BEFORE MAKING YOUR DECISION REGARDING THE OFFER.

YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY IF YOU HAVE ANY DOUBT ABOUT THE OFFER.

IF YOU WISH TO ACCEPT THE OFFER, PLEASE REFER TO APPENDIX II OF THE OFFER DOCUMENT FOR THE PROCEDURES FOR ACCEPTANCE AND METHOD OF SETTLEMENT (*WHICH INCLUDE THE PROCEDURES FOR LOGDEMENT OF THE DOCUMENTS FOR THE ACCEPTANCE OF THE OFFER VIA ELECTRONIC SUBMISSION AT TRICOR’S WEBSITE AT [HTTPS://TIJH.ONLINE](https://tjih.online)*). SPECIAL INSTRUCTIONS FOR NON-RESIDENT SHAREHOLDERS FOR ACCEPTANCE OF THE OFFER ARE ALSO SET OUT IN APPENDIX II OF THE OFFER DOCUMENT.

YOU DO NOT NEED TO TAKE ANY ACTION IF YOU DECIDE NOT TO ACCEPT THE OFFER.

#### **Salient information on the Offer**

- Offeree** : ECM Libra Group Berhad
- Offeror** : Dato’ Lim Kian Onn
- PACs** : As at 21 June 2022, being the latest practicable date prior to the date of the Offer Document (“**LPD**”), the PACs pursuant to Sections 216(2) and 216(3) of the Capital Markets and Services Act, 2007 are as follows:-
- (i) Datin Quek Siow Leng;
  - (ii) Gareth Lim Tze Xiang;
  - (iii) Caryn Lim Su Yin;
  - (iv) Gemma Lim Su Xian;
  - (v) Plato Capital Limited;
  - (vi) Truesource Pte Ltd;
  - (vii) Garynma MY Holdings Limited; and
  - (viii) Garynma MY Capital Limited
- Offer Shares** : All the remaining ECMLG Shares which are not already held by the Offeror and PACs. As at the LPD, the Offer Shares comprise 279,015,359 ECMLG Shares, representing approximately 58.14% of the total number of issued ECMLG Shares

- Undertakings** : As at the LPD, the Offeror and PACs have received the following irrevocable undertakings not to accept the Offer:-
- (i) Dato' Seri Kalimullah bin Masheerul Hassan had on 31 May 2022 provided an irrevocable undertaking not to accept the Offer in respect of his shareholding of 70,562,815 ECMLG Shares (*representing approximately 14.70% equity interest in ECMLG*); and
  - (ii) Tune Group Sdn Bhd had on 31 May 2022 provided an irrevocable undertaking not to accept the Offer in respect of its shareholding of 99,767,386 ECMLG Shares (*representing approximately 20.79% equity interest in ECMLG*).
- Consideration for the Offer** : RM0.22 in cash per Offer Share.
- Notwithstanding the above, if ECMLG declares, makes and/or pays a dividend or other distribution of any nature on or after the date of the Notice but prior to the closing date of the Offer ("**Distribution**") and the holders of the Offer Shares ("**Holders**") are entitled to retain such Distribution, the Offer Price shall be reduced by an amount equivalent to the net Distribution per Offer Share which the Holders are entitled to retain. For the avoidance of doubt, no adjustment shall be made to the Offer Price in the event the entitlement date for the Distribution is after the closing date of the Offer.
- As at the LPD, the Offeror is not aware of any Distribution which has been declared by ECMLG and is payable on or after the date of the Notice.
- The Holders may accept the Offer in respect of all or part of their Offer Shares. The Offeror will not pay fractions of a sen, if any, to the Holders who accept the Offer ("**Accepting Holders**"). The cash consideration payable to the Accepting Holders in respect of valid acceptances of the Offer will be rounded down to the nearest whole sen, where applicable.
- Condition of the Offer** : The Offer is **conditional** upon the Offeror having received, on or before the closing date of the Offer, valid acceptances in respect of the Offer Shares (*provided that such acceptances are not, where permitted, subsequently withdrawn*), which would result in the Offeror and PACs holding in aggregate more than 50% of the voting shares in ECMLG (*including ECMLG Shares that are already acquired, held or entitled to be acquired or held by the Offeror and PACs*) ("**Acceptance Condition**").
- The Acceptance Condition shall be fulfilled on or before the closing date of the Offer (*which shall, in any event, be no later than 5.00 p.m. on the 60<sup>th</sup> day from the date of the Offer Document*), failing which the Offer shall lapse and the Offer will cease to be capable of further acceptances and all acceptances shall be returned to the Accepting Holders and the Offeror will thereafter cease to be bound by any such prior acceptances of the Offer.
- As at the LPD, the Offeror and PACs hold in aggregate approximately 41.86% equity interest in ECMLG.
- Duration of the Offer** : The Offer will remain open for acceptances until **5.00 p.m. (Malaysian time) on Monday, 18 July 2022**, being the First Closing Date, or such later date(s) if the Offer is extended in accordance with the Rules and the terms and conditions of the Offer Document as the Offeror may decide and Mercury Securities may announce, on behalf of the Offeror, at least 2 days before the closing date of the Offer. Notices of any such extension will be posted to the Holders accordingly.

**Method of settlement** : If the Offeror deems the acceptance of the Offer to be complete and valid in all respects in accordance with the terms and conditions set out in the Offer Document, the settlement of the consideration for the Offer Shares will be effected via remittance in the form of cheque, banker's draft or cashier's order which will be despatched by ordinary mail to the Accepting Holders (*or their designated agents, as they may direct*) at the registered Malaysian address last maintained with Bursa Depository at their own risk **within 10 days from:-**

- (i) the date the Offer becomes or is declared unconditional, if the valid acceptance is received during the period when the Offer is still conditional; or
- (ii) the date of the valid acceptance, if the valid acceptance is received during the period after the Offer is or has become or has been declared unconditional.

**Listing status of Offeree** : The Offeror intends to maintain the listing status of ECMLG on the Main Market of Bursa Malaysia Securities Berhad.

**Tentative timeline in respect of the Offer** :

Date	Events
31 May 2022	Notice served on the ECMLG Board
27 June 2022	Posting of the Offer Document <sup>(1)</sup>
7 July 2022	Last day for the issuance of the Independent Advice Circular
18 July 2022 <sup>(2)</sup>	First Closing Date

Notes:-

- (1) *Following the Offeror's application dated 21 June 2022 for an extension of time to despatch the Offer Document, the SC has approved the application for the Offer Document to be despatched by 28 June 2022 or within 2 days from the SC's notification that it has no further comments on the Offer Document, whichever is later.*
- (2) *The Offer will remain open for acceptances until 5.00 p.m. (Malaysian time) on Monday, 18 July 2022, being the First Closing Date, or such later date(s) if the Offer is extended in accordance with the Rules and the terms and conditions of the Offer Document as the Offeror may decide and Mercury Securities may announce, on behalf of the Offeror, at least 2 days before the closing date of the Offer. Notices of any such extension will be posted to the Holders accordingly.*

Should you have any enquiries concerning the acceptance procedures for the Offer, please contact Tricor, being the Share Registrar for the Offer, from 8.30 a.m. to 5.30 p.m. (*Malaysian time*) on Mondays to Fridays (*excluding public holidays*) at the following address or contact numbers:-

**Tricor Investor & Issuing House Services Sdn Bhd**

Unit 32-01, Level 32  
Tower A, Vertical Business Suite  
Avenue 3, Bangsar South  
No. 8 Jalan Kerinchi  
59200 Kuala Lumpur

Telephone no. : +603 2783 9299  
Facsimile no. : +603 2783 9222  
E-mail address : [is.enquiry@my.tricorglobal.com](mailto:is.enquiry@my.tricorglobal.com)

or alternatively at:-

**Tricor Customer Service Centre**  
Unit G-3, Ground Floor  
Vertical Podium  
Avenue 3, Bangsar South  
No. 8 Jalan Kerinchi  
59200 Kuala Lumpur

Yours faithfully,

**DATO' LIM KIAN ONN**