

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting (“EGM”) of ECM Libra Group Berhad (“Company”) will be held at MAKAN at Tune Hotel KLIA2, Lot PT 13, Jalan KLIA 2/2, 64000 KLIA, Selangor on Wednesday, 11 October 2023 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 resolution by way of poll:

ORDINARY RESOLUTION**PROPOSED WAIVER OF THE PRE-EMPTIVE RIGHTS OF THE SHAREHOLDERS UNDER SECTION 85 OF THE COMPANIES ACT 2016 AND CLAUSE 15 OF THE COMPANY’S CONSTITUTION (“PROPOSED WAIVER OF THE SHAREHOLDERS’ PRE-EMPTIVE RIGHTS”)**

“THAT further to the shareholders’ approval obtained on 22 May 2023 at the 18th Annual General Meeting of the Company pursuant to Sections 75 and 76 of the Companies Act 2016 (“Act”) in respect of the authority to allot and issue ordinary shares in the Company (“Shares”) whereby the Directors of the Company are empowered to allot and issue Shares, at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit, provided that the aggregate number of Shares to be allotted and issued during the preceding 12 months does not exceed 10% of the total number of issued Shares (“Existing General Mandate”), approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company under Section 85 of the Act; and read together with Clause 15 of the Company’s Constitution; to be offered new Shares ranking equally to the existing issued Shares arising from any issuance and allotment of Shares pursuant to the Existing General Mandate;

THAT the Proposed Waiver of the Shareholders’ Pre-emptive Rights shall be valid for the same validity period of the Existing General Mandate which is until the conclusion of the next annual general meeting of the Company;

AND THAT the Directors be and are hereby authorised to do all acts, deeds and things as they may consider necessary and expedient in the best interest of the Company to give full effect to the Proposed Waiver of the Shareholders’ Pre-emptive Rights.”

BY ORDER OF THE BOARD**WONG CHOY LING (MIA 47044) (SSM PC No. 202008004069)****CYNTHIA GLORIA LOUIS (MAICSA 7008306) (SSM PC No. 201908003061)****CHEW MEI LING (MAICSA 7019175) (SSM PC No. 201908003178)**

Secretaries

Kuala Lumpur
26 September 2023**NOTES:**

1. Only a depositor whose name appears in the Record of Depositors of the Company as at 4 October 2023 shall be regarded as a member entitled to attend, speak and vote, and appoint not more than two (2) proxies to attend, speak and vote on his/her behalf, at the EGM.
2. 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.
3. Where a member appoints more than one (1) proxy to attend the EGM, the member shall specify the proportion of his/her shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy(ies).
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 original duly executed Form of Proxy must be deposited at the Registered Office of the Company at 2nd Floor, West Wing, Bangunan ECM Libra, 8 Jalan Damansara Endah, Damansara Heights, 50490 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof.
6. By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms pursuant to the Personal Data Protection Act 2010 set out below:
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 Share Registrar for the purpose of the processing and administration 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 Share Registrar 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 Share Registrar, 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 Share Registrar 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.
7. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, the resolution set out in the Notice of EGM will be put to vote by way of poll.
8. The circular to shareholders in relation to the Proposed Waiver of the Shareholders’ Pre-emptive Rights dated 26 September 2023 and Form of Proxy are available for viewing and downloading from the Company’s website at <http://ecmlibra.com/aggm.asp>.

EXPLANATORY NOTES:

Pursuant to Section 85 of the Act; and read together with Clause 15 of the Company’s Constitution; the shareholders of the Company have the pre-emptive rights to be offered new Shares which rank equally to existing Shares, subject to any direction to the contrary that may be given in general meeting.

Section 85 of the Act provides as follows:

“85. Pre-emptive rights to new shares

- (1) Subject to the constitution, where a company issues shares which rank equally to existing shares as to voting or distribution rights, those shares shall first be offered to the holders of existing shares in a manner which would, if the offer were accepted, maintain the relative voting and distribution rights of those shareholders.
- (2) An offer under subsection (1) shall be made to the holders of existing shares in a notice specifying the number of shares offered and the time frame of the offer within which the offer, if not accepted, is deemed to be declined.
- (3) If the offer is not accepted after the expiry of the period specified in the notice under subsection (2), the directors may dispose those shares in such manner as the directors think most beneficial to the company.”

Clause 15 of the Company’s Constitution has been extracted and reproduced below for ease of reference. The words and expressions appearing in the following provision shall bear the same meanings used in the Company’s Constitution:

“Subject to any direction to the contrary that may be given by the Company in general meeting, all new shares or other convertible Securities shall, before issue, be offered to such persons as at the date of the offer are entitled to receive notices from the Company of general meetings in proportion, as nearly as the circumstances admit, to the amount of the existing shares or Securities to which they are entitled. The offer shall be made by notice specifying the number of shares or Securities offered, and limiting a time within which the offer, if not accepted, will be deemed to be declined, and, after the expiration of that time, or on receipt of an intimation from the person to whom the offer is made that he declines to accept the shares or Securities offered, the Directors may dispose of those shares or Securities in such manner as they think most beneficial to the Company. The Directors may likewise so dispose of any new shares or Securities which (by reason of the ratio which the new shares or Securities bear to shares or Securities held by persons entitled to an offer of new shares or Securities) cannot, in the opinion of the Directors, be conveniently offered under this Clause.”

The Proposed Waiver of the Shareholders’ Pre-emptive Rights, if approved by the shareholders of the Company, will deem the shareholders of the Company to have waived their pre-emptive rights pursuant to Section 85 of the Act; and read together with Clause 15 of the Company’s Constitution; to be first offered the new Shares to be allotted and issued pursuant to the Existing General Mandate which will result in a dilution of their shareholding percentage in the Company.

The Proposed Waiver of the Shareholders’ Pre-emptive Rights, if approved, unless revoked or varied by the Company in a general meeting, will be valid for the same validity period of the Existing General Mandate i.e. until the conclusion of the next annual general meeting of the Company.