



**ECM LIBRA GROUP BERHAD**  
(Registration No. 200501031433 (713570-K))  
(Incorporated in Malaysia)

MINUTES of the Nineteenth Annual General Meeting (“**19<sup>th</sup> AGM**” or “**Meeting**”) of ECM Libra Group Berhad (“**ECM**” or “**Company**”) held at MAKAN at Tune Hotel KLIA-KLIA2, Lot Pt 13, Jalan KLIA 2/2, 64000 KLIA, Selangor on Thursday, 6 June 2024 at 2.30 p.m.

**PRESENT:                    DIRECTORS**

Dato’ Lim Kian Onn (Executive Chairman)  
En Mahadzir bin Azizan (Non-Independent Non-Executive Director)  
Mr Oh Teik Khim (Independent Non-Executive Director)  
Datin Sri Azlin binti Arshad (Independent Non-Executive Director)  
Mr Gareth Lim Tze Xiang (Executive Director and Chief Executive Officer)  
En Akil Hassan bin Kalimullah (Non-Independent Non-Executive Director)

**MEMBERS**

As per attendance listing

**PROXIES**

As per attendance listing

**IN ATTENDANCE:** Mr Navinderjeet Singh a/l Naranjan Singh (Chief Financial Officer)  
Ms Wong Choy Ling (Joint Company Secretary)  
Ms Cynthia Louis (Corporate Partners Sdn Bhd (“**Corporate Partners**”), Joint Company Secretary)  
Ms Venodhini Batumallai (Corporate Partners, Assistant to Joint Company Secretary)

**OTHERS PRESENT:** En Halim bin Md Amin (Representative from Tricor Investor & Issuing House Services Sdn Bhd (“**TIHS**”), Poll Administrator)  
Ms Mika Tam Mei Jia (Representative from TIHS, Poll Administrator)  
Cik Nur Syuhada bt Zulkarnain (Representative from TIHS, Poll Administrator)  
Ms Tham Yin Tong (Representative from Asia Securities Sdn Bhd (“**ASSB**”), Scrutineer)  
Mr Brendan Francis Lim Jern Zhen (Representative from BDO PLT (“**BDO**”), Statutory Auditors)  
Ms Kelly Chan Car Ley (Representative from BDO)

## **1.0 QUORUM**

1.1 It was established that a quorum was present.

## **2.0 PRELIMINARY**

2.1 The Chairman, Dato' Lim Kian Onn, on behalf of the Board of Directors (“**Board**”), welcomed all the members and proxies for attending the 19<sup>th</sup> AGM.

2.2 The Chairman then went on to introduce the members of the Board, the Chief Financial Officer, the Company Secretaries and the External Auditors, BDO who were present at the Meeting.

## **3.0 NOTICE OF MEETING**

3.1 The Meeting noted the Notice of 19<sup>th</sup> AGM dated 26 April 2024 having been circulated to all members in accordance with the Clause 71 of the Constitution of the Company, was taken as read.

## **4.0 POLL VOTING**

4.1 The Chairman informed the Meeting that pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and Clause 84 of the Constitution of the Company, all resolutions to be considered at the Meeting would be put to vote by way of poll and that the polling process for the resolutions would be conducted upon completion of the deliberation of all businesses to be transacted at the 19<sup>th</sup> AGM.

4.2 The Chairman further informed that the Company had appointed TIIHS as the Poll Administrator to conduct the polling process and ASSB as the Scrutineer to verify the poll results.

## **5.0 AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023 AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

5.1 The Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors (“**AFS and Reports**”) having been circulated to all members of the Company within the prescribed period were tabled to the Meeting.

5.2 The Chairman explained that the first item on the Agenda relating to the AFS and Reports was meant for discussion only and did not require approval of the members. Hence, it would not be put forward for voting.

5.3 The Chairman then invited the members and proxies present to put forth questions on the AFS and Reports and there were no questions and/or clarifications sought.

5.4 There being no questions raised, the Chairman proceeded to the second item on the Agenda.

**6.0 ORDINARY RESOLUTION 1**  
**PAYMENT OF DIRECTORS' FEES OF RM227,514 IN RESPECT OF THE FINANCIAL YEAR ENDED 31 DECEMBER 2023**

6.1 The Chairman informed the Meeting that Ordinary Resolution 1 was to approve the payment of Directors' fees. The Chairman further informed that the Board had recommended the payment of Directors' fees of RM227,514 in respect of the financial year ended 31 December 2023.

6.2 Pertaining thereto, the following motion was tabled for the members' consideration:

“THAT the payment of Directors' fees of RM227,514 in respect of the financial year ended 31 December 2023 to be divided among the Directors in such manner as the Directors may determine, be and is hereby approved.”

6.3 The Chairman invited questions and comments from the floor in connection with the Ordinary Resolution 1, and there were no questions and/or clarifications sought.

6.4 There being no questions raised, the Chairman proceeded to the third item on the Agenda.

**7.0 ORDINARY RESOLUTION 2**  
**PAYMENT OF DIRECTORS' BENEFITS (EXCLUDING DIRECTORS' FEES) UP TO AN AMOUNT OF RM223,000 PAYABLE TO THE NON-EXECUTIVE DIRECTORS FOR THE PERIOD FROM 7 JUNE 2024 UNTIL THE NEXT ANNUAL GENERAL MEETING OF THE COMPANY**

7.1 The Chairman indicated that Ordinary Resolution 2 was to approve the payment of Directors' benefits. The Meeting noted that the Board had recommended the payment of Directors' benefits excluding Directors' fees up to an amount of RM223,000 payable to the Non-Executive Directors for the period from 7 June 2024 until the next Annual General Meeting of the Company.

7.2 Pertaining thereto, the following motion was tabled for the members' consideration:

“THAT the payment of Directors' benefits (excluding Directors' fees) up to an amount of RM223,000 payable to the Non-Executive Directors for the period from 7 June 2024 until the next Annual General Meeting of the Company, be and is hereby approved.”

7.3 The Chairman invited questions and comments from the floor in connection with the Ordinary Resolution 2 and there were no questions and/or clarifications sought.

7.4 There being no questions raised, the Chairman proceeded to the fourth item on the Agenda.

**8.0 ORDINARY RESOLUTION 3**  
**RE-ELECTION OF DATO' LIM KIAN ONN WHO RETIRES BY ROTATION**  
**PURSUANT TO CLAUSE 105 OF THE COMPANY'S CONSTITUTION**

8.1 The Ordinary Resolution 3 was related to re-election of retiring Director of the Company. The Chairman informed the Meeting that En Mahadzir bin Azizan (“**En Mahadzir**”) and himself retired from office by rotation pursuant to Clause 105 of the Company’s Constitution and were eligible for re-election. The Chairman had offered himself for re-election whilst En Mahadzir had expressed his intention not to seek re-election. Hence, En Mahadzir would retire upon the conclusion of the 19<sup>th</sup> AGM in accordance with Clause 105 of the Company’s Constitution.

8.2 The Company and the members of the Board extended their gratitude and appreciation to En Mahadzir for his services and invaluable contribution to the Group during his 18-year tenure with the Company as a Director.

8.3 Pertaining to Ordinary Resolution 3, the following motion was tabled for the members’ consideration:

“THAT Dato’ Lim Kian Onn, the Director who retires by rotation pursuant to Clause 105 of the Company’s Constitution, be and is hereby re-elected a Director of the Company.”

8.4 The Chairman invited questions and comments from the floor in connection with the Ordinary Resolution 3, and there were no questions and/or clarifications sought.

8.5 There being no questions raised, the Chairman proceeded to the fifth item on the Agenda.

**9.0 ORDINARY RESOLUTION 4 AND ORDINARY RESOLUTION 5**  
**RE-ELECTION OF DATIN SRI AZLIN BINTI ARSHAD AND EN AKIL HASSAN BIN**  
**KALIMULLAH WHO RETIRE PURSUANT TO CLAUSE 112 OF THE COMPANY'S**  
**CONSTITUTION**

The Chairman informed the Meeting that Ordinary Resolution 4 and Ordinary Resolution 5 were in relation to re-election of Datin Sri Azlin binti Arshad and En Akil Hassan bin Kalimullah respectively as Directors of the Company. Datin Sri Azlin binti Arshad and En Akil Hassan bin Kalimullah were subject to retirement pursuant to Clause 112 of the Company’s Constitution and being eligible, they had offered themselves for re-election.

9.1 Pertaining thereto, the following motions were tabled for the members’ consideration:

**Ordinary Resolution 4**

“THAT Datin Sri Azlin binti Arshad, the Director who retires by rotation pursuant to Clause 112 of the Company’s Constitution, be and is hereby re-elected a Director of the Company.”

### **Ordinary Resolution 5**

“THAT En Akil Hassan bin Kalimullah, the Director who retires by rotation pursuant to Clause 112 of the Company’s Constitution, be and is hereby re-elected a Director of the Company.”

- 9.2 The Chairman invited questions and comments from the floor in connection with the Ordinary Resolution 4 and Ordinary Resolution 5, and there were no questions and/or clarifications sought.
- 9.3 There being no questions raised, the Chairman proceeded to the next agenda item.

### **10.0 ORDINARY RESOLUTION 6** **RE-APPOINTMENT OF BDO AS AUDITORS OF THE COMPANY AND TO** **AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION**

- 10.1 The Chairman indicated that the sixth item on the Agenda was to approve the Ordinary Resolution 6 on re-appointment of the retiring Auditors.
- 10.2 Pertaining thereto, the following motion was tabled for the members’ consideration:
- “THAT Messrs BDO PLT be and is hereby re-appointed as Auditors of the Company and the Directors be and are hereby authorised to fix their remuneration.”
- 10.3 The Chairman invited questions and comments from the floor in connection with the Ordinary Resolution 6, and there were no questions and/or clarifications sought.
- 10.4 There being no questions raised, the Chairman proceeded to the next agenda item.

### **11.0 SPECIAL BUSINESS – ORDINARY RESOLUTION 7** **PROPOSED AUTHORITY TO DIRECTORS TO ISSUE SHARES AND PROPOSED** **WAIVER OF PRE-EMPTIVE RIGHTS**

- 11.1 The Chairman informed the Meeting that the seventh item on the Agenda was to consider the Ordinary Resolution 7 pertaining to authority to Directors to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 and waiver of the shareholders’ pre-emptive rights under Section 85 of the Companies Act 2016 and Clause 15 of the Company’s Constitution. The motion for consideration was set out in the Notice of Meeting appearing on page 113 of the Annual Report 2023.
- 11.2 The Chairman further informed that the passing of the said resolution would empower the Directors to issue shares in the Company without first offering them to the shareholders provided that the aggregate number of shares to be issued does not exceed ten percent of the total number of issued shares of the Company. The said authority would expire at the conclusion of the next Annual General Meeting of the Company.
- 11.3 The Chairman invited questions and comments from the floor in connection with the Ordinary Resolution 7, and there were no questions and/or clarifications sought.

11.4 There being no questions raised, the Chairman proceeded to the next agenda item.

**12.0 SPECIAL BUSINESS – ORDINARY RESOLUTION 8  
PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE  
ITS OWN SHARES**

12.1 The Chairman informed the Meeting that the eighth item on the Agenda was to consider the Ordinary Resolution 8 pertaining to authority for the Company to purchase its own shares, and the motion for consideration was set out in the Notice of Meeting appearing on page 114 of the Annual Report 2023.

12.2 The Chairman further informed that the passing of the said resolution would empower the Company to purchase its own shares of up to ten percent of the total number of issued shares of the Company. The said authority would expire at the conclusion of the next Annual General Meeting of the Company.

12.3 The Chairman invited questions and comments from the floor in connection with the Ordinary Resolution 8 and there were no questions and/or clarifications sought.

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

**13.0 POLLING PROCESS**

13.1 En Halim bin Md Amin of TIIHS was invited by the Chairman to brief the members and proxies present on the poll procedure. The voting session commenced after the briefing.

13.2 At the conclusion of the voting, the Chairman adjourned the Meeting at 2.43 p.m. for the votes to be counted by TIIHS and verified by ASSB. The Chairman informed that the Meeting would resume as soon as ASSB had verified the results of the poll.

**14.0 ANNOUNCEMENT OF POLL RESULTS**

14.1 The Chairman informed the Meeting that he had received the poll results duly verified by ASSB. The Chairman then declared a quorum was present and called the Meeting to order at 2.55 p.m. for the declaration of the results of the poll. The representative of ASSB at the invitation of the Chairman read out the poll results as follows at the Meeting:

Resolutions	Vote For		Vote Against	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 1	176,076,408	100.0000	0	0.0000
Ordinary Resolution 2	232,771,360	100.0000	21	0.0000

Ordinary Resolution 3	377,215,972	100.0000	0	0.0000
Ordinary Resolution 4	377,215,972	100.0000	0	0.0000
Ordinary Resolution 5	377,215,972	100.0000	0	0.0000
Ordinary Resolution 6	377,215,972	100.0000	0	0.0000
Ordinary Resolution 7	377,173,772	99.9888	42,200	0.0112
Ordinary Resolution 8	377,173,772	99.9888	42,200	0.0112

14.2 Based on the poll results, the Chairman declared that the Ordinary Resolutions 1 to 8 tabled at the 19<sup>th</sup> AGM were carried. Therefore, the Meeting RESOLVED:

**a. Ordinary Resolution 1**

THAT the payment of Directors' fees of RM227,514 in respect of the financial year ended 31 December 2023 to be divided among the Directors in such manner as the Directors may determine, be and is hereby approved.

**b. Ordinary Resolution 2**

THAT the payment of Directors' benefits (excluding Directors' fees) up to an amount of RM223,000 payable to the Non-Executive Directors for the period from 7 June 2024 until the next Annual General Meeting of the Company, be and is hereby approved.

**c. Ordinary Resolution 3**

THAT Dato' Lim Kian Onn, the Director who retires by rotation pursuant to Clause 105 of the Company's Constitution, be and is hereby re-elected a Director of the Company.

**d. Ordinary Resolution 4**

THAT Datin Sri Azlin binti Arshad, the Director who retires by rotation pursuant to Clause 112 of the Company's Constitution, be and is hereby re-elected a Director of the Company.

**e. Ordinary Resolution 5**

THAT En Akil Hassan bin Kalimullah, the Director who retires by rotation pursuant to Clause 112 of the Company's Constitution, be and is hereby re-elected a Director of the Company.

**f. Ordinary Resolution 6**

THAT Messrs BDO PLT be and is hereby re-appointed as Auditors of the Company and the Directors be and are hereby authorised to fix their remuneration.

**g. Ordinary Resolution 7**

**Proposed authority to Directors to issue shares and proposed waiver of pre-emptive rights**

THAT subject always to the Companies Act 2016 (“Act”), the provisions of the Company’s Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the approval of the relevant authorities, if applicable, the Directors be and are hereby empowered pursuant to Sections 75 and 76 of the Act to allot and issue new shares in the Company, 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 new shares to be allotted and issued pursuant to this resolution during the preceding twelve (12) months does not exceed ten percent (10%) of the total number of issued shares of the Company for the time being (excluding treasury shares) (“General Mandate”) and the Directors be and are also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Securities AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company;

AND THAT in connection with the above, 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 in the Company ranking equally to the existing issued shares of the Company arising from any issuance and allotment of new shares in the Company pursuant to the General Mandate.

**h. Ordinary Resolution 8**

**Proposed renewal of authority for the Company to purchase its own shares (“Proposed Share Buy-Back Renewal”)**

THAT subject always to the Companies Act 2016 (“Act”), the provisions of the Company’s Constitution, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“Bursa Securities”) and the requirements of any other relevant authorities, the Company be and is hereby authorised to purchase such number of ordinary shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors may deem fit and expedient in the interest of the Company (“Proposed Share Buy-Back”), provided that:



- (i) the maximum number of ordinary shares which may be purchased and/or held by the Company pursuant to the Proposed Share Buy-Back shall be equivalent to ten percent (10%) of the total number of issued shares of the Company for the time being quoted on Bursa Securities;
- (ii) the maximum funds to be allocated by the Company pursuant to the Proposed Share Buy-Back shall not exceed the total retained profits of the Company at the time of purchase(s);
- (iii) the authority conferred by this resolution shall commence upon the passing of this resolution and shall continue to be in force until:
  - (a) the conclusion of the next Annual General Meeting of the Company following this Annual General Meeting at which this ordinary resolution was passed, at which time it will lapse, unless by ordinary resolution passed at that general meeting, the authority is renewed, either unconditionally or subject to conditions; or
  - (b) the expiration of the period within which the next Annual General Meeting of the Company after that date is required by law to be held; or
  - (c) revoked or varied by an ordinary resolution passed by the shareholders of the Company in a general meeting;

whichever occurs first,

AND THAT the Directors of the Company be and are hereby authorised to deal with the ordinary shares purchased by the Company pursuant to the Proposed Share Buy-Back in the following manner:

- (a) cancel all the ordinary shares so purchased; or
- (b) retain the ordinary shares so purchased in treasury for distribution as dividend to the shareholders of the Company and/or resale on the market of Bursa Securities and/or transfer as purchase consideration; or
- (c) retain part of the ordinary shares so purchased as treasury shares and cancel the remainder;

or in any other manner as prescribed by the Act, rules, regulations and orders made pursuant to the Act and the requirements of Bursa Securities and any other relevant authorities for the time being in force;

AND FURTHER THAT the Directors of the Company be and are hereby authorised to do all acts, deeds and things as they may consider expedient or necessary in the best interest of the Company to give full effect to the Proposed Share Buy-Back Renewal with full powers to assent to any conditions, modifications, variations and/or amendments as may be imposed by the relevant authorities and to take all such steps, and do all such acts and things as they may deem fit and expedient in the best interest of the Company.

**15.0 CLOSE OF MEETING**

- 15.1 There being no other business, the Chairman declared the Meeting closed at 3.00 p.m. and thanked all present for their attendance.