ecmlibra

Laporan Tahunan 2015 Annual Report

ECM Libra Financial Group Berhad (713570-K)

contents

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corporate information

DIRECTORS

Dato' Seri Kalimullah bin Masheerul Hassan (Chairman)
Mr Lim Kian Onn
Datuk Kamarudin bin Md Ali
Dato' Othman bin Abdullah
En Mahadzir bin Azizan
Mr Soo Kim Wai

SECRETARY

Ms Chan Soon Lee

AUDITORS

Messrs Ernst & Young
Chartered Accountants
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SHARE REGISTRAR

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Tel : 03-2264 3883
Fax : 03-2282 1886

REGISTERED OFFICE

2nd Floor, West Wing, Bangunan ECM Libra
8 Jalan Damansara Endah
Damansara Heights
50490 Kuala Lumpur
Tel : 03-2089 1888
Fax : 03-2096 1188

BUSINESS ADDRESS

Ground Floor, East Wing, Bangunan ECM Libra
8 Jalan Damansara Endah
Damansara Heights
50490 Kuala Lumpur
Tel : 03-2089 1888
Fax : 03-2096 1188

WEBSITE

www.ecmlibra.com

LISTING

Main Market of Bursa Malaysia Securities Berhad

directors' profile

Dato' Seri Kalimullah bin Masheerul Hassan

Chairman/Non-Independent Non-Executive

Dato' Seri Kalimullah bin Masheerul Hassan, a Malaysian, aged 57, began his career in journalism in 1979 and moved on to the corporate sector in 1995. He has gained vast corporate experience, having held key positions in various Malaysian listed corporations. In September 2002, Dato' Seri Kalimullah was appointed as chairman of the national news agency, Bernama, for a two-year term by DYMM Yang di-Pertuan Agong but resigned to take on his position as Group Editor-in-Chief in The News Straits Times Press (M) Bhd ("NSTP") on 1 January 2004. He left as Group Editor-in-Chief on 31 December 2005 upon expiry of his contract and returned to his financial services business. He was appointed Deputy Chairman of NSTP on 1 January 2006 and resigned on 31 December 2008. Dato' Seri Kalimullah was appointed by the Federal Government as a member of the National Unity Advisory Panel on 1 January 2005 for a two-year term. He was re-appointed for another two-year term on 1 January 2007.

Dato' Seri Kalimullah was appointed Chairman of the Board of Directors ("Board") of ECM Libra Financial Group Berhad ("ECMLFG" or "Company") on 16 June 2006. He was re-designated Executive Chairman & Chief Executive Officer with effect from 1 May 2007, a position he held till 5 February 2010. On 6 February 2010, he was re-designated Chairman of the Company. He attended all four Board meetings held during the financial year ended 31 January 2015.

Dato' Seri Kalimullah is also a director of AirAsia X Berhad and UPP Holdings Limited, a company listed on the Stock Exchange of Singapore and a trustee of ECM Libra Foundation. He has no family relationship with the other directors or major shareholders of ECMLFG, no conflict of interest with ECMLFG and has no conviction for offences within the past ten years.

Mr Lim Kian Onn

Non-Independent Non-Executive

Mr Lim Kian Onn, a Malaysian, aged 58, is a member of the Institute of Chartered Accountants in England & Wales and the Malaysian Institute of Accountants. He served his articleship with KMG Thomson McLintock in London and was a consultant with Andersen Consulting from 1981 to 1984. Between 1984 and 1993, he was with Hong Leong Group, Malaysia as an Executive Director in the stockbroking arm responsible for corporate finance, research and institutional sales. Mr Lim founded the Libra Capital Group in 1994 and co-founded the ECM Libra Group in 2002.

Mr Lim was appointed to the Board of ECMLFG on 16 June 2006 and re-designated Managing Director with effect from 1 May 2007, a position he held till 5 August 2010. On 6 August 2010, he was re-designated Non-Executive Director of the Company. He attended all four Board meetings held during the financial year ended 31 January 2015. He is a member of the Board Remuneration Committee of ECMLFG.

Mr Lim is also the non-executive Chairman of Plato Capital Limited, a company listed on the Stock Exchange of Singapore, a director of AirAsia X Berhad and Kennedy, Burkill & Company Berhad and a trustee of ECM Libra Foundation. He has no family relationship with the other directors or major shareholders of ECMLFG, no conflict of interest with ECMLFG and has no conviction for offences within the past ten years.

directors' profile continued

Datuk Kamarudin bin Md Ali

Independent Non-Executive

Datuk Kamarudin bin Md Ali, a Malaysian, aged 64, is a retired police commissioner. He holds a Masters in Science (Engineering) from University of Birmingham, United Kingdom and Bachelor of Science (Honours) (Mechanical Engineering) from University of Strathclyde, Glasgow, Scotland and has attended specialized courses at the Royal College of Defense Studies, United Kingdom and University of Pittsburgh in the United States. Datuk Kamarudin retired from the Royal Malaysia Police ("RMP") on 4 May 2006 with more than 30 years' experience with extensive knowledge and skills in logistics and financial management, manpower development, strategic planning, training and crime suppression and prevention, gained through a wide range of command posts and managerial capacities held during his tenure in the RMP. He is actively involved in NGOs and is noted for his contribution to the Malaysian Crime Prevention Foundation of which he is one of the three Vice Chairmen.

Datuk Kamarudin was appointed to the Board of ECMLFG on 16 June 2006. He attended all four Board meetings held during the financial year ended 31 January 2015. He is the Chairman of the Board Audit & Risk Management Committee and a member of the Board Nomination Committee of ECMLFG.

Datuk Kamarudin is also a director of Ann Joo Resources Berhad, Gabungan AQRS Berhad and Libra Invest Berhad. He has no family relationship with the other directors or major shareholders of ECMLFG, no conflict of interest with ECMLFG and has no conviction for offences within the past ten years.

En Mahadzir bin Azizan

Independent Non-Executive

En Mahadzir bin Azizan, a Malaysian, aged 66, is a Barrister-At-Law from Lincoln's Inn, London, United Kingdom and was called to the English Bar in 1978.

After graduation, En Mahadzir joined the Judicial and Legal Service of the Malaysian Government as a Deputy Public Prosecutor and Federal Counsel and subsequently ventured into the private sector and served Malaysian International Shipping Corporation Berhad and Island & Peninsular Berhad, the property arm of Permodalan Nasional Berhad. Whilst in the private sector, he also served as Ahli Majlis MARA, director of Amanah Raya and Tabung Haji group of companies as well as various other directorships in government linked companies.

En Mahadzir was appointed to the Board of ECMLFG on 16 June 2006. He attended all four Board meetings held during the financial year ended 31 January 2015. He is the Chairman of the Board Remuneration Committee, a member of the Board Audit & Risk Management Committee and Board Nomination Committee of ECMLFG.

En Mahadzir is also a director of Syarikat Takaful Malaysia Berhad, RCE Capital Berhad, Asian Healthcare Group Berhad and Libra Invest Berhad. He has no family relationship with the other directors or major shareholders of ECMLFG, no conflict of interest with ECMLFG and has no conviction for offences within the past ten years.

directors' profile continued

Dato' Othman bin Abdullah

Independent Non-Executive

Dato' Othman bin Abdullah, a Malaysian, aged 66, is an accountant by profession with extensive financial knowledge and skills. He began his career in 1977 as Treasury Accountant at the Accountant General's Department and held various positions in the Department. He was seconded to Sabah Electricity Board as Deputy General Manager (Finance) from 1987 to 1993 and subsequently was transferred back to the Department and was appointed as Accountant General of Malaysia from 2003 to 2005.

Dato' Othman was appointed to the Board of ECMLFG on 16 June 2006. He attended all four Board meetings held during the financial year ended 31 January 2015. He is the Chairman of the Board Nomination Committee and a member of the Board Audit & Risk Management Committee of ECMLFG.

Dato' Othman is also a director of Syarikat Takaful Malaysia Berhad. He has no family relationship with the other directors or major shareholders of ECMLFG, no conflict of interest with ECMLFG and has no conviction for offences within the past ten years.

Mr Soo Kim Wai

Non-Independent Non-Executive

Mr Soo Kim Wai, a Malaysian, aged 54, is a Chartered Accountant (Malaysian Institute of Accountants), a Certified Public Accountant (Malaysian Institute of Certified Public Accountants), Fellow of the Certified Practising Accountant (CPA), Australia and Fellow of the Association of Chartered Certified Accountants (ACCA), United Kingdom.

He joined Amcorp Group Berhad ("AMCORP") in 1989 as Senior Manager, Finance and has since held various positions. He was appointed as a Director of AMCORP on 13 March 1996 and subsequently as Managing Director on 1 January 1999. Before joining AMCORP, he was in the accounting profession for 5 years with Deloitte KassimChan from 1980 to 1985 and with Plantation Agencies Sdn Bhd from 1985 to 1989.

Mr Soo was appointed to the Board of ECMLFG on 28 May 2013. He attended all four Board meetings held during the financial year ended 31 January 2015. He is a member of the Board Nomination Committee and Board Remuneration Committee of ECMLFG.

Apart from AMCORP, his directorships in other public companies include AMMB Holdings Berhad, Amcorp Properties Berhad and RCE Capital Berhad. He also sits on the Board of British Malaysian Chamber of Commerce. He has no family relationship with the other directors or major shareholders of ECMLFG, no conflict of interest with ECMLFG and has no conviction for offences within the past ten years.

group chief executive officer

Ms Azlin binti Arshad

Ms Azlin binti Arshad, a Malaysian, aged 41, holds a Bachelor Degree in Accounting & Finance (Hons.) from University of Glamorgan, South Wales, United Kingdom.

Ms Azlin has extensive experience in corporate finance spanning 16 years, having been attached to the Corporate Finance Department of the then Amanah Merchant Bank Berhad (now Alliance Investment Bank Berhad) and subsequently the then Aseambankers Malaysia Berhad (now Maybank Investment Bank Berhad). She left Maybank Investment Bank Berhad in 2009 to join ECM Libra Investment Bank Berhad as Head of Corporate Finance & Director, Investment Banking and subsequently assumed the post of Deputy Chief Executive Officer in December 2010 till December 2012. She was a Qualified Senior Personnel registered with the Securities Commission. She has extensive corporate finance experience where she has been directly involved, at various levels, in initial public offerings, secondary offerings, reverse take-overs, mergers and acquisitions, listing of Real Estate Investment Trusts, general offers, and private debt securities issuance, amongst others. Her experience and network also extend into the private equity arena where she has worked with local and international firms in structuring deals.

Ms Azlin was appointed Group Chief Executive Officer of ECM Libra Financial Group Berhad ("ECMLFG") on 22 January 2013. She has no interest in the securities of ECMLFG or its subsidiaries, no family relationship with the directors or substantial shareholders of ECMLFG, no conflict of interest with ECMLFG and has no conviction for offences within the past ten years.

board audit & risk management committee report

Constitution

The Board Audit & Risk Management Committee ("BARMC") was established on 28 June 2006 by the Board of Directors ("Board").

Composition

The members of the BARMC during the financial year ended 31 January 2015 were:

Chairman	:	Datuk Kamarudin bin Md Ali (Independent Non-Executive Director)
Members	:	Dato' Othman bin Abdullah (Independent Non-Executive Director)
		En Mahadzir bin Azizan (Independent Non-Executive Director)

Functions and Responsibilities of the BARMC

The key functions and responsibilities of the BARMC are:

(i) to review and approve the internal and statutory audit plans and the audit reports, and evaluate internal controls, including risk management and compliance matters;

(ii) to review the quarterly interim financial statements and year-end financial statements of the Group and the Company;

(iii) to consider related party transactions and conflict of interest situations that may arise within the companies in the Group; and

(iv) to review the appointment/re-appointment of the external auditors and their fees, and the scope, competency and resources of the internal audit function.

Activities

During the financial year ended 31 January 2015, five (5) meetings were held and were attended by all BARMC members except for En Mahadzir bin Azizan who attended four (4) meetings.

The BARMC reviewed the interim financial statements and year-end financial statements of the Company and Group prior to tabling to the Board for approval and its subsequent release to Bursa Malaysia Securities Berhad ("Bursa Securities"). In reviewing the interim financial statements and year-end financial statements of the Company and Group, the BARMC ensured fair and transparent reporting, reliability of financial information of the Group and Company, compliance with relevant provisions of the Companies Act, 1965 and applicable financial reporting standards in Malaysia and prompt publication of the said statements.

The BARMC also reviewed the external auditors' scope of work and audit plan for the Group, considered significant changes in statutory and accounting requirements, reviewed the audit results and discussed accounting and auditing issues. The BARMC met with the external auditors twice during the financial year without the presence of the other Directors or management. The BARMC also reviewed and approved the resource requirements of the internal audit function, the risk-based internal audit plan, audit programmes and reviewed the internal audit findings/recommendations.

board audit & risk management committee report
continued

Activities (continued)

The key activities of the BARMC during the financial year under review were as follows:

(i) Internal Audit

The internal audit function of the Group has been outsourced to an independent internal audit service provider who reports directly to the BARMC. The internal audit plan was approved by the BARMC. The BARMC reviewed the audits undertaken by the outsourced Internal Auditors, reporting on the outcome of the audits conducted and the effectiveness of the internal controls implemented. In discharging their role, the outsourced Internal Auditors:

- evaluate whether the Group is in compliance with internal policies and procedures, applicable laws, guidelines and directives issued by regulatory authorities in respect of the Group's businesses;

- evaluate the quality and appropriateness of management's approach to risk and control in their framework objectives;

- assess the adequacy and effectiveness of internal control systems and governance processes implemented, i.e., accounting, system and operational controls, by giving opinions on the effectiveness of the said controls, continuity and reliability of information systems and provide assurance that sufficient controls are in place to safeguard assets;

- assess the adequacy of controls to ensure the reliability (including accuracy and completeness), integrity and timeliness of the regulatory reporting, accounting records, financial reports and management information; and

- assist the management to review and strengthen the control features to prevent fraud and recurrence of errors, lapses and omissions and other significant control weaknesses, if any.

The abovementioned enabled the BARMC to execute its oversight function and form an opinion on the adequacy of measures undertaken by management.

The total fees incurred for the internal audit function for the Group during the financial year was RM64,000.

(ii) Risk Management

The BARMC oversees the establishment of a robust risk management framework and reviews reports on risk management related to the business and activities of the Group. The Compliance and Risk Management Department undertakes the group risk management function which is under the purview of the Group Chief Executive Officer who oversees risk management for the Group and reports to the BARMC. The Compliance and Risk Management Department is established at the asset management subsidiary and it provides the central resource for the identification, quantification, and management of the portfolio of risks taken by the Group as a whole.

(iii) Compliance

The BARMC reviews the reports of the Compliance and Risk Management Department on compliance status of the Fund Management, Asset Management, Collective Investment Schemes, Labuan operations and Anti-Money Laundering and Counter Financing of Terrorism related matters.

During the year, the BARMC also reviewed and verified that the allocation of options during the financial year was in compliance with approved criteria of the Employees' Share Option Scheme of the Company.

This Report was approved by the Board on 19 March 2015.

corporate governance statement

The Board of Directors ("Board") of ECM Libra Financial Group Berhad ("ECMLFG" or "Company") is committed to manage the ECMLFG and its subsidiaries ("ECMLFG Group" or "Group") in line with corporate governance practices as set out in the Malaysian Code on Corporate Governance 2012 ("Code"). The Board firmly believes that corporate accountability complements business practices that will facilitate the achievement of the Company's goals and objectives.

In preparing this statement, the Board is pleased to report that the Group has applied the principles and complied with the recommendations as set out in the Code throughout the financial year ended 31 January 2015 except as otherwise stated.

A. DIRECTORS

(i) The Board

The Company is led by a proactive Board with a blend of good management and entrepreneurial skills, supported by independent Directors who bring to the Board their diverse fields of training and experiences.

The Board is primarily entrusted with the responsibility of setting the goals, strategies and the business and organisational policies of the Group. It also oversees the conduct of the Group's businesses, ensuring various control systems are in place as well as regularly evaluating such systems to ensure its integrity. The Board is guided by its Board Charter which is made available on the Company's website at www.ecmlibra.com. The Board Charter sets out the functions, roles and responsibilities of the Board which include:

- setting the strategic direction, approving and reviewing the business plans for the Group;
- overseeing the conduct and performance of the Group's businesses;
- identifying and managing principal risks affecting the Group;
- reviewing the adequacy and integrity of the Group's internal control systems;
- approving a succession plan for senior management appointments;
- approving the appointment and compensation of senior management staff;
- approving changes to the corporate organisation structure;
- approving the appointment of Directors and Directors' emoluments and benefits; and
- approving policies relating to public relations, investor relations and shareholder communication.

In formulating the goals and strategies of the Group, the Board is mindful of the importance of business sustainability and ensures that particular attention is given to promote sustainability. The Group has been actively involved in promoting social responsibility which is spearheaded by the ECM Libra Foundation ("Foundation"), which was funded by the founding shareholders of ECMLFG. The activities of the Foundation are elaborated in the Chairman's Statement on pages 21 to 22.

A. DIRECTORS (continued)

(i) The Board (continued)

The Chairman of the Board leads the Directors in the performance of the Board's responsibilities and oversight of management whilst the responsibility of managing the Group's business activities including fund management, operations and sales, implementing the Board's policies and overseeing the day-to-day management, is delegated to the Group Chief Executive Officer ("Group CEO"). The Group CEO is accountable to the Board and is responsible for growing the Group's revenue streams and overall business and to execute the business plans approved by the Board.

To ensure that the ECMLFG Group is efficiently managed, the Board meets on a quarterly basis and additionally as and when required, with a formal schedule of matters specifically reserved for its deliberation and decision. The quorum, proceedings and attendance of meetings are governed by the Articles of Association of the Company and the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") ["Listing Requirements of Bursa Securities"]. During the financial year under review, four (4) Board meetings were held and attended by all the Directors and they had complied with the requirements in respect of Board meeting attendance as required under the Listing Requirements of Bursa Securities.

The Board collectively reviews and considers all corporate proposals prior to their implementation. Corporate proposals are put to vote after careful deliberation. The Chairman of the meeting shall have a second or casting vote in the event of a tie in votes for or against any particular proposal, except when only two Directors are competent to vote on the question in issue.

The Directors are updated on ECMLFG Group's affairs at Board meetings. The Directors are encouraged to obtain information on the Group's activities at any time by consultation with senior management. This is to enable the Board members to discharge their duties and responsibilities competently and in an informed manner.

The Directors are aware of their responsibilities and will devote sufficient time to discharge such responsibilities. Each member of the Board holds not more than five (5) directorships in public listed companies in accordance with the Listing Requirements of Bursa Securities. The Directors will inform the Board on their new appointment as director in other companies. These ensure that their commitment, resources and time are focused on the affairs of the Company and enable them to discharge their responsibilities effectively. The meeting schedule for the ensuing financial year will be provided to the Directors in advance before the end of the current financial year so that the Directors are able to plan ahead and ensure sufficient time will be devoted to discharge their duties and responsibilities.

The Board sets the Group's core values and adopts proper standards to ensure that the Group operates with integrity and complies with the relevant rules and regulations. The Board observes the codes as set out in the Code of Ethics for Company Directors issued by the Companies Commission of Malaysia and the requirements under the Companies Act, 1965 which provide guidance on the standards of conduct and prudent business practices as well as standards of ethical behavior. The salient points of the Code of Ethics for Company Directors are highlighted below:

1. should ensure at all times that the Company is properly managed and effectively controlled;

2. should stay abreast of the affairs of the Company and be kept informed of the Company's compliance with the relevant legislation and contractual requirements;

3. should disclose immediately all contractual interests whether directly or indirectly with the Company;

4. should at all times act with utmost good faith towards the Company in any transaction and to act honestly and responsibly in the exercise of his powers in discharging his duties; and

5. relationship with shareholders, employees, creditors and customers

    (i) should be conscious of the interest of shareholders, employees, creditors and customers of the Company;

    (ii) should at all times promote professionalism and improve the competency of management and employees; and

    (iii) should ensure adequate safety measures and provide proper protection to workers and employees at the workplace.

A. DIRECTORS (continued)

(i) The Board (continued)

The conduct of the Board is also governed by the Articles of Association of the Company and the relevant laws and regulations in Malaysia. The Board has approved a Code of Conduct to be observed by all employees of the Group, incorporating a Code of Ethics and a Code of Practice on the Prevention and Eradication of Sexual Harassment in the Workplace.

The Board has put in place the Whistle Blowing Policy to enable the Group to take necessary measures so as to minimize, discourage, detect and prevent any form of unlawful, unethical, non-compliance and questionable practices within the Group. The Board has entrusted the Board Audit & Risk Management Committee ("BARMC") to be responsible for overseeing the implementation of the Whistle Blowing Policy for the Group. The Group CEO is responsible for receiving report/complaint made by employees either in writing or through oral communication and shall upon receipt of such report/complaint, verify the report/complaint received and evidence available and subsequently submit to the BARMC for evaluation and decision.

(ii) Board Balance and Independence of Directors

For the financial year ended 31 January 2015, the Board comprised six Directors, three of whom are independent. All Directors hold positions in a non-executive capacity. The Chairman of the Board, Dato' Seri Kalimullah bin Masheerul Hassan, is a non-independent non-executive member. The position of Group CEO is held by Ms Azlin binti Arshad who is not a Board member. There is a clear division of responsibilities between the Chairman and the Group CEO and presence of independent oversight by the independent Directors to ensure a balance of authority and power within the Board. The wide spectrum of knowledge, skills and experience of the Board members gives added strength to the leadership which is necessary for the effective stewardship of the Group.

The Board recognizes the importance and contribution of its independent non-executive Directors. They represent the element of objectivity, impartiality and independent judgment of the Board. This ensures that there is adequate check and balance at the Board. The three independent Directors of the Company provide the Board with vast and varied management exposure, expertise and broad business and commercial experiences.

The independent Directors have declared their independence and have been assessed to be independent by the Board Nomination Committee and the Board based on the criteria set in an annual assessment of their independence. The criteria set in the annual assessment of independence are in line with the definition of independent director as stated in the Listing Requirements of Bursa Securities. The Code recommends that the tenure of an independent director should not exceed a cumulative term of nine (9) years. The Board must justify and seek shareholders' approval in the event it retains an independent director, a person who has serviced in that capacity for more than nine (9) years. Datuk Kamarudin bin Md Ali, Dato' Othman bin Abdullah and En Mahadzir bin Azizan, independent directors of the Company, have served the Company nearest to nine (9) years since June 2006. The Board Nomination Committee and the Board have assessed and satisfied that the three independent directors:

1. have met the criteria set in the annual assessment of their independence in line with the Listing Requirements of Bursa Securities;

2. have vast experience gained at senior management level in their past career. Their financial management, accounting and legal background have provided support to enable the Board to discharge its duties effectively and in a competent manner;

3. have acted in the best interest of the Company by providing independent view to the deliberations and decision making of the Board and Board Committee meetings;

4. understand the Group and its businesses, the industry and challenges and therefore are able to contribute to the development of the Group; and

5. are able to devote time and commitment to attend to the functions and duties as independent director, including attendance and informed participation at Board and Board Committee meetings.

A. DIRECTORS (continued)

(ii) Board Balance and Independence of Directors (continued)

The independent directors have confirmed their intention to continue in their capacity as independent directors and that they can and will remain objective and independent in expressing their opinions and in participating in the decision making and act in the best interests of the Company.

The Board recognizes that an individual's independence should not be determined solely based on the tenure of service and is of the view that continued tenure of directorship brings considerable stability to the Board, and the Company benefits from directors who have, over time, gained valuable insight into the Group. The ability and effectiveness of an independent director is dependent on his calibre, qualification, experience, integrity and objectivity in discharging his responsibilities in good faith in the best interest of the Company and to safeguard the interests of the shareholders of the Company. Amongst various matters taken into consideration, the Board seeks to strike an appropriate balance between tenure of service, continuity of experience and the merit of refreshing the Board. After careful consideration, the Board has set a cap of twelve (12) years for the tenure of independent directors. In line with good corporate governance practices as set out in the Code, the Board will seek approval of shareholders to retain the independent directors whose tenure of service are more than cumulative term of nine (9) years. Hence, the Board recommends to seek approval of the shareholders at the forthcoming Annual General Meeting of the Company for Datuk Kamarudin bin Md Ali, Dato' Othman bin Abdullah and En Mahadzir bin Azizan to continue to serve as independent non-executive directors of the Company.

The Board has identified Datuk Kamarudin bin Md Ali, the Chairman of the Board Audit & Risk Management Committee, as the independent non-executive Director to whom concerns may be conveyed, who would bring the same to the attention of the Board.

A brief profile of the Directors is set out on pages 4 to 6.

(iii) Supply of Information

Board members are provided with the notice, setting out the agenda and the comprehensive Board papers in a timely manner prior to Board meetings. This is to ensure and enable the members of the Board to discharge their duties and responsibilities competently and in a well-informed manner. All members of the Board have access to the advice and support of suitably qualified and competent Company Secretary. The Company Secretary plays an important advisory role and is a source of information and advice to the Board on issues relating to procedural and statutory requirements affecting the Company and Group. The Company Secretary updates the Board on material changes in law and tables the regulatory development at the Board meeting for Board's notation. Where necessary, the Board shall also have access to advice of independent professional advisers at the expense of the Company. The Board will discuss and collectively decide on seeking such independent advice when the need arises. They also have unlimited access to all information with regard to the activities of the ECMLFG Group during deliberations at the Board meetings as well as through regular interaction with the members of the senior management who are obliged to provide the Board with complete, well-focused and adequate information in a timely manner.

(iv) Appointments to the Board

The Board Nomination Committee ("BNC"), set up on 27 September 2006, comprised three independent non-executive Directors and one non-independent non-executive Director as at 31 January 2015. The BNC is responsible for assessing and recommending new nominees to the Board, re-appointment of retiring Directors as well as Directors to fill seats on Board committees; assessing the effectiveness of the Board and the Board committees; and review the required mix of skills, experience and other qualities which Directors should bring to the Board. The BNC is responsible to assess the independence of independent directors based on the criteria established by the BNC in line with the Listing Requirements of Bursa Securities and the Code. The BNC is also responsible to oversee the appointment, management succession planning and performance evaluation of the Chief Executive Officer and other key senior management of the Group.

The assessment on the effectiveness of the Board and the Board Committees is undertaken annually via Evaluation Form comprising questions related to Board's structure, Board's operations, Board's roles and responsibilities, Board Chairman's role and responsibilities and Board Committees of the Company. The Evaluation Form is to be completed by each BNC member and kept by the Company Secretary. The findings from the Evaluation Form are compiled and tabled to the BNC for discussion. Subsequently, relevant report with views and recommendations of the BNC will be prepared and presented to the Board for consideration. The effectiveness of the Board and Board Committees is assessed in the areas of composition, mix of skills and experience, administration and process of meeting, quality of decision making, contribution and commitment.

A. DIRECTORS (continued)

(iv) Appointments to the Board (continued)

In annual assessment of individual Directors by the BNC, the skills and experience of individual Directors are reviewed to ensure the composition of the Board is appropriate with a good mix of skills and core competencies in order to discharge its duties and responsibilities and to meet the business needs of the Group. The level of time commitment of individual Directors to discharge their responsibilities are assessed based on the record of their attendance at the Board and Board Committee meetings held during the financial year. In the case of independent directors, their independence is assessed annually by the BNC based on the criteria established by the BNC in line with the Listing Requirements of Bursa Securities and the Code. The assessment is undertaken to ensure that independent directors are able to continue to provide independent view to the deliberation and decision making of the Board and Board Committee meetings and act in the best interest of the Company. The BNC will deliberate on the outcome of the annual assessment on individual directors and independence of independent directors and present the outcome with their views and recommendations, to the Board for consideration.

In considering new appointments to the Board, re-appointment of retiring Directors and appointment of Chief Executive Officer and other key senior management of the Group, due regard would be given to the skills, experience, contribution and commitment that a person would bring to the Board and the Group. Appropriate character and requisite quality of that person would also be taken into account by the BNC in assessment of appointment or re-appointment before making a recommendation to the Board for approval.

Whilst the Directors recognise the contribution that women could bring to the Board, it has not established a specific target for the appointment of women candidates in its recruitment of directors. The Board supports a policy of non-discrimination on the basis of gender, ethnicity and age for the Board and the workforce. The Board will only set aside specific targets in relation to gender and ethnicity and age diversity if the situation so requires and if it is in the best interest of the Company to do so.

Currently the Board comprised all male members who are aged between 54 and 66, of which 67% are Bumiputera and 33% are Chinese. The Group's workforce comprised 68% female and 32% male, of which 43% are Bumiputera, 52% are Chinese and 5% are Indian. The Group has a fair mix of employees in various age groups with 26% of employees below the age of 30, 32% between the age of 30 and 39, 21% between the age of 40 to 49 and 20% above the age of 50. The Board is of the view that the current workforce composition reflects adequate diversity in terms of gender, ethnicity and age; obviating the need to set specific diversity policy targets.

The BNC assesses the performance of the Chief Executive Officer and other key senior management of the Group annually based on their contribution, commitment and achievement of targets set in the business plan approved by the Board. The BNC has evaluated the performance of senior management for the financial year under review and ascertained that the senior management staff are fit and proper to manage the business of the Group; and the Board was informed of this accordingly.

For the financial year under review, the BNC has assessed the performance of the Board and the Board Committees and reviewed the skill and experience of individual Directors, and is satisfied with its current composition and that expectations have been met. There was no new appointment to the Board during the financial year.

The BNC during the financial year ended 31 January 2015 comprised:

- Dato' Othman bin Abdullah (Chairman)
- Datuk Kamarudin bin Md Ali
- En Mahadzir bin Azizan
- Mr Soo Kim Wai

A. DIRECTORS (continued)

(v) Retirement and re-election of Directors

The Articles of Association of the Company provide that at least one-third of the Directors are subject to retirement by rotation at each Annual General Meeting ("AGM") and that all Directors shall retire at least once in every three years. The Articles of Association also provide that a Director who is appointed by the Board in the course of the year shall be subject to re-election at the next AGM to be held following his appointment.

Directors over seventy years of age are required to submit themselves for re-appointment annually in accordance with Section 129(6) of the Companies Act, 1965.

(vi) Directors' Training

All Directors of the Company have completed the Mandatory Accreditation Programme. The Company does not have a formal training programme for new Directors but they receive briefings and updates on the Group's businesses, operations, risk management, internal controls, finance and relevant legislation, rules and regulations. The Directors are encouraged to attend courses, briefings and seminars to keep themselves abreast with latest developments in the industry, regulatory updates or changes and to enhance their skills and knowledge.

During the financial year under review, individual Board members have participated in the following external training courses, briefings or seminars to keep updated on latest developments and to enhance their knowledge:

- 17th Annual Asian Investment Conference
- Appreciation & Application of ASEAN Corporate Governance Scorecard
- Risk Management & Internal Control Workshops for Audit Committee Members
- Nominating Committee Programme
- BIMB Workshop
- GST Awareness Workshop
- BNM-FIDE Forum Dialogue with the Governor
- Personal Data Protection Act 2010
- Anti-Money Laundering/Anti-Terrorism Financing Act 2001
- LSE Asia Forum 2014
- PERE Family Office & Private Investor Forum 2014
- Bank Negara Malaysia Dialogue Session with Nomination Committee Members
- Budget 2015 Review & Transfer Pricing
- MIA Conference 2014

A. DIRECTORS (continued)

(vi) Directors' Training (continued)

- London Real Estate – The Climate for Development and Investment
- Risk Management Programme
- Corporate Branding/Brand Awareness Programme

B. DIRECTORS' REMUNERATION

The Board Remuneration Committee ("BRC"), set up on 27 September 2006, comprised one independent non-executive Director and two non-independent non-executive Directors during the financial year ended 31 January 2015. The members of the BRC comprised:

- En Mahadzir bin Azizan (Chairman)
- Mr Lim Kian Onn
- Mr Soo Kim Wai

The BRC is responsible for assessing and recommending to the Board the remuneration of Directors and key senior management staff, and the payment of performance bonus and salary increments for employees of the Group. The Directors do not participate in the discussion and voting on decisions regarding their own remuneration. The aggregate annual Directors' fees as recommended by the Board are approved by shareholders at the AGM.

ECMLFG has an established framework to evaluate performance and reward for executive directors and all employees of the Group. Remuneration packages for the executive directors and employees are formulated to be competitive, with emphasis being placed on performance of the Group as well as the individual, and aims to attract, motivate and retain the right staff to manage the ECMLFG Group. For non-executive Directors, the level of remuneration would commensurate with the experience and level of responsibilities undertaken by them. The Directors are paid annual fees and an allowance of RM1,000 for every Board and Board Committee meeting attended.

The details of the remuneration of the Directors of ECMLFG are set out in the audited financial statements on pages 82 and 83.

C. ACCOUNTABILITY AND AUDIT

(i) Financial Reporting

The Board is responsible to present a balanced and comprehensive assessment of ECMLFG Group's financial position to shareholders by means of the annual and quarterly reports and other published information. In this regard, the Board is responsible for the preparation of financial statements that present a fair and balanced report of the financial state of affairs of the ECMLFG Group.

The Board has delegated the responsibility of reviewing and ensuring that the financial statements comply with applicable financial reporting standards to the Board Audit & Risk Management Committee ("BARMC"). The BARMC has ensured that the financial statements are a reliable source of financial information of the Group and Company and complied with the relevant provisions of the Companies Act, 1965 and applicable financial reporting standards in Malaysia.

C. ACCOUNTABILITY AND AUDIT (continued)

(ii) Risk Management & Internal Control

The Statement on Risk Management & Internal Control as set out below provides an overview of the management of risks and state of internal controls within the Group.

(iii) Relationship with Auditors

The Company, through the BARMC, has an appropriate and transparent relationship with the external auditors. Key features underlying the relationship of the BARMC with the external auditors are included in the BARMC Report as set out on pages 8 and 9.

The BARMC undertakes an annual assessment of the suitability and independence of the Group's external auditors before recommending their re-appointment to the Board and shareholders for approval. In undertaking the assessment, due consideration is given to the adequacy of resources of the external auditors to manage and undertake the audit, the level and quality of service provided by the audit team as well as the competence, knowledge, experience and independence of advice provided by the engagement partner. To support the annual assessment of independence of external auditors, the BARMC obtains written assurance from the external auditors confirming that they are independent in accordance with the By-laws (on Professional Ethics, Conduct and Practice) of the Malaysian Institute of Accountants, in conducting the audit of the financial statements of the Group. The contracts for provision of non-audit services will not be entered into with the external auditors if there is a conflict of interest and the task to be performed required the services of internal auditors. The appointment of the external auditors for provision of non-audit services must be assessed and reviewed by the BARMC before recommending to the Board for approval. The BARMC will ensure the provision of non-audit services by the external auditors do not interfere with the exercise of independent judgement of the external auditors and shall not be in conflict with their duties as statutory auditors.

D. CORPORATE DISCLOSURES

The Company is committed to provide all stakeholders with timely and equitable access to material information that is comprehensive and accurate to ensure its compliance with the disclosure requirements as set out in the Listing Requirements of Bursa Securities and other applicable laws. In line with this commitment and for transparency and accountability, material corporate disclosures are deliberated by the Board before being released to the public and the Board Charter is reviewed and updated by the Board.

To maintain transparency and to promote the timely dissemination of corporate disclosures, all information made public to Bursa Securities, such as the Company's Annual Report, the quarterly financial results, all corporate announcements, circular to shareholders, the Board Charter, the Code of Ethics for Company Directors and other corporate information are made available on the Company's website, www.ecmlibra.com, at the dedicated section on Investor Relations.

E. SHAREHOLDERS

The Company's general meetings serve as a forum for dialogue with shareholders. Notice of general meeting and related documents are sent to the shareholders within the notice period required by the relevant act and the Listing Requirements of Bursa Securities before the meeting is to be held. At the general meetings, shareholders are encouraged to participate in the question and answer session. The Board members and management will clarify and elaborate on any issue raised by shareholders at the meeting to enable them to exercise their rights. In accordance with the Company's Articles of Association, voting at general meetings are conducted by show of hands or by poll if so demanded by the shareholders or the Chairman of the meeting. Voting on resolutions by way of poll will also be conducted if required by the Listing Requirements of Bursa Securities. The result of all resolutions proposed at general meetings is submitted to Bursa Securities at the end of the meeting day.

E. SHAREHOLDERS (continued)

Other than contacts at general meetings, there is no formal programme or schedule of meetings with investors, shareholders or the public generally. However, the management has the option of calling for meetings with investors/analysts if it is deemed necessary. Thus far, the Board is of the opinion that this arrangement has been satisfactory to all parties. Besides that, the Board has identified the Company Secretary as the liaison person of the Company whom shareholders can refer to if they require any assistance on matters affecting their interests. The contact details of the Company Secretary are published on the website of the Company.

F. STATEMENT ON RISK MANAGEMENT & INTERNAL CONTROL

Responsibility

The Board is responsible for managing risks of the Group and its system of internal control as well as reviewing its adequacy and integrity. The Board recognises that the Group's system of internal control is designed to manage and minimise the risk of failure to achieve the Group's objectives. Hence, it can only provide reasonable and not absolute assurance against material misstatement of management and financial information or against financial losses and fraud. This ongoing process has been in place during the year under review and up to the date of approval of the Statement on Risk Management & Internal Control for inclusion in the Annual Report.

Key Processes

There is an on-going process for identifying, evaluating and managing the significant risks faced by the Group, and said process is reviewed by the Board and accords with the Statement on Risk Management & Internal Control: Guidelines for Directors of Listed Issuers.

The Board has appointed the BARMC comprising independent Directors to examine the effectiveness of the Group's risk management policies, processes and infrastructure which are established to manage various types of risks and to ensure an effective internal audit function. This is accomplished through the review of the work of the Group CEO who oversees risk management for the Group, the Compliance and Risk Management Department which is organized at the asset management subsidiary and the outsourced Internal Auditors who undertake the internal audit function for the Group. The focus are on areas of priority identified through risk assessment and in accordance with the plans approved by the BARMC. While business/operating units have the primary responsibility for managing specific risks assumed by them, the Compliance and Risk Management Department provides the central resource for the identification, quantification, monitoring and management of the risks taken by the Group as a whole.

The Compliance and Risk Management Department undertakes the group risk management function which is under the purview of the Group CEO who oversees risk management for the Group and reports to the BARMC. The Compliance and Risk Management Department covers regulatory compliance risk, operational risk, financial risk and legal risk. The BARMC reviews the Risk Management Framework and Risk Management Procedure Manual applicable to the Group before recommending to the Board for approval. The Risk Management Framework and Risk Management Procedure Manual are subject to annual review or as and when there is material change in the regulatory requirements. The Risk Management Framework outlines the approach and management structure in the Group towards the management of risk. It further provides for a general framework in the methodologies and processes adopted by the Group in identifying, monitoring and reporting risk. Whilst the Risk Management Procedure Manual lays out the procedures in the Group's approach towards risk management. The Risk Management Framework covers the following:

1. identify the full spectrum of risks including potential risk; separate controllable from uncontrollable risk and identify causes for the risks to occur;

2. assess risk severity and probability and combine estimates of severity and probability in the context of existing control measures;

3. compare the risk exposures to the entity's risk appetite and identify those risk exposures that are deemed as unacceptable;

4. identify risk mitigation actions; institute an ongoing review of risk and control effectiveness as the business and environment changes, with tighter monitoring for areas of greatest change and risk and assess the quality and appropriateness of mitigating actions; and

5. provide timely exception and periodic reports to facilitate informed risk management decisions.

F. STATEMENT ON RISK MANAGEMENT & INTERNAL CONTROL (continued)

Key Processes (continued)

The BARMC reviews periodic reports from the Compliance and Risk Management Department on risk management related to business and activities of the Group to ensure proper management of risks and appropriate measures are taken timely to mitigate any identified weaknesses in the control environment.

In carrying out its responsibilities, the BARMC relies on the support of the Compliance and Risk Management Department and the outsourced Internal Auditors who report directly to the BARMC, in providing assurance on the adequacy and effectiveness of internal controls. The Compliance and Risk Management Department provides the BARMC periodic reports on compliance with relevant regulatory and statutory requirements whilst the outsourced Internal Auditors provide the BARMC with periodic reports highlighting review on adequacy and effectiveness of internal controls and on any non-compliance as well as recommendations and management action plans to improve the system of internal controls.

The framework of the Group's system of internal control and key procedures include:

- a management structure with clearly defined lines of responsibility and appropriate levels of delegation;

- key functions such as finance, credit control, human resources and legal matters are controlled centrally;

- the management determines the applicability of risk monitoring and reporting procedures and is responsible for the identification and evaluation of significant risks applicable to their areas of business together with the design and operation of suitable internal controls;

- clear definitions of limits of authority and responsibilities have been approved by the Board and subject to regular reviews and enhancements;

- policies and procedures with embedded internal controls are documented in a series of Policies and Procedures, which are subjected to periodic review for updating of any changes in operational processes or regulatory requirements. Business and support units in the Group must ensure compliance with the Policies and Procedures; and

- corporate values, which emphasise on ethical behaviour and quality services, are formalised into a Code of Conduct as set out in the Group's Employee Handbook and the Board Charter.

The Group has put in place a Whistle Blowing Policy that governs reporting and investigations of allegations of suspected improper/unethical activities, violations of the laws, regulations, internal policies, procedures, guidelines and code of ethics and the whistle blower protection. The Whistle Blowing Policy is incorporated in the Employee Handbook accessible to the employee of the Group.

On a yearly basis, all the business units within the Group draw their business plan and budget for the Board's approval and their performance are tracked on a monthly basis as part of the overall management of the business risk.

An associated company which is an indirect subsidiary of a company listed on the Stock Exchange of Singapore has not been dealt with as part of the Group for purposes of applying this guidance on the premise that its risk management and internal control practices had been carried out by its own board and management.

As required by the Listing Requirements of Bursa Securities, the external auditors have reviewed this Statement on Risk Management & Internal Control for inclusion in the Annual Report. Based on their limited assurance reviews, nothing has come to their attention that causes them to believe that the Statement on Risk Management & Internal Control is not prepared, in all material respects, in accordance with the disclosures required by paragraphs 41 and 42 of the Statement on Risk Management & Internal Control: Guidelines for Directors of Listed Issuers, nor is the Statement on Risk Management & Internal Control factually inaccurate.

F. STATEMENT ON RISK MANAGEMENT & INTERNAL CONTROL (continued)

Key Processes (continued)

The Board confirms that there is an ongoing process that has been in place throughout the financial year ended 31 January 2015 for identifying, evaluating and managing significant risks faced by the Group. The Board has reviewed the adequacy and effectiveness of the risk management and internal control systems within the Group for the financial year and has taken account of any material development up to the date of approval of this Statement on Risk Management & Internal Control for inclusion in the Annual Report and is of the view that the system is adequate and sufficient to safeguard the assets and the interests of stakeholders of the Group.

The Board has received assurance from the Group CEO and Chief Financial Officer that the Group's risk management and internal control system is operating adequately and effectively, in all material aspects, based on the risk management and internal control system of the Group.

G. DIRECTORS' RESPONSIBILITY IN FINANCIAL REPORTING

The Board is required by the Listing Requirements of Bursa Securities to prepare financial statements for each financial year to give a true and fair view of the state of affairs of the Group and of the Company as at the end of the financial year and of the results and cashflows for the year then ended. The Directors are satisfied that in preparing the financial statements of the Group for the financial year ended 31 January 2015, the Group had adopted and applied consistently appropriate accounting policies, supported by reasonable and prudent judgments and estimates. The Directors also consider that all applicable approved accounting standards in Malaysia had been followed and the financial statements had been prepared on a going concern basis.

The Directors are responsible for ensuring that the Company maintains sufficient accounting records that disclose with reasonable accuracy the financial position of the Group and the Company, and which enable them to ensure that the financial statements comply with the Companies Act, 1965.

The Directors also have general responsibility for taking such steps that are reasonably expected of them to safeguard the assets of the Group and the Company, and taking reasonable steps for the prevention and detection of fraud and other irregularities.

This Statement was approved by the Board on 19 March 2015.

chairman's statement

Dear Shareholders,

On behalf of the Board of Directors, I am pleased to present the Annual Report and audited financial statements for the financial year ended 31 January 2015.

Financial and Business Review

For the year ended 31 January 2015, the Group recorded a higher profit before tax of RM29.68 million and a profit after tax of RM28.23 million compared to last year's profit before tax of RM14.79 million and profit after tax of RM12.28 million. Net income has increased from RM28.99 million last year to RM49.10 million this year with improvement shown in both interest and non-interest income. The improved results were mainly contributed by investment income of RM25.54 million, portfolio management fee income of RM11.02 million, loan and other fee income of RM2.37 million, interest income of RM8.64 million and rental income of RM1.40 million; partially offset by an impairment charge of RM3.19 million to mark down the carrying value of the shares in ISR Capital Ltd which ceased to be an associate of the Group during the previous financial year. Total operating expenses remained stable and amounted to RM16.23 million for the year.

The Group's core business continued to be in financial services whereupon the major business segments comprised fund management, corporate advisory & structured financing and investment holding. The Group has adequate operating resources and has conserved its cash and liquid assets to provide internal funding to grow its financial services business. In this respect, the structured financing portfolio has grown from RM44.30 million at the beginning of the financial year to RM72.00 million as at year-end. The fund management segment operating under Libra Invest Berhad, has shown positive results from the efforts put in to build on the improved performance of the unit trust funds. We are pleased to report that Libra Invest Berhad has won two awards at the Morningstar Award 2015 Malaysia under the Fixed-Interest Fund Category. Our Libra ASnitaBOND Fund was named Best Islamic MYR Bond Fund and Libra BondEXTRA Fund was named Best MYR Bond Fund. The Morningstar Award 2015 Malaysia gives recognition to retail funds that added the most value for investors within the context of their relevant peer group in 2014. To qualify for the award, funds must also have delivered strong 3-year returns after adjusting for risk within the awards peer group. In addition to the aforementioned, our equity funds have also performed commendably. Libra Consumer and Leisure Asia Fund received a 5-star Morningstar Rating whilst Libra DividendEXTRA Fund, Libra EquityEXTRA Fund and Libra TacticalEXTRA Fund each received a 4-star Morningstar Rating as at 31 January 2015. The Group will continue with its efforts to build a stronger foundation to grow the fund management business which will take time to yield the targeted results. Efforts are directed to expand the marketing programme and diversify distribution channels.

Upliftment of Practice Note 17 status

Following the Company's application submitted on 25 November 2013, Bursa Malaysia Securities Berhad ("Bursa Securities") had on 28 May 2014 granted the Company the waiver from having to submit a regularization plan in respect of the classification of the Company as an affected listed issuer under the Practice Note 17 ("PN17") of the Main Market Listing Requirements of Bursa Securities. The PN17 status was uplifted effective 29 May 2014.

To recapitulate, the Company triggered Paragraph 2.1(g) of PN17 of the Main Market Listing Requirements in December 2012 by virtue of the disposal of its investment banking business which contributed more than 70% of the group revenue. After said disposal, it was deemed that the Company had insignificant revenue from its remaining businesses since the major portion was under the investment bank. The Company was not a financially distressed company as it had healthy cash reserves with no long term liability.

Corporate Social Responsibility

The Group's corporate social responsibility related work is spearheaded by the ECM Libra Foundation ("Foundation") which was funded by the founding shareholders of ECM Libra Financial Group Berhad. Through this Foundation, work continues to focus on education for the underprivileged and marginalised segments of our community. The Foundation continues to sponsor teaching and tuition programmes (with emphasis on Bahasa Malaysia, Mathematics and English) for poor children with the objective to help them stay abreast in their school work so they do not drop out of school. Cognizant of the fact that the Orang Asli children have challenges accessing education due to their remote locations and severe financial constraints, the Foundation continues to have a strong focus to help run teaching and tuition programmes in this community. In collaboration with the Montfort Boys Town in Shah Alam, the Foundation has established five scholarships each year for Orang Asli children to take up a two-year vocational course which will lead to a Certificate in any of the nine programmes offered which include motor mechanic, hospitality, printing and welding. We are optimistic that with formal vocational training and appropriate exposure, these scholars can be gainfully employed and be able to improve the economic well-being of their families; and hopefully be able to break out of the poverty cycle that they are often trapped in.

The Foundation holds the belief that sports are also an important part of development of an individual. In sports, one can learn the importance of discipline through determination and perseverance towards achieving success as well as maintaining a good healthy body in the process. The Foundation recognizes that children from underprivileged background do not have the opportunity nor the means to participate in sports training. If given the opportunity, these children may also excel in the selected sport and hence find themselves another path to success. In view of this, the Foundation partner with Royal Selangor Club to sponsor the junior soccer training programme for underprivileged children who have a passion for soccer and Michael's Badminton Academy to sponsor the badminton training for children from the various welfare homes.

During the year, the Foundation has donated desks and chairs to needy schools, sponsored the building and equipping of resource centres such as libraries and computer rooms, and provided sports equipment and funds for building tennis and futsal courts. For some communities the Foundation has provided the most basic needs of the school children, the back-to-school essentials such as uniforms, shoes, socks and school bags.

The Foundation has also built and donated the Karpal Singh Penang Learning Center and Penang Badminton Academy in Bukit Gelugor on a 2.63 acre piece of land provided by the State. To date, the center has been the Foundation's largest and most ambitious project at almost RM4 million and it is a gift to the community within the vicinity of the center. The center was officially handed-over and opened in a ceremony officiated by the Right Honorable Mr. Lim Guan Eng, Chief Minister of Penang, on 9 May 2014. The learning centre will focus on STEM (Teaching of Science, Technology, English and Mathematics) education. The Penang Badminton Association will run the badminton academy while the state youth development corporation will run the learning centre.

ECM Libra Foundation in collaboration with Leaderonomics Youth, EPSOM College in Malaysia and AirAsia has provided 98 youths aged between 12-17 years old from all over Malaysia the opportunity to experience the inaugural SPARK Leadership Programme which was conducted on 14-23 December 2014 in EPSOM College in Malaysia. The objectives of the programme are to help participants discover their leadership potential, to provide essential leadership tools and motivate participants to make a difference in their communities and to encourage unity by building a deeper understanding between cultures and a sense of appreciation for the multicultural society in Malaysia. The participants are of mixed background, consisting largely of underprivileged youths and a small number of relatively more privileged youths to increase the variety and depth of experience. It was heartening to note that most of the participants overcame their initial shyness and fear and were able to participate meaningfully in the programme. The programme culminated in several hands-on projects ran by the participants themselves to help welfare homes in the vicinity of Sepang, thus inculcating in the participants the belief that they too can become leaders and make an impact on those even less privileged than themselves.

Dividends

The Board is not proposing any final dividend for the financial year ended 31 January 2015.

Appreciation

On behalf of the Board, I would like to extend our appreciation to the management and staff of the Group for their contributions, commitment and dedication. We would also like to thank our shareholders for their continued support and confidence in us.

Dato' Seri Kalimullah bin Masheerul Hassan
Chairman
19 March 2015

notice of annual general meeting

NOTICE IS HEREBY GIVEN that the Tenth Annual General Meeting of ECM Libra Financial Group Berhad ("Company") will be held at Ground Floor, East Wing, Bangunan ECM Libra, 8 Jalan Damansara Endah, Damansara Heights, 50490 Kuala Lumpur on Thursday, 28 May 2015 at 10.00 a.m. in order:

AGENDA

1. to receive the audited financial statements together with the reports of the Directors and Auditors thereon for the financial year ended 31 January 2015; **Resolution 1**

2. to approve the payment of Directors' fees of RM267,500.00 to be divided amongst the Directors in such manner as the Directors may determine; **Resolution 2**

3. to re-elect the following Directors retiring pursuant to the Company's Articles of Association:

   (a) Mr Lim Kian Onn; and **Resolution 3**
   (b) Dato' Othman bin Abdullah; **Resolution 4**

4. to re-appoint Messrs Ernst & Young as Auditors of the Company and authorise the Directors to fix their remuneration; **Resolution 5**

   AS SPECIAL BUSINESS

   To consider and if thought fit, pass the following resolutions:

5. **Ordinary Resolutions on Continuation in Office as Independent Non-Executive Directors**

   (a) "**THAT** approval be and is hereby given to Datuk Kamarudin bin Md Ali, who has served as Independent Non-Executive Director of the Company for a cumulative term nearest to nine years, to continue to serve as an Independent Non-Executive Director of the Company until his tenure reaches twelve years, provided always the criteria for the assessment of his independence are met and subject to the provision on director's retirement in accordance with the Articles of Association of the Company."; **Resolution 6**

   (b) "**THAT** subject to the passing of the Resolution 4, approval be and is hererby given to Dato' Othman bin Abdullah, who has served as Independent Non-Executive Director of the Company for a cumulative term nearest to nine years, to continue to serve as an Independent Non-Executive Director of the Company until his tenure reaches twelve years, provided always the criteria for the assessment of his independence are met and subject to the provision on director's retirement in accordance with the Articles of Association of the Company."; **Resolution 7**

   (c) "**THAT** approval be and is hereby given to En Mahadzir bin Azizan, who has served as Independent Non-Executive Director of the Company for a cumulative term nearest to nine years, to continue to serve as an Independent Non-Executive Director of the Company until his tenure reaches twelve years, provided always the criteria for the assessment of his independence are met and subject to the provision on director's retirement in accordance with the Articles of Association of the Company."; **Resolution 8**

6. **Ordinary Resolution on Authority to Directors to Issue Shares**

"**THAT** pursuant to Section 132D of the Companies Act, 1965, the Directors be and are hereby empowered to issue 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 shares issued pursuant to this resolution in any one financial year does not exceed ten percent (10%) of the issued and paid-up share capital of the Company for the time being 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 Malaysia Securities Berhad AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company."; **Resolution 9**

7. **Ordinary Resolution on Proposed Renewal of Authority for the Company to Purchase its Own Shares**

"**THAT** subject to the Companies Act, 1965 ("Act"), rules, regulations and orders made pursuant to the Act, provisions of the Company's Memorandum and Articles of Association and the Main Market Listing Requirements ("Listing Requirements") of Bursa Malaysia Securities Berhad ("Bursa Securities") and any other relevant authority, the Company be and is hereby authorised to purchase such amount of ordinary shares of RM1.00 each in the Company's issued and paid-up share capital as may be determined by the Directors of the Company from time to time through Bursa Securities as the Directors of the Company may deem fit and expedient in the interest of the Company, subject further to the following:

(a) the maximum number of shares which may be purchased and/or held by the Company shall be equivalent to ten per cent (10%) of the issued and paid-up share capital of the Company ("Shares") for the time being;

(b) the maximum fund to be allocated by the Company for the purpose of purchasing the Shares shall not exceed the aggregate of the retained profits and the share premium account of the Company based on the latest audited financial statements of the Company; and

(c) the authority conferred by the resolution as set out in paragraphs (a) and (b) above will commence immediately upon the passing of this resolution and will continue in force until the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting after that date is required by law to be held unless revoked or varied by ordinary resolution of the members of the Company in general meeting, whichever occurs first, but so as not to prejudice the completion of a purchase made before such expiry date;

AND THAT the Directors of the Company be and are hereby authorised to take all such steps as are necessary or expedient to implement or to effect the purchase(s) of the Shares with full power to assent to any condition, modification, variation and/or amendment as may be imposed by the relevant authorities and to take all such steps as they may deem necessary or expedient in order to implement, finalise and give full effect in relation thereto;

AND THAT the Directors of the Company be and are hereby authorised to deal with any Shares so purchased and any existing treasury shares ("Said Shares") in the following manner:

(a) cancel the Said Shares; or
(b) retain the Said Shares as treasury shares; or
(c) retain part of the Said Shares as treasury shares and cancel the remainder; or
(d) distribute all or part of the treasury shares as dividends to shareholders and/or resell on Bursa Securities and/or cancel all or part of them;

or in any other manner as may be prescribed by the Act, rules, regulations and orders made pursuant to the Act and the Listing Requirements of Bursa Securities and any other relevant authority for the time being in force AND THAT the authority to deal with the Said Shares shall continue to be valid until all the Said Shares have been dealt with by the Directors of the Company.”; **Resolution 10**

8. to consider any other business of which due notice shall have been given.

By Order of the Board

CHAN SOON LEE
Secretary

Kuala Lumpur
6 May 2015

NOTES:

1. Only a depositor whose name appears in the Record of Depositors of the Company as at 21 May 2015 shall be regarded as a member entitled to attend, speak and vote, and appoint a proxy to attend, speak and vote on his/her behalf, at the Tenth Annual General Meeting (“10th AGM”).

2. A member entitled to attend and vote at the above meeting is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. 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. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company.

3. Where a member appoints more than one (1) proxy to attend the meeting, the member shall specify the proportion of his/her shareholdings to be represented by each proxy.

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 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 adjourned meeting.

6. By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out below:

   Personal data privacy terms pursuant to the Personal Data Protection Act 2010:

   By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 10th AGM 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 10th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 10th AGM (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.

Explanatory notes

1. Ordinary Resolution on Re-election of Dato' Othman bin Abdullah Retiring Pursuant to the Company's Articles of Association

In line with the Malaysian Code on Corporate Governance 2012, the Board Nomination Committee and the Board of Directors ("Board") have conducted an assessment on the independence of Dato' Othman bin Abdullah and are satisfied that Dato' Othman bin Abdullah has met the criteria set in the assessment.

2. Ordinary Resolutions on Continuation in Office as Independent Non-Executive Directors

The Board recognizes that an individual's independence should not be determined solely based on the tenure of service and is of the view that continued tenure of directorship brings considerable stability to the Board, and the Company benefits from directors who have, over time, gained valuable insight into ECM Libra Financial Group Berhad and its subsidiaries ("Group"). The ability and effectiveness of an independent director is dependent on his calibre, qualification, experience, integrity and objectivity in discharging his responsibilities in good faith in the best interest of the Company and to safeguard the interests of the shareholders of the Company. Amongst various matters taken into consideration, the Board seeks to strike an appropriate balance between tenure of service, continuity of experience and the merit of refreshing the Board.

In line with Recommendation 3.3 of the Malaysian Code on Corporate Governance 2012, shareholders' approval is sought for the ordinary resolutions on continuation in office as Independent Non-Executive Directors to enable Datuk Kamarudin bin Md Ali, Dato' Othman bin Abdullah and En Mahadzir bin Azizan to continue serving as Independent Directors of the Company. The Board is recommending and supporting the resolutions for their continuing in office as Independent Non-Executive Directors based on the following justifications that the three Directors:

i. have met the criteria set in the annual assessment of their independence in line with the Listing Requirements of Bursa Securities;

ii. have vast experience gained at senior management level in their past career. Their financial management, accounting and legal background have provided support to enable the Board to discharge its duties effectively and in a competent manner;

iii. have acted in the best interest of the Company by providing independent view to the deliberations and decision making of the Board and Board Committee meetings;

iv. understand the Group and its businesses, the industry and challenges and therefore are able to contribute to the development of the Group;

v. are able to devote time and commitment to attend to the functions and duties as independent director, including attendance and informed participation at Board and Board Committee meetings; and

vi. have confirmed that notwithstanding the nine year tenure, they can and will remain objective and independent in expressing their opinions and in participating in the decision making and act in the best interest of the Company.

The ordinary resolutions, if passed, will allow Datuk Kamarudin bin Md Ali, Dato' Othman bin Abdullah and En Mahadzir bin Azizan to continue serving as Independent Non-Executive Directors of the Company until their tenure reach twelve years, provided always the criteria for the assessment of their independence are met and subject to the provision on director's retirement in accordance with the Articles of Association of the Company.

3. Ordinary Resolution on Authority to Directors to Issue Shares

The ordinary resolution, if passed, will give a renewed mandate to the Directors to issue shares in the Company from time to time provided that the aggregate number of shares issued pursuant to this resolution in any one financial year does not exceed ten percent (10%) of the issued and paid-up share capital of the Company for the time being ("Renewed Mandate"). The Renewed Mandate, unless revoked or varied at a general meeting, will expire at the conclusion of the next Annual General Meeting of the Company.

As at the date of this Notice, no new shares in the Company were issued pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 29 May 2014 and which will lapse at the conclusion of the 10^{th} AGM.

In circumstances where an expansion/diversification plan requires the issue of new shares, the Renewed Mandate will enable the Directors to take prompt action and to avoid delay and cost in convening general meetings to approve such issue of shares.

4. Ordinary Resolution on Proposed Renewal of Authority for the Company to Purchase its Own Shares

The ordinary resolution, if passed, will give authority to the Company to purchase such amount of ordinary shares of RM1.00 each in the Company through Bursa Securities up to ten percent (10%) of the issued and paid-up share capital of the Company. This authority, unless revoked or varied at a general meeting, will continue in force until the conclusion of the next Annual General Meeting of the Company.

statement accompanying notice of annual general meeting

(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)

1. Details of persons who are standing for election as Directors

No individual is seeking election as a Director at the Tenth Annual General Meeting of the Company.

2. Ordinary resolution on authority to Directors to issue shares

Further details of the authority to Directors to issue shares in the Company pursuant to Section 132D of the Companies Act, 1965 are stated in the explanatory notes of the Notice of Annual General Meeting as set out on page 27.

financial statements

directors' report

The directors hereby submit their report together with the audited financial statements of the Group and of the Company for the financial year ended 31 January 2015.

Principal activities

The principal activities of the Company are investment holding and provision of management services. The principal activities of the subsidiary companies are set out in Note 11 to the financial statements.

There have been no significant changes in the nature of these activities during the year, except as stated below:

The Company was considered a Bursa Practice Note 17 ("PN17") company in December 2012 by virtue of its disposal of the investment banking business which contributed more than 70% of its group revenue. The Company was not a financially distressed company as it had healthy cash reserves with no long term liabilities.

Following the Company's application submitted on 25 November 2013, Bursa Malaysia Securities Berhad had on 28 May 2014 granted the Company the waiver from having to submit a regularization plan in respect of the Company as an affected issuer. The PN17 status was uplifted effective 29 May 2014.

Results

	Group	**Company**
	RM'000	**RM'000**
Profit attributable to owners of the Company	28,230	6,824

There were no material transfers to or from reserves or provisions during the financial year other than as disclosed in the financial statements.

Dividends

No dividend has been paid or declared by the Company since the end of the previous financial year. The directors do not recommend the payment of any dividend for the current financial year ended 31 January 2015.

Directors

The directors of the Company in office since the date of the last report and at the date of this report are:

Dato' Seri Kalimullah bin Masheerul Hassan
Mr Lim Kian Onn
Datuk Kamarudin bin Md Ali
Dato' Othman bin Abdullah
En Mahadzir bin Azizan
Mr Soo Kim Wai

In accordance with Article 103 of the Articles of Association of the Company, Mr Lim Kian Onn and Dato' Othman bin Abdullah will retire at the forthcoming Annual General Meeting and being eligible, offer themselves for re-election.

Directors' interests

The Directors holding office at the end of the financial year who had beneficial interests in the ordinary shares/options* of the Company and/or related corporations during the financial year ended 31 January 2015, as recorded in the Register of Directors' Shareholdings kept by the Company under Section 134 of the Companies Act, 1965, are as follows:

	Shareholdings in which directors have interests Number of ordinary shares of RM1 each/options*			
	As at 1.2.2014	**Acquired**	**Sold**	**As at 31.1.2015**
Direct interest in ECM Libra Financial Group Berhad ("ECMLFG")				
Dato' Seri Kalimullah bin Masheerul Hassan	12,460,640	-	-	12,460,640
	9,396,000*	-	-	9,396,000*
Mr Lim Kian Onn	56,163,319	-	-	56,163,319
	9,396,000*	-	-	9,396,000*
Datuk Kamarudin bin Md Ali	64,800*	135,200*	-	200,000*
Dato' Othman bin Abdullah	64,800*	135,200*	-	200,000*
En Mahadzir bin Azizan	64,800*	135,200*	-	200,000*
Mr Soo Kim Wai	-	200,000*	-	200,000*
Indirect interest in ECMLFG				
Mr Lim Kian Onn	1,437,163	-	-	1,437,163

* The options over ordinary shares were granted pursuant to the Company's Employees' Share Option Scheme ("ESOS").

Directors' benefits

Since the end of the previous financial year, none of the directors of the Company has received or become entitled to receive a benefit (other than a benefit included in the aggregate amount of emoluments received or due and receivable by the directors or the fixed salary of a full time employee of the Company or of a related company) by reason of a contract made by the Company or a related corporation with the director or with a firm of which the director is a member, or with a company in which the director has a substantial financial interest except for Mr Lim Kian Onn who may be deemed to derive a benefit by virtue of those transactions, contracts and agreements for the provision of services including but not limited to management services and tenancies, made by the Company and its related corporations with Mr Lim Kian Onn and corporations in which Mr Lim Kian Onn is deemed to have interests.

There were no arrangements during and at the end of the financial year which had the object of enabling the directors of the Company to acquire benefits by means of the acquisition of shares in, or debentures of the Company or any other body corporate other than the existing share options granted pursuant to the ESOS.

Employees' Share Option Scheme ("ESOS")

The Company's ESOS is governed by the by-laws approved by the shareholders at an Extraordinary General Meeting held on 1 December 2005. The ESOS was established on 1 December 2005 and will be in force for a period of ten (10) years.

The main features of the ESOS are, inter alia, as follows:

(i) The eligibility of an employee or director of the Group to participate in the ESOS shall be at the discretion of the Options Committee. The Options Committee may from time to time at its discretion select and identify suitable eligible employees to be offered options. The maximum allowable allotments for the directors had been approved by the shareholders of the Company in a general meeting.

(ii) The aggregate number of shares to be issued under the ESOS shall not exceed 15% of the total issued and paid-up ordinary share capital of the Company for the time being.

(iii) The option price shall not be at a discount of more than ten percent (10%) (or such discount as the relevant authorities shall permit) from the 5-day weighted average market price of the shares of the Company preceding the date of offer and shall in no event be less than the par value of the shares of the Company of RM1.00.

(iv) An option holder may, in a particular year, exercise up to such maximum number of shares in the option certificate as determined by the Options Committee or as specified in the option certificate.

As at 31 January 2015, there was no issuance of new shares arising from the exercise of options pursuant to the ESOS.

Other statutory information

(I) As at the end of the financial year

(a) Before the statements of comprehensive income and statements of financial position of the Group and the Company were made out, the directors took reasonable steps:

(i) to ascertain that proper action had been taken in relation to the writing off of bad debts and financing and the making of allowance for doubtful debts and financing and had satisfied themselves that there were no known bad debts and financing and that no allowance for doubtful debts and financing was necessary; and

(ii) to ensure that any current assets, other than debts and financing, which were unlikely to realise their book values as shown in the accounting records in the ordinary course of business had been written down to their estimated realisable values.

(b) In the opinion of the directors, the results of the operations of the Group and of the Company during the financial year were not substantially affected by any item, transaction or event of a material and unusual nature other than the changes in accounting policies (as disclosed in Note 2(b) of the financial statements).

(II) From the end of the financial year to the date of this report

(a) The directors are not aware of any circumstances:

(i) which would render it necessary to write-off any bad debts and financing or to make any allowance for doubtful debts and financing in the financial statements of the Group and of the Company;

(ii) which would render the values attributed to current assets in the financial statements misleading; and

(iii) which had arisen which would render adherence to the existing method of valuation of assets or liabilities of the Group and the Company misleading or inappropriate.

(b) In the opinion of the directors:

(i) the results of the operations of the Group and the Company for the financial year ended 31 January 2015 are not likely to be substantially affected by any item, transaction or event of a material and unusual nature which had arisen in the interval between the end of the financial year and the date of this report; and

(ii) no contingent or other liability has become enforceable, or is likely to become enforceable, within the period of twelve months after the end of the financial year which will or may affect the ability of the Group and the Company to meet their obligations as and when they fall due.

(III) As at the date of this report

(a) There are no charges on the assets of the Group and the Company which had arisen since the end of the financial year to secure the liabilities of any other person.

(b) There are no contingent liabilities which had arisen since the end of the financial year.

(c) The directors are not aware of any circumstances not otherwise dealt with in the report or financial statements which would render any amount stated in the financial statements misleading.

Auditors

The auditors, Ernst & Young, have expressed their willingness to continue in office.

Signed on behalf of the Board in accordance with a resolution of the directors.

Dato' Seri Kalimullah bin Masheerul Hassan

Lim Kian Onn

Kuala Lumpur, Malaysia
19 March 2015

statement by directors

(Pursuant to Section 169(15) of the Companies Act, 1965)

We, Dato' Seri Kalimullah bin Masheerul Hassan and Lim Kian Onn, being two of the directors of ECM Libra Financial Group Berhad, do hereby state that, in the opinion of the directors, the accompanying financial statements set out on pages 38 to 102 are drawn up in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act, 1965 in Malaysia so as to give a true and fair view of the financial position of the Group and of the Company as at 31 January 2015 and of their results and their cash flows for the year then ended.

Signed on behalf of the Board in accordance with a resolution of the directors.

Dato' Seri Kalimullah bin Masheerul Hassan

Lim Kian Onn

Kuala Lumpur, Malaysia
19 March 2015

statutory declaration

(Pursuant to Section 169(16) of the Companies Act, 1965)

I, Chan Soon Lee, being the officer primarily responsible for the financial management of ECM Libra Financial Group Berhad, do solemnly and sincerely declare that the accompanying financial statements set out on pages 38 to 102 are in my opinion correct, and I make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act, 1960.

Subscribed and solemnly declared by
the abovenamed Chan Soon Lee at
Kuala Lumpur in the Federal Territory
on 19 March 2015

Chan Soon Lee

Before me,

Zulkifla Mohd Dahlim
Commissioner for Oaths

19 March 2015

auditors' report

Independent auditors' report to the members of ECM Libra Financial Group Berhad
(Incorporated in Malaysia)

Report on the financial statements

We have audited the financial statements of ECM Libra Financial Group Berhad, which comprise the statements of financial position as at 31 January 2015 of the Group and of the Company, and the statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group and of the Company for the year then ended, and a summary of significant accounting policies and other explanatory information, as set out on pages 38 to 101.

Directors' responsibility for the financial statements

The directors of the Company are responsible for the preparation of financial statements so as to give a true and fair view in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act, 1965 in Malaysia. The directors are also responsible for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatements, whether due to fraud or error.

Auditors' responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with approved standards on auditing in Malaysia. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation of financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements give a true and fair view of the financial position of the Group and of the Company as at 31 January 2015 and of their financial performance and cash flows for the year then ended in accordance with Malaysian Financial Reporting Standards, International Financial Reporting Standards and the requirements of the Companies Act, 1965 in Malaysia.

Report on other legal and regulatory requirements

In accordance with the requirements of the Companies Act, 1965 in Malaysia, we also report the following:

(a) In our opinion, the accounting and other records and the registers required by the Act to be kept by the Company and its subsidiaries have been properly kept in accordance with the provisions of the Act.

(b) We are satisfied that the financial statements of the subsidiaries that have been consolidated with the financial statements of the Company are in form and content appropriate and proper for the purposes of the preparation of the consolidated financial statements and we have received satisfactory information and explanations required by us for those purposes.

(c) The auditors' reports on the financial statements of the subsidiaries were not subject to any qualification and in respect of the companies incorporated in Malaysia, did not include any comment required to be made under Section 174(3) of the Act.

Other reporting responsibilities

The supplementary information set out in Note 36 on page 102 is disclosed to meet the requirement of Bursa Malaysia Securities Berhad and is not part of the financial statements. The directors are responsible for the preparation of the supplementary information in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants ("MIA Guidance") and the directive of Bursa Malaysia Securities Berhad. In our opinion, the supplementary information is prepared, in all material respects, in accordance with the MIA Guidance and the directive of Bursa Malaysia Securities Berhad.

Others matters

This report is made solely to the members of the Company, as a body, in accordance with Section 174 of the Companies Act, 1965 in Malaysia and for no other purpose. We do not assume responsibility to any other person for the content of this report.

Ernst & Young
AF: 0039
Chartered Accountants

Yeo Beng Yean
No. 3013/10/16(J)
Chartered Accountant

Kuala Lumpur, Malaysia
19 March 2015

statements of financial position

as at 31 January 2015

	Note	Group 2015 RM'000	Group 2014 RM'000	Company 2015 RM'000	Company 2014 RM'000
ASSETS					
Cash and short-term funds	3	**152,533**	30,579	**63,818**	625
Securities held-for-trading	4	**-**	22,392	**-**	-
Securities available-for-sale	5	**193,430**	198,711	**8,405**	24,631
Securities held-to-maturity	6	**-**	47,750	**-**	47,750
Derivative financial assets	7	**-**	2,969	**-**	-
Loans, advances and financing	8	**72,000**	44,291	**-**	-
Trade receivables	9	**1,809**	2,659	**-**	-
Other assets	10	**2,492**	4,519	**790**	2,036
Investment in subsidiary companies	11	**-**	-	**223,000**	311,571
Investment in associated companies	12	**7,200**	7,200	**7,200**	7,200
Amount owing by subsidiary companies	13	**-**	-	**70,692**	43,010
Deferred tax assets	14	**244**	-	**31**	-
Property, plant and equipment	15	**23,756**	25,126	**25,592**	26,385
Total assets		**453,464**	386,196	**399,528**	463,208
LIABILITIES AND EQUITY					
Liabilities					
Trade payables	16	**1,055**	1,615	**-**	-
Other liabilities	17	**3,870**	3,934	**1,736**	1,959
Provision for taxation		**92**	245	**27**	134
Amount owing to subsidiary companies	13	**-**	-	**20,865**	89,980
Deferred tax liabilities	14	**-**	300	**-**	217
Total liabilities		**5,017**	6,094	**22,628**	92,290
Equity attributable to equity holders of the Company					
Share capital	18	**268,222**	268,222	**268,222**	268,222
Reserves	19	**180,225**	111,880	**108,678**	102,696
Shareholders' equity		**448,447**	380,102	**376,900**	370,918
Total equity and liabilities		**453,464**	386,196	**399,528**	463,208
Commitments	30	**382**	821	**-**	-

The accompanying notes form an integral part of the financial statements.

statements of comprehensive income

for the year ended 31 January 2015

		Group		Company	
	Note	2015	2014	2015	2014
		RM'000	RM'000	RM'000	RM'000
Revenue	2(q)	**47,565**	28,006	**11,229**	8,404
Interest income	20	**8,638**	4,404	**5,424**	3,214
Non-interest income	21	**38,927**	23,602	**5,805**	5,190
Other non-operating income	22	**1,535**	988	**2,160**	2,367
Net income		**49,100**	28,994	**13,389**	10,771
Operating expenses	23	**(16,235)**	(16,980)	**(5,619)**	(5,875)
Operating profit		**32,865**	12,014	**7,770**	4,896
Interim distribution income from subsidiaries under member's voluntary liquidation	11	**-**	-	**88,570**	-
Impairment losses in investment in subsidiaries under member's voluntary liquidation	11	**-**	-	**(88,570)**	-
Share of profit of an associated company		**-**	1,658	**-**	-
Gain on disposal of shares in an associated company and discontinuation of equity method	12	**-**	3,994	**-**	-
(Allowance for)/writeback of impairment on securities	25	**(3,186)**	(3,019)	**-**	243
Writeback of allowance for impairment on loans, advances and financing	26	**-**	140	**-**	-
Profit before tax		**29,679**	14,787	**7,770**	5,139
Income tax expense	27	**(1,449)**	(2,500)	**(946)**	(1,552)
Profit for the year		**28,230**	12,287	**6,824**	3,587

The accompanying notes form an integral part of the financial statements.

statements of comprehensive income continued

for the year ended 31 January 2015

	Note	Group		Company	
		2015	2014	2015	2014
		RM'000	RM'000	RM'000	RM'000
Other comprehensive income:					
Items that may be subsequently reclassified to profit or loss:					
Net gain/(loss) on available-for-sale financial assets		**36,388**	17,933	**(1,192)**	(242)
Impairment on available-for-sale financial assets		**3,186**	3,262	**-**	-
Share of other comprehensive income of an associated company		**-**	4,281	**-**	-
Share of other comprehensive income of an associated company transferred to profit or loss upon discontinuation of equity method		**-**	(4,281)	**-**	-
Currency translation differences		**191**	(1,755)	**-**	-
Income tax relating to components of other comprehensive income	14	**298**	61	**298**	62
Other comprehensive income/(loss) for the year, net of tax		**40,063**	19,501	**(894)**	(180)
Total comprehensive income for the year		**68,293**	31,788	**5,930**	3,407
Profit attributable to owners of the Company		**28,230**	12,287	**6,824**	3,587
Total comprehensive income attributable to owners of the Company		**68,293**	31,788	**5,930**	3,407
Earnings per share ("EPS") attributable to owners of the Company:					
Basic earnings per share (sen)	28	**10.52**	3.97		
Diluted earnings per share (sen)	28	**9.81**	-		

The accompanying notes form an integral part of the financial statements.

statements of changes in equity

for the year ended 31 January 2015

		Non-distributable					Distributable	
Group	**Share capital**	**Capital redemption reserve**	**Foreign currency translation reserve**	**Available-for-sale revaluation reserve**	**Equity compensation reserve**	**General reserve**	**Retained profits**	**Total**
	RM'000	**RM'000**	**RM'000**	**RM'000**	**RM'000**	**RM'000**	**RM'000**	**RM'000**
As at 1 February 2014	**268,222**	**2,083**	**(5,007)**	**18,244**	**2,737**	**159**	**93,664**	**380,102**
Profit for the year	-	-	-	-	-	-	**28,230**	**28,230**
Other comprehensive income	-	-	**191**	**36,686**	-	-	-	**36,877**
- Impairment on available-for-sale financial assets	-	-	-	**3,186**	-	-	-	**3,186**
Total comprehensive income	-	-	**191**	**39,872**	-	-	**28,230**	**68,293**
Transactions with owners:								
ESOS granted during the year	-	-	-	-	**53**	-	-	**53**
ESOS lapsed during the year	-	-	-	-	**(1)**	-	-	**(1)**
	-	-	-	-	**52**	-	-	**52**
As at 31 January 2015	**268,222**	**2,083**	**(4,816)**	**58,116**	**2,789**	**159**	**121,894**	**448,447**
As at 1 February 2013	828,819	2,083	(3,252)	(3,012)	2,761	159	81,377	908,935
Profit for the year	-	-	-	-	-	-	12,287	12,287
Other comprehensive income	-	-	972	22,275	-	-	-	23,247
- Impairment on available-for-sale financial assets	-	-	-	3,262	-	-	-	3,262
- Discontinuation of equity method of an associated company (Note 12)	-	-	(2,727)	(4,281)	-	-	-	(7,008)
Net of discontinuation of an associated company	-	-	(1,755)	21,256	-	-	12,287	31,788
Transactions with owners:								
Capital repayment (Note 18(b))	(560,597)	-	-	-	-	-	-	(560,597)
ESOS lapsed during the year	-	-	-	-	(24)	-	-	(24)
	(560,597)	-	-	-	(24)	-	-	(560,621)
As at 31 January 2014	268,222	2,083	(5,007)	18,244	2,737	159	93,664	380,102

The accompanying notes form an integral part of the financial statements.

statements of changes in equity continued

for the year ended 31 January 2015

Company	Share capital	Capital redemption reserve	Available-for-sale revaluation reserve	Equity compensation reserve	Retained profits	Total
	← Non-Distributable			→	Distributable	
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
As at 1 February 2014	**268,222**	**2,083**	**1,041**	**2,737**	**96,835**	**370,918**
Profit for the year	**-**	**-**	**-**	**-**	**6,824**	**6,824**
Other comprehensive income	**-**	**-**	**(894)**	**-**	**-**	**(894)**
Total comprehensive income	**-**	**-**	**(894)**	**-**	**6,824**	**5,930**
Transactions with owners:						
ESOS granted during the year	**-**	**-**	**-**	**53**	**-**	**53**
ESOS lapsed during the year	**-**	**-**	**-**	**(1)**	**-**	**(1)**
	-	**-**	**-**	**52**	**-**	**52**
As at 31 January 2015	**268,222**	**2,083**	**147**	**2,789**	**103,659**	**376,900**
As at 1 February 2013	828,819	2,083	1,221	2,761	93,248	928,132
Profit for the year	-	-	-	-	3,587	3,587
Other comprehensive income	-	-	(180)	-	-	(180)
Total comprehensive income	-	-	(180)	-	3,587	3,407
Transactions with owners:						
Capital repayment (Note 19(b))	(560,597)	-	-	-	-	(560,597)
ESOS lapsed during the year	-	-	-	(24)	-	(24)
	(560,597)	-	-	(24)	-	(560,621)
As at 31 January 2014	268,222	2,083	1,041	2,737	96,835	370,918

The accompanying notes form an integral part of the financial statements.

statements of cash flows

for the year ended 31 January 2015

	Note	Group 2015 RM'000	Group 2014 RM'000	Company 2015 RM'000	Company 2014 RM'000
Cash flows from operating activities					
Profit before taxation		**29,679**	14,787	**7,770**	5,139
Adjustments for:					
Depreciation of property, plant and equipment	23	**1,602**	1,511	**974**	927
Unrealised loss on foreign exchange transactions	22	**108**	659	**-**	-
Gain on liquidation of subsidiary		**-**	-	**-**	(225)
Gain on disposal of an associated company	12	**-**	(3,994)	**-**	-
Share of profit of an associated company		**-**	(1,658)	**-**	-
Property, plant and equipment written-off	23	**2**	12	**2**	8
Net gain on disposal of securities available-for-sale	21	**(23,754)**	(4,613)	**(4,437)**	(2,851)
Net unrealised (gain)/loss on revaluation of:					
- securities held-for-trading	21	**(9,846)**	2,597	**-**	-
- derivatives	21	**9,846**	(2,606)	**-**	-
Dividend income	21	**(1,544)**	(3,257)	**-**	-
Cost arising from ESOS	23	**52**	(24)	**53**	(16)
Writeback of allowance for impairment on loans, advances and financing	26	**-**	(140)	**-**	-
Allowance for/(writeback of) impairment on securities	25	**3,186**	3,019	**-**	(243)
Gain on disposal of property, plant and equipment	22	**-**	(180)	**-**	(180)
Income distribution from unit trust fund	21	**(242)**	(117)	**(242)**	(117)
Distribution income from subsidiaries		**-**	-	**(88,570)**	-
Impairment losses in investment in subsidiaries		**-**	-	**88,570**	-
Interest income	20	**(8,638)**	(4,404)	**(5,424)**	(3,214)
Operating gain/(loss) before working capital changes		**451**	1,592	**(1,304)**	(772)
Decrease/(increase) in operating assets:					
Securities held-for-trading		**32,238**	(68)	**-**	-
Derivative financial instruments		**(6,877)**	840	**-**	-
Loans, advances and financing		**(27,709)**	(40,049)	**-**	-
Trade receivables		**850**	5,190	**-**	-
Other assets		**1,820**	(2,143)	**1,031**	(711)
Balance carried forward		**773**	(34,638)	**(273)**	(1,483)

The accompanying notes form an integral part of the financial statements.

statements of cash flows continued

for the year ended 31 January 2014

	Note	Group 2015 RM'000	Group 2014 RM'000	Company 2015 RM'000	Company 2014 RM'000
Cash flows from operating activities (continued)					
Balance brought forward		**773**	(34,638)	**(273)**	(1,483)
Decrease in operating liabilities:					
Trade payables		**(560)**	(5,592)	**-**	-
Other liabilities		**(64)**	(1,886)	**(223)**	(2,073)
Amount owing by/to subsidiary companies		**-**	-	**(96,479)**	(8,359)
Cash generated from/(used in) operations		**149**	(42,116)	**(96,975)**	(11,915)
Tax refunded		**-**	614	**-**	153
Tax paid		**(1,831)**	(1,204)	**(1,004)**	(852)
Net cash used in operating activities		**(1,682)**	(42,706)	**(97,979)**	(12,614)
Cash flows from investing activities					
Dividends received		**1,544**	2,491	**-**	-
Purchase of property, plant and equipment	15	**(232)**	(744)	**(181)**	(98)
Proceeds from disposal of property, plant and equipment		**-**	451	**-**	450
Liquidation of subsidiaries		**-**	-	**-**	4,694
Additional investment in a subsidiary		**-**	-	**-**	(20,000)
Distribution income from subsidiaries		**-**	-	**88,570**	-
Capital repayment	18(b)	**-**	(442,647)	**-**	(442,647)
Proceeds from disposal of shares in an associated company		**-**	24,313	**-**	-
Net disposal of:					
- securities available-for-sale		**65,665**	410,631	**19,713**	413,884
- securities held-to-maturity		**47,750**	-	**47,750**	-
Income distribution from fund		**-**	117	**-**	117
Recovery from impaired securities		**-**	243	**-**	243
Interest income received		**8,826**	4,423	**5,320**	2,279
Net cash generated from/(used in) investing activities		**123,553**	(722)	**161,172**	(41,078)
Net increase/(decrease) in cash and cash equivalents		**121,871**	(43,428)	**63,193**	(53,692)
Effects of foreign exchange differences		**83**	(2,414)	**-**	-
Cash and cash equivalents at beginning of year		**30,579**	76,421	**625**	54,317
Cash and cash equivalents at end of year		**152,533**	30,579	**63,818**	625
Cash and cash equivalents comprise:					
Cash and short-term funds	3	**152,533**	30,579	**63,818**	625

The accompanying notes form an integral part of the financial statements.

notes to the financial statements

1. CORPORATE INFORMATION

The Company is a public limited company incorporated in Malaysia and listed on the Main Market of Bursa Malaysia Securities Berhad ("Bursa Securities"). The principal place of business of the Company is located at Ground Floor, East Wing, Bangunan ECM Libra, 8 Jalan Damansara Endah, Damansara Heights, 50490 Kuala Lumpur.

The principal activities of the Company are investment holding and provision of management services. The principal activities of the subsidiary companies are set out in Note 11.

There have been no significant changes in the nature of these activities during the year, except as stated in the section "Principal activities" in the Company's directors' report in relation to the Company's status as a Practice Note 17 company under Bursa Securities' Main Market Listing Requirements.

The financial statements were authorised for issue by the Board of Directors in accordance with a resolution of the directors on 19 March 2015.

2. SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of preparation

The financial statements of the Group and of the Company have been prepared in accordance with Malaysian Financial Reporting Standards ("MFRS"), International Financial Reporting Standards ("IFRS") and the requirements of the Companies Act, 1965 in Malaysia.

The financial statements of the Group and of the Company have been prepared on a historical cost basis, except for securities held-for-trading, securities available-for-sale and derivative financial assets that have been stated at their fair values. The financial statements are presented in Ringgit Malaysia ("RM") and all values are rounded to the nearest thousand (RM'000), unless otherwise indicated.

(b) Changes in accounting policies

The accounting policies adopted are consistent with those of the previous financial year except as follows:

On 1 February 2014, the Group and the Company adopted the following new and amended MFRS and IC Interpretations mandatory for annual financial periods beginning on or after 1 January 2014.

Amendments to MFRS 132 *Offsetting Financial Assets and Financial Liabilities*
Amendments to MFRS 10, MFRS 12 and MFRS 127 *Investment Entities*
Amendments to MFRS 136 *Recoverable Amount Disclosures for Non-Financial Assets*
Amendments to MFRS 139 *Novation of Derivatives and Continuation of Hedge Accounting*
IC Interpretation 21 *Levies*

Adoption of the above standards and interpretations did not have any effect on the financial performance or position of the Group and the Company.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Standards issued but not yet effective

The following are standards and interpretations issued by Malaysian Accouting Standards Board ("MASB"), but not yet effective, up to the date of issuance of the Group's and the Company's financial statements. The Group and the Company intend to adopt these standards and interpretations, if applicable, when they become effective:

Description	Effective for periods beginning on or after
MFRS 119 *Employee Benefits - Defined Benefits Plans: Employee Contributions* (Amendments to MFRS 119)	1 July 2014
Annual Improvements to MFRS 2010 - 2012 Cycle	1 July 2014
Annual Improvements to MFRS 2011 - 2013 Cycle	1 July 2014
MFRS 10 *Consolidated Financial Statements - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture* (Amendments to MFRS 10)	1 January 2016
MFRS 11 *Joint Arrangements - Accounting for Acquisitions of Interests in Joint Operations* (Amendments to MFRS 11)	1 January 2016
MFRS 14 *Regulatory Deferral Accounts*	1 January 2016
MFRS 116 *Property, Plant and Equipment - Clarification of Acceptable Methods of Depreciation and Amortisation* (Amendments to MFRS 116)	1 January 2016
MFRS 116 *Property, Plant and Equipment - Agriculture: Bearer Plants* (Amendments to MFRS 116)	1 January 2016
MFRS 127 *Separate Financial Statements - Equity Method in Separate Financial Statements* (Amendments to MFRS 127)	1 January 2016
MFRS 128 *Investment in Associates and Joint Ventures - Sale or Contribution of Assets between an Investor and its Associate or Joint Venture* (Amendments to MFRS 128)	1 January 2016
MFRS 138 *Intangible Assets - Clarification of Acceptable Methods of Depreciation and Amortisation* (Amendments to MFRS 138)	1 January 2016
MFRS 141 *Agriculture - Agriculture: Bearer Plants* (Amendments to MFRS 141)	1 January 2016
Annual Improvements to MFRS 2012–2014 Cycle	1 January 2016
MFRS 15 *Revenue from Contracts with Customers*	1 January 2017
MFRS 9 *Financial Instruments* (IFRS 9 issued by IASB in July 2014)	1 January 2018

The Group and the Company will adopt the above pronouncements when they become effective in the respective financial period. These pronouncements are not expected to have any significant impact to the financial statements of the Group and the Company upon their initial application, other than MFRS 9 and MFRS 15.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Standards issued but not yet effective (continued)

MFRS 9 *Financial Instruments* ("MFRS 9")

In July 2014, the IASB issued the final version of IFRS Financial Instruments which reflects all phases of the financial instruments project and replaces IAS 39 *Financial Instruments: Recognition and Measurement* and all previous versions of IFRS 9. The standard introduces new requirements for classification and measurement, impairment, and hedge accounting. IFRS 9 is effective for annual periods beginning on or after 1 January 2018, with early application permitted. Retrospective application is required, but restatement of comparative information is not compulsory. Early application of previous versions of IFRS 9 (2009, 2010 and 2013) is permitted if the date of initial application is before 1 February 2015.

MFRS 9 is issued by the MASB in respect of its application in Malaysia. It is equivalent to IFRS 9 as issued by IASB, including the effective and issuance dates. The areas with expected significant impact from application of MFRS 9 are summarized below:

(i) Classification and measurement

The classification and measurement of financial assets is determined on the basis of the contractual cash flow characteristics and the objective of the business model associated with holding the asset. Key changes include:

- The held-to-maturity ("HTM") and available-for-sale ("AFS") asset categories will be removed;
- A new asset category measured at fair value through other comprehensive income ("FVOCI") is introduced. This applies to debt instruments with contractual cash flow characteristics that are solely payments of principle and interest and held in a model whose objective is achieved by both collecting contractual cash flows and selling financial assets;
- A new asset category for non-traded equity investments measured at FVOCI is introduced;
- Classification of financial liabilities will remain largely unchanged, other than the fair value gains and losses attributable to changes in 'own credit risk' for financial liabilities designated and measured at fair value through profit or loss to be presented in other comprehensive income.

The adoption of MFRS 9 will have an effect on the classification and measurement of the Group's and the Company's financial assets, and may have no impact on the classification and measurement of the Group's and the Company's financial liabilities.

(ii) Impairment

The MFRS 9 impairment requirements are based on an expected credit loss model ("ECL") that replaces the incurred loss model under the current accounting standard. The Group and the Company will be generally required to recognise either a 12-month or lifetime ECL, depending on whether there has been a significant increase in credit risk since initial recognition. The ECL model will apply to financial assets measured at amortised cost or at FVOCI, irrevocable loan commitments and financial guarantee contracts, which will include loans, advances and financing and debt instruments held by the Group and the Company. MFRS 9 will change the Group's and the Company's current methodology for calculating allowances for impairment, in particular for individual and collective assessment and provisioning.

(iii) Hedge accounting

The requirements for general hedge accounting have been simplified for hedge effectiveness testing and may result in more designations of hedged items for accounting purposes.

The Group and the Company are in the process of assessing the financial implications for adopting the new standard.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Standards issued but not yet effective (continued)

MFRS 15 *Revenue from Contracts with Customers* ("MFRS 15")

MFRS 15 replaces all existing revenue requirements (MFRS 111 *Construction Contracts*, MFRS 118 *Revenue*, IC 13 *Customer Loyalty Programmes*, IC 15 *Agreements for the Construction of Real Estate*, IC 18 *Transfers of Assets from Customers* and IC 131 *Revenue – Barter Transactions Involving Advertising Services*) in MFRS and applies to all revenue arising from contracts with customers. It also provides a model for the recognition and measurement of sales of some non-financial assets including disposals of property, equipment and intangible assets.

The standard outlines the principles an entity must apply to measure and recognise revenue. The core principle is that an entity will recognise revenue at an amount that reflects the consideration to which the entity expects to be entitled in exchange for transferring goods or services to a customer.

The Group and the Company are in the process of assessing the financial implications for adopting the new standard.

(d) Subsidiaries and basis of consolidation

(i) Subsidiaries

A subsidiary is an entity over which the Group has all the following:

(A) Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
(B) Exposure, or rights, to variable returns from its investment with the investee; and
(C) The ability to use its power over the investee to affect its returns.

In the Company's separate financial statements, investments in subsidiaries are accounted for at cost less impairment losses. On disposal of such investments, the difference between net disposal proceeds and their carrying amounts is included in profit or loss.

(ii) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at the reporting date. The financial statements of the subsidiaries used in the preparation of the consolidated financial statements are prepared for the same reporting date as the Company. Consistent accounting policies are applied for like transactions and events in similar circumstances.

The Company controls an investee if and only if the Company has all the following:

(A) Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
(B) Exposure, or rights, to variable returns from its investment with the investee; and
(C) The ability to use its power over the investee to affect its returns.

When the Company has less than a majority of the voting rights of an investee, the Company considers the following in assessing whether or not the Company's voting rights in an investee are sufficient to give it power over the investee:

(A) The size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
(B) Potential voting rights held by the Company, other vote holders or other parties;
(C) Rights arising from other contractual arrangements; and
(D) Any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(d) Subsidiaries and basis of consolidation (continued)

(ii) Basis of consolidation (continued)

Subsidiaries are consolidated when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. All intra-group balances, income and expenses and unrealised gains and losses resulting from intra-group transactions are eliminated in full.

Losses within a subsidiary are attributed to the non-controlling interests even if that results in a deficit balance.

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. The resulting difference is recognised directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, a gain or loss calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets and liabilities of the subsidiary and any non-controlling interest, is recognised in profit or loss. The subsidiary's cumulative gain or loss which has been recognised in other comprehensive income and accumulated in equity are reclassified to profit or loss or where applicable, transferred directly to retained earnings. The fair value of any investment retained in the former subsidiary at the date control is lost is regarded as the cost on initial recognition of the investment.

Business combinations

Acquisitions of subsidiaries are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred, measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. The Group elects on a transaction-by-transaction basis whether to measure the non-controlling interests in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Transaction costs incurred are expensed and included in administrative expenses.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes in the fair value of the contingent consideration which is deemed to be an asset or liability, will be recognised in accordance with MFRS 139 either in profit or loss or as a change to other comprehensive income. If the contingent consideration is classified as equity, it will not be remeasured. Subsequent settlement is accounted for within equity. In instances where the contingent consideration does not fall within the scope of MFRS 139, it is measured in accordance with the appropriate MFRS.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

If the business combination is achieved in stages, the acquisition date fair value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date through profit or loss.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests over the net identifiable assets acquired and liabilities assumed. If this consideration is lower than fair value of the net assets of the subsidiary acquired, the difference is recognised in profit or loss.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(e) Investments in associates

An associate is an entity in which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

On acquisition of an investment in associate, any excess of the cost of investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill and included in the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities of the investee over the cost of investment is excluded from the carrying amount of the investment and is instead included as income in the determination of the Group's share of the associate's profit or loss for the period in which the investment is acquired.

An associate is equity accounted for from the date on which the investee becomes an associate.

Under the equity method, on initial recognition the investment in an associate is recognised at cost, and the carrying amount is increased or decreased to recognise the Group's share of the profit or loss and other comprehensive income of the associate after the date of acquisition. When the Group's share of losses in an associate equal or exceeds its interest in the associate, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the associate.

Profits and losses resulting from upstream and downstream transactions between the Group and its associate are recognised in the Group's financial statements only to the extent of unrelated investors' interests in the associate. Unrealised losses are eliminated unless the transaction provides evidence of an impairment of the asset transferred.

The financial statements of the associates are prepared as of the same reporting date as the Company. Where necessary, adjustments are made to bring the accounting policies in line with those of the Group.

After application of the equity method, the Group applies MFRS 139 to determine whether it is necessary to recognise any additional impairment loss with respect to its net investment in the associate. When necessary, the entire carrying amount of the investment is tested for impairment in accordance with MFRS 136 *Impairment of Assets* as a single asset, by comparing its recoverable amount (higher of value in use and fair value less costs to sell) with its carrying amount. Any impairment loss is recognised in profit or loss. Reversal of an impairment loss is recognised to the extent that the recoverable amount of the investment subsequently increases.

In the Company's separate financial statements, investments in associates are accounted for at cost less impairment losses. On disposal of such investments, the difference between net disposal proceeds and their carrying amounts is included in profit or loss.

(f) Property, plant and equipment

All items of property, plant and equipment are initially recorded at cost. The cost of an item of property, plant and equipment is recognised as an asset if, and only if, it is probable that future economic benefits associated with the item will flow to the Group and the Company and the cost of the item can be measured reliably.

Subsequent to recognition, property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses. When significant parts of property, plant and equipment are required to be replaced in intervals, the Group recognises such parts as individual assets with specific useful lives and depreciation, respectively. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

Work-in-progress comprises the renovation work of buildings which have not been completed and therefore it is not depreciated.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(f) Property, plant and equipment (continued)

Freehold land has an unlimited useful life and therefore is not depreciated.

Depreciation of other property, plant and equipment is provided for on a straight-line basis to write-off the cost of each asset to its residual value over the estimated useful life, at the following annual rates:

Building	2%
Furniture and fittings and office equipment	10% - 20%
Computers	20% - 33%
Motor vehicles	20%

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

The residual value, useful life and depreciation method are reviewed at each financial year-end, and adjusted prospectively, if appropriate.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. The difference between the net disposal proceeds, if any, and the net carrying amount is recognised in the profit or loss.

(g) Impairment of non-financial assets, investments in subsidiaries and associates

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when an annual impairment assessment for an asset is required, the Group makes an estimate of the asset's recoverable amount.

An asset's recoverable amount is the higher of an asset's fair value less costs to sell and its value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units ("CGU")).

In assessing value in use, the estimated future cash flows expected to be generated by the asset are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where the carrying amount of an asset exceeds its recoverable amount, the asset is written down to its recoverable amount. Impairment losses recognised in respect of a CGU or groups of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to those units or groups of units and then, to reduce the carrying amount of the other assets in the unit or groups of units on a pro-rata basis.

Impairment losses are recognised in profit or loss.

An assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. Other than goodwill, a previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case, the carrying amount of the asset is increased to its recoverable amount. That increase cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised previously. Such reversal is recognised in profit or loss. Impairment loss on goodwill is not reversed in a subsequent period.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Financial assets

Financial assets are recognised in the statements of financial position when, and only when, the Group and the Company become a party to the contractual provisions of the financial instrument.

When financial assets are recognised initially, they are measured at fair value, plus, in the case of financial assets not at fair value through profit or loss, directly attributable transaction costs.

The Group and the Company determine the classification of their financial assets at initial recognition, and the categories include financial assets at fair value through profit or loss, loans and receivables, HTM investments and AFS financial assets.

(i) Financial assets at fair value through profit or loss

Financial assets are classified as financial assets at fair value through profit or loss if they are held-for-trading ("HFT") or are designated as such upon initial recognition. Financial assets HFT are derivatives (including separated embedded derivatives) or financial assets acquired principally for the purpose of selling in the near term.

Subsequent to initial recognition, financial assets at fair value through profit or loss are measured at fair value. Any gains or losses arising from changes in fair value are recognised in profit or loss. Net gains or net losses on financial assets at fair value through profit or loss do not include exchange differences on monetary items, interest and dividend income. Exchange differences on monetary items, interest and dividend income on financial assets at fair value through profit or loss are recognised separately in profit or loss as part of other losses or other income.

Financial assets at fair value through profit or loss could be presented as current or non-current. Financial assets that are held primarily for trading purposes are presented as current whereas financial assets that are not held primarily for trading purposes are presented as current or non-current based on the settlement date.

(ii) Loans and receivables

Financial assets with fixed or determinable payments that are not quoted in an active market are classified as loans and receivables.

Subsequent to initial recognition, loans and receivables are measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the loans and receivables are derecognised or impaired, and through the amortisation process.

Loans and receivables are classified as current assets, except for those having maturity dates later than 12 months after the reporting date which are classified as non-current.

(iii) Held-to-maturity ("HTM") investments

Financial assets with fixed or determinable payments and fixed maturity are classified as HTM when the Group and the Company have the positive intention and ability to hold the investment to maturity.

Subsequent to initial recognition, HTM investments are measured at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the HTM investments are derecognised or impaired, and through the amortisation process.

HTM investments are classified as non-current assets, except for those having maturity within 12 months after the reporting date which are classified as current.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Financial assets (continued)

(iv) Available-for-sale ("AFS") financial assets

AFS financial assets are non-derivative financial assets that are designated as available-for-sale and are not classified in any of the three preceding categories.

After initial recognition, AFS financial assets are measured at fair value. Any gains or losses from changes in fair value of the financial asset are recognised in other comprehensive income, except that impairment losses, foreign exchange gains and losses on monetary instruments and interest calculated using the effective interest method are recognised in profit or loss. The cumulative gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss as a reclassification adjustment when the financial asset is derecognised. Interest income calculated using the effective interest method is recognised in profit or loss. Dividends on an AFS instrument are recognised in profit or loss when the Group's and the Company's right to receive payment is established.

Investments in equity instruments whose fair value cannot be reliably measured are measured at cost less impairment loss.

AFS financial assets are classified as non-current assets unless they are expected to be realised within 12 months after the reporting date.

A financial asset is derecognised where the contractual right to receive cash flows from the asset has expired. On derecognition of a financial asset in its entirety, the difference between the carrying amount and the sum of the consideration received and any cumulative gain or loss that had been recognised in other comprehensive income is recognised in profit or loss.

Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace concerned. All regular way purchases and sales of financial assets are recognised or derecognised on the trade date i.e. the date that the Group and the Company commit to purchase or sell the asset.

(i) Reclassification of financial assets

The Group and the Company may choose to reclassify non-derivative assets out from the HFT category, in rare circumstances, where the financial assets are no longer held for the purpose of selling or repurchasing in the short term. In addition, the Group and the Company may also choose to reclassify financial assets that would meet the definition of loans and receivables out of the HFT or AFS categories if the Group and the Company have the intention and ability to hold the financial asset for the foreseeable future or until maturity.

Reclassifications are made at fair value as at the reclassification date, whereby the fair value becomes the new cost or amortised cost, as applicable. Any fair value gains or losses previously recognised in profit or loss are not reversed.

As at reporting date, the Group and the Company have not made any such reclassification of financial assets.

(j) Determination of fair value

All financial instruments are recognised initially at fair value. At initial recognition, the fair value of a financial instrument is the transaction price, i.e. the fair value of the consideration given or received. Subsequent to initial recognition, the fair value of the financial instruments measured at fair value are measured in accordance with the valuation methodologies as set out in Note 34.

Investments in unquoted equity instruments whose fair value cannot be reliably measured are measured at cost, and assessed for impairment at each reporting date.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(j) Determination of fair value (continued)

MFRS 7 *Financial Instruments: Disclosures* requires the classification of financial instruments held at fair value according to a hierarchy that reflects the significance of inputs used in making the measurements, in particular, whether the inputs used are observable or unobservable. The following hierarchy is used for determining and disclosing the fair value of financial instruments:

Level 1: Quoted prices (unadjusted) in active markets for identical assets and liabilities

Refers to instruments which are regarded as quoted in an active market if quoted prices are readily and regularly available from an exchange, and those prices which represent actual and regularly occurring market transactions in an arm's length basis. Such financial instruments include actively traded government securities, listed derivatives and cash products traded on exchange.

Level 2: Valuation techniques for which all significant inputs are, or are based on, observable market data

Refers to inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. prices) or indirectly (i.e. derived from prices). Examples of Level 2 financial instruments include over-the-counter ("OTC") derivatives, corporate and other government bonds, illiquid equities and consumer loans and financing with homogeneous or similar features in the market.

Level 3: Valuation techniques for which significant inputs are not based on observable market data

Refers to instruments where fair value is measured using significant unobservable market data. The valuation technique is consistent with the Level 2. The chosen valuation technique incorporates the Group's and the Company's own assumptions and data. Examples of Level 3 instruments include corporate bonds in illiquid markets, private equity investments and loans and financing priced primarily based on internal credit assessment.

For financial instruments measured at fair value, where available, quoted and observable market prices in an active market or dealer price quotations are used to measure fair value. These include listed equity securities and broker quotes from Bloomberg and Reuters.

Where such quoted and observable market prices are not available, fair values are determined using appropriate valuation techniques, which include the use of mathematical models, such as discounted cash flow models and option pricing models, comparison to similar instruments for which market observable prices exist and other valuation techniques. Valuation techniques used incorporate assumptions regarding discount rates, interest rate yield curves, estimates of future cash flows and other factors.

Changes in these assumptions could materially affect the fair values derived. The Group and the Company generally use widely recognised valuation techniques with market observable inputs for the determination of fair value due to the low complexity of the financial instruments held.

(k) Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount reported in the statements of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the asset and to settle the liability simultaneously. This is not generally the case with master netting agreements and therefore, the related assets and liabilities are presented on a gross basis in the statements of financial position.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(l) Impairment of financial assets

The Group and the Company assess at each reporting date whether there is any objective evidence that a financial asset is impaired.

(i) Trade and other receivables and other financial assets carried at amortised cost

Trade receivables are carried at anticipated realisable values. Impaired accounts are written-off after taking into consideration the realisable values of collaterals, if any, when in the judgment of the management, there is no prospect of recovery.

Individual impairment assessment allowances for receivables are made for accounts which are considered doubtful or which have been classified as impaired, net of interest-in-suspense and after taking into consideration any collateral held by the Group. Collective impairment assessment allowance is made if necessary based on historical loss experience based on a certain percentage of trade receivables (excluding outstanding purchase contracts which are not due for payment), net of individual impairment assessment allowances. When an account is classified as impaired, interest is suspended and is recognised on a cash basis for trade receivables. Interest-in-suspense forms part of the individual impairment assessment allowances.

Other receivables and other financial assets are carried at anticipated realisable values. Impaired accounts are written-off after taking into consideration the realisable values of collaterals, if any, when in the opinion of the management, there is no prospect of recovery. An estimate is made for impairment allowance based on review of all outstanding amounts as at reporting date.

(ii) Unquoted equity securities carried at cost

If there is objective evidence (such as significant adverse changes in the business environment where the issuer operates, probability of insolvency or significant financial difficulties of the issuer) that an impairment loss on financial assets carried at cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the current market rate of return for a similar financial asset. Such impairment losses are not reversed in subsequent periods.

(iii) AFS financial assets

Significant or prolonged decline in fair value below cost, significant financial difficulties of the issuer or obligor, and the disappearance of an active trading market are considerations to determine whether there is objective evidence that investment securities classified as AFS financial assets are impaired.

If an AFS financial asset is impaired, an amount comprising the difference between its cost (net of any principal payment and amortisation) and its current fair value, less any impairment loss previously recognised in profit or loss, is transferred from equity to profit or loss.

Impairment losses on AFS equity investments are not reversed in profit or loss in the subsequent periods. Increase in fair value, if any, subsequent to impairment loss is recognised in other comprehensive income. For AFS debt investments, impairment losses are subsequently reversed in profit or loss if an increase in the fair value of the investment can be objectively related to an event occurring after the recognition of the impairment loss in profit or loss.

(m) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and deposit placements maturing less than one month held for the purpose of meeting short-term commitments, and readily convertible to known amount of cash, which are subject to an insignificant risk of changes in value, and excluding monies held in trust for clients.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(n) Provisions

Provisions are recognised when the Group and the Company have a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic resources will be required to settle the obligation and the amount of the obligation can be estimated reliably.

Provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of economic resources will be required to settle the obligation, the provision is reversed. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

(o) Financial liabilities

Financial liabilities are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability.

Financial liabilities are recognised in the statements of financial position when, and only when, the Group and the Company become a party to the contractual provisions of the financial instrument. Financial liabilities are measured at amortised cost. The Group and the Company do not have any non-derivative financial liabilities designated at fair value through profit or loss. Financial liabilities measured at amortised cost include trade payables and other liabilities.

A financial liability is derecognised when the obligation under the liability is extinguished. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in profit or loss.

(p) Employee benefits

(i) Short-term employee benefits

Wages, salaries, bonuses and social security contributions are recognised as an expense in the year in which the associated services are rendered by employees. Short-term accumulating compensated absences such as paid annual leave are recognised when services are rendered by employees that increase their entitlement to future compensated absences. Short-term non-accumulating compensated absences such as sick leave are recognised when the absences occur.

(ii) Defined contribution plans

The Group and the Company participate in the national pension schemes as defined by the laws of the countries in which it has operations. The companies in the Group make contributions to the Employees Provident Fund in Malaysia, a defined contribution pension scheme. Contributions to defined contribution pension schemes are recognised as an expense in the period in which the related service is performed.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(p) Employee benefits (continued)

(iii) Employee share option plans

Employees of the Group receive remuneration in the form of share options of the holding company as consideration for services rendered. The cost of these equity-settled transactions with employees is measured by reference to the fair value of the options at the date on which the options are granted. This cost is recognised in profit or loss, with a corresponding increase in the employee share option reserve over the vesting period. The cumulative expense recognised at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of options that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in cumulative expense recognised at the beginning and end of that period.

No expense is recognised for options that do not ultimately vest, except for options where vesting is conditional upon a market or non-vesting condition, which are treated as vested irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied. The employee share option reserve is transferred to retained earnings upon expiry of the share options. When the options are exercised, the employee share option reserve is transferred to capital reserve.

(q) Revenue and income recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

(i) Gains or losses on disposal of investments are recognised upon confirmation of transactions by the stockbrokers.

(ii) Unit trust and fund management fees are recognised on an accrual basis.

(iii) Underwriting, advisory, arrangement and placement fees are recognised as and when services are performed.

(iv) Other income earned by the Group are recognised on the following bases:

Dividend income	-	when the right to receive payment is established.
Rental income	-	accrual basis by reference to the agreements entered.
Other interest income	-	on an accrual basis using the effective interest method unless collectability is in doubt, in which case they are recognised on receipt basis.

Revenue of the Group and of the Company comprise interest income, gains or losses on disposal of investments, unit trust and fund management fees, underwriting, advisory, arrangement and placement fees and dividend income.

(r) Foreign currencies

(i) Functional and presentation currency

The individual financial statements of each entity in the Group are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The financial statements are presented in Ringgit Malaysia (RM), which is also the Company's functional currency. All values are rounded to the nearest thousand (RM'000) except when otherwise indicated.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(r) Foreign currencies (continued)

(ii) Foreign currency transactions

Transactions in foreign currencies are measured in the respective functional currencies of the Company and its subsidiaries and are recorded on initial recognition in the functional currencies at exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the reporting date. Non-monetary items denominated in foreign currencies that are measured at historical cost are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items denominated in foreign currencies measured at fair value are translated using the exchange rates at the date when the fair value was determined.

Exchange differences arising on the settlement of monetary items or on translating monetary items at the reporting date are recognised in profit or loss except for exchange differences arising on monetary items that form part of the Group's net investment in foreign operations, which are recognised initially in other comprehensive income and accumulated under foreign currency translation reserve in equity. The foreign currency translation reserve is reclassified from equity to profit or loss of the Group on disposal of the foreign operation.

Exchange differences arising on the translation of non-monetary items carried at fair value are included in profit or loss for the period except for the differences arising on the translation of non-monetary items in respect of which gains and losses are recognised directly in equity. Exchange differences arising from such non-monetary items are also recognised directly in equity.

(iii) Foreign operations

The results and financial position of foreign operations that have a functional currency different from the presentation currency of the consolidated financial statements are translated into RM as follows:

- Assets and liabilities presented are translated at the closing rate prevailing at the reporting date;

- Income and expenses are translated at average exchange rates for the year, which approximates the exchange rates at the dates of the transactions; and

- All resulting exchange differences are taken to the foreign currency translation reserve within equity.

(s) Income tax

(i) Current tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the reporting date.

Current taxes are recognised in profit or loss except to the extent that the tax relates to items recognised outside profit or loss, either in other comprehensive income or directly in equity.

(ii) Deferred tax

Deferred tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(s) Income tax (continued)

(ii) Deferred tax (continued)

Deferred tax liabilities are recognised for all temporary differences, except:

- where the deferred tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised except:

- where the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and

- in respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax assets to be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity and deferred tax arising from a business combination is adjusted against goodwill on acquisition.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(t) Share capital and share issuance expenses

An equity instrument is any contract that evidences a residual interest in the assets of the Group and the Company after deducting all of its liabilities. Ordinary shares are equity instruments.

Ordinary shares are recorded at the proceeds received, net of directly attributable incremental transaction costs. Ordinary shares are classified as equity. Dividends on ordinary shares are recognised in equity in the period in which they are declared.

(u) Significant accounting judgments and estimates

The preparation of the Group's and the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future.

In the process of applying the Group's and the Company's accounting policies, management has made the following judgments, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

(i) Classification of investments

The Group classifies and accounts for its securities portfolio as follows:

- Securities HFT, to be stated at fair value with gain or loss recognised in profit or loss.

- Securities AFS, to be stated at fair value or cost (where fair value cannot be determined with reasonable certainty) less any impairment loss. Fair value gains or losses are recognised in equity and impairment losses are recognised in profit or loss.

- Securities HTM, to be stated at amortised cost, less any impairment losses. Amortisation and impairment losses are recognised in profit or loss.

(ii) Deferred tax assets

Deferred tax assets are recognised for all unused tax losses and unabsorbed capital allowances to the extent that it is probable that taxable profit will be available in the respective entity within the Group against which the losses and capital allowances can be utilised. Significant management judgment, which will be reviewed periodically, is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies.

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

(u) Significant accounting judgments and estimates (continued)

(iii) Provision for ESOS-related costs

The Group and the Company made certain provisions for ESOS-related costs which are calculated using a binomial model. The fair value of equity-settled share options granted is estimated as at the date of grant using the binomial model, taking into account the terms and conditions upon which the options were granted. The following table lists the assumption inputs to the model used:

	As at					
	4 June 2014	6 January 2012	24 August 2009	22 August 2009	7 April 2009	25 January 2009
Share price (RM)	1.030	0.785	0.663	0.525	0.670	0.815
Exercise price (RM)	1.00	1.00	1.00	1.00	1.00	1.00
Expected volatility (%)	24.66	37.26	37.89	38.82	40.00	32.08
Risk free interest rate (%)	3.65	3.20	3.76	3.75	3.67	3.50
Dividend pay out (RM)	0.00	0.00	0.00	0.00	0.00	0.02
Average dividend yield (%)	0.00	0.00	0.00	0.00	0.00	1.50
Historical dividend yield (%)	0.00	2.00	2.00	1.00	1.00	1.00
Expected future dividend yield (%)	1.00	0.00	0.00	0.00	0.00	2.00

Actual volatility in the future may differ from the expected volatility, nonetheless the expected volatility reflects the Group's best estimate of future volatility over the remaining option period.

(iv) Impairment loss of receivables and investments

Based on the Group's assessment, no allowance for impairment loss on receivables were necessary based on the Group's historical loss data.

At the end of the financial year, the Group assessed whether there were any indication that investments may be impaired. Upon indication of impairment, the Group has estimated the recoverable amount of the investments and provided an allowance for impairment loss.

(v) Segment reporting

For management purposes, the Group is organised into operating segments based on their products and services which are independently managed by the respective segment managers responsible for the performance of the respective segments under their charge. The segment managers report directly to the management of the Company who regularly review the segment results in order to allocate resources to the segments and to assess the segment performance. Additional disclosures on each of these segments are shown in Note 33, including the factors used to identify the reportable segments and the measurement basis of segment information.

3. CASH AND SHORT-TERM FUNDS

	Group		Company	
	2015	2014	2015	2014
	RM'000	RM'000	RM'000	RM'000
Cash and balances with banks and other financial institutions	**4,693**	4,873	**299**	75
Money at call and deposit placements maturing within one month	**79,743**	6,250	**63,519**	550
Cash belonging to a fund managed by a subsidiary	**68,097**	19,456	**-**	-
	152,533	30,579	**63,818**	625

4. SECURITIES HFT

	Group	
	2015	2014
	RM'000	RM'000
At fair value		
Quoted shares	**-**	22,392

5. SECURITIES AFS

	Group		Company	
	2015	2014	2015	2014
	RM'000	RM'000	RM'000	RM'000
At fair value				
Quoted shares	**158,657**	152,936	**-**	-
Unit trust funds	**37,959**	45,689	**8,405**	24,631
	196,616	198,625	**8,405**	24,631
Less: (Allowance for)/writeback of impairment loss on securities	**(3,186)**	86	**-**	-
	193,430	198,711	**8,405**	24,631

6. SECURITIES HTM

	Group and Company	
	2015	2014
	RM'000	RM'000
At amortised cost		
Redeemable non-convertible unsecured loan stocks	-	47,750

7. DERIVATIVE FINANCIAL ASSETS

	Group	
	2015	2014
	RM'000	RM'000
Equity related contracts - Options		
- Notional amount	-	25,361
- Fair value	-	2,969
Total fair value of derivative assets	-	2,969

8. LOANS, ADVANCES AND FINANCING

	Group	
	2015	2014
	RM'000	RM'000
Term loans, representing gross loans, advances and financing	**72,000**	44,291
Less: Collective assessment allowance	-	-
Total net loans, advances and financing	**72,000**	44,291

8. LOANS, ADVANCES AND FINANCING (continued)

	Group 2015 RM'000	Group 2014 RM'000
Analysis of gross loans, advances and financing		
(i) By economic purpose		
Investments	**20,000**	-
Working capital	**20,000**	20,000
Others	**32,000**	24,291
Gross loans, advances and financing	**72,000**	44,291
(ii) By interest rate sensitivity		
Fixed rate		
- Share margin financing, term loans, revolving credit and bridging loans	**72,000**	44,291
Gross loans, advances and financing	**72,000**	44,291
(iii) By type of customer		
Domestic business enterprises	**40,000**	20,000
Individuals	**32,000**	24,291
Gross loans, advances and financing	**72,000**	44,291
(iv) Movements in allowance for impairment on loans, advances and financing		
Collective assessment allowance		
Balance at beginning of financial year	**-**	140
Writeback during the year	**-**	(140)
Balance at end of financial year	**-**	-
As % of gross loans, advances and financing less individual assessment allowance	**0.0%**	0.0%

Individual assessment allowance

As at 31 January 2015/2014, there is no individual assessment allowance made as there is no impaired loan during and at the end of the current and previous year.

9. TRADE RECEIVABLES

	Group	
	2015	2014
	RM'000	RM'000
Amount owing by trustees	**1,809**	2,659

10. OTHER ASSETS

	Group		Company	
	2015	2014	2015	2014
	RM'000	RM'000	RM'000	RM'000
Interest receivable	**124**	312	**95**	308
Deposits	**419**	428	**8**	8
Tax recoverable	**460**	477	**335**	335
Other receivable and prepayments	**1,489**	3,302	**352**	1,385
	2,492	4,519	**790**	2,036

11. INVESTMENT IN SUBSIDIARY COMPANIES

	Company	
	2015	**2014**
	RM'000	**RM'000**
Unquoted shares in subsidiaries, at cost	**538,057**	542,526
Less: Subsidiaries dissolved during the year	**-**	(4,469)
Less: Impairment loss		
Balance at beginning of financial year	**(226,530)**	-
Impaired during the year	**(88,570)**	(226,530)
Balance at end of financial year	**(315,100)**	(226,530)
Add/(less) share options movements:		
Balance at beginning of financial year	**44**	52
Lapsed during the year	**(1)**	(8)
Balance at end of financial year	**43**	44
	223,000	311,571

During the financial year, the Company commenced member's voluntary liquidation of six dormant subsidiaries. An interim distribution amounting to RM88,570,000 was declared by these subsidiaries. Consequently, the Company wrote down the cost of investment in these subsidiaries by the same amount.

11. INVESTMENT IN SUBSIDIARY COMPANIES (continued)

The subsidiary companies, all incorporated in Malaysia except as otherwise indicated, are as follows:

Name of Company	Effective Percentage of Ownership 2015 %	2014 %	Principal Activities
Libra Invest Berhad and its subsidiary:	**100**	100	Provision of unit trust and asset management services
- Avenue Asset Management Services (Labuan) Ltd.	**100**	100	Provision of portfolio management services
ECM Libra Holdings Limited and its subsidiaries:	**100**	100	Investment holding
- ECML Ltd (formerly known as ECM Libra Investment Bank Limited)* and its subsidiary:	**100**	100	In Member's Voluntary Liquidation
- ECM Libra Investments Limited (Incorporated in British Virgin Islands)	**100**	100	Investment holding
ECM Libra Capital Sdn. Bhd.	**100**	100	Advising on corporate finance
ECM Libra Partners Sdn. Bhd.	**100**	100	Provision of credit services
ECM Libra Capital Markets Sdn. Bhd.	**100**	100	In Member's Voluntary Liquidation
Avenue Capital Resources Berhad	**100**	100	In Member's Voluntary Liquidation
ECM Libra Securities Sdn. Bhd. and its subsidiaries:	**100**	100	In Member's Voluntary Liquidation
- ECM Libra Securities Nominees (Tempatan) Sdn. Bhd.	**100**	100	In Member's Voluntary Liquidation
- ECM Libra Securities Nominees (Asing) Sdn. Bhd.	**100**	100	In Member's Voluntary Liquidation
Name of Fund			
Libra Strategic Opportunity Fund	**100**	100	Investment activities

* Pursuant to an application made by ECM Libra Investment Bank Limited ("ELIBL"), the Labuan Financial Services Authority granted approval for the surrender of ELIBL's Labuan investment bank license to take effect from 8 May 2014. The Company then changed its name from ELIBL to ECML Ltd, followed by commencement of Member's Voluntary Liquidation.

12. INVESTMENT IN ASSOCIATED COMPANIES

	Group		Company	
	2015	**2014**	**2015**	**2014**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Unquoted shares, outside Malaysia	**-***	-*	**-***	-*
Advances	**7,200**	7,200	**7,200**	7,200
	7,200	7,200	**7,200**	7,200
Quoted shares, outside Malaysia	**-**	43,544	**-**	-
Share of other reserves	**-**	4,281	**-**	-
Share in post-acquisition results	**-**	10,660	**-**	-
	-	58,485	**-**	-
Less: Impairment loss	**-**	(24,167)	**-**	-
	-	34,318	**-**	-
Less:				
Disposed during the year	**-**	(16,284)	**-**	-
Transferred to AFS during the year	**-**	(18,034)	**-**	-
	-	-	**-**	-
Total investment in associated companies	**7,200**	7,200	**7,200**	7,200

* Denotes RM9.

The advances to an associated company is unsecured and interest free.

Details of the associated companies are as follows:

			Effective Percentage of Ownership	
Name of Companies	**Principal activities**	**Year end**	**2015**	**2014**
			%	**%**
Positive Carry Limited (Incorporated in British Virgin Islands)	Investment holding	31 December	**30**	30

During the previous financial year, following the Group's disposal of 21,766,000 shares in ISR Capital Limited ("ISR") and the Group's nominee's resignation from the board of ISR on 30 October 2013, ISR ceased to be an associate of the Group effective from 30 October 2013. The balance of ISR shares were fair valued and reclassified as securities AFS.

12. INVESTMENT IN ASSOCIATED COMPANIES (continued)

The gain arising from the disposal and upon discontinuation of equity method is as follows:

	2014 RM'000
Proceeds from disposal of shares in associated company	24,313
Fair value of remaining shares in associated company as at 30 October 2013	6,991
Amount transferred from reserves to profit or loss upon discontinuation of equity method of the associated company	
- other reserves	4,281
- foreign exchange reserves	2,727
	38,312
Carrying amount of associated company as at 30 October 2013	(34,318)
Gain on disposal of shares in an associated company	3,994

The following amounts represent the assets, liabilities, revenue and expenses of the associate, not adjusted for the proportion of ownership interest held by the Group:

	Group and Company	
	2015 RM'000	**2014 RM'000**
Current assets	**6,891**	7,708
Current liabilities	**(29)**	(22)
Long-term liabilities	**(6,888)**	(7,708)
Net liabilities	**(26)**	(22)
Revenue	**-**	-
Expenses	**(4)**	(5)
Profit before taxation	**(4)**	(5)
Tax credit	**-**	-
Loss for the year	**(4)**	(5)

13. AMOUNT OWING BY/(TO) SUBSIDIARY COMPANIES

	Company	
	2015	**2014**
	RM'000	**RM'000**
Amount owing by subsidiary companies	**70,692**	43,010
Amount owing to subsidiary companies	**(20,865)**	(89,980)

The amounts owing by/(to) subsidiary companies mainly represent payments made on behalf and unsecured advances which are repayable on demand. Amount owing by a subsidiary, ECM Libra Partners Sdn. Bhd. is charged an average interest rate of 5.44% per annum (2014: 5.43%) for the financial year. Other amounts owing by/(to) subsidiary companies are interest free.

14. DEFERRED TAX ASSETS/(LIABILITIES)

	Group	
	2015	**2014**
	RM'000	**RM'000**
At beginning of the financial year	**(300)**	(582)
Recognised in profit or loss (Note 27)		
- Relating to origination and reversal of temporary differences	**135**	267
- Over/(under) provision of deferred tax in prior years	**111**	(46)
	246	221
Recognised in equity	**298**	61
At end of the financial year	**244**	(300)
Presented after appropriate offsetting as follows:		
Deferred tax assets	**244**	-
Deferred tax liabilities	**-**	(300)
	244	(300)

14. DEFERRED TAX ASSETS/(LIABILITIES) (continued)

	Company	
	2015	**2014**
	RM'000	**RM'000**
At beginning of the financial year	**(217)**	(325)
Recognised in profit or loss (Note 27)		
- Relating to origination and reversal of temporary differences	**(69)**	65
- Over/(under) provision of deferred tax in prior years	**19**	(19)
	(50)	46
Recognised in equity	**298**	62
At end of the financial year	**31**	(217)
Presented after appropriate offsetting as follows:		
Deferred tax assets	**31**	-
Deferred tax liabilities	**-**	(217)
	31	(217)

14. DEFERRED TAX ASSETS/(LIABILITIES) (continued)

All movements in deferred tax assets and liabilities have been recognised in profit or loss except for those relating to AFS revaluation reserve, where the movement is recognised in other comprehensive income. The components of deferred tax assets and liabilities as at the end of the financial year are as follows:

	AFS revaluation reserve RM'000	Provisions RM'000	Other temporary difference RM'000	Total RM'000
Group				
2015				
At beginning of the financial year	**(346)**	**383**	**(337)**	**(300)**
Recognised in profit or loss	**-**	**62**	**184**	**246**
Recognised in equity	**298**	**-**	**-**	**298**
At end of the financial year	**(48)**	**445**	**(153)**	**244**
2014				
At beginning of the financial year	(407)	80	(255)	(582)
Recognised in profit or loss	-	303	(82)	221
Recognised in equity	61	-	-	61
At end of the financial year	(346)	383	(337)	(300)
Company				
2015				
At beginning of the financial year	**(345)**	**149**	**(21)**	**(217)**
Recognised in profit or loss	**-**	**(41)**	**(9)**	**(50)**
Recognised in equity	**298**	**-**	**-**	**298**
At end of the financial year	**(47)**	**108**	**(30)**	**31**
2014				
At beginning of the financial year	(407)	80	2	(325)
Recognised in profit or loss	-	69	(23)	46
Recognised in equity	62	-	-	62
At end of the financial year	(345)	149	(21)	(217)

14. DEFERRED TAX ASSETS/(LIABILITIES) (continued)

Deferred tax assets have not been recognised in respect of the following items:

	Group	
	2015	**2014**
	RM'000	**RM'000**
Unused tax losses	**27,955**	33,240
Unutilised capital allowances	**187**	180
	28,142	33,420

Deferred tax assets have not been recognised as there is uncertainty that sufficient taxable profit will be available against which the deductible temporary differences of certain subsidiaries can be utilised.

Unused tax losses of RM23,663,000 and unutilised capital allowances of RM25,000 will not be available for offsetting against future taxable profits as they belong to two subsidiaries which have commenced Member's Voluntary Liquidation during the financial year (Note 11). The balance of unused tax losses of RM4,292,000 and unutilised capital allowances of RM162,000 are available indefinitely for offsetting against future taxable profits of the respective entities within the Group, subject to no substantial change in shareholdings of those entities under the Income Tax Act, 1967 and guidelines issued by the tax authority.

15. PROPERTY, PLANT AND EQUIPMENT

Group	Work-In-Progress	Freehold land and building and office renovation	Furniture and fittings and office equipment	Computers	Motor vehicles	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Cost						
At 1 February 2014	**-**	**25,241**	**1,771**	**3,492**	**1,725**	**32,229**
Additions	**-**	**183**	**28**	**21**	**-**	**232**
Disposals	**-**	**-**	**-**	**-**	**(616)**	**(616)**
At 31 January 2015	**-**	**25,424**	**1,799**	**3,513**	**1,109**	**31,845**
Accumulated depreciation						
At 1 February 2014	**-**	**2,644**	**652**	**2,565**	**1,242**	**7,103**
Charge during the year (Note 23)	**-**	**723**	**158**	**437**	**284**	**1,602**
Disposals	**-**	**-**	**-**	**-**	**(616)**	**(616)**
At 31 January 2015	**-**	**3,367**	**810**	**3,002**	**910**	**8,089**
Net carrying amount						
At 31 January 2015	**-**	**22,057**	**989**	**511**	**199**	**23,756**
Cost						
At 1 February 2013	197	25,411	1,672	2,958	1,905	32,143
Additions	-	98	112	534	-	744
Write-offs	-	-	(12)	-	-	(12)
Disposals	(197)	(268)	(1)	-	(180)	(646)
At 31 January 2014	-	25,241	1,771	3,492	1,725	32,229
Accumulated depreciation						
At 1 February 2013	-	1,989	498	2,187	1,098	5,772
Charge during the year (Note 23)	-	655	154	378	324	1,511
Disposals	-	-	-	-	(180)	(180)
At 31 January 2014	-	2,644	652	2,565	1,242	7,103
Net carrying amount						
At 31 January 2014	-	22,597	1,119	927	483	25,126

15. PROPERTY, PLANT AND EQUIPMENT (continued)

Company	Work-In-Progress	Freehold land and building	Furniture and fittings and office equipment	Computers	Motor vehicles	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
Cost						
At 1 February 2014	**-**	**28,362**	**252**	**26**	**1,710**	**30,350**
Additions	**-**	**147**	**25**	**9**	**-**	**181**
Disposals	**-**	**-**	**-**	**-**	**(616)**	**(616)**
At 31 January 2015	**-**	**28,509**	**277**	**35**	**1,094**	**29,915**
Accumulated depreciation						
At 1 February 2014	**-**	**2,691**	**31**	**16**	**1,227**	**3,965**
Charge during the year (Note 23)	**-**	**652**	**34**	**4**	**284**	**974**
Disposals	**-**	**-**	**-**	**-**	**(616)**	**(616)**
At 31 January 2015	**-**	**3,343**	**65**	**20**	**895**	**4,323**
Net carrying amount						
At 31 January 2015	**-**	**25,166**	**212**	**15**	**199**	**25,592**
Cost						
At 1 February 2013	197	28,597	200	21	1,890	30,905
Additions	-	33	60	5	-	98
Disposal	(197)	(268)	-	-	(180)	(645)
Write-off	-	-	(8)	-	-	(8)
At 31 January 2014	-	28,362	252	26	1,710	30,350
Accumulated depreciation						
At 1 February 2013	-	2,114	9	11	1,084	3,218
Charge during the year (Note 23)	-	577	22	5	323	927
Disposal	-	-	-	-	(180)	(180)
At 31 January 2014	-	2,691	31	16	1,227	3,965
Net carrying amount						
At 31 January 2014	-	25,671	221	10	483	26,385

16. TRADE PAYABLES

	Group	
	2015	2014
	RM'000	RM'000
Amount owing to trustees	**1,055**	1,615

17. OTHER LIABILITIES

	Group		Company	
	2015	2014	2015	2014
	RM'000	RM'000	RM'000	RM'000
Accruals and deposits received	**2,887**	2,001	**844**	430
Other payables	**983**	1,933	**892**	1,529
	3,870	3,934	**1,736**	1,959

18. SHARE CAPITAL

	Number of ordinary shares of RM1 each		Amount	
	2015	2014	2015	2014
Group and Company	units '000	units '000	RM'000	RM'000
Authorised:				
At beginning/end of year	**1,500,000**	1,500,000	**1,500,000**	1,500,000
Issued and fully paid-up:				
At beginning of year	**268,222**	828,819	**268,222**	828,819
Capital repayment (Note (b))	**-**	(560,597)	**-**	(560,597)
At end of year	**268,222**	268,222	**268,222**	268,222

18. SHARE CAPITAL (continued)

(a) ESOS

The Company's ESOS is governed by the by-laws approved by the shareholders at an Extraordinary General Meeting held on 1 December 2005. The ESOS was established on 1 December 2005 and will be in force for a period of ten (10) years.

The main features of the ESOS are, inter alia, as follows:

(i) The eligibility of an employee or director of the Group to participate in the ESOS shall be at the discretion of the Options Committee. The Options Committee may from time to time at its discretion select and identify suitable eligible employees to be offered options. The maximum allowable allotments for the directors had been approved by the shareholders of the Company in a general meeting.

(ii) The aggregate number of shares to be issued under the ESOS shall not exceed 15% of the total issued and paid-up ordinary share capital of the Company for the time being.

(iii) The option price shall not be at a discount of more than ten percent (10%) (or such discount as the relevant authorities shall permit) from the 5-day weighted average market price of the shares of the Company preceding the date of offer and shall in no event be less than the par value of the shares of the Company of RM1.00.

(iv) An option holder may, in a particular year, exercise up to such maximum number of shares in the option certificate as determined by the Options Committee or as specified in the option certificate.

As at 31 January 2015, there has not been issuance of new shares arising from the exercise of options pursuant to the ESOS.

A summary of the movements in the number of ESOS granted to employees and directors of the Group are as follows:

	Number of share options	
	2015	**2014**
	units '000	**units '000**
At 1 February 2014/2013	**19,245**	59,700
Effect of Share Split and Share Consolidation (Note 18(b))	**-**	(40,359)
	19,245	19,341
Granted	**605**	-
Lapsed	**(2)**	(96)
At 31 January	**19,848**	19,245
Exercisable as at 31 January	**19,848**	19,245
Exercise price	**RM1.00**	RM1.00

18. SHARE CAPITAL (continued)

(a) ESOS (continued)

The aggregate number of options granted to the directors at the beginning of the financial year was 18,986,400. 605,600 options were granted during the financial year increasing the aggregate number of options to 19,592,000 which remained outstanding at the end of the financial year. In accordance with the by-laws of the ESOS, the aggregate maximum allocation of options to the directors and senior management is 50%. The actual percentage of options granted to the directors and senior management at the commencement of the scheme was 50% whilst during the financial year was 49%.

There were no options exercised by the non-executive directors during the financial year.

(b) Capital repayment

Pursuant to the disposal of its entire equity interest in ECM Libra Investment Bank Berhad to Kenanga Investment Bank Berhad ("Disposal") in 2012, the Company undertook a capital restructuring exercise as follows:

(i) Capital repayment to its shareholders comprising a total of RM442,647,000 in cash, 120,000,000 K & N Kenanga Holdings Berhad ("KNKH") shares valued at RM70,200,000 and RM47,750,000 Redeemable Non-convertible Unsecured Loan Stock ("RULS") issued by KNKH via a reduction of the par value of the existing shares of the Company, in accordance with Section 64 of the Companies Act, 1965 ("Capital Repayment");

(ii) Share split involving the subdivision of its shares after the Capital Repayment, to facilitate the Share Consolidation (as defined below) ("Share Split"); and

(iii) Consolidation of the Company's shares after the Share Split resulting in the Company having a reduced issued and paid-up share capital taking into account the Disposal and the Capital Repayment ("Share Consolidation"),

The Capital Repayment exercise was completed on 4 April 2013.

19. RESERVES

		Group		Company	
		2015	2014	2015	2014
	Note	RM'000	RM'000	RM'000	RM'000
Non-distributable:					
Foreign currency translation reserve		**(4,816)**	(5,007)	**-**	-
Equity compensation reserve	(a)	**2,789**	2,737	**2,789**	2,737
AFS revaluation reserve	(b)	**58,116**	18,244	**147**	1,041
General reserve		**159**	159	**-**	-
Capital redemption reserve		**2,083**	2,083	**2,083**	2,083
Distributable:					
Retained profits	(c)	**121,894**	93,664	**103,659**	96,835
		180,225	111,880	**108,678**	102,696

(a) Equity compensation reserve arose from the granting of share options to directors of the Company and management personnel of the Group.

(b) AFS revaluation reserve represents unrealised gains or losses arising from changes in fair values of securities classified as AFS.

(c) The Company may distribute dividends out of its entire retained profits under the single-tier system.

20. INTEREST INCOME

	Group		Company	
	2015	2014	2015	2014
	RM'000	RM'000	RM'000	RM'000
Loans and advances	**4,222**	824	**-**	-
Short-term funds and deposits with financial institutions	**2,362**	1,192	**314**	191
Securities HTM	**2,054**	2,388	**2,054**	2,388
Amount due from subsidiaries	**-**	-	**3,056**	635
	8,638	4,404	**5,424**	3,214

21. NON-INTEREST INCOME

	Group		Company	
	2015	**2014**	**2015**	**2014**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Fee income				
- Fees on loans and advances	**576**	912	**576**	912
- Portfolio management fees	**11,017**	10,950	**-**	-
- Other fee income	**1,794**	3,744	**550**	1,310
	13,387	15,606	**1,126**	2,222
Investment and trading income				
Net gain/(loss) arising from securities HFT				
- Realised gain on disposal	**9,846**	-	**-**	-
- Unrealised loss on revaluation	**-**	(2,597)	**-**	-
	9,846	(2,597)	**-**	-
Net gain arising from securities AFS				
- Net gain on disposal	**4,437**	2,855	**4,437**	2,851
- Income distribution from unit trust fund	**242**	117	**242**	117
	4,679	2,972	**4,679**	2,968
Net (loss)/gain arising from derivatives				
- Realised loss on disposal	**(9,846)**	-	**-**	-
- Unrealised gain on revaluation	**-**	2,606	**-**	-
	(9,846)	2,606	**-**	-
Income generated by a fund managed by a subsidiary				
Net gain arising from securities AFS				
- Net gain on disposal	**19,317**	1,758	**-**	-
- Gross dividend income	**1,544**	3,257	**-**	-
	20,861	5,015	**-**	-
Total non-interest income	**38,927**	23,602	**5,805**	5,190

22. OTHER NON-OPERATING INCOME

	Group		Company	
	2015	**2014**	**2015**	**2014**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Rental income	**1,369**	1,390	**1,886**	1,945
Gain on disposal of property, plant and equipment	**-**	180	**-**	180
Loss on foreign exchange transactions, net	**(108)**	(659)	**-**	-
Others	**274**	77	**274**	242
	1,535	988	**2,160**	2,367

23. OPERATING EXPENSES

	Group		Company	
	2015	**2014**	**2015**	**2014**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Personnel expenses				
Salaries, allowance and bonus	**8,330**	8,879	**1,825**	2,117
Contributions to defined contribution plan	**940**	982	**228**	207
Cost arising from ESOS	**52**	(24)	**53**	(16)
Other personnel costs	**945**	556	**389**	52
	10,267	10,393	**2,495**	2,360
Establishment costs				
Depreciation of property, plant and equipment (Note 15)	**1,602**	1,511	**974**	927
Property, plant and equipment written-off	**-**	12	**-**	8
Rental of premises	**151**	179	**-**	3
Other establishment costs	**59**	67	**-**	-
	1,812	1,769	**974**	938
Marketing and communication expenses				
Advertising expenses	**43**	7	**8**	-
Entertainment	**63**	167	**27**	72
Other marketing expenses	**478**	457	**-**	-
	584	631	**35**	72

23. OPERATING EXPENSES (continued)

	Group		Company	
	2015	2014	2015	2014
	RM'000	RM'000	RM'000	RM'000
Administrative and general expenses				
Auditors' remuneration				
- statutory audit	**105**	104	**48**	46
- overprovision in prior year	**-**	(10)	**-**	(10)
- regulatory-related services	**5**	5	**5**	5
- other services	**121**	27	**-**	27
Building maintenance expenses	**924**	874	**924**	874
Electricity and water charges	**79**	60	**-**	-
Insurance, postages and courier	**145**	213	**82**	160
Legal and professional fees	**307**	507	**82**	282
Printing and stationery	**110**	156	**49**	85
Rental of network and telecommunication expenses	**203**	302	**91**	70
Travelling and accommodation	**116**	258	**69**	213
Others	**1,457**	1,691	**765**	753
	3,572	4,187	**2,115**	2,505
Total operating expenses	**16,235**	16,980	**5,619**	5,875

Included in the operating expenses are directors' remuneration of RM369,000 (2014: RM388,000) of the Group and RM313,000 (2014: RM330,000) of the Company.

24. DIRECTORS' REMUNERATION

	Group		Company	
	2015	2014	2015	2014
	RM'000	RM'000	RM'000	RM'000
Non-executive directors:				
Fees	**308**	317	**268**	277
Other remuneration	**61**	71	**45**	53
	369	388	**313**	330

24. DIRECTORS' REMUNERATION (continued)

The total remuneration of the directors of the Company for the financial year fall within the following bands:

	Number of directors	
	2015	**2014**
Non-executive directors:		
Below RM50,001	**2**	4
RM50,001 to RM100,000	**4**	4

25. (ALLOWANCE FOR)/WRITEBACK OF IMPAIRMENT ON SECURITIES

	Group		Company	
	2015	**2014**	**2015**	**2014**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Writeback of impairment during the financial year	**-**	243	**-**	243
Allowance for impairment during the financial year	**(3,186)**	(3,262)	**-**	-
	(3,186)	(3,019)	**-**	243

26. WRITEBACK OF ALLOWANCE FOR IMPAIRMENT ON LOANS, ADVANCES AND FINANCING

	Group	
	2015	**2014**
	RM'000	**RM'000**
Collective assessment allowance		
- Writeback made during the financial year (Note 8(iv))	**-**	(140)

27. INCOME TAX EXPENSE

	Group		Company	
	2015	**2014**	**2015**	**2014**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Income tax:				
- Current year's provision	**1,683**	2,176	**979**	986
- Under/(over) provision of tax in prior years	**12**	545	**(83)**	612
	1,695	2,721	**896**	1,598
Deferred taxation (Note 14):				
- Relating to origination and reversal of temporary differences	**(135)**	(267)	**69**	(65)
- Under/(over) provision of deferred tax in prior years	**(111)**	46	**(19)**	19
	(246)	(221)	**50**	(46)
	1,449	2,500	**946**	1,552

Income tax is calculated at the Malaysian statutory tax rate of 25% (2014: 25%) of the estimated assessable profit for the year. The statutory tax rate will be reduced to 24% from the current year's tax rate of 25% effective year of assessment 2016.

A reconciliation of income tax expense applicable to profit before taxation at the statutory income tax rate to income tax expense at the effective income tax rate of the Group and of the Company is as follows:

	Group		Company	
	2015	**2014**	**2015**	**2014**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Profit before taxation:	**29,679**	14,787	**7,770**	5,139
Tax at Malaysian statutory rate of 25% (2014: 25%)	**7,420**	3,697	**1,943**	1,285
Tax effects of:				
Non-allowable expenses	**1,276**	1,537	**214**	454
Non-taxable income	**(7,148)**	(3,325)	**(1,109)**	(818)
Under/(over) provision in prior years				
- tax expenses	**12**	545	**(83)**	612
- deferred tax	**(111)**	46	**(19)**	19
	1,449	2,500	**946**	1,552

28. EARNINGS PER ORDINARY SHARE

The basic and diluted earnings per ordinary share is calculated by dividing the Group's profit after taxation of RM28,230,000 (2014: RM12,287,000) by the weighted average number of ordinary shares in issue during the year of 268,222,091 (2014: 309,690,910).

For the financial year ended 31 January 2015, diluted earnings per ordinary share is calculated by dividing the Group's profit after taxation of RM28,230,000 by the weighted average number of ordinary shares outstanding after adjustment for the effects in all dilutive potential ordinary shares in issue during the year of 287,866,792.

For the previous financial year ended 31 January 2014, outstanding ESOS options have been excluded from the computation of fully diluted earnings per RM1.00 ordinary share as their conversion to ordinary shares would be anti-dilutive.

29. DIVIDENDS

The directors do not propose any dividend for the current financial year ended 31 January 2015.

30. COMMITMENTS

	Group	
	2015	**2014**
	RM'000	**RM'000**
Commitments		
Approved and contracted for:		
Purchase of property, plant and equipment	**382**	821

31. SIGNIFICANT RELATED PARTY TRANSACTIONS

(a) Related parties and relationships

The related parties of, and their relationship (other than those disclosed in Note 11 and Note 12 to the financial statements) with the Group and the Company are as follows:

Relationship	**Related parties**
Key management personnel	All directors of the Company and members of management committee who make critical decisions in relation to the strategic direction of the Group and of the Company.
Related parties of key management personnel (deemed as related to the Group)	Close family members and dependants of key management personnel and entities that are controlled or significantly influenced by, or for which significant voting power in such entity reside with, directly, or indirectly by key management personnel or its close family members.

31. SIGNIFICANT RELATED PARTY TRANSACTIONS (continued)

(b) Significant related party transactions and balances

In addition to the transactions detailed elsewhere in the financial statements, set out below are the Group's and the Company's other significant related party transactions and balances:

	Group		Company	
	2015	**2014**	**2015**	**2014**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Income				
Interest income from:				
- subsidiaries	**-**	-	**3,056**	635
Rental income from a related party	**129**	120	**129**	120
Rental income from a subsidiary	**-**	-	**517**	555
Management fee from directors	**22**	11	**-**	-

The directors of the Company are of the opinion that the above transactions had been entered into in the normal course of business and had been established under terms that are no less favourable than those arranged with independent third parties.

(c) Compensation of key management personnel

The remuneration of directors and other members of key management for the year was as follows:

	Group		Company	
	2015	**2014**	**2015**	**2014**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Fees and meeting allowances	**369**	388	**313**	330
Short-term employee benefits	**3,107**	2,920	**1,351**	1,346
Defined contribution plan	**453**	426	**203**	202
Share-based payment	**53**	-	**53**	-
	3,982	3,734	**1,920**	1,878

31. SIGNIFICANT RELATED PARTY TRANSACTIONS (continued)

(c) Compensation of key management personnel (continued)

Included in the total compensation of directors and key management personnel are:

	Group		Company	
	2015	2014	2015	2014
	RM'000	RM'000	RM'000	RM'000
Directors' remuneration (Note 24)	**369**	388	**313**	330

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Overview

The Group is exposed to a variety of financial risks, which include credit risk, market risk and liquidity risk mainly through the activities of its subsidiaries, Libra Invest Berhad ("LIB") and ECM Libra Partners Sdn. Bhd. ("ELP").

The Board of Directors is responsible for managing the Group's financial risks and has appointed the Board Audit and Risk Management Committee ("BARMC") to oversee the effectiveness of the Group risk management policies and processes.

The Group's overall risk management is carried out through internal control processes and is being separately set out below to reflect the substantial component of the Group's financial risks.

Credit risk

Credit risk is the potential loss of revenue as a result of failure by the borrowers or counterparties to meet their contractual financial obligations. The Group's exposure to credit risk is primarily from its lending activities, and credit risk is the risk of loss arising from the actual or perceived declining credit quality and actual default of an obligor, counterparty or customers. The Group manages the credit risk by undertaking credit evaluation to minimise such risk.

(a) Risk management approach

(i) Lending to individuals

The credit granting to individuals is individually underwritten, which amongst others, includes the assessment of the historical repayment track record, the current repayment capacity of the customer and types of facilities including the collaterals offered. The credit approving authority has the responsibility to ensure that credit risk is properly assessed and all crucial credit information of the customer, facility type and collaterals offered are included in the loan application.

(ii) Lending to corporate customers

Credit granting to corporate customers is individually underwritten. Credit officers identify and assess the credit risks of the corporate customers, taking into consideration their financial and business profiles, industry and economic factors, or other credit support.

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

(a) Risk management approach (continued)

(iii) Placements with licensed financial institutions

Credit risk arising from placements of deposits in licensed financial institutions is managed by ensuring the Group will only place deposits in reputable licensed financial institutions.

(iv) Counterparty credit risk on derivative financial instruments

Credit risk arises from the possibility that a counterparty may be unable to meet the terms of a contract in which the Group has a gain in a contract.

There have been no changes since the end of the previous financial year in respect of the following:

(i) the types of derivative financial contracts entered into and the rationale for entering into such contracts, as well as the expected benefits accruing from these contracts;

(ii) the risk management policies in place for mitigating and controlling the risks associated with these financial derivative contracts; and

(iii) the related accounting policies.

As at 31 January 2015, the amount of credit risk in the Group, measured in terms of the cost to replace the profitable contracts was RM Nil (2014: RM25,361,000). This amount will increase or decrease over the life of the contracts, mainly as a function of maturity dates and market rates or prices. Derivative financial instruments at their contractual and fair value amounts are as follows:

	2015		2014	
Group	**Notional amount**	**Fair value**	**Notional amount**	**Fair value**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Equity related contracts, options purchased and embedded derivatives	-	-	25,361	2,969

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

(b) Credit quality of gross loans and advances

All loans and financing are secured by collaterals in cash, shares or properties.

Gross loans, advances and financing are analysed as follows:

	Group	
	2015	**2014**
	RM'000	**RM'000**
Neither past due nor impaired	**72,000**	44,291

(i) Neither past due nor impaired

Gross loans, advances and financing which are neither past due nor impaired are analysed as follows:

	Group	
	2015	**2014**
	RM'000	**RM'000**
Retail loans/financing	**32,000**	24,291
Corporate loans/financing	**40,000**	20,000
	72,000	44,291

Other analysis of gross loans are disclosed in Note 8.

(ii) Past due but not impaired

Past due but not impaired loans are loans where the customer has failed to make a principal or interest payment when contractually due, and includes loans, advances and financing which are due one or more days after the contractual due date but less than three (3) months.

As at 31 January 2015/2014, there were no balances which are past due but not impaired.

(iii) Impaired loans

For all loans that are considered individually significant, the Group assesses on a case-by-case basis at each reporting date whether there is any objective evidence that a loan is impaired. The criteria that the Group use to determine that there is objective evidence of impairment include:

(A) the principal or interest or both is past due for more than 90 days or 3 months;

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

(b) Credit quality of gross loans and advances (continued)

(iii) Impaired loans (continued)

(B) the amount is past due or the outstanding amount has been in excess of the approved limit for 90 days or 3 months or less, whereby the facility or borrower exhibits credit quality weaknesses arising from the Group's internal credit assessment;

(C) for loan facilities with repayments of principal or interest or both that is scheduled on intervals of 3 months or longer, the loan is classified as impaired as soon as a default occurs unless there are strong mitigating factors. However, should the facility remains past due for a further 90 days or 3 months, the loan and financing is immediately classified as impaired.

As at 31 January 2015/2014, there were no impaired loans.

(iv) Rescheduled/restructured loans, advances and financing

Rescheduled/restructured loans and financing include extended payment arrangements, and the modification and deferral of payments.

At 31 January 2015/2014, there were no restructured loans.

(v) The credit risk of financial asset of the Group is mitigated by the collaterals held against the financial asset.

No loans, advances and financing were subject to individual assessment impairment review as at the current and previous financial year end. The collateral mitigates credit risk and would reduce the extent of impairment allowance for the asset subject to impairment review.

(vi) Repossessed collateral

These are assets obtained by taking possession of collateral held as security against loans, advances and financing.

Repossessed collaterals are sold as soon as practicable. Repossessed collaterals are recognised in other assets on the statement of financial position. As at 31 January 2015/2014, there was no repossessed collateral.

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

(c) Credit quality of financial assets

Set out below are analysis of rated financial assets analysed by ratings from external credit ratings agencies:

	Financial Assets		Financial Investments					
	Placements with financial institutions*	Loans, advances and financing	HFT	AFS	HTM	Derivatives	Trade receivables	
Group	At amortised cost	At amortised cost	At fair value	At fair value	At amortised cost	At fair value	At amortised cost	Total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
2015								
AAA	**24,658**	-	-	-	-	-	-	**24,658**
AA+ to AA-	**47,711**	-	-	-	-	-	-	**47,711**
A+ to A-	**80,162**	-	-	-	-	-	-	**80,162**
Not rated	**2**	**72,000**	-	**193,430**	-	-	**1,809**	**267,241**
	152,533	**72,000**	-	**193,430**	-	-	**1,809**	**419,772**
2014								
AAA	23,872	-	-	-	-	-	-	23,872
AA+ to AA-	47	-	-	-	-	-	-	47
A+ to A-	6,658	-	-	-	-	-	-	6,658
Not rated	2	44,291	22,392	198,711	47,750	2,969	2,659	318,774
	30,579	44,291	22,392	198,711	47,750	2,969	2,659	349,351

* Comprises money at call and deposits placed.

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Credit risk (continued)

(c) Credit quality of financial assets (continued)

Company	Financial Assets: Placement with financial institutions* At amortised cost RM'000	Financial Assets: Loans, advances and financing At amortised cost RM'000	Financial Investments: HFT At fair value RM'000	Financial Investments: AFS At fair value RM'000	Financial Investments: HTM At amortised cost RM'000	Financial Investments: Derivatives At fair value RM'000	Total RM'000
2015							
AAA	**297**	**-**	**-**	**-**	**-**	**-**	**297**
AA+ to AA-	**-**	**-**	**-**	**-**	**-**	**-**	**-**
A+ to A-	**63,520**	**-**	**-**	**-**	**-**	**-**	**63,520**
Not rated	**1**	**70,692**	**-**	**8,405**	**-**	**-**	**79,098**
	63,818	**70,692**	**-**	**8,405**	**-**	**-**	**142,915**
2014							
AAA	75	-	-	-	-	-	75
AA+ to AA-	-	-	-	-	-	-	-
A+ to A-	550	-	-	-	-	-	550
Not rated	-	43,010	-	24,631	47,750	-	115,391
	625	43,010	-	24,631	47,750	-	116,016

* Comprises money at call and deposits placed.

The ratings shown for money market instruments (e.g. negotiable instruments of deposit) are based on the ratings assigned to the respective financial institution issuing the financial instruments.

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Market risk

Market risk is the risk of losses in on and off-balance sheet positions arising from movements in market prices. Market risk is the risk that the Group's earnings and capital, or its ability to meet its business objectives, will be adversely affected by movements in market rates or prices such as interest rates, foreign exchange rates, equity prices and/or credit spreads.

(a) Equity risk

Market risk on equities is the potential loss in the value of the investment in shares and interest-in-shares due to the changes in market price.

The Group through the fund managers of LIB monitors and manages equity risk exposure via regular stock review and portfolio rebalancing.

A 10% (2014: 10%) strengthening in FTSE Bursa Malaysia KLCI ("FBMKLCI") at the end of the reporting period with all other variables held constant and assuming the Group's equity investments moved in correlation with the FBMKLCI, would have increased the Group's equity by RM18,503,000 (2014: RM18,637,000) for equity investments classified as AFS. A 10% (2014: 10%) weakening in FBMKLCI would have had an equal but opposite effect on equity.

(b) Interest rate risk ("IRR")

IRR arises from the effects of fluctuations in the prevailing levels of market interest rates on the fair value of financial assets and liabilities.

The Group and the Company's exposure to IRR is mainly confined to short-term placements with financial institutions. The Group and the Company mitigates IRR exposure by way of maintaining deposits on short-term basis. The Company is also exposed to IRR through loans to a subsidiary.

A 25 basis point increase in interest rates based on currently observable market environment with all other variables held constant, would have the following effect on the Group and the Company's profit after tax and equity:

	Group		Company	
	2015	**2014**	**2015**	**2014**
	RM'000	**RM'000**	**RM'000**	**RM'000**
Increase in profit after tax	**150**	48	**251**	80

An equivalent decrease in interest rates shown above would result in an equivalent, but opposite impact. The projection assumes a constant financial position and that all positions run to maturity.

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk

Liquidity risk is the risk that the Group is unable to maintain sufficient liquid assets to meet its financial commitments and obligations when they fall due or securing the funding requirements at excessive cost.

Liquidity risk is managed on a projected cash flow basis and funds management includes the maintenance of a portfolio of highly liquid assets that can be easily liquidated as buffer against any unforeseen interruption to cash flow.

The following tables show the contractual undiscounted cash flows payable for financial liabilities and off-balance sheet commitments by remaining contractual maturities. The contractual maturity profile does not necessarily reflect the behavioural cash flows.

Group	Up to 7 days RM'000	> 7 days - 1 month RM'000	> 1 - 3 months RM'000	> 3 - 6 months RM'000	> 6 - 12 months RM'000	> 1 year RM'000	No specific maturity RM'000	Total RM'000
2015								
Trade payables	**1,055**	**-**	**-**	**-**	**-**	**-**	**-**	**1,055**
Accruals	**48**	**376**	**243**	**1,875**	**345**	**-**	**-**	**2,887**
Other payables	**-**	**45**	**173**	**8**	**92**	**757**	**-**	**1,075**
Total liabilities	**1,103**	**421**	**416**	**1,883**	**437**	**757**	**-**	**5,017**
Total off-balance sheet items	**-**	**-**	**-**	**-**	**382**	**-**	**-**	**382**
Total liabilities and off-balance sheet items	**1,103**	**421**	**416**	**1,883**	**819**	**757**	**-**	**5,399**
2014								
Trade payables	1,615	-	-	-	-	-	-	1,615
Accruals	201	77	234	1,314	175	-	-	2,001
Other payables	2	322	80	692	159	678	545	2,478
Total liabilities	1,818	399	314	2,006	334	678	545	6,094
Total off-balance sheet items	-	-	-	-	821	-	-	821
Total liabilities and off-balance sheet items	1,818	399	314	2,006	1,155	678	545	6,915

32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

Company	Up to 7 days RM'000	> 7 days - 1 month RM'000	> 1 - 3 months RM'000	> 3 - 6 months RM'000	> 6 - 12 months RM'000	> 1 year RM'000	No specific maturity RM'000	Total RM'000
2015								
Accruals	**-**	**376**	**-**	**405**	**63**	**-**	**-**	**844**
Other payables	**-**	**-**	**173**	**8**	**27**	**711**	**-**	**919**
Total liabilities	**-**	**376**	**173**	**413**	**90**	**711**	**-**	**1,763**
Total off-balance sheet items	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Total liabilities and off-balance sheet items	**-**	**376**	**173**	**413**	**90**	**711**	**-**	**1,763**
2014								
Accruals	-	76	-	300	54	-	-	430
Other payables	-	237	80	531	137	678	-	1,663
Total liabilities	-	313	80	831	191	678	-	2,093
Total off-balance sheet items	-	-	-	-	-	-	-	-
Total liabilities and off-balance sheet items	-	313	80	831	191	678	-	2,093

33. SEGMENTAL REPORTING

Business segments

The Group determines and presents operating segments based on the information provided to senior management of the Group.

The Group's reportable operating segments are identified based on business units which are engaged in providing different services and products, as follows:

(a) Investment holding and capital market operations - general investments and capital market related operations.

(b) Fund management - unit trust funds and asset management.

(c) Fund managed by Libra Invest Berhad ("LIB") - a unit trust fund.

(d) Corporate advisory and structured financing - corporate advisory, structured lending and financial services related activities.

33. SEGMENTAL REPORTING (continued)

Business segments (continued)

Group	Investment holding and capital market operations RM'000	Fund management RM'000	Fund managed by LIB RM'000	Corporate advisory and structured financing RM'000	Inter-segment elimination RM'000	Group total RM'000
2015						
Revenue from external customers	**7,845**	**11,706**	**22,448**	**5,566**	**-**	**47,565**
Inter-segment revenue	**-**	**238**	**-**	**-**	**(238)**	**-**
	7,845	**11,944**	**22,448**	**5,566**	**(238)**	**47,565**
Net interest income	**2,590**	**238**	**1,588**	**4,222**	**-**	**8,638**
Non-interest income	**5,255**	**11,706**	**20,860**	**1,344**	**(238)**	**38,927**
Other non-operating income	**1,583**	**(48)**	**-**	**-**	**-**	**1,535**
Net income	**9,428**	**11,896**	**22,448**	**5,566**	**(238)**	**49,100**
Operating expenses	**(5,690)**	**(10,301)**	**(432)**	**(50)**	**238**	**(16,235)**
Operating profit	**3,738**	**1,595**	**22,016**	**5,516**	**-**	**32,865**
Allowance for impairment on securities	**(3,186)**	**-**	**-**	**-**	**-**	**(3,186)**
Profit before tax	**552**	**1,595**	**22,016**	**5,516**	**-**	**29,679**
Segment assets	**103,977**	**16,845**	**252,717**	**72,725**	**-**	**446,264**
Investment in associated companies						**7,200**
Total assets						**453,464**

33. SEGMENTAL REPORTING (continued)

Business segments (continued)

Group	Investment holding and capital market operations	Fund management	Fund managed by LIB	Corporate advisory and structured financing	Inter-segment elimination	Group total
	RM'000	RM'000	RM'000	RM'000	RM'000	RM'000
2014						
Revenue from external customers	6,677	11,559	5,648	4,122	-	28,006
Inter-segment revenue	-	186	-	-	(186)	-
	6,677	11,745	5,648	4,122	(186)	28,006
Net interest income	2,777	170	633	824	-	4,404
Non-interest income	3,900	11,389	5,015	3,298	-	23,602
Other non-operating income	988	-	-	-	-	988
Net income	7,665	11,559	5,648	4,122	-	28,994
Operating expenses	(6,067)	(10,525)	(327)	(61)	-	(16,980)
Operating profit	1,598	1,034	5,321	4,061	-	12,014
Writeback of impairment on loans, advances and financing	-	-	-	140	-	140
Allowance for impairment on securities	(3,019)	-	-	-	-	(3,019)
(Loss)/profit by segments	(1,421)	1,034	5,321	4,201	-	9,135
Share of profit of an associated company						1,658
Gain on disposal of shares in an associated company and discontinuation of equity method						3,994
Profit before tax						14,787
Segment assets	128,177	16,159	189,936	44,724	-	378,996
Investment in associated companies						7,200
Total assets						386,196

34. FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES

This note provides fair value measurement information for both financial instruments and non-financial assets and liabilities and is structured as follows:

(a) Valuation principles;
(b) Valuation techniques;
(c) Fair value measurements and classification within the fair value hierarchy;
(d) Movements of Level 3 instruments;
(e) Sensitivity of fair value measurements to changes in unobservable input assumptions; and
(f) Financial instruments not measured at fair value.

(a) Valuation principles

Fair value is defined as the price that would be received for the sale of an asset or paid to transfer a liability in an orderly transaction between market participants in the principal or most advantageous market as of the measurement date. The Group and the Company determine the fair value by reference to quoted prices in active markets or by using valuation techniques based on observable inputs or unobservable inputs. Management judgment is exercised in the selection and application of appropriate parameters, assumptions and modelling techniques where some or all of the parameter inputs are not observable in deriving fair value. The Group has also established a framework and policies that provide guidance concerning the practical considerations, principles and analytical approaches for the establishment of prudent valuation for financial instruments measured at fair value.

Valuation adjustment is also an integral part of the valuation process. Valuation adjustment is to reflect the uncertainty in valuations generally for products that are less standardised, less frequently traded and more complex in nature. In making a valuation adjustment, the Group and the Company follow methodologies that consider factors such as bid-offer spread, unobservable prices/inputs in the market and uncertainties in the assumptions/parameters.

The Group and the Company continuously enhance their design, validation methodologies and processes to ensure the valuations are reflective. The valuation models are validated both internally and externally, with periodic reviews to ensure the model remains suitable for their intended use.

For disclosure purposes, the level in the hierarchy within which the instruments is classified in its entirety is based on the lowest level input that is significant to the position's fair value measurements:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets and liabilities

  Refers to instruments which are regarded as quoted in an active market if quoted prices are readily and regularly available from an exchange, and those prices which represent actual and regularly occurring market transactions in an arm's length basis. Such financial instruments include actively traded government securities, listed derivatives and cash products traded on exchange.

- Level 2: Valuation techniques for which all significant inputs are, or are based on, observable market data

  Refers to inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. prices) or indirectly (i.e. derived from prices). Examples of Level 2 financial instruments include over-the-counter ("OTC") derivatives, corporate and other government bonds, illiquid equities and consumer loans and financing with homogeneous or similar features in the market.

- Level 3: Valuation techniques for which significant inputs are not based on observable market data

  Refers to instruments where fair value is measured using significant unobservable market data. The valuation technique is consistent with the Level 2. The chosen valuation technique incorporates the Group's and the Company's own assumptions and data. Examples of Level 3 instruments include corporate bonds in illiquid markets, private equity investments and loans and financing priced primarily based on internal credit assessment.

34. FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES (continued)

(b) Valuation techniques

The valuation techniques used for both financial instruments and non-financial assets and liabilities that are not determined by reference to quoted prices (Level 1) are described below:

Derivatives, loans and financing and financial liabilities

The fair values of the Group's and the Company's derivative instruments, loans and financing and financial liabilities are derived using discounted cash flows analysis, option pricing and benchmarking models.

Financial assets designated at fair value through profit or loss, HFT financial assets, AFS financial assets and HTM financial assets

The fair values of financial assets and financial investments are determined by reference to prices quoted by independent data providers and independent broker quotations.

Certain AFS financial assets were fair valued based on management's own internal assessment and the fair value is classified under Level 3 of the fair value hierarchy.

(c) Fair value measurements and classification within the fair value hierarchy

The classification in the fair value hierarchy of the Group's and the Company's financial and non-financial assets measured at fair value is summarized in the table below:

Group	**Level 1 RM'000**	**Level 2 RM'000**	**Level 3 RM'000**	**Total RM'000**
2015				
AFS financial assets				
- Non-money market instruments	**155,058**	**37,959**	**413**	**193,430**
Total financial assets measured at fair value	**155,058**	**37,959**	**413**	**193,430**
2014				
HFT financial assets				
- Non-money market instruments	22,392	-	-	22,392
AFS financial assets				
- Non-money market instruments	149,424	45,775	3,512	198,711
Derivative assets				
- Non-money market instruments	-	2,969	-	2,969
Total financial assets measured at fair value	171,816	48,744	3,512	224,072

34. FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES (continued)

(c) Fair value measurements and classification within the fair value hierarchy (continued)

Company	Level 1 RM'000	Level 2 RM'000	Level 3 RM'000	Total RM'000
2015				
AFS financial assets				
- Non-money market instruments	**-**	**8,405**	**-**	**8,405**
Total financial assets measured at fair value	**-**	**8,405**	**-**	**8,405**
2014				
AFS financial assets				
- Non-money market instruments	-	24,631	-	24,631
Total financial assets measured at fair value	-	24,631	-	24,631

(d) Movements of Level 3 instruments

The following tables present additional information about Level 3 assets measured at fair value on a recurring basis.

	Group 2015 RM'000	Group 2014 RM'000
At 1 February 2014/2013	**3,512**	-
Transfer into Level 3	**-**	6,805
Total impairment losses recognised in profit or loss	**(3,186)**	(3,262)
Exchange differences	**87**	(31)
At 31 January 2015/2014	**413**	3,512

During the financial year ended 31 January 2014, the Group disposed of shares in an associated company which reduced the Group's interest from 20.45% to 10.28%. Following said disposal and the resignation of the Group's nominee from the board of the associated company, the Group discontinued equity method for the associated company and recognised the remaining shares as AFS financial assets. The shares were recognised at fair value. However, due to negative outlook on the former associated company, the fair value of the shares were revised downwards based on internal assessment and transferred from Level 1 into Level 3 of the fair value hierarchy.

34. FAIR VALUE OF FINANCIAL ASSETS AND LIABILITIES (continued)

(e) Sensitivity of fair value measurements to changes in unobservable input assumptions

Changing one or more of the inputs to reasonable alternative assumptions would change the value significantly for the financial assets and financial liabilities in Level 3 of the fair value hierarchy.

(f) Financial instruments not measured at fair value

The on-balance sheet financial assets and financial liabilities of the Group and the Company whose fair values are required to be disclosed in accordance with MFRS 132 comprise all their assets and liabilities with the exception of investments in subsidiaries, interest in associates, property, plant and equipment and provision for current and deferred taxation.

For loans, advances and financing to customers, where such market prices are not available, various methodologies have been used to estimate the fair values of such instruments. These methodologies are significantly affected by the assumptions used and judgments made regarding risk characteristics of various financial instruments, discount rates, estimates of future cash flows, future expected loss experience and other factors. Changes in the assumptions could significantly affect these estimates and the resulting fair value estimates. Therefore, for a significant portion of the Group's and the Company's financial instruments, including loans, advances and financing to customers, their respective fair value estimates do not purport to represent, nor should they be construed to represent, the amounts that the Group and the Company could realise in a sale transaction at the reporting date. The fair value information presented herein should also in no way be construed as representative of the underlying value of the Group and the Company as a going concern.

The estimated fair values of those on-balance sheet financial assets as at the reporting date approximate their carrying amounts as shown in the statement of financial position.

Fair values of securities that are actively traded is determined by quoted bid prices. For non-actively traded securities, independent broker quotations are obtained. Fair values of equity securities are estimated using a number of methods, including earnings multiples and discounted cash flows analysis. Where discounted cash flows technique is used, the estimated future cash flows are discounted using applicable prevailing market or indicative rates of similar instruments at the reporting date.

35. SUBSEQUENT EVENTS

At an Extraordinary General Meeting ("EGM") held on 9 February 2015, the shareholders of the Company had approved the ordinary resolution pertaining to the proposed authority for the Company to buy-back its own shares.

As at the date of this report the Company has bought back 1,471,900 units of its issued shares ("ECM Shares") from the open market to enhance the value of the Company and in the best interests of the Company and its shareholders. The total consideration paid for the share buy-back of ECM Shares, including transaction costs, was RM1,592,894 and was financed by internally generated funds. The ECM Shares bought back are held as treasury shares in accordance with Section 67A Subsection 3(A)(b) of the Companies Act, 1965.

On 12 February 2015, the Company accepted an offer by Educ8 Group Sdn Bhd ("Educ8"), to subscribe for up to 12,788,294 ordinary shares of RM1.00 each ("Educ8 Subscription") representing 12.4% of the enlarged share capital of Educ8 pursuant to Educ8's placement exercise of up to 15,638,339 ordinary shares of RM1.00 each. The total cash consideration for the Educ8 Subscription of RM12,788,294 will be funded from the Company's internally generated funds. The Company expects to subscribe to the Educ8 Shares in several tranches between February and April 2015. There are no liabilities including contingent liabilities and guarantees to be assumed by the Company arising from the Educ8 Subscription.

36. SUPPLEMENTARY INFORMATION - BREAKDOWN OF RETAINED PROFITS INTO REALISED AND UNREALISED

The breakdown of the retained profits of the Group and of the Company as at 31 January 2015/2014 into realised and unrealised profits is presented in accordance with the directive issued by Bursa Malaysia Securities Berhad dated 25 March 2010 and prepared in accordance with Guidance on Special Matter No. 1, Determination of Realised and Unrealised Profits or Losses in the Context of Disclosure Pursuant to Bursa Malaysia Securities Berhad Listing Requirements, as issued by the Malaysian Institute of Accountants.

	Group		Company	
	2015	2014	2015	2014
	RM'000	RM'000	RM'000	RM'000
Total retained profits of the Group and its subsidiaries				
- Realised	**142,760**	107,311	**104,029**	96,705
- Unrealised	**(1,508)**	55	**(370)**	130
	141,252	107,366	**103,659**	96,835
Total share of retained profits from associated companies				
- Realised	**-**	1,796	**-**	-
	141,252	109,162	**103,659**	96,835
Add: Consolidation adjustments	**(19,358)**	(15,498)	**-**	-
Retained profits as per financial statements	**121,894**	93,664	**103,659**	96,835

other information

1. MATERIAL CONTRACTS

There are no material contracts including contracts relating to loans (not being contracts entered into in the ordinary course of business) which had been entered into by the Company and its subsidiaries involving Directors' and major shareholders' interests, either still subsisting at the end of the financial year or entered into since the end of the previous financial year.

2. NON-AUDIT FEES

The amount of non-audit fees paid and payable by the Company and its subsidiaries to the external auditors for the financial year ended 31 January 2015 was RM126,000.

3. ANALYSIS OF SHAREHOLDERS AS AT 31 MARCH 2015

Authorised share capital	:	RM1,500,000,000.00
Issued & paid-up capital	:	RM268,222,091.00
Adjusted issued & paid up capital (after deducting 1,471,900 treasury shares pursuant to Section 67A of the Companies Act, 1965)	:	RM266,750,191.00
Class of shares	:	Ordinary Shares of RM1.00
Voting rights		
- on show of hands	:	1 vote
- on a poll	:	1 vote for each share held

Distribution schedule of shareholdings:

Size of holdings	Number of shareholders	%	Number of shares	%
Less than 100	5,509	36.47	164,084	0.06
100 – 1,000	4,927	32.62	1,964,321	0.74
1,001 – 10,000	3,785	25.06	11,732,856	4.40
10,001 – 100,000	759	5.03	21,861,150	8.19
100,001 – less than 5% of issued shares	120	0.79	101,441,998	38.03
5% and above of issued shares	4	0.03	129,585,782	48.58
	15,104	100.00	266,750,191	100.00

3. ANALYSIS OF SHAREHOLDERS AS AT 31 MARCH 2015 (continued)

Thirty Largest Shareholders:

Name of shareholders		Number of shares	%
1.	Amsec Nominees (Tempatan) Sdn Bhd - Fulcrum Asset Management Sdn Bhd for Equity Vision Sdn Bhd	43,506,036	16.31
2.	Kenanga Nominees (Tempatan) Sdn Bhd - Pledged Securities Account for Lim Kian Onn	43,125,426	16.17
3.	HSBC Nominees (Asing) Sdn Bhd - exempt an for Bank Julius Baer & Co. Ltd	26,440,146	9.91
4.	Hikkaya Jaya Sdn Bhd	16,514,174	6.19
5.	Lim Kian Onn	13,037,893	4.89
6.	Amsec Nominees (Tempatan) Sdn Bhd - Pledged Securities Account – AmBank (M) Berhad for Kalimullah bin Masheerul Hassan	11,647,640	4.37
7.	Amcorp Group Berhad	9,747,230	3.65
8.	Citigroup Nominees (Tempatan) Sdn Bhd - exempt an for OCBC Securities Private Limited	4,709,339	1.77
9.	Arab-Malaysian (CSL) Sdn Bhd	4,397,533	1.65
10.	DB (Malaysia) Nominee (Asing) Sdn Bhd - Deutsche Bank AG Singapore for British and Malayan Trustees Limited	3,800,000	1.42
11.	Kenanga Nominees (Tempatan) Sdn Bhd - Libra Invest Berhad for ECM Libra Foundation	3,699,255	1.39
12.	Lim Su Tong @ Lim Chee Tong	3,636,270	1.36
13.	Yu Kok Ann	3,238,000	1.21
14.	Citigroup Nominees (Asing) Sdn Bhd - CBNY for Dimensional Emerging Markets Value Fund	2,242,050	0.84
15.	Soo Ngik Gee @ Soo Yeh Joo	2,220,595	0.83
16.	Cimsec Nominees (Tempatan) Sdn Bhd - exempt an for CIMB Securities (Singapore) Pte Ltd	2,175,012	0.82
17.	Sumberama Sdn Bhd	2,000,000	0.75
18.	Chow Soi Wah	1,844,600	0.69
19.	Cartaban Nominees (Asing) Sdn Bhd - SSBT Fund J728 for SPDR S&P Emerging Asia Pacific ETF	1,648,831	0.62
20.	Quek Siow Leng	1,437,163	0.54

3. ANALYSIS OF SHAREHOLDERS AS AT 31 MARCH 2015 (continued)

Thirty Largest Shareholders: (continued)

Name of shareholders	Number of shares	%
21. RHB Capital Nominees (Tempatan) Sdn Bhd - Pledged Securities Account for Choong Foong Ming	1,291,500	0.48
22. Kenanga Nominees (Tempatan) Sdn Bhd - Pledged Securities Account for Lim Siew Lean	1,200,000	0.45
23. Tan Kim Kee @ Tan Kee	1,181,212	0.44
24. Carol Euyang	1,000,800	0.38
25. Kenanga Nominees (Tempatan) Sdn Bhd - Pledged Securities Account for Agrobulk Holdings Sdn Bhd	924,700	0.35
26. Kalimullah bin Masheerul Hassan	813,000	0.30
27. Kenanga Nominees (Tempatan) Sdn Bhd - Pledged Securities Account for Ritz Crest Sdn Bhd	621,600	0.23
28. Tan Swan Po @ Dolly Tan	599,933	0.22
29. Citigroup Nominees (Tempatan) Sdn Bhd - Pledged Securities Account for Seow Hoon Hin	559,700	0.21
30. Yap Sook Chin	520,000	0.19

Note: The analysis of shareholders is based on the Record of Depositors of the Company as at 31 March 2015 and does not take into account shares transacted but pending settlement through Bursa Malaysia Securities Berhad.

Substantial Shareholders as per Register of Substantial Shareholders of the Company as at 31 March 2015:

	Direct interest		Deemed interest	
Name of shareholders	**Number of shares**	**%**	**Number of shares**	**%**
Mr Lim Kian Onn	56,163,319	21.05	1,437,163 (1)	0.54
Hikkaya Jaya Sdn Bhd	16,514,174	6.19	-	-
Equity Vision Sdn Bhd	43,506,036	16.31	-	-
Tan Sri Azman Hashim	-	-	74,194,973 (2)	27.81
Amcorp Group Berhad	9,777,230	3.67	16,514,174 (3)	6.19
Amcorp Capital Markets Sdn Bhd	-	-	16,514,174 (3)	6.19
Clear Goal Sdn Bhd	-	-	30,688,937 (4)	11.50

Notes:

(1) Indirect interest through spouse pursuant to Section 134(12)(c) of the Companies Act, 1965.

(2) Deemed interest of 27.81% by virtue of Section 6A of the Companies Act, 1965 held through Amcorp Group Berhad (9,777,230), Hikkaya Jaya Sdn Bhd (16,514,174), Arab-Malaysian (CSL) Sdn Bhd (4,397,533) and Equity Vision Sdn Bhd (43,506,036).

(3) Deemed interest of 6.19% by virtue of Section 6A of the Companies Act, 1965 held through Hikkaya Jaya Sdn Bhd (16,514,174).

(4) Deemed interest of 11.50% by virtue of Section 6A of the Companies Act, 1965 held through Amcorp Group Berhad (9,777,230), Hikkaya Jaya Sdn Bhd (16,514,174) and Arab-Malaysian (CSL) Sdn Bhd (4,397,533).

4. DIRECTORS' INTERESTS IN THE COMPANY AND/OR ITS RELATED CORPORATIONS AS AT 31 MARCH 2015

Interest in Shares:

	Direct interest		Deemed interest	
Name of directors	**Number of shares**	**%(2)**	**Number of shares**	**%(2)**
Dato' Seri Kalimullah bin Masheerul Hassan	12,460,640	4.67	-	-
Mr Lim Kian Onn	56,163,319	21.05	1,437,163(1)	0.54
Datuk Kamarudin bin Md Ali	-	-	-	-
Dato' Othman bin Abdullah	-	-	-	-
En Mahadzir bin Azizan	-	-	-	-
Mr Soo Kim Wai	-	-	-	-

Notes:

(1) Indirect interest through spouse pursuant to Section 134(12)(c) of the Companies Act, 1965.
(2) The percentage shareholding is computed based on the adjusted issued and paid up capital of the Company as at 31 March 2015.

Interest in Options:

Name of directors	As at 1 February 2014	Number of options granted	Number of options exercised	As at 31 January 2015	As at 31 March 2015
Dato' Seri Kalimullah bin Masheerul Hassan	9,396,000	-	-	9,396,000	9,396,000
Mr Lim Kian Onn	9,396,000	-	-	9,396,000	9,396,000
Datuk Kamarudin bin Md Ali	64,800	135,200	-	200,000	200,000
Dato' Othman bin Abdullah	64,800	135,200	-	200,000	200,000
En Mahadzir bin Azizan	64,800	135,200	-	200,000	200,000
Mr Soo Kim Wai	-	200,000	-	200,000	200,000
Total	18,986,400	605,600	-	19,592,000	19,592,000

Note: The options over ordinary shares were granted to the directors pursuant to the Company's Employees' Share Option Scheme.

5. PROPERTIES

Location & Description	Description/ Existing use	Tenure	Built up area (sq. ft.)	Age of property (years)	Net book value (RM'000)	Date of acquisition
Bangunan ECM Libra Centre & East Wings 8 Jalan Damansara Endah Damansara Heights 50490 Kuala Lumpur	Building	Freehold	48,115	19	20,873	08.09.2004

ecmlibra

ECM Libra Financial Group Berhad (713570-K)
(Incorporated in Malaysia)

FORM OF PROXY

I/We ______________________________ (NRIC No./Co. No.) ______________________
of ____
being a member/members of ECM Libra Financial Group Berhad hereby appoint

Name	Address	NRIC No.	Proportion of shareholdings to be represented by proxy (%)

and/or

Name	Address	NRIC No.	Proportion of shareholdings to be represented by proxy (%)

or failing him/her, the Chairman of the meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the Tenth Annual General Meeting ("10th AGM") of the Company to be held at Ground Floor, East Wing, Bangunan ECM Libra, 8 Jalan Damansara Endah, Damansara Heights, 50490 Kuala Lumpur on Thursday, 28 May 2015 at 10.00 a.m. and at any adjournment thereof.

My/Our proxy/proxies is/are to vote either on show of hands or on a poll as indicated below with an "X":

	RESOLUTIONS	FOR	AGAINST
1.	To receive the audited financial statements and reports		
2.	To approve the payment of Directors' fees		
	To re-elect the following as Directors:		
3.	(a) Lim Kian Onn		
4.	(b) Dato' Othman bin Abdullah		
5.	To re-appoint Messrs Ernst & Young as Auditors of the Company and authorise the Directors to fix their remuneration		
	To approve the continuation in office of the following as Independent Non-Executive Directors:		
6.	(a) Datuk Kamarudin bin Md Ali		
7.	(b) Dato' Othman bin Abdullah		
8.	(c) En Mahadzir bin Azizan		
9.	To approve the Authority to Directors to Issue Shares		
10.	To approve the Proposed Renewal of Authority for the Company to Purchase its Own Shares		

Dated this __________ day of ________________ 2015

Number of shares held

____
Signature(s)/Common Seal of Member(s)

Please refer to next page on the notes.

Notes:

1. Only a depositor whose name appears in the Record of Depositors of the Company as at 21 May 2015 shall be regarded as a member entitled to attend, speak and vote, and appoint a proxy to attend, speak and vote on his/her behalf, at the 10th AGM.
2. A member entitled to attend and vote at the above meeting is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. 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. A proxy may but need not be a member of the Company and the provisions of Section 149(1)(a) and (b) of the Companies Act, 1965 shall not apply to the Company.
3. Where a member appoints more than one (1) proxy to attend the meeting, the member shall specify the proportion of his/her shareholdings to be represented by each proxy.
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 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 adjourned meeting.
6. By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of 10th AGM dated 6 May 2015.

AFFIX
STAMP

Company Secretary
ECM Libra Financial Group Berhad (713570-K)
2nd Floor, West Wing, Bangunan ECM Libra,
8 Jalan Damansara Endah,
Damansara Heights,
50490 Kuala Lumpur.