

THIS NOTIFICATION IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you have sold or transferred all your ordinary shares in ECM Libra Group Berhad, you should at once hand this Notification to the purchaser or stockbroker or agent through whom you effected the sale or transfer for onward transmission to the purchaser or transferee.

If you are in any doubt as to the action to be taken or may require advice in relation to the Offer (as defined herein), please consult your stockbroker, solicitor, accountant, bank manager or other professional advisers immediately.

Bursa Malaysia Securities Berhad has not perused the contents of this Notification prior to its issuance and hence, takes no responsibility for the contents of this Notification, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Notification.

THIS NOTIFICATION IS FOR YOUR INFORMATION ONLY. NO ACTION IS REQUIRED TO BE TAKEN.



ECM LIBRA GROUP BERHAD

(Registration No: 200501031433 (713570-K))

(Incorporated in Malaysia)

NOTIFICATION TO THE SHAREHOLDERS OF ECM LIBRA GROUP BERHAD

**IN RELATION TO THE RECEIPT OF
NOTICE OF CONDITIONAL MANDATORY TAKE-OVER OFFER
DATED 31 MAY 2022**

FROM MERCURY SECURITIES SDN BHD

ON BEHALF OF

DATO' LIM KIAN ONN

This Notification is dated 7 June 2022



ECM LIBRA GROUP BERHAD

(Registration No: 200501031433 (713570-K))
(Incorporated in Malaysia)

Registered Office:

2nd Floor, West Wing
Bangunan ECM Libra
8 Jalan Damansara Endah
Damansara Heights
50490 Kuala Lumpur

7 June 2022

Board of Directors:

Dato' Seri Kalimullah bin Masheerul Hassan (*Non-Independent Non-Executive Chairman*)
Dato' Lim Kian Onn (*Non-Independent Non-Executive Deputy Chairman*)
Datuk Kamarudin bin Md Ali (*Independent Non-Executive Director*)
Mahadzir bin Azizan (*Independent Non-Executive Director*)
Oh Teik Khim (*Independent Non-Executive Director*)
Gareth Lim Tze Xiang (*Chief Executive Officer / Non-Independent Director*)
Akil Hassan bin Kalimullah (*Non-Independent Non-Executive Director*) (*Alternate Director to Dato' Seri Kalimullah bin Masheerul Hassan*)

To: The shareholders of ECM Libra Group Berhad

Dear Sir/Madam,

ECM LIBRA GROUP BERHAD ("ECMLG")

RECEIPT OF NOTICE OF CONDITIONAL MANDATORY TAKE-OVER OFFER DATED 31 MAY 2022 FROM MERCURY SECURITIES SDN BHD ("MERCURY SECURITIES") ON BEHALF OF DATO' LIM KIAN ONN ("LKO" OR "OFFEROR") ("NOTICE")

1. INTRODUCTION

On 31 May 2022, LKO had acquired 19,200,000 ordinary shares in ECMLG ("**ECMLG Shares**") (representing approximately 4.00% equity interest in ECMLG) from Tune Group Sdn Bhd for a total cash consideration of RM4,224,000 or RM0.22 per ECMLG Share ("**Acquisition**"), which was effected via a direct business transaction.

Following the Acquisition:-

- (i) the Offeror increased his shareholding in ECMLG from 36,837,778 ECMLG Shares (representing approximately 7.68% equity interest in ECMLG) to 56,037,778 ECMLG Shares (representing approximately 11.68% equity interest in ECMLG); and
- (ii) the collective shareholdings of the Offeror and persons acting in concert with him ("**PACs**") in ECMLG increased from 167,224,964 ECMLG Shares (representing approximately 34.84% equity interest in ECMLG) to 186,424,964 ECMLG Shares (representing approximately 38.84% equity interest in ECMLG).

Accordingly, pursuant to Section 218(2) of the Capital Markets and Services Act, 2007 (“**CMSA**”) and Paragraph 4.01(b) of the Rules on Take-overs, Mergers and Compulsory Acquisitions (“**Rules**”) issued by the Securities Commission Malaysia (“**SC**”), the Offeror and PACs are obliged to extend a conditional mandatory take-over offer to acquire all the remaining ECMLG Shares which are not already held by the Offeror and PACs (“**Offer Shares**”) for a cash offer price of RM0.22 per Offer Share (“**Offer**”).

For information purposes, as at the date of the Notice, ECMLG does not hold any ECMLG Shares as treasury shares and ECMLG does not have any convertible securities in issue.

For the purposes of the Offer, the PACs pursuant to Sections 216(2) and 216(3) of the CMSA are as follows:-

- (i) Datin Quek Siow Leng (the spouse of LKO) who is a shareholder of ECMLG;
- (ii) Gareth Lim Tze Xiang (the son of LKO) who is a discretionary beneficiary of the trust established by LKO and his spouse (“**Garynma Trust**”). The said trust holds 100% beneficial interest in Garynma MY Holdings Limited (“**Garynma Holdings**”), which in turn holds 100% equity interest in Garynma MY Capital Limited (“**Garynma Capital**”), which in turn is a shareholder of ECMLG. He is also an Executive Director and the chief executive officer in ECMLG and alternate director to LKO and the chief executive officer in Plato Capital Limited;
- (iii) Caryn Lim Su Yin (the daughter of LKO) who is a discretionary beneficiary of the Garynma Trust. The said trust holds 100% beneficial interest in Garynma Holdings, which in turn holds 100% equity interest in Garynma Capital, which in turn is a shareholder of ECMLG;
- (iv) Gemma Lim Su Xian (the daughter of LKO) who is a discretionary beneficiary of the Garynma Trust. The said trust holds 100% beneficial interest in Garynma Holdings, which in turn holds 100% equity interest in Garynma Capital, which in turn is a shareholder of ECMLG. She is also a director in Truesource Pte Ltd;
- (v) Plato Capital Limited (a public limited liability company incorporated in Singapore and listed on Catalist of the Singapore Exchange Securities Trading Limited), in which LKO is the Non-Independent Non-Executive Chairman and a controlling shareholder. It holds 100% equity interest in Truesource Pte Ltd, which in turn is a shareholder of ECMLG;
- (vi) Truesource Pte Ltd (a company incorporated in Singapore and a wholly-owned subsidiary of Plato Capital Limited) which is a shareholder of ECMLG;
- (vii) Garynma Holdings (a company incorporated in the British Virgin Islands), which holds 100% equity interest in Garynma Capital, which in turn is a shareholder of ECMLG; and
- (viii) Garynma Capital (a company incorporated in the British Virgin Islands and a wholly-owned subsidiary of Garynma Holdings) which is a shareholder of ECMLG.

For the avoidance of doubt, the Offer will not be extended to ECMLG Shares which are held by the PACs.

As at the date of the Notice, save for the undertakings as disclosed below, the Offeror and PACs have not received any irrevocable undertaking from any holder of the Offer Shares ("**Holder**") to accept or not to accept the Offer:-

- (i) Dato' Seri Kalimullah bin Masheerul Hassan had on 31 May 2022 provided an irrevocable undertaking not to accept the Offer in respect of his entire shareholding of 70,562,815 ECMLG Shares (representing approximately 14.70% equity interest in ECMLG); and
- (ii) Tune Group Sdn Bhd had on 31 May 2022 provided an irrevocable undertaking not to accept the Offer in respect of its remaining shareholding after the Acquisition of 99,767,386 ECMLG Shares (representing approximately 20.79% equity interest in ECMLG).

Further, on 31 May 2022, the Board of Directors of ECMLG ("**Board**") announced that the Board had on even date received the Notice from Mercury Securities on behalf of the Offeror in relation to the Offer.

On 2 June 2022, the Board announced that DWA Advisory Sdn Bhd has been appointed as the independent adviser to provide comments, opinions, information and recommendation in relation to the Offer.

LKO (by virtue of him being the Offeror) and Gareth Lim Tze Xiang (by virtue of him being one of the PACs) ("**Interested Directors**") are deemed interested in the Offer. They have abstained and will continue to abstain from deliberations and making any recommendation in relation to the Offer.

2. **CONDITION OF THE OFFER**

As stipulated in Section 3.2 of the Notice, the Offer is **conditional** upon the Offeror having received, on or before the close of the Offer, valid acceptances in respect of the Offer Shares (provided that such acceptances are not, where permitted, subsequently withdrawn), which would result in the Offeror and PACs holding in aggregate more than 50% of the voting shares in ECMLG (including ECMLG Shares that are already acquired, held or entitled to be acquired or held by the Offeror and PACs) ("**Acceptance Condition**").

The Acceptance Condition shall be fulfilled on or before the close of the Offer (which shall, in any event, be no later than 5.00 p.m. on the 60th day from the posting of the document outlining the terms and conditions of the Offer) ("**Offer Document**"), failing which the Offer shall lapse and the Offer will cease to be capable of further acceptances and all acceptances shall be returned to the Holders who have accepted the Offer in accordance with the terms and conditions set out in the Offer Document and the Offeror will thereafter cease to be bound by any such prior acceptances of the Offer.

3. **APPOINTMENT OF INDEPENDENT ADVISER**

In accordance with Paragraph 3.06 of the Rules, DWA Advisory Sdn Bhd has been appointed on 2 June 2022 as the independent adviser to provide comments, opinions, information and recommendation on the Offer in an independent advice circular to be issued ("**Independent Advice Circular**").

4. DOCUMENTS RELATING TO THE OFFER

The purpose of this Notification is to inform you of the Offer and a copy of the Notice is enclosed herewith for your information. **You should note that this Notification does not constitute an offer.**

The Offer Document together with the accompanying forms of acceptance and transfer will be despatched to you within 21 days from the date of the Notice or any extended period of time as may be directed or permitted by the SC.

The Independent Advice Circular containing, among others, the recommendation of the independent adviser in relation to the Offer, will be despatched to you within 10 days from the date of despatch of the Offer Document or any later date as may be approved by the SC.

All communications, notices, documents and payments to be delivered or sent to you (or your designated agent(s), as you may direct) will be despatched by ordinary mail to your registered Malaysian address last maintained with Bursa Malaysia Depository Sdn Bhd at your own risk. Non-resident shareholders with no registered Malaysian address maintained with Bursa Malaysia Depository Sdn Bhd who wish to receive communications, notices and documents in relation to the Offer should ensure that they have their foreign mailing addresses changed to a registered Malaysian address.

5. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors of ECMLG (save for the Interested Directors) have seen and approved this Notification and they jointly and severally accept full responsibility for the accuracy of the information contained in this Notification and confirm that, after having made all reasonable enquiries and to the best of their knowledge, there are no false or misleading statements or other facts not contained in this Notification, the omission of which would make any statement in this Notification false or misleading.

YOU ARE ADVISED NOT TO TAKE ANY ACTION WHICH MAY BE PREJUDICIAL TO YOUR INTERESTS BUT TO READ THE OFFER DOCUMENT AND THE INDEPENDENT ADVICE CIRCULAR CAREFULLY BEFORE TAKING ANY ACTION(S) IN RELATION TO THE OFFER SHARES.

Yours faithfully
For and on behalf of the Board of Directors of
ECM LIBRA GROUP BERHAD

Dato' Seri Kalimullah bin Masheerul Hassan
Chairman

**NOTICE OF CONDITIONAL MANDATORY TAKE-OVER OFFER
DATED 31 MAY 2022 FROM MERCURY SECURITIES SDN BHD
ON BEHALF OF THE OFFEROR**

BY HAND

31 May 2022

The Board of Directors
ECM LIBRA GROUP BERHAD
2nd Floor, West Wing, Bangunan ECM Libra
8 Jalan Damansara Endah
Damansara Heights
50490 Kuala Lumpur

Dear Sirs,

ECM LIBRA GROUP BERHAD ("ECMLG" OR THE "OFFEREE")

NOTICE OF CONDITIONAL MANDATORY TAKE-OVER OFFER ("NOTICE")

1. INTRODUCTION

1.1 On 31 May 2022, Dato' Lim Kian Onn ("LKO" or the "Offeror") had acquired 19,200,000 ordinary shares in ECMLG ("ECMLG Shares" or "Shares") (representing approximately 4.00% equity interest in ECMLG) from Tune Group Sdn Bhd for a total cash consideration of RM4,224,000 or RM0.22 per ECMLG Share ("Acquisition"), which was effected via a direct business transaction.

1.2 Following the Acquisition:-

- (i) the Offeror increased his shareholding in ECMLG from 36,837,778 ECMLG Shares (representing approximately 7.68% equity interest in ECMLG) to 56,037,778 ECMLG Shares (representing approximately 11.68% equity interest in ECMLG); and
- (ii) the collective shareholdings of the Offeror and persons acting in concert with him ("PACs") in ECMLG increased from 167,224,964 ECMLG Shares (representing approximately 34.84% equity interest in ECMLG) to 186,424,964 ECMLG Shares (representing approximately 38.84% equity interest in ECMLG).

Accordingly, pursuant to Section 218(2) of the Capital Markets and Services Act, 2007 ("CMSA") and Paragraph 4.01(b) of the Rules on Take-overs, Mergers and Compulsory Acquisitions ("Rules") issued by the Securities Commission Malaysia ("SC"), the Offeror and PACs are obliged to extend a conditional mandatory take-over offer to acquire all the remaining ECMLG Shares which are not already held by the Offeror and PACs ("Offer Shares") for a cash offer price of RM0.22 per Offer Share ("Offer Price") ("Offer").

For information purposes, as at the date of this Notice, ECMLG does not hold any ECMLG Shares as treasury shares and ECMLG does not have any convertible securities in issue.

1.3 For the purposes of the Offer, the PACs pursuant to Sections 216(2) and 216(3) of the CMA are as follows:-

- (i) Datin Quek Siow Leng (*the spouse of LKO*) who is a shareholder of ECMLG;
- (ii) Gareth Lim Tze Xiang (*the son of LKO*) who is a discretionary beneficiary of the trust established by LKO and his spouse ("**Garynma Trust**"). The said trust holds 100% beneficial interest in Garynma MY Holdings Limited ("**Garynma Holdings**"), which in turn holds 100% equity interest in Garynma MY Capital Limited ("**Garynma Capital**"), which in turn is a shareholder of ECMLG. He is also an Executive Director and the chief executive officer in ECMLG and alternate director to LKO and the chief executive officer in Plato Capital Limited;
- (iii) Caryn Lim Su Yin (*the daughter of LKO*) who is a discretionary beneficiary of the Garynma Trust. The said trust holds 100% beneficial interest in Garynma Holdings, which in turn holds 100% equity interest in Garynma Capital, which in turn is a shareholder of ECMLG;
- (iv) Gemma Lim Su Xian (*the daughter of LKO*) who is a discretionary beneficiary of the Garynma Trust. The said trust holds 100% beneficial interest in Garynma Holdings, which in turn holds 100% equity interest in Garynma Capital, which in turn is a shareholder of ECMLG. She is also a director in Truesource Pte Ltd;
- (v) Plato Capital Limited (*a public limited liability company incorporated in Singapore and listed on Catalist of the Singapore Exchange Securities Trading Limited*), in which LKO is the Non-Independent Non-Executive Chairman and a controlling shareholder. It holds 100% equity interest in Truesource Pte Ltd, which in turn is a shareholder of ECMLG;
- (vi) Truesource Pte Ltd (*a company incorporated in Singapore and a wholly-owned subsidiary of Plato Capital Limited*) which is a shareholder of ECMLG;
- (vii) Garynma Holdings (*a company incorporated in the British Virgins Island*), which holds 100% equity interest in Garynma Capital, which in turn is a shareholder of ECMLG; and
- (viii) Garynma Capital (*a company incorporated in the British Virgins Island and a wholly-owned subsidiary of Garynma Holdings*) which is a shareholder of ECMLG.

1.4 For the avoidance of doubt, the Offer will not be extended to ECMLG Shares which are held by the PACs.

1.5 As at the date of this Notice, save for the undertakings as disclosed below, the Offeror and PACs have not received any irrevocable undertaking from any holder of the Offer Shares ("**Holder**") to accept or not to accept the Offer:-

- (i) Dato' Seri Kalimullah bin Masheerul Hassan had on 31 May 2022 provided an irrevocable undertaking not to accept the Offer in respect of his entire shareholding of 70,562,815 ECMLG Shares (*representing approximately 14.70% equity interest in ECMLG*); and

- (ii) Tune Group Sdn Bhd had on 31 May 2022 provided an irrevocable undertaking not to accept the Offer in respect of its remaining shareholding after the Acquisition of 99,767,386 ECMLG Shares (*representing approximately 20.79% equity interest in ECMLG*).

(collectively referred to as the "**Undertakings**" and Dato' Seri Kalimullah bin Masheerul Hassan and Tune Group Sdn Bhd are collectively referred to as the "**Undertaking Shareholders**").

2. THE OFFER

- 2.1 On behalf of the Offeror, we, Mercury Securities Sdn Bhd ("**Mercury Securities**"), hereby serve this Notice on you in accordance with Paragraph 9.10(1)(b)(i) of the Rules to acquire the Offer Shares at the Offer Price, subject to the adjustments as set out in Section 3.1 of this Notice (*if applicable*).
- 2.2 The Offer will be made to each Holder equally and in respect of all of their Offer Shares, subject to the terms and conditions of the Offer as set out in Section 3 of this Notice and in a document outlining the terms and conditions of the Offer ("**Offer Document**").
- 2.3 Holders who wish to accept the Offer should refer to the procedures for acceptance which shall be set out in the Offer Document together with the accompanying form of acceptance and transfer of the Offer Shares ("**Form of Acceptance and Transfer**"). The Offer Document and Form of Acceptance and Transfer will be posted to the Holders in due course, subject to the notification from the SC that it has no further comments thereon being obtained.

3. TERMS AND CONDITIONS OF THE OFFER

The principal terms and conditions of the Offer, unless otherwise directed or permitted by the SC to be varied, are as follows:-

3.1 Consideration for the Offer

The Holders who accept the Offer in accordance with the terms and conditions set out in the Offer Document ("**Accepting Holders**") will be paid **RM0.22 in cash** per Offer Share.

Notwithstanding the above, if ECMLG declares, makes and/or pays a dividend or other distribution of any nature on or after the date of this Notice but prior to the close of the Offer ("**Distribution**") and the Holders are entitled to retain such Distribution, the Offer Price shall be reduced by an amount equivalent to the net Distribution per Offer Share which the Holders are entitled to retain. For the avoidance of doubt, no adjustment shall be made to the Offer Price in the event the entitlement date for the Distribution is after the close of the Offer.

As at the date of this Notice, the Offeror is not aware of any Distribution which has been declared by ECMLG and is payable on or after the date of this Notice.

The Holders may accept the Offer in respect of all or part of their Offer Shares. The Offeror will not pay fractions of a sen, if any, to the Accepting Holders. The cash consideration payable to the Accepting Holders in respect of valid acceptances of the Offer will be rounded down to the nearest whole sen, where applicable.

The Offer Price is equivalent to the price paid by the Offeror for each ECMLG Share acquired pursuant to the Acquisition and is the highest price (*excluding stamp duty and commission*) paid or agreed to be paid by the Offeror and PACs for the purchase of ECMLG Shares for the period commencing 6 months prior to the beginning of the offer period.

For information purposes:-

- (i) save for the Acquisition, the Offeror and PACs have not acquired any ECMLG Shares for the period commencing 6 months prior to the beginning of the offer period; and
- (ii) save for the Undertakings, there is no agreement, arrangement or understanding that exists between the Offeror or persons acting in concert with him and the Undertaking Shareholders in respect of the ECMLG Shares as at the date of this Notice.

The Offer Price represents a premium to the following closing market price / volume weighted average market prices ("**VWAPs**") of ECMLG Shares:-

	Closing market price / VWAPs (RM)	Premium	
		(RM)	(%)
Closing market price of ECMLG Shares on 30 May 2022, being the last trading day prior to the serving of this Notice ("LTD")	0.1800	0.0400	22.22
VWAP of ECMLG Shares up to the LTD:-			
• 5-market day	0.1800	0.0400	22.22
• 1-month	0.1847	0.0353	19.11
• 3-month	0.1736	0.0464	26.73
• 6-month	0.1709	0.0491	28.73
• 1-year	0.1854	0.0346	18.66

(Source: Bloomberg)

3.2 Condition of the Offer

The Offer is **conditional** upon the Offeror having received, on or before the close of the Offer, valid acceptances in respect of the Offer Shares (*provided that such acceptances are not, where permitted, subsequently withdrawn*), which would result in the Offeror and PACs holding in aggregate more than 50% of the voting shares in ECMLG (*including ECMLG Shares that are already acquired, held or entitled to be acquired or held by the Offeror and PACs*). ("**Acceptance Condition**");

The Acceptance Condition shall be fulfilled on or before the close of the Offer (*which shall, in any event, be no later than 5.00 p.m. on the 60th day from the Posting Date (as defined in Section 3.3 of this Notice)*), failing which the Offer shall lapse and the Offer will cease to be capable of further acceptances and all acceptances shall be returned to the Accepting Holders and the Offeror will thereafter cease to be bound by any such prior acceptances of the Offer.

As at the date of this Notice, the Offeror and PACs hold in aggregate approximately 38.84% equity interest in ECMLG.

3.3 Despatch of the Offer Document

Unless otherwise directed or permitted by the SC to defer in doing so, the Offer will be made by the posting of the Offer Document within 21 days from the date of this Notice ("**Posting Date**"). An application for an extension of time will be made to the SC if the posting of the Offer Document is expected to be deferred beyond the requisite 21 days.

Subject to Section 3.11(i) of this Notice, the Offer Document will be posted to the Board of Directors of ECMLG and the Holders whose names appear in the record of depositors of ECMLG as at the latest practicable date prior to the Posting Date.

3.4 Warranties

The Offeror will acquire the Offer Shares based on the acceptance of the Offer by a Holder which is deemed by the Offeror as valid and complete in all respects in accordance with the terms and conditions as set out in the Offer Document. Such acceptance will be deemed to constitute an irrevocable and unconditional warranty by the Accepting Holder that the Offer Shares, to which such acceptance relates, are sold:-

- (i) free from any moratorium, claim, charge, lien, pledge, encumbrance, option, right of pre-emption, third party right, equity and other security interest from the date of valid acceptance; and
- (ii) with all rights, benefits and entitlements attached thereto, including the rights to all Distributions declared, made or paid on or after the date of this Notice, subject to the adjustments referred to in Section 3.1 of this Notice.

3.5 Duration of the Offer

(i) Original duration

The Offer will remain open for acceptances until 5.00 p.m. (*Malaysian time*) for a period of at least 21 days from the Posting Date ("**First Closing Date**") or such later date(s) as the Offeror may decide and Mercury Securities may announce on behalf of the Offeror ("**Closing Date**"), unless the Offeror withdraws the Offer with the SC's prior written consent and in such event, every person shall be released from any obligation incurred under the Offer.

(ii) Revision of the Offer

If the Offer is revised after the Posting Date, the Offeror shall announce such revision together with the revised Offer Price and, where applicable, the price paid or agreed to be paid and the number of Offer Shares purchased or agreed to be purchased, which lead to the revision. The revised Offer will remain open for acceptances for a period of at least 14 days from the date of posting of the written notification of the revision to the Holders. Where any of the terms of the Offer is revised, the benefits of the revised Offer will be made available to the Holders who have accepted the Offer before such revision.

The Offeror may not revise the Offer after the 46th day from the Posting Date.

(iii) Extension of the Offer

Any extension of the date and time for acceptance of the Offer will be announced by Mercury Securities, on behalf of the Offeror, at least 2 days before the Closing Date. Such announcement will state the next closing date of the Offer. Notices of any such extension will be posted to the Holders accordingly.

(iv) **Closing of the Offer**

- (a) Where the Offer has become or is declared unconditional as to acceptances on any day falling on or before the 46th day from the Posting Date, the Offer will remain open for acceptances for at least 14 days from the date on which the Offer becomes and is declared unconditional which, in any event, shall not be later than the 60th day from the Posting Date.
- (b) Where the Offer has become or is declared unconditional as to acceptances on any day falling after the 46th day from the Posting Date, the Offer will remain open for acceptances for at least 14 days from the date on which the Offer becomes and is declared unconditional which, in any event, shall not be later than the 74th day from the Posting Date.

(v) **Competing take-over offer**

Where a competing take-over offer, if any, is made any time between the Posting Date and the Closing Date, the Posting Date shall be deemed to be the date the offer document of the competing take-over offer was posted.

3.6 Rights of withdrawal by an Accepting Holder

- (i) All valid acceptances of the Offer by an Accepting Holder **SHALL BE IRREVOCABLE**. However, an Accepting Holder is entitled to withdraw his acceptance in the following circumstances:-
 - (a) an Accepting Holder is entitled to withdraw his acceptance immediately if the Offeror, having announced the Offer to be unconditional as to acceptances, fails to comply with any of the requirements set out in Section 3.9(i) of this Notice by the close of trading on Bursa Malaysia Securities Berhad ("**Bursa Securities**") on the market day following the day on which the Offer is closed, or becomes or is declared unconditional, or is revised or extended, as the case may be ("**Relevant Day**"); and
 - (b) an Accepting Holder is entitled to withdraw his acceptance after 21 days from the First Closing Date unless prior to such withdrawal, the Offer has become or is declared unconditional as to acceptances.
- (ii) Notwithstanding Section 3.6(i)(a) of this Notice, the SC may terminate the right of withdrawal of an acceptance not less than 8 days from the date on which:-
 - (a) the Offeror complies with the requirements set out in Section 3.9(i) of this Notice; and
 - (b) the Offeror confirms, if such is the case, that the Offer is still unconditional as to acceptances by way of announcement to Bursa Securities, by press notice where relevant and to the SC in writing.

However, the rights of an Accepting Holder who has withdrawn his acceptance under Section 3.6(i) of this Notice shall not be prejudiced by the subsequent termination of such right of withdrawal by the SC.

3.7 Withdrawal of the Offer by the Offeror

The Offeror may only withdraw the Offer with the prior written consent of the SC.

3.8 Method of settlement

- (i) Except with the consent of the SC and save for the Offeror's rights to reduce the Offer Price as set out in Section 3.1 of this Notice, the settlement of the consideration to which any Holder is entitled under the Offer will be implemented in full in accordance with the terms of the Offer without regard to any lien, right of set-off, counter-claim or other analogous rights to which the Offeror may otherwise be or claim to be entitled against an Accepting Holder. This, however, is without prejudice to the Offeror's rights to make any claim against the Accepting Holder after such full settlement in respect of a breach of any of the warranties as set out in Section 3.4 of this Notice.
- (ii) If the Offeror deems the acceptance of the Offer to be complete and valid in all respects in accordance with the terms and conditions set out in the Offer Document, the settlement of the consideration for the Offer Shares will be effected via remittance in the form of cheque, banker's draft or cashier's order which will be despatched by ordinary mail to the Accepting Holders (*or their designated agents, as they may direct*) at the registered Malaysian address last maintained with Bursa Malaysia Depository Sdn Bhd ("**Bursa Depository**") at their own risk within 10 days from:-
 - (aa) the date the Offer becomes or is declared wholly unconditional, if the valid acceptance is received during the period when the Offer is still conditional; or
 - (bb) the date of the valid acceptance, if the valid acceptance is received during the period after the Offer is or has become or has been declared wholly unconditional.
- (iii) Non-resident Holders are advised that the settlement for the acceptances of the Offer will be made in Ringgit Malaysia. Non-resident Holders who wish to convert the consideration received into foreign currency for repatriation may do so after payment of the appropriate fees and/or charges as levied by the respective financial institutions.

3.9 Announcement of acceptances

- (i) The Offeror shall inform the SC in writing and announce via Bursa Securities' Listing Information Network ("**Bursa LINK**") before 9.00 a.m. (*Malaysian time*) or by way of press notice where relevant, of the following information on the Relevant Day:-
 - (a) the position of the Offer, that is, as to whether the Offer is closed, becomes or is declared unconditional, is revised or extended; and
 - (b) the total number of Shares:-
 - (aa) for which acceptances of the Offer have been received;
 - (bb) held by the Offeror and persons acting in concert with him as at the Posting Date; and
 - (cc) acquired or agreed to be acquired by the Offeror or persons acting in concert with him during the offer period but after the Posting Date,
- and specifying the percentage of the total number of issued ECMLG Shares represented by these numbers.

- (ii) In computing the acceptances of the Offer Shares for announcement purpose, the Offeror may include or exclude acceptances which are not in order or which are subject to verification.
- (iii) References to the making of an announcement or the giving of notice by the Offeror shall include:-
 - (a) the release of an announcement by Mercury Securities, the Offeror or the Offeror's advertising agent to the press; or
 - (b) the delivery of or transmission by facsimile or Bursa LINK of an announcement to Bursa Securities.
- (iv) An announcement made otherwise than to Bursa Securities shall be notified simultaneously to Bursa Securities, if applicable.

3.10 Purchases in the open market

Should the Offeror or any persons acting in concert with him purchase or agree to purchase any Shares during the offer period at a consideration that is higher than the Offer Price, the Offeror shall increase the Offer Price to be not less than the highest price (*excluding stamp duty and commission*) paid or agreed to be paid by the Offeror or any persons acting in concert with him for the Shares during the offer period.

If the Offeror increases the Offer Price, the Holders who have accepted the Offer prior to the revision in the Offer Price will be entitled to receive the increase in cash consideration pursuant to the revised offer price.

3.11 General

- (i) All communications, notices, documents and, if applicable, payments in the form of cheque, banker's draft or cashier's order, to be delivered or sent to the Holders (*or their designated agents, as they may direct*) will be despatched by ordinary mail to the registered Malaysian address last maintained with Bursa Depository at their own risk. Non-resident Holders with no registered Malaysian addresses maintained with Bursa Depository who wish to receive communications, notices and documents in relation to the Offer should ensure that they have their foreign mailing addresses changed to a registered Malaysian address. In any event, the Offer Document shall be made available on the website of Bursa Malaysia Berhad at www.bursamalaysia.com upon issuance.

Unless the contrary is proven, delivery of the communication, notice, document or, if applicable, payment in the form of cheque, banker's draft or cashier's order, shall be presumed to be effected by properly addressing, prepaying and posting by ordinary mail the communication, notice, document or payment and it shall be presumed to have been effected at the time when the communication, notice, document or payment would have been delivered in the ordinary course of the mail.

- (ii) The Offer and all acceptances received pursuant to the Offer will be construed under and governed by Malaysian laws. The Offeror and the Holders shall submit to the exclusive jurisdiction of the courts of Malaysia in respect of any proceedings brought in relation to the Offer.

- (iii) The Holders may accept the Offer in respect of all or part of their Offer Shares. Their acceptances shall not however exceed their total holding of Offer Shares, failing which the Offeror has the right to treat such acceptances as invalid. Nevertheless, the Offeror also reserves the right to treat any of the Holders' acceptances exceeding their total holding of Offer Shares as valid for and to the extent of their total holding of Offer Shares.
- (iv) The Form of Acceptance and Transfer accompanying the Offer Document will contain the following:-
 - (a) provisions for the acceptance of the Offer and the transfer of the Offer Shares to the Offeror and/or his appointed nominees (if any);
 - (b) instructions to complete the Form of Acceptance and Transfer; and
 - (c) other matters incidental to the acceptance of the Offer and the transfer of the Offer Shares to the Offeror and/or his appointed nominees (if any).

No acknowledgement of receipt of the Form of Acceptance and Transfer will be issued.

- (v) The Offeror will bear all costs and expenses of or incidental to the preparation and posting of the Offer Document (*other than professional fees and other costs relating to the Offer incurred by the Offeree*). The Offeror will also bear the cost of Malaysian stamp duty and Malaysian transfer fees, if any, resulting from acceptances of the Offer. Accepting Holders will however, bear all costs, expenses or other requisite payments incidental to their acceptance of the Offer such as postage fee, if any.

For the avoidance of doubt, the payment of any transfer fees, taxes, duties, costs, expenses or other requisite payments due in a jurisdiction outside Malaysia, or the payment of any levy for the repatriation of capital or income tax shall not be borne by the Offeror.

- (vi) Accidental omission to despatch the Offer Document and the accompanying Form of Acceptance and Transfer to any Holder shall not invalidate the Offer in any way.

4. LISTING STATUS OF ECMLG

- 4.1 Paragraph 8.02(1) of the Main Market Listing Requirements of Bursa Securities ("**Listing Requirements**") states that a listed issuer must ensure that at least 25% of its total listed shares (*excluding treasury shares*) are in the hands of public shareholders ("**Public Spread Requirement**") to ensure its continued listing on the Main Market of Bursa Securities. Bursa Securities may accept a percentage lower than the 25% threshold if it is satisfied that such lower percentage is sufficient for a liquid market in such shares.
- 4.2 A listed issuer which fails to maintain the required shareholding spread may request for an extension of time to rectify the situation in the manner as may be prescribed by Bursa Securities. Where no extension of time is granted by Bursa Securities or the shortfall in the required shareholding spread is not rectified within the extended timeframe, Bursa Securities may take action or impose any type of penalty pursuant to Paragraph 16.19 of the Listing Requirements for a breach of Paragraph 8.02(1) of the Listing Requirements and may, at its discretion, suspend trading in the securities of the listed issuer pursuant to Paragraph 16.02(1) of the Listing Requirements. However, the non-compliance with the Public Spread Requirement would not automatically result in the delisting of ECMLG from the Official List of Bursa Securities.

4.3 Pursuant to Paragraph 9.19(48) of the Listing Requirements, in relation to a take-over offer, upon 90% or more of ECMLG Shares being held by the Offeror, either individually or jointly with his associates, an immediate announcement must be made by ECMLG. Upon such immediate announcement and where the Offeror intends to maintain the listing status of ECMLG, Bursa Securities shall suspend trading of the securities of ECMLG upon expiry of 30 market days from the date of the immediate announcement pursuant to Paragraph 16.02(2) of the Listing Requirements. In this regard, the suspension will only be uplifted upon ECMLG's full compliance with the Public Spread Requirement or as may be determined by Bursa Securities.

4.4 **The Offeror intends to maintain the listing status of ECMLG on the Main Market of Bursa Securities.** Accordingly, in the event that ECMLG does not comply with the Public Spread Requirement as a result of the Offer, the Offeror will explore various options or proposals and/or will procure ECMLG to explore possible options to rectify the shortfall in the public shareholding spread of ECMLG within 3 months from the Closing Date or such timeframe as allowed by the relevant authorities. As at the date of this Notice, no such arrangement has been made.

Any action taken to address the said shortfall may require the approvals of the relevant authorities and/or the approval of the shareholders of ECMLG. The actual course of action to be taken will depend on, amongst others, the circumstances as well as the prevailing market conditions at the relevant time. Therefore, while the Offeror will work together with ECMLG to rectify any shortfall in the public shareholding spread of ECMLG, there is no assurance that the public shareholding spread of ECMLG can be rectified within the timeframe as allowed by the relevant authorities or that the relevant authorities will grant any extension of time in relation thereto. In such event of non-compliance, Bursa Securities may at its discretion suspend the trading of ECMLG Shares.

Notwithstanding the foregoing, any decision to rectify the shortfall in the public shareholding spread of ECMLG will be subject to the Offeror and persons acting in concert with him retaining an aggregate equity interest of more than 50% in ECMLG.

5. COMPULSORY ACQUISITION AND RIGHTS OF DISSENTING HOLDERS

5.1 Compulsory acquisition

Section 222(1) of the CMSA provides that, subject to Section 224 of the CMSA, where an offeror:-

- (a) has made a take-over offer for all the shares or all the shares in any particular class in an offeree; and
- (b) has received acceptances of not less than 9/10 in the nominal value of the offer shares,

the offeror may, within 4 months of the date of the take-over offer, acquire the remaining shares or remaining shares in any particular class in the offeree, by issuing a notice in the form or manner specified by the SC to such effect, to all dissenting shareholders provided that the notice:-

- (A) is issued within 2 months from the date of achieving the conditions under Sections 222(1)(a) and 222(1)(b) of the CMSA; and
- (B) is accompanied by a copy of a statutory declaration by the offeror that the conditions for the giving of the notice are satisfied.

Section 222(1A) of the CMSA provides that for the purpose of Section 222(1)(b) of the CMSA, the acceptances shall not include shares already held at the date of the take-over offer by the offeror or persons acting in concert with the offeror.

The Offeror does not intend to invoke the provisions under Section 222(1) of the CMSA to compulsorily acquire any remaining Offer Shares for which valid acceptances have not been received on or before the Closing Date even if the conditions stipulated under Section 222(1) of the CMSA are fulfilled.

5.2 Rights of Dissenting Holders

Notwithstanding the above and subject to Section 224 of the CMSA, Section 223 of the CMSA provides that if the Offeror receives valid acceptances from the Holders resulting in the Offeror and persons acting in concert with him holding not less than 9/10 in value of all the shares in ECMLG on or before the Closing Date, a Holder who has not accepted the Offer and/or failed or refused to transfer his Offer Shares to the Offeror in accordance with the terms and conditions set out in the Offer Document ("**Dissenting Holder**") may exercise his rights, under Section 223(1) of the CMSA, by serving a notice to the Offeror to require the Offeror to acquire his Offer Shares on the same terms set out in the Offer Document or such other terms as may be agreed.

In accordance with Section 224(3) of the CMSA, when a Dissenting Holder exercises his rights under Section 223(1) of the CMSA, the court may, on an application made by such Dissenting Holder or the Offeror, order that the terms on which the Offeror shall acquire such Offer Shares shall be as the court thinks fit.

Section 223(2) of the CMSA requires the Offeror to give the Dissenting Holders a notice in the manner specified by the SC of the rights that are exercisable by the Dissenting Holders under Section 223(1) of the CMSA, within 1 month from which the Offeror and persons acting in concert with him having acquired not less than 9/10 in value of all the shares in ECMLG. Such notice may specify the period for the exercise of the rights of the Dissenting Holders, which shall, in any event, be no less than 3 months after the Closing Date.

6. FINANCIAL RESOURCES OF THE OFFEROR

The Offeror confirms that he has sufficient financial resources to satisfy full acceptances of the Offer. The Offeror has also confirmed that the Offer will not fail due to insufficient financial capability of the Offeror and that every Accepting Holder will be paid in full by cash.

Mercury Securities, being the Principal Adviser to the Offeror in respect of the Offer, is satisfied and confirms that the Offeror has sufficient financial resources to satisfy full acceptances of the Offer and the Offer will not fail due to insufficient financial capability of the Offeror and that every Accepting Holder will be paid in full by cash.

7. INFORMATION ON THE OFFEROR

Dato' Lim Kian Onn, a Malaysian, aged 65, 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.

LKO founded the Libra Capital Group in 1994 and co-founded the ECM Libra Group in 2002. He was appointed to the Board of Directors of ECMLG 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 ECMLG and was subsequently re-designated Managing Director of ECMLG on 16 July 2015. LKO is the Non-Independent Non-Executive Director of ECMLG with effect from 1 June 2020.

LKO is also the Non-Independent Non-Executive Chairman of Plato Capital Limited (*a company listed on Catalist of the Singapore Exchange Securities Trading Limited*), the Non-Independent Non-Executive Deputy Chairman of AirAsia X Berhad (*a company listed on the Main Market of Bursa Securities*) and a trustee of ECM Libra Foundation.

He is currently a major shareholder of ECMLG. His interests in ECMLG are disclosed in Section 8 of this Notice.

Save as disclosed above, as at the date of this Notice, LKO does not have any directorships and substantial shareholdings in any other public listed companies in Malaysia.

8. DISCLOSURE OF INTERESTS IN ECMLG

In accordance with Paragraphs 9.10(3)(d) and 9.10(3)(e) of the Rules, the Offeror and PACs hereby discloses that as at the date of this Notice:-

- (i) save as disclosed below, the Offeror and PACs do not have any interest, whether direct or indirect, in any voting shares or voting rights of ECMLG:-

Name	Direct		Indirect	
	No. of ECMLG Shares	% ⁽¹⁾	No. of ECMLG Shares	% ⁽¹⁾
<u>Offeror</u>				
LKO	56,037,778	11.68	130,387,186 ⁽²⁾	27.17
<u>PACs</u>				
Datin Quek Slow Leng	1,437,163	0.30	-	-
Plato Capital Limited	-	-	56,694,973 ⁽³⁾	11.81
Truesource Pte Ltd	56,694,973	11.81	-	-
Garynma Holdings	-	-	72,255,050 ⁽⁴⁾	15.06
Garynma Capital	72,255,050	15.06	-	-

Notes:-

- (1) Computed based on the total number of 479,925,823 issued ECMLG Shares as at the date of this Notice.
- (2) Deemed interested by virtue of his interest in Plato Capital Limited and his interest via Garynma Trust which holds 100% beneficial interest in Garynma Holdings pursuant to Section 8(4) of the Companies Act, 2016 ("Act") and his spouse's shareholding pursuant to Section 59(1)(c) of the Act.
- (3) Deemed interested by virtue of it being the holding company of Truesource Pte Ltd pursuant to Section 8(4) of the Act.
- (4) Deemed interested by virtue of it being the holding company of Garynma Capital pursuant to Section 8(4) of the Act.

- (ii) save for the Undertakings, the Offeror and PACs have not received any irrevocable undertaking from any Holders to accept or not to accept the Offer;
- (iii) the Offeror and PACs have not entered into or been granted any option to acquire any of the Offer Shares; and
- (iv) save for the Undertakings, there is no existing or proposed agreement, arrangement or understanding in relation to the ECMLG Shares between the Offeror and/or PACs with any of the Holders.

9. RESPONSIBILITY STATEMENT

The Offeror has reviewed and approved the issuance of this Notice. The Offeror accepts full responsibility for the accuracy of information contained in this Notice and confirms, after having made all reasonable inquiries, that to the best of his knowledge, opinions expressed in this Notice have been arrived at after due and careful consideration and there are no other facts not contained in this Notice, the omission of which would make any statement in this Notice misleading.

10. PUBLIC RELEASE

In accordance with the provisions of the Rules, copies of this Notice will be released to the press and forwarded to the SC and Bursa Securities for public release.

Further details of the Offer will be set out in the Offer Document, which will be posted to the Holders in due course.

We would be grateful if you would acknowledge receipt by signing and returning to us the duplicate of this Notice.

Yours faithfully,
For and on behalf of
MERCURY SECURITIES SDN BHD



PUA KIN JOH
Director
Corporate Finance



FOO CHUN KEONG
Associate Director
Corporate Finance

ECM LIBRA GROUP BERHAD

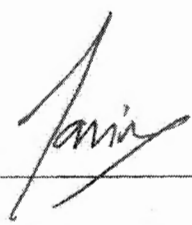
NOTICE OF CONDITIONAL MANDATORY TAKE-OVER OFFER

To: MERCURY SECURITIES SDN BHD

We, **ECM Libra Group Berhad**, hereby acknowledge receipt of this Notice of Conditional Mandatory Take-Over Offer dated 31 May 2022.

For and on behalf of the Board of Directors of
ECM Libra Group Berhad

Name


: NAVINDERJEET SINGH AIL NARANJAN SINGH

Designation

: CHIEF FINANCIAL OFFICER

Date

: 31 MAY 2022

