

notice of annual general meeting

NOTICE IS HEREBY GIVEN that the Twentieth Annual General Meeting ("20th AGM") of ECM Libra Group Berhad ("Company") will be held at MAKAN at Tune Hotel KLIA-KLIA2, Lot Pt 13, Jalan KLIA 2/2, 64000 KLIA, Selangor on Thursday, 12 June 2025 at 2.30 p.m. to transact the following businesses:

AGENDA

AS ORDINARY BUSINESS

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| 1. | To receive the audited financial statements for the financial year ended 31 December 2024 together with the reports of the Directors and Auditors thereon. | Please refer to explanatory note 1 |
| 2. | To approve the payment of Directors' fees of RM161,612 for the financial year ended 31 December 2024 to be divided among the Non-Executive Directors in such manner as the Directors may determine. | Ordinary Resolution 1 |
| 3. | To approve the payment of Directors' benefits (excluding Directors' fees) to the Non-Executive Directors up to an amount of RM171,000 for the period from 13 June 2025 until the next Annual General Meeting of the Company. | Ordinary Resolution 2 |
| 4. | To re-elect the following Directors who retire by rotation pursuant to Clause 105 of the Company's Constitution:

(i) Mr Oh Teik Khim; and
(ii) Mr Gareth Lim Tze Xiang. | Ordinary Resolution 3
Ordinary Resolution 4 |
| 5. | To re-appoint Messrs BDO PLT as Auditors of the Company and to authorise the Directors to fix their remuneration. | Ordinary Resolution 5 |

AS SPECIAL BUSINESS

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

6. **PROPOSED AUTHORITY TO DIRECTORS TO ISSUE SHARES AND PROPOSED WAIVER OF PRE-EMPTIVE RIGHTS**

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

AND THAT in connection with the above, approval be and is hereby given to waive the statutory pre-emptive rights of the shareholders of the Company under Section 85 of the Act, read together with Clause 15 of the Company's Constitution, to be offered new shares in the Company ranking equally to the existing issued shares arising from any allotment and issuance of new shares pursuant to the General Mandate."

Ordinary Resolution 6

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7. **PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES**

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

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

whichever occurs first;

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

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

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

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

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8. To consider any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Company's Constitution.

By Order of the Board

WONG CHOY LING (MIA 47044)
(SSM PC No. 202008004069)

CYNTHIA GLORIA LOUIS (MAICSA 7008306)
(SSM PC No. 201908003061)

CHEW MEI LING (MAICSA 7019175)
(SSM PC No. 201908003178)

Secretaries
Kuala Lumpur
29 April 2025

NOTES:

1. Only a depositor whose name appears in the Record of Depositors of the Company as at 5 June 2025 shall be regarded as a member entitled to attend, speak and vote at the 20th AGM or appoint not more than two (2) proxies to attend, speak and vote on his/her behalf.
2. Where a member of the Company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act 1991 which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("Omnibus Account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each Omnibus Account it holds.
3. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies, otherwise the appointment shall be invalid. A proxy may but need not be a member of the Company. There shall be no restriction as to the qualification of the proxy(ies).
4. The instrument appointing a proxy(ies) shall be in writing under the hand of the appointer or of his/her attorney duly authorised in writing or if the appointer is a corporation, either under its common seal or under the hand of a duly authorised officer or attorney of the corporation.
5. The original duly executed Form of Proxy must be deposited at the Registered Office of the Company at 2nd Floor, West Wing, Bangunan ECM Libra, 8 Jalan Damansara Endah, Damansara Heights, 50490 Kuala Lumpur not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof.
6. By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms pursuant to the Personal Data Protection Act 2010 set out below:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the 20th 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 20th AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 20th 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.

7. Pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), all resolutions set out in the Notice of 20th AGM will be put to vote by way of a poll.
8. The Annual Report 2024, the statement to shareholders regarding the proposed renewal of authority for the Company to purchase its own shares ("Share Buy-Back Statement") dated 29 April 2025 and the Form of Proxy are available for viewing and downloading from the Company's website at <https://ecmlibra.com/annual-general-meeting-extraordinary-general-meeting/>.

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Explanatory notes

1. Audited financial statements for the financial year ended 31 December 2024

This agenda item is for discussion only, as under the provision of Section 340(1)(a) of the Companies Act 2016 ("Act"), the audited financial statements and the reports of the Directors and Auditors do not require a formal approval of the members. Therefore, this matter will not be put forward for voting.

2. Ordinary Resolution 1 – Payment of Directors' fees

The payment of Directors' fees totalling RM161,612 for the financial year ended 31 December 2024 will only be made if the proposed ordinary resolution is approved by the members at the 20th AGM.

Further details on the fees payable to each Non-Executive Director are provided in Note 8 of the audited financial statements for the financial year ended 31 December 2024.

3. Ordinary Resolution 2 – Payment of Directors' benefits (excluding Directors' fees)

The current Directors' benefits (excluding Directors' fees) for the Non-Executive Directors comprise meeting allowance of RM1,000 per meeting, medical coverage and other claimable benefits-in-kind.

The meeting allowances payable to the Non-Executive Directors for the period from 13 June 2025 until the next Annual General Meeting of the Company are estimated based on the scheduled number of meetings of the Board of Directors ("Board") and Board Committees, as well as the expected participation of the Non-Executive Directors in these meetings.

The Board will seek approval of the members at the next Annual General Meeting of the Company if the proposed Directors' benefits (excluding Directors' fees) payable to the Non-Executive Directors during the above period are insufficient due to an increase in the number of meetings of the Board and Board Committees and/or an expansion of the Board size and/or a revision to the existing Directors' remuneration structure.

4. Ordinary Resolution 3 and Ordinary Resolution 4 – Re-election of retiring Directors

The profiles of the retiring Directors, Mr Oh Teik Khim and Mr Gareth Lim Tze Xiang, who are standing for re-election at the 20th AGM, are provided in the Directors' profile section of the Annual Report 2024.

The Board through the Nomination and Remuneration Committee ("NRC") had conducted an annual assessment of the qualifications, skills, experience, contributions, performance, fitness, propriety, calibre and personality of individual Directors (including the retiring Directors), based on a set of prescribed criteria. Based on the assessment results, the performance of each Director was found to be satisfactory. The NRC had confirmed that all Directors were fit and proper to continue serving on the Board. Taking into consideration the results of the annual assessment, the NRC had assessed that the retiring Directors fulfilled the fit and proper criteria for re-election outlined in the Directors' Fit and Proper Policy. The NRC was also satisfied that Mr Oh Teik Khim had met the independence criteria in his annual assessment as an Independent Director.

In view of the satisfactory assessment outcome, the Board endorsed the recommendation of the NRC to seek members' approval at the 20th AGM for the re-election of Mr Oh Teik Khim and Mr Gareth Lim Tze Xiang as Directors of the Company.

5. Ordinary Resolution 5 – Re-appointment of Messrs BDO PLT as Auditors

The Board Audit & Risk Management Committee ("BARMC") had assessed the performance, suitability and independence of Messrs BDO PLT ("BDO") in accordance with the External Auditors Assessment Policy for their re-appointment as Auditors of the Company. Based on the assessment results and feedback from management, the BARMC was satisfied that BDO met the criteria for re-appointment.

In view of the satisfactory assessment outcome, the Board endorsed the recommendation of the BARMC to seek members' approval at the 20th AGM for the re-appointment of BDO as Auditors of the Company.

6. Ordinary Resolution 6 – Proposed authority to Directors to issue shares and proposed waiver of pre-emptive rights

The proposed ordinary resolution, if passed, will renew the mandate granted to the Directors to allot and issue new shares in the Company from time to time, provided that the aggregate number of new shares to be allotted and issued under this resolution during the preceding twelve (12) months does not exceed ten percent (10%) of the total issued shares of the Company for the time being (excluding treasury shares) ("General Mandate"). Additionally, the passing of this resolution will be deemed a waiver by the members of their pre-emptive rights under Section 85 of the Act, read together with Clause 15 of the Company's Constitution, to be first offered the new shares to be allotted and issued under the General Mandate, which will result in the dilution of their shareholding percentage in the Company. Unless revoked or varied at a general meeting, the General Mandate will expire at the conclusion of the next Annual General Meeting of the Company.

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The General Mandate, if granted by the members, will enable the Directors to act promptly and avoid delays and costs associated with convening general meetings should the need arise to allot and issue new shares for fund raising purposes. This includes, but is not limited to, the placement of shares to finance future investment projects, working capital and/or acquisitions, or for any other purposes that the Directors deem in the best interest of the Company.

As at the date of this Notice, no new shares in the Company were allotted and issued under the mandate granted to the Directors at the last Annual General Meeting of the Company held on 6 June 2024, which will lapse at the conclusion of the 20th AGM.

7. Ordinary Resolution 7 – Proposed renewal of authority for the Company to purchase its own shares

The proposed ordinary resolution, if passed, will authorise the Company to purchase its own ordinary shares up to ten percent (10%) of its total issued shares. Unless revoked or varied at a general meeting, this authority will expire at the conclusion of the next Annual General Meeting of the Company. Further details regarding the proposed ordinary resolution are provided in the Share Buy-Back Statement dated 29 April 2025, which is available on the Company's website at <https://ecmlibra.com/annual-general-meeting-extraordinary-general-meeting/>.