



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

MINUTES of the Twentieth Annual General Meeting (“**20th AGM**” or “**Meeting**”) of ECM Libra Group Berhad (“**Company**”) 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.

PRESENT: DIRECTORS

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

MEMBERS

As per attendance listing

PROXIES

As per attendance listing

IN ATTENDANCE: Mr Navinderjeet Singh a/l Naranjan Singh (Chief Financial Officer)
 Ms Wong Choy Ling (Joint Company Secretary)
 Ms Cynthia Louis (AscendServ Corporate Services Sdn Bhd (formerly known
 as Axcelserv Corporate Services Sdn Bhd), Joint Company Secretary)

OTHERS PRESENT: Ms Mika Tam Mei Jia (Representative from Tricor Investor & Issuing House
 Services Sdn Bhd (“**TIHS**”), Poll Administrator)
 Ms Wong Lee Chin (Representative from Scrutineer Solutions Sdn Bhd
 (“**SSSB**”), Scrutineer)
 Mr Brendan Francis Lim Jern Zhen (Representative from Messrs BDO PLT
 (“**BDO**”), Statutory Auditors)
 Ms Yap Tong Xin (Representative from BDO, Statutory Auditors)

1. QUORUM

It was established that a quorum was present.

2. PRELIMINARY

The Chairman, Dato' Lim Kian Onn, on behalf of the Board of Directors (“**Board**”), welcomed all the members and proxies to the 20th AGM.

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

3. NOTICE OF MEETING

The Notice of the 20th AGM dated 29 April 2025, having been circulated to all members in accordance with Clause 71 of the Company's Constitution, was taken as read.

4. POLL VOTING

The Chairman informed the Meeting that pursuant to Paragraph 8.29A(1) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and Clause 84 of the Company's Constitution, all resolutions to be considered at the Meeting would be put to vote by way of poll and the polling process would be conducted upon the completion of the deliberation of all items of business to be transacted at the 20th AGM.

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

5. AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024 AND THE REPORTS OF THE DIRECTORS AND AUDITORS

The Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors (“**AFS and Reports**”), having been circulated to all members within the prescribed period, were tabled at the Meeting.

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

The Chairman then invited the members and proxies present to raise any questions on the AFS and Reports.

As there were no questions or clarifications sought, the Meeting proceeded to the second item on the Agenda.

6. ORDINARY RESOLUTION 1

- PAYMENT OF DIRECTORS' FEES OF RM161,612 FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024

The Chairman informed the Meeting that Ordinary Resolution 1 was to approve the payment of Directors' fees. The Chairman further informed the Meeting that the Board had recommended the payment of Directors' fees of RM161,612 for the financial year ended 31 December 2024.

In relation thereto, the following motion was tabled for the members' consideration:

"THAT 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, be and is hereby approved."

The motion in respect of Ordinary Resolution 1 was proposed by Ms Quay Pei Ling and seconded by Puan Nur Khaleeda Nadzirah binti Shamsulzaman.

The Chairman then invited questions and comments from the floor in connection with Ordinary Resolution 1.

As there were no questions or clarifications sought, the Chairman proceeded to the third item on the Agenda.

7. ORDINARY RESOLUTION 2

- 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

The Chairman indicated that Ordinary Resolution 2 was to approve the payment of Directors' benefits. The Meeting noted that the Board had recommended the payment of Directors' benefits excluding Directors' fees up to an amount of RM171,000 to the Non-Executive Directors for the period from 13 June 2025 until the next Annual General Meeting of the Company.

In relation thereto, the following motion was tabled for the members' consideration:

"THAT 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, be and is hereby approved."

The motion pertaining to Ordinary Resolution 2 was proposed by Ms Quay Pei Ling and seconded by Puan Nur Khaleeda Nadzirah binti Shamsulzaman.

The Chairman then invited questions and comments from the floor in connection with the Ordinary Resolution 2.

As there were no questions or clarifications sought, the Chairman proceeded to the fourth item on the Agenda.

8. ORDINARY RESOLUTION 3 AND ORDINARY RESOLUTION 4
- RE-ELECTION OF MR OH TEIK KHIM AND MR GARETH LIM TZE XIANG WHO RETIRE BY ROTATION PURSUANT TO CLAUSE 105 OF THE COMPANY'S CONSTITUTION

The Chairman informed the Meeting that Ordinary Resolution 3 and Ordinary Resolution 4 pertained to the re-election of Mr Oh Teik Khim and Mr Gareth Lim Tze Xiang respectively as Directors of the Company. Pursuant to Clause 105 of the Company's Constitution, Mr Oh Teik Khim and Mr Gareth Lim Tze Xiang had retired from office by rotation and being eligible, had offered themselves for re-election.

In relation thereto, the following motions were tabled for the members' consideration:

Ordinary Resolution 3

"THAT Mr Oh Teik Khim, the Director who retires by rotation pursuant to Clause 105 of the Company's Constitution, be and is hereby re-elected a Director of the Company."

Ordinary Resolution 4

"THAT Mr Gareth Lim Tze Xiang, the Director who retires by rotation pursuant to Clause 105 of the Company's Constitution, be and is hereby re-elected a Director of the Company."

The motion in respect of Ordinary Resolution 3 was proposed by the Chairman and seconded by Puan Nur Khaleeda Nadzirah binti Shamsulzaman while the motion in respect of Ordinary Resolution 4 was proposed by Ms Quay Pei Ling and seconded by Puan Nur Khaleeda Nadzirah binti Shamsulzaman.

The Chairman then invited questions and comments from the floor in connection with the Ordinary Resolution 3 and Ordinary Resolution 4.

As there were no questions or clarifications sought, the Chairman proceeded to the fifth item on the Agenda.

9. ORDINARY RESOLUTION 5
- RE-APPOINTMENT OF BDO AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

The Chairman indicated that the fifth item on the Agenda was to consider Ordinary Resolution 5 pertaining to the re-appointment of the retiring Auditors, BDO.

In relation thereto, the following motion was tabled for the members' consideration:

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

The motion pertaining to Ordinary Resolution 5 was proposed by the Chairman and seconded by Puan Nur Khaleeda Nadzirah binti Shamsulzaman.

The Chairman then invited questions and comments from the floor in connection with Ordinary Resolution 5.

As there were no questions or clarifications sought, the Meeting proceeded to the next agenda item.

10. SPECIAL BUSINESS

ORDINARY RESOLUTION 6

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

The Chairman informed the Meeting that the sixth item on the Agenda was to consider Ordinary Resolution 6 which pertained to the authority for the Directors to issue shares pursuant to Sections 75 and 76 of the Companies Act 2016 and the waiver of the shareholders' pre-emptive rights under Section 85 of the Companies Act 2016 and Clause 15 of the Company's Constitution. The Chairman further informed the Meeting that the motion for consideration was set out in the Notice of Meeting on page 122 of the Annual Report 2024.

The Chairman proposed the motion in respect of Ordinary Resolution 6, which was duly seconded by Puan Nur Khaleeda Nadzirah binti Shamsulzaman.

The Chairman then invited questions and comments from the floor in connection with Ordinary Resolution 6.

As there were no questions or clarifications sought, the Chairman proceeded to the next item on the Agenda.

11. SPECIAL BUSINESS

ORDINARY RESOLUTION 7

- PROPOSED RENEWAL OF AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

The Chairman informed the Meeting that the seventh item on the Agenda was to consider Ordinary Resolution 7 which pertained to the authority for the Company to purchase its own shares, and the motion for consideration was set out in the Notice of Meeting on page 123 of the Annual Report 2024.

The Chairman further informed the Meeting that the passing of Ordinary Resolution 7 would empower the Company to purchase its own shares of up to ten percent of the total number of its issued shares. This authority would expire at the conclusion of the next Annual General Meeting of the Company.

The Chairman proposed the motion pertaining to Ordinary Resolution 7, which was duly seconded by Puan Nur Khaleeda Nadzirah binti Shamsulzaman.

The Chairman then invited questions and comments from the floor in connection with Ordinary Resolution 7 and there were no questions and/or clarifications sought.

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

12. POLLING PROCESS

The Chairman invited the representative from TIIHS to brief the members and proxies present on the poll procedure. The voting session commenced immediately after the briefing.

At the conclusion of the voting, the Chairman adjourned the Meeting at 2.38 p.m. to allow TIIHS to count the votes and SSSB to verify the results. The Chairman informed the Meeting that it would resume as soon as the poll results had been verified by SSSB.

13. ANNOUNCEMENT OF POLL RESULTS

The Chairman informed the Meeting that he had received the poll results which had been duly verified by SSSB. As a quorum was present, the Meeting was called to order at 2.43 p.m. for the declaration of the poll results. At the invitation of the Chairman, the representative of SSSB read out the poll results at the Meeting as follows:

Resolutions	Vote For		Vote Against	
	No. of Shares	%	No. of Shares	%
Ordinary Resolution 1	116,318,612	100.0000	0	0.0000
Ordinary Resolution 2	307,199,655	100.0000	21	0.0000
Ordinary Resolution 3	377,762,491	100.0000	0	0.0000
Ordinary Resolution 4	377,762,491	100.0000	0	0.0000

Ordinary Resolution 5	377,762,491	100.0000	0	0.0000
Ordinary Resolution 6	377,762,491	100.0000	0	0.0000
Ordinary Resolution 7	377,762,491	100.0000	0	0.0000

Based on the poll results, the Chairman declared that the Ordinary Resolutions 1 to 7 tabled at the 20th AGM were carried. Accordingly, the Meeting RESOLVED as follows:

Ordinary Resolution 1

THAT 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, be and is hereby approved.

Ordinary Resolution 2

THAT 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, be and is hereby approved.

Ordinary Resolution 3

THAT Mr Oh Teik Khim, the Director who retires by rotation pursuant to Clause 105 of the Company's Constitution, be and is hereby re-elected a Director of the Company.

Ordinary Resolution 4

THAT Mr Gareth Lim Tze Xiang, the Director who retires by rotation pursuant to Clause 105 of the Company's Constitution, be and is hereby re-elected a Director of the Company.

Ordinary Resolution 5

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

Ordinary Resolution 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 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.

14. CLOSE OF MEETING

There being no other business, the Chairman declared the Meeting closed at 2.50 p.m. and thanked all present for their attendance.