



(Incorporated in the Republic of Singapore on 20 October 2010)
(Company Registration Number: 201022364R)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of Libra Group Limited (the "**Company**") will be held at Orchid Country Club, 1 Orchid Club Road, Singapore 769162 on Friday, 28 April 2017 at 2.00 p.m. for the following purposes:

AS ORDINARY BUSINESS

- (1) To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2016 together with the Auditors' Report thereon. **(Resolution 1)**
- (2) To re-elect the following Directors retiring pursuant to Regulation 89 of the Company's Constitution:

Mr Chu Sau Ben (Retiring under Regulation 89) **(Resolution 2)**

Mr Chu Sau Ben will, upon re-election as a Director of the Company, remain as Executive Chairman and Chief Executive Officer of the Company.

To note the retirement of Mr Yuen Sou Wai who will not be seeking re-election after his retirement in accordance with Regulation 89 of the Company's Constitution.
- (3) To approve the payment of Directors' fees of S\$160,000 for the financial year ending 31 December 2017, payable half yearly in arrears (2016: S\$160,000). **(Resolution 3)**
- (4) To re-appoint Ernst & Young LLP, Public Accountants and Chartered Accountants, as the Company's Auditors and to authorise Directors of the Company to fix their remuneration. **(Resolution 4)**
- (5) To transact any other ordinary business which may properly be transacted at an annual general meeting.

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

(6) Authority to allot and issue shares

"That, pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the "**Act**") and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") (the "**Catalist Rules**"), authority be and is hereby given to the Directors of the Company to:

- (a) (i) allot and issue shares in the capital of the Company ("**Shares**") (whether by way of rights, bonus or otherwise); and/or

(ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and
- (b) notwithstanding that the authority conferred by this Resolution may have ceased to be in force, issue Shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of new Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this resolution), to be allotted and issued pursuant to this Resolution does not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares) (calculated in accordance with sub-paragraph (2) below), of which the aggregate number of new Shares to be allotted and issued other than on a pro rata basis to existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares) (calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculations as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of new Shares that may be issued under sub-paragraph (1) above, the percentage of issued Shares (excluding treasury shares) shall be based on the total number of issued Shares (excluding treasury shares) at the time this resolution is passed after adjusting for:
 - (i) new Shares arising from the conversion or exercise of any convertible securities;
 - (ii) new Shares arising from exercising of share options or vesting of share awards outstanding and/or subsisting at the time of the passing of this resolution, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Rules of Catalist; and
 - (iii) any subsequent bonus issue, consolidation or sub-division of Shares;
- (3) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Rules of Catalist for the time being in force (unless such compliance has been waived by the SGX-ST), and all applicable legal requirements under the Act and the Constitution for the time being of the Company; and
- (4) unless revoked or varied by the Company in general meeting, the authority conferred by this resolution shall continue in force until the conclusion of the next annual general meeting of the Company is required by law to be held, whichever is the earlier." **(Resolution 5)**
[See Explanatory Note (ii)]

(7) Authority to grant awards ("**Awards**") and issue Shares under the Libra Performance Share Plan ("**Plan**")

"That the Directors of the Company be and are hereby authorized to grant Awards in accordance with the provisions of the Plan and to allot and issue from time to time such number of fully-paid Shares as may be required to be issued pursuant to the vesting of the Awards under the Plan, provided that the aggregate number of new Shares which may be issued pursuant to Awards granted under the Plan on any date, when added to the number of new Shares issued and issuable in respect of all Awards granted under the Plan, shall not exceed 15.0% of the total number of issued share capital (excluding treasury shares) of the Company on the day preceding that date. The aggregate number of Shares issued and issuable under the Plan shall not exceed 15.0% of the total issued Share capital of our Company from time to time." **(Resolution 6)**
[See Explanatory Note (iii)]

(8) Authority to issue Shares under the Libra Group Limited Scrip Dividend Scheme

"That approval be and is hereby given to the Directors of the Company to allot and issue from time to time such number of Shares as may be required to be allotted and issued pursuant to Libra Group Limited Scrip Dividend Scheme." **(Resolution 7)**
[See Explanatory Note (iii)]

BY ORDER OF THE BOARD

Gn Jong Yuh Gwendolyn
Company Secretary
Singapore, 13 April 2017

Explanatory Notes:

- (i) The Ordinary Resolution 5 proposed in item 6 above, if passed, will empower the Directors of the Company from the date of the above AGM until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier, to allot and issue Shares and convertible securities in the Company. The aggregate number of Shares and convertible securities, which the Directors of the Company may allot and issue under this Resolution shall not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares) at the time of passing this resolution. For allotment and issue of Shares and convertible securities other than on a pro rata basis to all shareholders of the Company, the aggregate number of Shares and convertible securities to be allotted and issued shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares). This authority will continue until the next Annual General Meeting of the Company or the date by which the next Annual General Meeting is required by law to be held, whichever is earlier (unless such authority is revoked or varied at a general meeting).
- (ii) The Ordinary Resolution 6 proposed in item 7 above, if passed, will empower the Directors of the Company to offer and grant Awards and to issue such Shares pursuant to the Plan, provided that the aggregate number of Shares under the Plan and such other awards or share options granted under any share scheme of the Company in force, shall not exceed fifteen per cent (15%) of the total number of issued Shares (excluding treasury shares) from time to time. This authority will continue until the next Annual General Meeting of the Company or the date by which the next Annual General Meeting is required by law to be held, whichever is earlier (unless such authority is revoked or varied at a general meeting).
- (iii) The Ordinary Resolution 7 proposed in item 8 above, if passed, will authorize the Directors of the Company to issue shares in the Company pursuant to the Libra Group Limited Scrip Dividend Scheme (as approved by shareholders in 2015 and as modified from time to time pursuant to such Scheme) to shareholders who, in respect of a qualifying dividend, elect to receive shares in lieu of part or all of the cash amount of that qualifying dividend. This authority will continue until the next Annual General Meeting of the Company or the date by which the next Annual General Meeting is required by law to be held, whichever is earlier (unless such authority is revoked or varied at a general meeting). Authority sought under Ordinary Resolution 7 is in addition to the general authority to issue shares sought under Ordinary Resolution 5.

Notes

1. Except for a member who is a Relevant Intermediary as defined under Section 181(6) of the Companies Act, Chapter 50 (the "Act"), a member is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting ("AGM"). Where a member appoints more than one proxy, the proportion of his concerned shareholding to be represented by each proxy shall be specified in the proxy form. A proxy need not be a member of the Company.
2. Pursuant to Section 181(1C) of the Act, a member who is a Relevant Intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.
3. If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
4. The instrument appointing a proxy must be deposited at the registered office of the Company at 21 Ubi Road 1 #02-02, Singapore 408724 not less than seventy-two (72) hours before the time appointed for holding the AGM.