LIBRA
GROUP LIMITED

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

All capitalised terms used in this Notice of EGM which are not defined herein shall, unless the context otherwise requires, have the same meaning ascribed to them in the circular to Shareholders dated 13 April 2017.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of Libra Group Limited (the "**Company**") will be held at Orchid Country Club, 1 Orchid Club Road, Singapore 769162 on 28 April 2017 at 2.45 p.m. (or as soon as practicable immediately following the conclusion or adjournment of the annual general meeting of the Company to be held at 2.00 p.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

RESOLUTION 1: ORDINARY RESOLUTION

THE PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE

THAT:

(a) for the purposes of the Companies Act (Cap. 50) of Singapore (the "**Act**"), the exercise by the directors of the Company ("**Directors**") of all the powers of the Company to purchase or otherwise acquire the issued ordinary shares in the capital of the Company ("**Shares**") not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price or price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:

(i) on-market purchases, transacted on the ready market of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), or as the case may be, other stock exchange for the time being on which the Shares may be listed or quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose (the "**Market Purchase**"); and/or

(ii) off-market purchases (if effected otherwise than on the SGX-ST) in accordance with an equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit and in the best interests of the Company, which scheme(s) shall satisfy all the conditions prescribed by the Act and the Catalist Rules (the "**Off-Market Purchase**").

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being as applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Buy-Back Mandate**");

(b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this resolution and expiring on the earlier of:

(i) the date on which the next annual general meeting of the Company is held or required by law to be held; or

(ii) the date on which the purchase of Shares by the Company are carried out to the full extent mandated; or

(iii) the date on which the authority contained in the Share Buy-Back Mandate is varied or revoked.

(c) in this resolution:

"**Prescribed Limit**" means the number of Shares representing 10% of the total number of issued ordinary shares in the share capital of the Company excluding treasury shares and subsidiary holdings as at the date of the passing of this resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Act, at any time during the Relevant Period (as defined hereinafter), in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered (excluding any treasury shares that may be held by the Company from time to time);

"**Relevant Period**" means the period commencing from the date on which the resolution was passed expiring on the date the next annual general meeting of the Company is held or is required by law to be held, or the date on which the purchases of the Shares are carried out to the full extent mandated, whichever is earlier, unless prior to that, it is varied or revoked by resolution of the shareholders of the Company in general meeting; and

"**Maximum Price**" in relation to a Share to be purchased, means an amount not exceeding:

(i) in the case of a Market Purchase, 105% of the Average Closing Price;

(ii) in the case of an Off-Market Purchase, 115% of the Average Closing Price,

(excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) where:

"**Average Closing Price**" means the average of the closing market prices of a Share over the last 5 consecutive Market Days ("Market Day" being a day on which the SGX-ST is open for securities trading), on which transactions in the Shares were recorded, immediately preceding the date of the Market Purchase or, as the case may be, the date of the making of the offer for an the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant 5-day period; and

"**date of the making of the offer**" means the date on which the Company announces its intention to make an offer for the Share Buy-Back, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

(d) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they/he/she may consider expedient, necessary, desirable, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

RESOLUTION 2: ORDINARY RESOLUTION

THE PROPOSED AMENDMENTS TO THE LIBRA PERFORMANCE SHARE PLAN ("PLAN")

THAT:

(a) the proposed amendments to the Rules of the Libra Performance Share Plan ("**Plan Rules**") as set out in Appendix A to the Circular be and are hereby adopted and approved by the Company;

(b) the Directors be and are hereby authorized to offer and grant Awards in accordance with the provisions of the Plan (amended in accordance with paragraph (a) above ("**Modified Plan Rules**") 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 Modified Plan Rules, provided that the aggregate number of new Shares which may be issued pursuant to Awards granted under the Modified Plan Rules 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 Modified Plan Rules shall not exceed 15.0% of the total issued Share capital of our Company from time to time; and

(c) the Directors and/or any one of them be and is/are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary, expedient, incidental to or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

RESOLUTION 3: ORDINARY RESOLUTION

THE PROPOSED PARTICIPATION OF MS CHU FAI FONG, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER, IN THE LIBRA PERFORMANCE SHARE PLAN

THAT, approval be and is hereby given for the participation of Ms Chu Fai Fong, an Associate of a Controlling Shareholder of the Company, in the Libra PSP.

The Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they/he/she may consider expedient, necessary, desirable, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

RESOLUTION 4: ORDINARY RESOLUTION

THE PROPOSED PARTICIPATION OF MS CHU KEE YONG, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER, IN THE LIBRA PERFORMANCE SHARE PLAN

THAT, approval be and is hereby given for the participation of Ms Chu Kee Yong, an Associate of a Controlling Shareholder of the Company, in the Libra PSP.

The Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they/he/she may consider expedient, necessary, desirable, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

RESOLUTION 5: ORDINARY RESOLUTION

THE PROPOSED PARTICIPATION OF MR CHU SIOW LEONG, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER, IN THE LIBRA PERFORMANCE SHARE PLAN

THAT, approval be and is hereby given for the participation of Mr Chu Siow Leong, an Associate of a Controlling Shareholder of the Company, in the Libra PSP.

The Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they/he/she may consider expedient, necessary, desirable, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

RESOLUTION 6: ORDINARY RESOLUTION

THE PROPOSED GRANT OF AN AWARD OF UP TO 1,525,000 SHARES TO MR CHU SAU BEN UNDER THE LIBRA PSP

THAT CONTINGENT ON THE PASSING OF RESOLUTION 2, approval be and is hereby granted for the proposed grant of an Award to Mr Chu Sau Ben under the Libra PSP on the following terms:-

(a) Date of grant: Any time within one (1) month from the date of the EGM;

(b) Number of Shares: Up to 1,525,000 Shares, representing approximately:

(i) 1.30% of the total number of issued Shares as at the Latest Practicable Date;

(ii) 8.65% of the maximum number of Shares available under the Libra PSP and any other share schemes of the Company; and

(c) Vesting period:

(i) 525,000 Shares under this Award will vest immediately upon the date of grant; and

(ii) 1,000,000 Shares under this Award will vest on the date falling one (1) year from the date of grant. The Shares under this Award will be released after the vesting period if certain predetermined performance conditions as determined by the Committee are achieved or otherwise in accordance with the Libra PSP Rules.

The Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they/he/she may consider expedient, necessary, desirable, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

RESOLUTION 7: ORDINARY RESOLUTION

THE PROPOSED GRANT OF AN AWARD OF UP TO 160,472 SHARES TO MS CHU FAI FONG, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER, UNDER THE LIBRA PSP

THAT CONTINGENT ON THE PASSING OF RESOLUTION 2 AND RESOLUTION 3, approval be and is hereby granted for the proposed grant of an Award to Ms Chu Fai Fong, an Associate of a Controlling Shareholder, under the Libra PSP on the following terms:-

(a) Date of grant: Any time within 1 month from the date of the EGM;

(b) Number of Shares: Up to 160,472 Shares, representing approximately:

(i) 0.14% of the total number of issued Shares as at the Latest Practicable Date;

(ii) 0.91% of the maximum number of Shares available under the Libra PSP and any other share schemes of the Company; and

(c) Vesting period:

(i) 53,472 Shares under this Award will vest immediately upon the date of grant; and

(ii) 107,000 Shares under this Award will vest on the date falling one (1) year from the date of grant. The Shares under this Award will be released after the vesting period if certain predetermined performance conditions as determined by the Committee are achieved or otherwise in accordance with the Libra PSP Rules.

The Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they/he/she may consider expedient, necessary, desirable, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

RESOLUTION 8: ORDINARY RESOLUTION

THE PROPOSED GRANT OF AN AWARD OF UP TO 146,611 SHARES TO MS CHU KEE YONG, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER, UNDER THE LIBRA PSP

THAT CONTINGENT ON THE PASSING OF RESOLUTION 2 AND RESOLUTION 4, approval be and is hereby granted for the proposed grant of an Award to Ms Chu Kee Yong, an Associate of a Controlling Shareholder, under the Libra PSP on the following terms:-

(a) Date of grant: Any time within 1 month from the date of the EGM;

(b) Number of Shares: Up to 146,611 Shares, representing approximately:

(i) 0.12% of the total number of issued Shares as at the Latest Practicable Date;

(ii) 0.83% of the maximum number of Shares available under the Libra PSP and any other share schemes of the Company; and

(c) Vesting period:

(i) 48,611 Shares under this Award will vest immediately upon the date of grant; and

(ii) 98,000 Shares under this Award will vest on the date falling one (1) year from the date of grant. The Shares under this Award will be released after the vesting period if certain predetermined performance conditions as determined by the Committee are achieved or otherwise in accordance with the Libra PSP Rules.

The Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they/he/she may consider expedient, necessary, desirable, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

RESOLUTION 9: ORDINARY RESOLUTION

THE PROPOSED GRANT OF AN AWARD OF UP TO 95,944 SHARES TO MR CHU SIOW LEONG, AN ASSOCIATE OF A CONTROLLING SHAREHOLDERR UNDER THE LIBRA PSP

THAT CONTINGENT ON THE PASSING OF RESOLUTION 2 AND RESOLUTION 5, approval be and is hereby granted for the proposed grant of an Award to Mr Chu Siow Leong, an Associate of a Controlling Shareholder, under the Libra PSP on the following terms:-

(a) Date of grant: Any time within 1 month from the date of the EGM;

(b) Number of Shares: Up to 95,944 Shares, representing approximately:

(i) 0.08% of the total number of issued Shares as at the Latest Practicable Date;

(ii) 0.54% of the maximum number of Shares available under the Libra PSP and any other share schemes of the Company; and

(c) Vesting period:

(i) 31,944 Shares under this Award will vest immediately upon the date of grant; and

(ii) 64,000 Shares under this Award will vest on the date falling one (1) year from the date of grant. The Shares under this Award will be released after the vesting period if certain predetermined performance conditions as determined by the Committee are achieved or otherwise in accordance with the Libra PSP Rules.

The Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they/he/she may consider expedient, necessary, desirable, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

By Order of the Board

Gn Jong Yuh Gwendolyn
Company Secretary
13 April 2017

Notes:

(a) 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 EGM. 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.

(b) 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 EGM, 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.

(c) A member should insert the total number of shares held. If the member has shares entered against his name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), he should insert that number of shares. If the member has shares registered in his name in the Register of Members of the Company, he should insert that number of shares. If the member has shares entered against his name in the Depository Register and registered in his name in the Register of Members, he should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member.

(d) The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 21 Ubi Road 1, #02-02, Singapore 408724, not less than 72 hours before the time set for the EGM.

(e) The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer.

(f) Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

(g) A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.

(h) The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy. In addition, in the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

(i) A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register 72 hours before the time set for the EGM.

Personal data privacy:-

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any EGM 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 agents), 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 agents) 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.