CIRCULAR DATED 13 April 2017

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt about the contents of this Circular or the action you should take, you should consult your bank manager, stockbroker, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of Libra Group Limited (the "**Company**"), you should forward this Circular, the Notice of Extraordinary General Meeting and the attached Proxy Form immediately to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

This Circular has been prepared by the Company and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**"), for compliance with the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") Listing Manual Section B: Rules of Catalist. The Sponsor has not verified the contents of this Circular.

This Circular has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this Circular, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this Circular.

The contact person for the Sponsor is Ms Keng Yeng Pheng, Associate Director, Continuing Sponsorship, at 16 Collyer Quay, #10-00 Income At Raffles, Singapore 049318, telephone (65) 6229-8088.

LIBRA
GROUP LIMITED

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

CIRCULAR TO SHAREHOLDERS

IN RELATION TO:

(1) THE PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE;

(2) THE PROPOSED AMENDMENTS TO THE LIBRA PERFORMANCE SHARE PLAN;

(3) THE PROPOSED PARTICIPATION OF ASSOCIATES OF MR CHU SAU BEN, A CONTROLLING SHAREHOLDER, IN THE LIBRA PERFORMANCE SHARE PLAN;

(4) THE PROPOSED GRANT OF AWARDS TO MR CHU SAU BEN, A CONTROLLING SHAREHOLDER, UNDER THE LIBRA PERFORMANCE SHARE PLAN; AND

(5) THE PROPOSED GRANT OF AWARDS TO ASSOCIATES OF MR CHU SAU BEN, A CONTROLLING SHAREHOLDER, UNDER THE LIBRA PERFORMANCE SHARE PLAN

IMPORTANT DATES AND TIMES:

Last date and time for lodgment of Proxy Form	:	25 April 2017 at 2.45 p.m.
Date and time of Extraordinary General Meeting	:	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)
Place of Extraordinary General Meeting	:	Orchid Country Club, 1 Orchid Club Road, Singapore 769162

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DEFINITIONS

In this Circular, the following definitions apply throughout unless the context otherwise requires or otherwise stated:

"**Act**" or "**Companies Act**"	:	The Companies Act (Chapter 50) of Singapore, as amended or modified from time to time.
"**ACRA**"	:	Accounting and Corporate Regulatory Authority of Singapore.
"**AGM**"	:	Annual General Meeting of the Company.
"**Associate**"	:	(a) in relation to any Director, Chief Executive Officer, Substantial Shareholder or Controlling Shareholder (being an individual) means: (i) his immediate family; (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more; (b) in relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its Subsidiary or holding company or is a Subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more.
"**Award**"	:	A contingent award of Shares granted pursuant to the Libra PSP Rules.
"**Board of Directors**" or "**Board**"	:	The board of Directors of the Company for the time being.
"**Catalist**"	:	The sponsor-supervised listing platform of the SGX-ST.
"**Catalist Rules**"	:	The rules in Section B: Rules of Catalist of the Listing Manual of the SGX-ST, as amended, supplemented or modified from time to time.
"**CDP**"	:	The Central Depository (Pte) Limited.
"**Circular**"	:	This circular to Shareholders dated 13 April 2017.
"**Committee**"	:	The Remuneration Committee of the Company, or such other committee comprising Directors of the Company or such persons as may be duly authorised and appointed by the Board to administer the Libra PSP.
"**Company**"	:	Libra Group Limited.
"**Constitution**"	:	The constitution of the Company.
"**Controlling Shareholder**"	:	A person who: (a) holds directly or indirectly fifteen per cent. (15%) or more of the total number of Shares (excluding treasury shares) in the Company; or (b) in fact exercises control over the Company.

DEFINITIONS

"**CPF**"	:	The Central Provident Fund.
"**Director(s)**"	:	A director or directors of the Company for the time being.
"**EGM**"	:	The extraordinary general meeting of the Company to be held 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), notice of which is set out on pages 60 to 66 of this Circular.
"**EPS**"	:	Earnings per Share.
"**FRS**"	:	Financial Reporting Standards issued by the Accounting Standards Council.
"**FY**"	:	Financial year ended or ending 31 December.
"**Group**"	:	The Company and its subsidiaries.
"**Latest Practicable Date**"	:	The latest practicable date prior to the printing of this Circular, being 31 March 2017.
"Libra PSP"	:	The Libra Performance Share Plan which was adopted by the Company on 15 November 2011, as may be amended or modified from time to time.
"**Libra PSP Rules**"	:	The rules of the Libra PSP, as may be amended from time to time, and any reference to a particular Libra PSP Rule shall be construed accordingly.
"**Market Day**"	:	A day on which SGX-ST is open for trading in securities.
"Notice of EGM"	:	The notice of the EGM.
"**NTA**"	:	Net tangible assets.
"**Securities Account**"	:	Securities account maintained by Depositors with CDP but not including securities sub-accounts maintained with a Depository Agent.
"**SFA**"	:	Securities and Futures Act (Chapter 289) of Singapore, as amended or modified from time to time.
"**SGX-ST**"	:	Singapore Exchange Securities Trading Limited.
"**Share Buy-Back**"	:	The purchase of Shares by the Company pursuant to the proposed Share Buy-Back Mandate.
"**Share Buy-back Guidance Note**"	:	The share buy-back guidance note as set out in Appendix 2 of the Take-over Code.
"**Share Buy-Back Mandate**"	:	The proposed general and unconditional mandate to authorise the Directors to exercise all the powers of the Company to purchase, on behalf of the Company, Shares in accordance with the terms set out in Section 2 this Circular.

DEFINITIONS

"**Shareholders**"	:	Registered holders for the time being of Shares except that where the registered holder is CDP, the term "Shareholders" shall, in relation to such Shares and where the context admits, mean the Depositors who have Shares entered against their names in the Depository Register maintained by the CDP.
"**Share(s)**"	:	Issued and paid up ordinary share(s) in the capital of the Company.
"**SIC**"	:	The Securities Industry Council of Singapore.
"**Sponsor**"	:	The Company's sponsor, PrimePartners Corporate Finance Pte. Ltd.
"**Substantial Shareholders**"	:	A person who has an interest or interests in one or more voting Shares in the Company and the total votes attached to that Share, or those Shares, is not less than 5% of the total votes attached to all voting Shares of the Company.
"**Take-over Code**"	:	The Singapore Code on Take-overs and Mergers, as amended or modified from time to time.
"**treasury shares**"	:	Issued Shares of the Company which were (or are treated as having been) purchased by the Company in circumstances in which Section 76H of the Act applies and has been held by the Company continuously since such Shares were so purchased.
"**S$**" and "**cents**"	:	Singapore dollars and cents respectively, lawful currency of Singapore.
"**%**" or "**per cent.**"	:	Per centum or percentage.

The terms "**Depositor**", "**Depository Agent**" and "**Depository Register**" shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

Words importing the singular shall, where applicable, include the plural and *vice versa.* Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa,* and words importing persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Act or any statutory modification thereof and used in this Circular shall have the same meaning assigned to it under the said Act or any modification thereof, as the case may be, unless the context otherwise requires.

Any reference to a time of day in this Circular shall be a reference to Singapore time.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any discrepancies in the tables in this Circular between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be the arithmetic aggregation of the figures that precede them.

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

Directors:

Chu Sau Ben (Executive Chairman and Chief Executive Officer)

Xu Ruibing (Executive Director)

Yuen Sou Wai (Lead Independent Director)

Kong Chee Keong (Independent Director)

Soon Ai Kwang (Independent Director)

Registered Office:

21 Ubi Road 1
#02-02
Singapore 408724

13 April 2017

To: The Shareholders of Libra Group Limited

Dear Sir/Madam,

1. INTRODUCTION

1.1. Circular and EGM

The purpose of this Circular is to provide Shareholders with information relating to, and to seek the approval of Shareholders for the same, at the EGM to be held 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 following ordinary resolutions:-

(i) the proposed renewal of the Share Buy-Back Mandate (Resolution 1);

(ii) the proposed amendments to the Libra PSP (Resolution 2);

(iii) the proposed participation of Ms Chu Fai Fong, an Associate of a Controlling Shareholder, in the Libra PSP (Resolution 3);

(iv) the proposed participation of Ms Chu Kee Yong, an Associate of a Controlling Shareholder, in the Libra PSP (Resolution 4);

(v) the proposed participation of Mr Chu Siow Leong, an Associate of a Controlling Shareholder, in the Libra PSP (Resolution 5);

(vi) the proposed grant of awards to Mr Chu Sau Ben, the Executive Chairman, Chief Executive Officer and Controlling Shareholder under the Libra PSP (Resolution 6);

(vii) the proposed grant of awards to Ms Chu Fai Fong, an Associate of a Controlling Shareholder, under the Libra PSP (Resolution 7);

(viii) the proposed grant of awards to Ms Chu Kee Yong, an Associate of a Controlling Shareholder, under the Libra PSP (Resolution 8); and

(ix) the proposed grant of awards to Mr Chu Siow Leong, an Associate of a Controlling Shareholder, under the Libra PSP (Resolution 9).

((i) to (ix) collectively, the "**Proposed Resolutions**").

1.2. Inter-conditionality

The passing of Resolution 6, Resolution 7, Resolution 8 and Resolution 9 shall be conditional upon the passing of Resolution 2. For the avoidance of doubt, if Resolution 2 is not passed at the EGM, Resolution 6, Resolution 7, Resolution 8 and Resolution 9 will not be tabled.

In addition:

(i) The passing of Resolution 7 shall also be conditional upon the passing of Resolution 3. For the avoidance of doubt, if either Resolution 2 or Resolution 3 is not passed at the EGM, Resolution 7 will not be tabled.

(ii) The passing of Resolution 8 shall also be conditional upon the passing of Resolution 4. For the avoidance of doubt, if either Resolution 2 or Resolution 4 is not passed at the EGM, Resolution 8 will not be tabled.

(iii) The passing of Resolution 9 shall also be conditional upon the passing of Resolution 5. For the avoidance of doubt, if either Resolution 2 or Resolution 5 is not passed at the EGM, Resolution 9 will not be tabled.

2. THE PROPOSED RENEWAL OF THE SHARE BUY-BACK MANDATE

2.1. Introduction

At the extraordinary general meeting of the Company held on 5 August 2015 (the "**2015 EGM**"), the Shareholders had approved the adoption of a share buy-back mandate to enable the Company to purchase or otherwise acquire issued ordinary Shares. At the extraordinary general meeting of the Company held on 29 April 2016 (the "**2016 EGM**"), the Shareholders had approved the renewal of the share buy-back mandate (the "**2016 Mandate**"). The rationale for, the authority and limitations on, and the financial effects of, the 2016 Mandate were set out in the Company's circular to Shareholders dated 7 April 2016.

The 2016 Mandate was expressed to take effect on the date of the passing of the resolution approving the 2016 Mandate at the 2016 EGM and will expire on the date of the forthcoming AGM.

It is a requirement under the Act that a company which wishes to purchase or otherwise acquire its own shares has to obtain the approval of its shareholders to do so at a general meeting of shareholders. It is also a requirement under the Catalist Rules that an issuer who wishes to purchase its own shares should obtain prior approval of its shareholders in a general meeting. In this regard, the approval of Shareholders is now being sought from Shareholders at the EGM for the renewal of the Share Buy-Back Mandate.

If the renewal of the Share Buy-Back Mandate is approved by Shareholders, the authority conferred by the Share Buy-Back Mandate will remain in force until the date on which the next AGM is held or required by law to be held (when it will lapse unless it is renewed) or the date on which the Share Buy-Back is carried out to the full extent mandated, whichever is the earlier, unless prior to that, it is varied or revoked by resolution of the Shareholders in a general meeting (the "**Relevant Period**").

Any purchase or acquisition of Shares by the Company would have to be made in accordance with and in the manner prescribed by the Act and the Catalist Rules and such other laws and regulations as may, for the time being, be applicable.

2.2. Rationale for the Share Buy-Back Mandate

The renewal of the Share Buy-Back Mandate authorising the Company to purchase or acquire its own Shares would give the Company the flexibility to undertake Share Buy-Back up to the 10% limit described in Section 2.3.1 below at any time, during the period when the Share Buy-Back Mandate is in force. The reasons for the Company renewing the Share Buy-Back Mandate are as follows:

(a) in managing the business of the Group, management strives to increase Shareholders' value by improving, *inter alia*, the return on equity of the Group. A Share Buy-Back is one of the ways through which the return on equity of the Group may be enhanced;

(b) the Share Buy-Back Mandate will provide the Company with a mechanism to facilitate the return of surplus cash over and above the Group's working capital requirements in an expedient and cost efficient manner. Share Buy-Back also allows the Company to exercise greater flexibility over, *inter alia*, the Company's share structure and its dividend policy;

(c) the Company may undertake Share Buy-Back to mitigate short-term market volatility (by way of stabilising the supply and demand of issued Shares) and offset the effects of share price speculation; and

(d) the Company has adopted a share-based incentive scheme (namely, the Libra PSP). Shares acquired through Share Buy-Back undertaken by the Company may be held as treasury shares and utilised to satisfy the Company's obligation to furnish Shares to participants under the Libra PSP, thus giving the Company greater flexibility in selecting the method of providing Shares to its participants which is most beneficial to the Company and its Shareholders.

If and when circumstances permit, the Directors will decide whether to effect the Share Buy-Back via Market Purchases (as defined hereinafter) or Off-Market Purchases (as defined hereinafter), after taking into account the amount of surplus cash available, the then prevailing market conditions and the most cost effective and efficient approach.

The Share Buy-Back will only be undertaken as and when the Directors consider it to be in the best interests of the Company and/or Shareholders. No Share Buy-Back will be made in circumstances which the Directors believe will have or may have a material adverse effect on the liquidity and the orderly trading of the Shares and the working capital requirements and gearing level of the Company and the Group.

2.3. Authority and Limits of the Share Buy-Back Mandate

The authority and limitations placed on the Share Buy-Backs by the Company under the Share Buy-Back Mandate, if approved at the EGM, are summarised below:

2.3.1. <u>Maximum Number of Shares</u>

Only Shares that are issued and fully paid-up may be purchased or acquired by the Company pursuant to the Share Buy-Back Mandate.

The total number of Shares which can be purchased or acquired by the Company pursuant to the Share Buy-Back Mandate during the Relevant Period is limited to that number of Shares representing not more than 10% of the total number of issued Shares excluding treasury shares and subsidiary holdings as at the date of the EGM at which the Share Buy-Back Mandate is approved (the "**Approval Date**") unless the Company has, at any time during the Relevant Period, reduced its share capital by a special resolution under Section 78C of the Act, or the court has, at any time during the Relevant Period, made an order under Section 78I of the Act confirming the reduction of share capital of the Company, in which event the total number of Shares shall be taken to be the total number of Shares as altered by the special resolution of the Company or the order of the court, as the case may be. For the purposes of calculating the percentage of issued Shares above, any of the Shares which are held as treasury shares and any subsidiary holdings will be disregarded.

Purely for illustrative purposes, based on the existing issued and paid-up share capital of the Company as at the Latest Practicable Date, comprising 117,499,100 Shares (excluding 1,769,900 treasury shares and nil subsidiary holdings) and assuming that no further Shares are issued on or prior to the EGM, not more than 11,749,910 Shares (representing 10% of the total number of Shares in the ordinary share capital of the Company, excluding 1,769,900 treasury shares and nil subsidiary holdings, as at that date) may be purchased or acquired by the Company pursuant to the Share Buy-Back Mandate during the duration referred to in Section 2.3.2 below.

2.3.2. Duration of Authority

Under the Share Buy-Back Mandate, Share Buy-Back may be made, at any time and from time to time, on and from the date of the EGM, at which the Share Buy-Back Mandate is approved, up to the earliest of:

(a) the date of the next AGM or the date by which such AGM is required by law to be held;

(b) the date on which the Share Buy-Back are carried out to the full extent mandated; or

(c) the date on which the authority contained by the Share Buy-Back Mandate is revoked or varied by the Shareholders in a general meeting.

The authority conferred on the Directors by the Share Buy-Back Mandate to purchase Shares may be renewed at each AGM or other general meeting of the Company. When seeking the approval of the Shareholders for the renewal of the Share Buy-Back Mandate, the Company is required to disclose details pertaining to any Share Buy-Back made during the previous 12 months, including the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for such Share Buy-Back, where relevant, and the total consideration paid for such Share Buy-Back.

2.3.3. Manner of Share Buy-Back

Share Buy-Back may be made by way of:

(a) on-market purchases through the SGX-ST's ready market or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose ("**Market Purchase**"); and/or

(b) off-market purchases (if effected otherwise than on a securities exchange) in accordance with any equal access scheme(s) as defined in Section 76C of the Act ("**Off-Market Purchase**").

The Directors may impose such terms and conditions, which are not inconsistent with the Share Buy-Back Mandate, the Catalist Rules and the Act, as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme or schemes. The Off-Market Purchase scheme must satisfy all of the following conditions:

(i) offers for the Share Buy-Back shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;

(ii) all of those persons shall be given a reasonable opportunity to accept the offers made to them;

(iii) the terms of all the offers are the same, except that there shall be disregarded:

(1) differences in consideration attributable to the fact that offers relate to Shares with different accrued dividend entitlements;

(2) (if applicable) differences in consideration attributable to the fact that the offers relate to Shares with different amounts remaining unpaid; and

(3) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

In addition, the Catalist Rules provides that, in making an Off-Market Purchase, the Company must issue an offer document to all Shareholders which must contain at least the following information:

(i) the terms and conditions of the offer;

(ii) the period and procedures for acceptances;

(iii) the reasons for the proposed Share Buy-Back;

(iv) the consequences, if any, of Share Buy-Back by the Company that will arise under the Take-over Code or other applicable take-over rules;

(v) whether the Share Buy-Back, if made, could affect the listing of the Shares on the SGX-ST;

(vi) details of any Share Buy-Backs made by the Company in the previous 12 months (whether Market Purchases or Off-Market Purchases), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for such Share Buy-Backs, where relevant, and the total consideration paid for such Share Buy-Backs; and

(vii) whether the Shares purchased by the Company will be cancelled or kept as treasury shares.

2.3.4. Maximum Purchase Price

The purchase price to be paid by the Company for the Shares will be determined by the Directors and must not exceed:

(a) in the case of a Market Purchase, 105% of the Average Closing Price (as defined hereinafter) of the Shares; and

(b) in the case of an Off-Market Purchase, 115% of the Average Closing Price (as defined hereinafter) of the Shares,

(the "**Maximum Price**") in either case, excluding related expenses of the Share Buy-Back.

For the above purposes:

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

"**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.

2.4. Status of Purchased Shares under the Share Buy-Back Mandate

A Share purchased or acquired by the Company under the Share Buy-Back Mandate ("**Purchased Shares**"), unless held in treasury in accordance with the Act, is deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Share will expire on such cancellation). The total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company and which are not held as treasury shares.

At the time of each purchase of Shares by the Company, the Directors will decide whether the Shares purchased will be cancelled or kept as treasury shares, or partly cancelled and partly kept as treasury shares, depending on the needs of the Company and as the Directors deem fit in the interests of the Company at that time.

2.5. Treasury Shares

Under the Act, Purchased Shares may be held or dealt with by the Company as treasury shares. Some of the provisions on treasury shares under the Act are summarised below:

2.5.1. <u>Maximum Holdings</u>

The maximum number of treasury shares which may be held by the Company is as follows:

(a) where the Company has Shares of only one class, the aggregate number of Shares held as treasury shares must not at any time exceed 10% of the total number of Shares of the Company at that time; and

(b) where the Company's Share capital is divided into Shares of different classes, the aggregate number of the Shares of any class held as treasury shares shall not at any time exceed 10% of the total number of the Shares in that class at that time.

In the event that the Company exceeds the stated thresholds, the Company must dispose or cancel these excess Shares in accordance with Section 76K of the Act within six (6) months or such further period as the Registrar of Companies may allow.

2.5.2. <u>Voting and Other Rights</u>

The Company cannot exercise any rights in respect of treasury shares. In particular, the Company cannot exercise any rights to attend or vote at meetings and for the purposes of the Act, the Company shall be treated as having no rights to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution of the Company's assets may be made, to the Company in respect of treasury shares. However, the allotment of shares as fully paid bonus shares in respect of treasury shares is allowed. Also, a subdivision or consolidation of any treasury share into treasury shares of a greater or smaller number is allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as the total value of the treasury share before the subdivision or consolidation, as the case may be.

2.5.3. Disposal and Cancellation

Where Shares are held as treasury shares, the Company may at any time:

(a) sell the treasury shares for cash;

(b) transfer the treasury shares for the purposes of or pursuant to any share scheme, whether for its employees, directors or other persons;

(c) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;

(d) cancel the treasury shares; or

(e) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister of Finance of Singapore.

Where Shares purchased or acquired by the Company under the Share Buy-Back Mandate are cancelled, such Shares will be automatically de-listed by the SGX-ST. Certificates in respect of such cancelled Shares will be cancelled and destroyed by the Company as soon as is reasonably practicable after the Shares have been acquired.

As at the Latest Practicable Date, the Company holds 1,769,900 treasury shares.

2.6. Reporting Requirements

Within thirty (30) days of the passing of a Shareholders' ordinary resolution to approve any purchase or acquisition of Shares by the Company, the Company shall lodge a copy of such ordinary resolution with ACRA.

The Company shall notify ACRA within thirty (30) days of a purchase or acquisition of Shares on the SGX-ST or otherwise. Such notification shall include details of the purchase, including the date of the purchase or acquisition, the total number of Shares purchased or otherwise acquired by the Company, the number of Shares cancelled, the number of Shares held as treasury shares, the Company's issued share capital before and after the purchase or acquisition of Shares, the amount of consideration paid by the Company for the purchase or acquisition, whether the Shares were purchased or acquired out of profits or the capital of the Company and such other particulars as may be required by ACRA.

Within thirty (30) days of the cancellation or disposal of treasury shares in accordance with the provisions of the Act, the Directors shall lodge with ACRA the notice of cancellation or disposal of treasury shares in the prescribed form as required by ACRA.

The Catalist Rules specifies that a listed company must announce any purchase or acquisition of its shares no later than 9.00 a.m.:-

(a) in the case of a Market Purchase, on the Market Day following the day on which the Market Purchase was made; and

(b) in the case of an Off-Market Purchase, on the second Market Day after the close of acceptance of the offer for the Off-Market Purchase.

The announcement of such purchase or acquisition of shares shall be in such form and shall include such details that the SGX-ST may prescribe. The Company shall make arrangements with its stockbrokers to ensure that they provide to the Company in a timely fashion the necessary information which will enable the Company to make the necessary announcements via SGXNET.

In the event that the treasury shares purchased or acquired by the Company under the Share Buy-Back Mandate are subsequently sold, transferred, cancelled and/or used, the Company will, pursuant to Rule 704(31) of the Catalist Rules, immediately announce any sale, transfer, cancellation and/or use of the treasury shares, stating the following:-

(a) date of the sale, transfer, cancellation and/or use;

(b) purpose of such sale, transfer, cancellation and/or use;

(c) number of treasury shares sold, transferred, cancelled and/or used;

(d) number of treasury shares before and after such sale, transfer, cancellation and/or use;

(e) percentage of the number of treasury shares against the total number of Shares outstanding in a class that is listed before and after such sale, transfer, cancellation and/or use; and

(f) value of the treasury shares if they are used for a sale or transfer, or cancelled.

2.7. Source of Funds

In undertaking the Share Buy-Back, the Company may only apply funds legally available for such purchase in accordance with the Constitution of the Company and the applicable laws in Singapore. The Company may not purchase its Shares for a consideration other than cash or, in the case of a Market Purchase, for settlement other than in accordance with the trading rules of the SGX-ST. As stated in the Act, the Share Buy-Back may be made out of the Company's profits or capital so long as the Company is solvent (as defined in Section 76F(4) of the Act).

Pursuant to Section 76F(4) of the Act, a company is solvent if:

(a) there is no ground on which the Company could be found to be unable to pay its debts;

(b) if:

  (i) it is intended to commence winding up of the Company within the period of 12 months immediately after the date of the payment, the Company will be able to pay its debts in full within the period of 12 months after the date of commencement of the winding up; or

  (ii) it is not intended so to commence winding up, the Company will be able to pay its debts as they fall due within the period of 12 months immediately after the date of the payment; and

(c) the value of the company's assets is not less than the value of its liabilities (including contingent liabilities) and will not, after the proposed purchase or acquisition of shares, become less than the value of its liabilities (including contingent liabilities).

The Company intends to use internal resources and/or external borrowings to finance its Share Buy-Back. No purchase or acquisition of Shares pursuant to the Share Buy-Back Mandate will be made in a manner which would have or may have a material adverse effect on the financial condition, working capital and/or gearing of the Company and the Group.

2.8. Financial Effects of the Share Buy-Back Mandate

It is not possible for the Company to realistically calculate or quantify the financial effects on the Group and the Company arising from its purchase or acquisition of Shares which may be made pursuant to the Share Buy-Back Mandate, which will depend on, *inter alia*, whether the Shares purchased or acquired is a Market Purchase or an Off-Market Purchase, whether the Shares are purchased or acquired out of capital and/or profits of the Company, the number of Shares purchased or acquired and the consideration paid for and expenses incurred in the purchase of such Shares.

As at the Latest Practicable Date, the issued and paid-up share capital of the Company is S$18,137,045, comprising 117,499,100 Shares (excluding 1,769,900 treasury shares).

For **illustrative purposes only**, the financial effects on the Company and the Group arising from the Share Buy-Back, based on the audited financial statements of the Company and the Group for FY2016, are prepared on the assumptions set out below:

(a) where the Shares purchased or acquired arising from the Share Buy-Back shall be cancelled (as set out in Sections 2.8.1 and 2.8.3 below), the Share Buy-Back comprised 11,749,910 Shares (representing 10% of the total number of Shares of the Company as at the Latest Practicable Date);

(b) where the Shares purchased or acquired arising from the Share Buy-Back shall be held in treasury (as set out in Sections 2.8.2 and 2.8.4 below), the Share Buy-Back comprised 10,157,000 Shares (representing 10% of the total number of issued shares of the Company as at the Latest Practicable Date (being the maximum number of issued shares that the Company may hold in treasury), less 1,769,900 treasury shares held by the Company as at the Latest Practicable Date);

(c) no further Shares are issued on or prior to the EGM;

(d) no expenses are incurred in the purchase of Shares pursuant to the Share Buy-Back Mandate;

(e) in the case of Market Purchases, the Maximum Price was S$0.208 (being 5% above the Average Closing Price preceding the Latest Practicable Date) and accordingly the maximum amount of funds required for effecting such Market Purchases would amount to approximately S$2,443,981;

(f) in the case of Off-Market Purchases, the Maximum Price was S$0.228 (being 15% above the Average Closing Price preceding the Latest Practicable Date) and accordingly the maximum amount of funds required for effecting such Off-Market Purchases would amount to approximately S$2,678,979;

(g) the Share Buy-Back Mandate had been effective on 1 January 2016;

(h) the Share Buy-Back took place on 1 January 2016; and

(i) the Share Buy-Back was made entirely out of the Company's capital or profits and financed entirely by internal cash of the Group.

If the purchased or acquired Shares are cancelled, the issued share capital of the Company will be reduced by the corresponding total amount of the purchase price of the Shares purchased or acquired by the Company. The total amount of the purchase price of the Shares purchased or acquired by the Company includes any expenses (including brokerage or commission) incurred directly in such purchase or acquisition of Shares. The total amount consideration to be paid by the Company for the purchase or acquisition of Shares will correspondingly reduce the amount available for the distribution of cash dividends by the Company (for the purchase or acquisition of Shares made out of profits). If, on the other hand, the purchased or acquired Shares are not cancelled but held in treasury, then there is no change in the Company's issued capital. In both cases, Shareholders' funds are reduced by the corresponding total amount of the purchase price of the Shares purchased or acquired by the Company. The financial effects are illustrated in Sections 2.8.1 to 2.8.4 respectively.

2.8.1. Assuming Shares were purchased out of capital and cancelled

	Group			Company		
	Before Share Buy-Back	After Share Buy-Back		Before Share Buy-Back	After Share Buy-Back	
		Market Purchase	Off-Market Purchase		Market Purchases	Off-Market Purchase
	S$'000	S$'000	S$'000	SS$'000	S$'000	S$'000
As at 31 December 2016						
Share capital	18,393	15,949	15,714	18,393	15,949	15,714
Other reserves	(7,883)	(7,883)	(7,883)	–	–	–
Retained earnings	14,076	14,076	14,076	1,431	1,431	1,431
Shares held in treasury	(256)	(256)	(256)	(256)	(256)	(256)
Equity attributable to owners of the Company	24,330	21,886	21,651	19,568	17,124	16,889
NTA	23,350	20,906	20,671	19,568	17,124	16,889
Current assets	49,326	46,882	46,647	7,498	5,054	4,819
Current liabilities	43,403	43,403	43,403	14,951	14,951	14,951
Working capital						
Cash & cash equivalents	3,396	952	717	578	–	–
Total borrowings	42,134	42,134	42,134	20,128	20,128	20,128
Profit after tax attributable to owners of the Company	1,809	1,809	1,809	435	435	435
Number of issued Shares (excluding treasury shares) ('000)	117,499	105,749	105,749	117,499	105,749	105,749
Weighted average number of issued Shares ('000)	117,499	105,749	105,749	117,499	105,749	105,749
Financial Ratios						
NTA per Share (Singapore cents) [1]	0.199	0.198	0.195	0.167	0.162	0.160
Gross gearing (times) [2]	1.732	1.925	1.946	1.029	1.175	1.192
Current ratio (times) [3]	1.136	1.080	1.075	0.502	0.338	0.322
Earnings per Share (Singapore cents) [4]	1.54	1.71	1.71	0.37	0.41	0.41

Notes:

[1] "NTA per Share" represents NTA divided by the number of issued Shares adjusted for the effect of the Share Buy-Back as at 31 December 2016.

[2] "Gross gearing" represents total borrowings divided by equity attributable to owners of the Company.

[3] "Current ratio" represents current assets divided by current liabilities.

[4] Earnings per Share represents profit after tax attributable to owners of the Company divided by the weighted average number of issued Shares adjusted for the effect of Share Buy-Back for FY2016.

2.8.2. Assuming Shares were purchased out of capital and held as treasury shares

	Group			Company		
	Before Share Buy-Back	After Share Buy-Back		Before Share Buy-Back	After Share Buy-Back	
		Market Purchase	Off-Market Purchase		Market Purchases	Off-Market Purchase
	S$'000	S$'000	S$'000	SS$'000	S$'000	S$'000
As at 31 December 2016						
Share capital	18,393	18,393	18,393	18,393	18,393	18,393
Other reserves	(7,883)	(7,883)	(7,883)	–	–	–
Retained earnings	14,076	14,076	14,076	1,431	1,431	1,431
Shares held in Treasury	(256)	(2,369)	(2,572)	(256)	(2,369)	(2,572)
Equity attributable to owners of the Company	24,330	22,217	22,014	19,568	17,455	17,252
NTA	23,350	21,237	21,034	19,568	17,455	17,252
Current assets	49,326	47,213	47,010	7,498	5,385	5,182
Current liabilities	43,403	43,403	43,403	14,951	14,951	14,951
Working capital						
Cash & cash equivalents	3,396	1,283	1,080	578	–	–
Total borrowings	42,134	42,134	42,134	20,128	20,128	20,128
Profit after tax attributable to owners of the Company	1,809	1,809	1,809	435	435	435
Number of issued Shares (excluding treasury shares) ('000)	117,499	107,342	107,342	117,499	107,342	107,342
Weighted average number of issued Shares ('000)	117,499	107,342	107,342	117,499	107,342	107,342
Financial Ratios						
NTA per Share (Singapore cents) [1]	0.199	0.198	0.196	0.167	0.163	0.161
Gross gearing (times) [2]	1.732	1.896	1.914	1.029	1.153	1.167
Current ratio (times) [3]	1.136	1.088	1.083	0.502	0.360	0.347
Earnings per Share (Singapore cents) [4]	1.54	1.69	1.69	0.37	0.41	0.41

Notes:

[1] "NTA per Share" represents NTA divided by the number of issued Shares adjusted for the effect of Share Buy-Back as at 31 December 2016.

[2] "Gross gearing" represents total borrowings divided by equity attributable to owners of the Company.

[3] "Current ratio" represents current assets divided by current liabilities.

[4] Earnings per Share represents profit after tax attributable to owners of the Company divided by the weighted average number of issued Shares adjusted for the effect of Share Buy-Back for FY2016.

2.8.3. Assuming Shares were purchased out of profits and cancelled

	Group			Company		
	Before Share Buy-Back	**After Share Buy-Back**		**Before Share Buy-Back**	**After Share Buy-Back**	
		Market Purchase	**Off-Market Purchase**		**Market Purchases**	**Off-Market Purchase**
	S$'000	**S$'000**	**S$'000**	**SS$'000**	**S$'000**	**S$'000**
As at 31 December 2016						
Share capital	18,393	18,393	18,393	18,393	18,393	18,393
Other reserves	(7,883)	(7,883)	(7,883)	–	–	–
Retained earnings	14,076	11,632	11,397	1,431	(1,013)	(1,248)
Shares held in treasury	(256)	(256)	(256)	(256)	(256)	(256)
Equity attributable to owners of the Company	24,330	21,886	21,651	19,568	17,124	16,889
NTA	23,350	20,906	20,671	19,568	17,124	16,889
Current assets	49,326	46,882	46,647	7,498	5,054	4,819
Current liabilities	43,403	43,403	43,403	14,951	14,951	14,951
Working capital						
Cash & cash equivalents	3,396	952	717	578	–	–
Total borrowings	42,134	42,134	42,134	20,128	20,128	20,128
Profit after tax attributable to owners of the Company	1,809	1,809	1,809	435	435	435
Number of issued Shares (excluding treasury shares) ('000)	117,499	105,749	105,749	117,499	105,749	105,749
Weighted average number of issued Shares ('000)	117,499	105,749	105,749	117,499	105,749	105,749
Financial Ratios						
NTA per Share (Singapore cents) [1]	0.199	0.198	0.195	0.167	0.162	0.160
Gross gearing (times) [2]	1.732	1.925	1.946	1.029	1.175	1.192
Current ratio (times) [3]	1.136	1.080	1.075	0.502	0.338	0.322
Earnings per Share (Singapore cents) [4]	1.54	1.71	1.71	0.37	0.41	0.41

Notes:

[1] "NTA per Share" represents NTA divided by the number of issued Shares adjusted for the effect of the Share Buy-Back as at 31 December 2016.

[2] "Gross gearing" represents total borrowings divided by equity attributable to owners of the Company.

[3] "Current ratio" represents current assets divided by current liabilities.

[4] Earnings per Share represents profit after tax attributable to owners of the Company divided by the weighted average number of issued Shares adjusted for Share Buy-Back for FY2016.

2.8.4. Assuming Shares were purchased out of profits and held as treasury shares

	Group			Company		
	Before Share Buy-Back	After Share Buy-Back		Before Share Buy-Back	After Share Buy-Back	
		Market Purchase	Off-Market Purchase		Market Purchases	Off-Market Purchase
	S$'000	S$'000	S$'000	SS$'000	S$'000	S$'000
As at 31 December 2016						
Share capital	18,393	18,393	18,393	18,393	18,393	18,393
Other reserves	(7,883)	(7,883)	(7,883)	–	–	–
Retained earnings	14,076	14,076	14,076	1,431	1,431	1,431
Shares held in Treasury	(256)	(2,369)	(2,572)	(256)	(2,369)	(2,572)
Equity attributable to owners of the Company	24,330	22,217	22,014	19,568	17,455	17,252
NTA	23,350	21,237	21,034	19,568	17,455	17,252
Current assets	49,326	47,213	47,010	7,498	5,385	5,182
Current liabilities	43,403	43,403	43,403	14,951	14,951	14,951
Working capital						
Cash & cash equivalents	3,396	1,283	1,080	578	–	–
Total borrowings	42,134	42,134	42,134	20,128	20,128	20,128
Profit after tax attributable to owners of the Company	1,809	1,809	1,809	435	435	435
Number of issued Shares (excluding treasury shares) ('000)	117,499	107,342	107,342	117,499	107,342	107,342
Weighted average number of issued Shares ('000)	117,499	107,342	107,342	117,499	107,342	107,342
Financial Ratios						
NTA per Share (Singapore cents) [1]	0.199	0.198	0.196	0.167	0.163	0.161
Gross gearing (times) [2]	1.732	1.896	1.914	1.029	1.153	1.167
Current ratio (times) [3]	1.136	1.088	1.083	0.502	0.360	0.347
Earnings per Share (Singapore cents) [4]	1.54	1.69	1.69	0.37	0.41	0.41

Notes:

[1] "NTA per Share" represents NTA divided by the number of issued Shares adjusted for the effect of Share Buy-Back as at 31 December 2016.

[2] "Gross gearing" represents total borrowings divided by equity attributable to owners of the Company.

[3] "Current ratio" represents current assets divided by current liabilities.

[4] Earnings per Share represents profit after tax attributable to owners of the Company divided by the weighted average number of issued Shares adjusted for the effect of Share Buy-Back for FY2016.

The Directors do not propose to exercise the Share Buy-Back Mandate to such an extent that it would have a material adverse effect on the working capital requirements and/or gearing of the Company and the Group. The Share Buy-Back will only be effected after taking into consideration both financial factors (such as cash surplus, debt position and working capital requirements of the Group) and non-financial factors (such as market conditions and performance of the Shares). The Company shall ensure that it shall comply with Section 76K of the Act in respect of Shares that are purchased or acquired and held in treasury pursuant to the Share Buy-Back Mandate.

Shareholders should note that the financial effects set out above, based on the respective aforementioned assumptions, are for illustration purposes only. In particular, it is important to note that the above analysis is based on the audited financial statements of the Company and the Group for FY2016 and is not necessarily representative of the future financial performance of the Company and the Group. Although the Share Buy-Back Mandate would authorise the Company to purchase up to 10% of the Company's issued Shares excluding treasury shares and subsidiary holdings as at the date the Share Buy-Back Mandate is obtained, the Company may not necessarily purchase or be able to purchase 10% of the issued Shares in full.

2.9. Catalist Rules

2.9.1. Listing Status

As at the Latest Practicable Date, approximately 41.29% of the issued share capital of the Company is held in the hands of the public. Assuming that the Company repurchased the maximum of 10% of its issued Shares excluding treasury shares and subsidiary holdings as at the Latest Practicable Date from members of the public by way of a Market Purchase, the percentage of Shares held by the public would be approximately 34.77%, and accordingly, the Company will be able to undertake Share Buy-Back up to the full 10% limit pursuant to the Share Buy-Back Mandate without affecting the listing status of the Shares on the Catalist of the SGX-ST.

The Directors will ensure that the Share Buy-Back will not have any effect on the listing of the Company's securities including the Shares listed on the SGX-ST, or cause market illiquidity or adversely affect the orderly trading of the Shares. Rule 723 of the Catalist Rules requires at least 10% of any class of a company's listed securities to be held by the public at all times.

2.9.2. Timing of Share Buy-Backs

While the Catalist Rules do not expressly prohibit any buy-back of shares by a listed company of its own shares during any particular time or times, because the listed company would be regarded as an "insider" in relation to any proposed purchase of its issued shares, the Company will not undertake any buy-back of Shares pursuant to the proposed Share Buy-Back Mandate at any time after any matter or development of a price sensitive nature has occurred or has been the subject of a decision until such price sensitive information has been publicly announced. In particular, in line with Rule 1204(19)(c) of the Catalist Rules, the Company would not purchase or acquire any Shares during the period commencing one month immediately preceding the announcement of the Company's interim (half year) results and the annual (full year) results.

2.10. Tax Implications

Shareholders who are in doubt as to their respective tax positions or the tax implications of the Share Buy-Back by the Company or who may be subject to tax whether in or outside in Singapore should consult their own professional advisers.

2.11. Take-over Code implications arising from Share Buy-Back

Appendix 2 of the Take-over Code contains the Share Buy-back Guidance Note applicable as at the Latest Practicable Date. The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below.

2.11.1. Obligation to make a take-over offer

If, as a result of Share Buy-Back(s), a Shareholder's proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purposes of the Take-over Code. If such increase results in a change of control, or, as a result of such increase, a Shareholder or group of Shareholders acting in concert obtains or consolidates effective control of the Company, such Shareholder or group of Shareholders acting in concert could become obliged to make a take-over offer for the Company under Rule 14 of the Take-over Code.

2.11.2. Persons acting in concert

Under the Take-over Code, persons acting in concert ("**concert parties**") comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), cooperate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company.

Unless the contrary is established, the following persons will, *inter alia*, be presumed to be acting in concert:

(a) a company with its parent company, its subsidiaries, its fellow subsidiaries, and their associated companies, any company whose associated companies include any of the foregoing companies, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing companies for the purchase of voting rights, all with one another. For this purpose, ownership or control of at least twenty per cent. (20%) but not more than fifty per cent. (50%) of the voting rights of a company will be regarded as the test of associated company status;

(b) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts);

(c) a company with any of its pension funds and employee share schemes;

(d) a person with any investment company, unit trust or other fund in respect of the investment account which such person manages on a discretionary basis, but only in respect of the investment account which such person manages;

(e) a financial or other professional adviser, including a stockbroker, with its clients in respect of the shareholdings of the adviser and the persons controlling, controlled by or under the same control as the adviser and all the funds which the adviser manages on a discretionary basis, where the shareholding of the adviser and any of those funds in the client total 10.0% or more of the client's equity share capital;

(f) directors of a company, together with their close relatives, related trusts and companies controlled by any of them, which is subject to an offer where they have reason to believe a bona fide offer for their company may be imminent;

(g) partners; and

(h) an individual, his close relatives, his related trusts, and any person who is accustomed to act according to his instructions, companies controlled by any of the foregoing persons and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing persons for the purchase of voting rights.

The circumstances under which Shareholders (including Directors) and persons acting in concert with them respectively will incur an obligation to make a take-over offer under Rule 14 of the Take-over Code after a Share Buy-Back by the Company are set out in Appendix 2 of the Take-over Code.

2.11.3. Effect of Rule 14 and Appendix 2 of the Take-over Code

In general terms, the effect of Rule 14 and Appendix 2 of the Take-over Code is that, unless exempted, Directors and persons acting in concert with them will incur an obligation to make a take-over offer for the Company under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Directors and their concert parties would increase to 30% or more, or if the voting rights of such Directors and their concert parties fall between 30% and 50% of the Company's voting rights, the voting rights of such Directors and their concert parties would increase by more than 1% in any period of 6 months.

Under Appendix 2 of the Take-over Code, a Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder in the Company would increase to 30% or more, or, if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than 1% in any period of 6 months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Buy-Back Mandate.

2.11.4. Application of the Take-over Code

Based on the information in the Company's Register of Directors' shareholdings and the Register of Members' shareholdings as at the Latest Practicable Date (which is set out in this section, Mr Chu Sau Ben, a Controlling Shareholder and the Executive Chairman and Chief Executive Officer of the Company, holds (directly and indirectly) an aggregate of 59,248,000 Shares, which is equivalent to approximately 50.42% of the Company's issued shares as at the Latest Practicable Date.

As at the Latest Practicable Date, as Mr Chu Sau Ben and persons presumed to be acting in concert with him under the Take-over Code [1] (if any) (the "**Relevant Parties**") have an aggregate shareholding interest of more than 50.0% in the Company, the increase in the Relevant Parties' shareholding, in the event that the Company purchases the maximum number of Shares permissible under the Share Buy-Back Mandate, will not require a general offer to be made by the Relevant Parties under Rule 14 of the Take-over Code.

Based on the shareholdings interests of the Directors and Substantial Shareholders as at the Latest Practicable Date, as set out in Section 2.14 below, none of the Directors and Substantial Shareholders would become obliged to make a take-over offer for the Company under Rule 14 of the Take-over Code in the event that the Company purchases the maximum number of Shares permissible under the Share Buy-Back Mandate.

In addition to the above, the Directors have confirmed that they are not aware of any facts or factors which suggest or imply that any particular person(s) and/or Shareholders are, or may be regarded as parties acting in concert such that their respective interests in voting Shares in the capital of the Company should or ought to be consolidated, and consequences under the Take-over Code would ensue as a result of a Share Buy-Back.

1 As at the Latest Practicable Date, there is no person acting in concert with Mr Chu Sau Ben.

The statements in this Circular do not purport to be a comprehensive or exhaustive description of all implications that may arise under the Take-over Code. Shareholders are advised to consult their professional advisers and/or the relevant authorities at the earliest opportunity as to whether they would incur any obligation to make a take-over offer as a result of any purchase or acquisition of Shares by the Company pursuant to the Share Buy-Back Mandate.

2.12. Details of Shares bought by the Company in the previous 12 months

The Company has not made any share buy-back in the twelve (12) months preceding the Latest Practicable Date.

2.13. Limits on shareholdings

The Company does not have any limits on the shareholdings of the Shareholders.

2.14. Shareholding effects on Directors' and Substantial Shareholders' interests

	As at the Latest Practicable Date				After the maximum Share Buy-Back permitted under the Share Buy-Back Mandate			
	Direct Interest	Deemed Interest	Total Interest		Direct Interest	Deemed Interest	Total Interest	
	No. of Shares	No. of Shares	No. of Shares	% [1]	No. of Shares	No. of Shares	No. of Shares	% [2]
Directors								
Chu Sau Ben [3]	2,748,000	56,500,000	59,248,000	50.424	2,748,000	56,500,000	59,248,000	56.027
Xu Ruibing	574,800	–	574,800	0.489	574,800	–	574,800	0.544
Yuen Sou Wai	–	–	–	–	–	–	–	–
Kong Chee Keong	–	–	–	–	–	–	–	–
Soon Ai Kwang	–	–	–	–	–	–	–	–
Substantial Shareholders (other than Directors)								
Toh Soon Huat [4]	486,600	10,500,000	10,986,600	9.350	486,600	10,500,000	10,986,600	10.389
Low Chin Yew [5]	–	30,000,000	30,000,000	25.532	–	30,000,000	30,000,000	28.369
Thong Soon Seng	8,670,000	–	8,670,000	7.379	8,670,000	–	8,670,000	8.199

Notes:

[1] Based on 117,499,100 Shares in the issued ordinary share capital of the Company (excluding treasury shares) as at the Latest Practicable Date.

[2] Based on 105,749,190 Shares in the issued ordinary share capital of the Company (excluding treasury shares) in the event of Share Buy-Back up to the maximum of 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) purchased and cancelled as permitted by the Share Buy-Back Mandate.

[3] Chu Sau Ben is deemed interested in: (i) 8,000,000 Shares pledged to and registered in the name of Hong Leong Finance Nominees Pte. Ltd.; (ii) 8,000,000 Shares pledged to and registered in the name of SBS Nominees Private Limited; (iii) 10,500,000 Shares charged to Toh Soon Huat; and (iv) 30,000,000 Shares charged to Low Chin Yew.

[4] Toh Soon Huat is deemed interested in 10,500,000 ordinary shares charged in his favour by Chu Sau Ben.

[5] Low Chin Yew is deemed interested in 30,000,000 ordinary shares charged in his favour by Chu Sau Ben.

3. PROPOSED AMENDMENTS TO THE LIBRA PERFORMANCE SHARE PLAN

3.1. Introduction

The Company proposes that the Libra PSP be amended to grant greater flexibility to the Company to administer the Libra PSP as a tool for its remuneration policies in accordance with the objectives of the Libra PSP, and that the EGM be convened accordingly to seek Shareholders' approval for, *inter alia*, the proposed amendments to the Libra PSP.

The current Libra PSP Rules were first introduced by the Company in its offer document dated 2 November 2011 and subsequently amended by the Company in the extraordinary general meeting which was convened on 23 April 2014.

The objective of the Libra PSP was to provide an opportunity for Group executives (including Group Executive Directors) and the employees of the Group to participate in the equity of the Company so as to motivate them to greater dedication, loyalty and higher standard of performance. The Libra PSP was proposed and adopted on the basis that it is important to acknowledge the contribution, which is essential to the well-being and prosperity of the Group, made by the Group executives and its employees. The Company aims to, through the Libra PSP, give the Group executives and its employees a tangible and meaningful stake in the Company and will help to achieve the following objectives:–

(a) foster a culture of ownership within our Group which aligns the interests of Group executives with the interests of Shareholders;

(b) motivate participants to strive towards performance excellence and to maintain a high level of contribution to our Group and to achieve key financial and operational goals of our Company and/or our respective business units; and

(c) make total employee remuneration sufficiently competitive to recruit and retain staff whose contributions are important to the long-term growth and profitability of our Group.

On 23 April 2014, Shareholders' approval was obtained to amend the Libra PSP to allow Group executives who are Controlling Shareholders to be eligible to participate in the Libra PSP. Noting the rationale above for the implementation of the Libra PSP, terms of the Libra PSP should not differentiate between the Controlling Shareholders from other key executives in determining the eligibility of such persons to be granted Award(s). Controlling Shareholders should not be excluded from participating in the Libra PSP solely for the reason that they are Controlling Shareholders.

On 23 April 2014 the Company also obtained Shareholders' approval for the participation of Mr Chu Sau Ben, a Controlling Shareholder, in the Libra PSP.

3.2. Proposed Libra PSP amendments

The following is a summary of the proposed amendments to the Libra PSP. Capitalised terms and phrases in this section, unless otherwise defined in this Circular, have the same meaning as when used in the Libra PSP Rules.

The proposed amendments to the Libra PSP Rules (as set out in Sections 3.2.1, 3.2.2 and 3.2.3 below), and the Libra PSP Rules as proposed to be amended, are set out in full in Appendix A and Appendix B of this Circular respectively, and is subject to Shareholders' approval by ordinary resolution (Resolution 2) at the EGM.

3.2.1. Proposed amendments to Libra PSP Rule 2.1

It is proposed that Libra PSP Rule 2.1 i.e. the "Definitions" section be amended to remove the definition of the "Performance Period", as the Libra PSP Rules already cater for a vesting period for Awards. The Committee will continue to retain the discretion to determine the vesting period of each Award notwithstanding the removal of the Performance Period. The release of an Award shall also continue to be contingent upon the Committee's review and satisfaction that the Performance Condition(s) had been met in accordance with Rule 7 of the Libra PSP Rules.

The proposed amendment as described above will grant greater flexibility to the Committee to administer the Libra PSP in accordance with the objectives of the Libra PSP and do not aim to give a participant any additional benefit as an Award will only be released in the event that the Committee has determined that the Performance Condition(s) attached to the Award have been satisfied.

Consequential amendments have been made to the definitions of "Release", "Release Schedule" and Libra PSP Rules 5.2, 5.3, 5.4, 5.5, 6.2, 6.3, 7.1(a), 7.2 and 12.1(b).

3.2.2. Proposed amendments to Libra PSP Rule 2.7

It is proposed that Libra PSP Rule 2.7 i.e. the reference to the terms "Depository Register" and "Depository Agent" be amended to refer to the meanings ascribed to them in Section 81SF of the Securities and Futures Act (Chapter 289) of Singapore instead of Section 130 of the Act. This amendment is for consistency in line with the amendments to the Act which took effect on 3 January 2016.

4. PROPOSED PARTICIPATION OF ASSOCIATES OF MR CHU SAU BEN, A CONTROLLING SHAREHOLDER, IN THE LIBRA PSP

4.1. Proposed participation of Ms Chu Fai Fong in the Libra PSP

Ms Chu Fai Fong is the sister of the Company's Controlling Shareholder, Mr Chu Sau Ben, and is accordingly an Associate of a Controlling Shareholder. Therefore, the participation of Ms Chu Fai Fong in the Libra PSP is subject to the approval of independent Shareholders at general meeting.

Ms Chu Fai Fong has been the Group Credit Controller since 2013. She is primarily responsible for the Group's customers' credit evaluation and account receivables management.

In accordance with the rationale of allowing deserving employees of the Group to participate in the Libra PSP, participation in the Libra PSP would enable the Company to acknowledge Ms Chu Fai Fong's contribution and give recognition to her services. By investing further in the equity interests of the Company through the Libra PSP, Ms Chu Fai Fong will be rewarded and incentivised to help the Group achieve better performance, thus enhancing shareholder value.

The Company recognises that Ms Chu Fai Fong will continue to play an integral role in driving the strategic development and success of the Group and therefore wishes to allow Ms Chu Fai Fong to participate in the Libra PSP.

As at Latest Practicable Date, Ms Chu Fai Fong does not hold any Shares.

Subject to the independent Shareholders' approval at the EGM for the proposed amendments to the Libra PSP and for Ms Chu Fai Fong's participation in the Libra PSP, the Company also proposes the grant of Awards to Ms Chu Fai Fong and is seeking independent Shareholder's approval at the EGM. Further details relating to the grant of Awards to Ms Chu Fai Fong are found in Section 5.4 of this Circular.

4.2. Proposed participation of Ms Chu Kee Yong in the Libra PSP

Ms Chu Kee Yong is the sister of the Company's Controlling Shareholder, Mr Chu Sau Ben, and is accordingly an Associate of a Controlling Shareholder. Therefore, the participation of Ms Chu Kee Yong in the Libra PSP is subject to the approval of independent Shareholders at general meeting.

Ms Chu Kee Yong has been the Assistant General Manager of Libra Engineering Pte Ltd since 2015. She is primarily responsible for overseeing the operations and productions of the Group.

In accordance with the rationale of allowing deserving employees of the Group to participate in the Libra PSP, participation in the Libra PSP would enable the Company to acknowledge Ms Chu Kee Yong's contribution and give recognition to her services. By investing further in the equity interests of the Company through the Libra PSP, Ms Chu Kee Yong will be rewarded and incentivised to help the Group achieve better performance, thus enhancing shareholder value.

The Company recognises that Ms Chu Kee Yong will continue to play an integral role in driving the strategic development and success of the Group and therefore wishes to allow Ms Chu Kee Yong to participate in the Libra PSP.

As at Latest Practicable Date, Ms Chu Kee Yong does not hold any Shares.

Subject to the independent Shareholders' approval at the EGM for the proposed amendments to the Libra PSP and for Ms Chu Kee Yong's participation in the Libra PSP, the Company also proposes the grant of Awards to Ms Chu Kee Yong and is seeking independent Shareholder's approval at the EGM. Further details relating to the grant of Awards to Ms Chu Kee Yong are found in Section 5.6 of this Circular.

4.3. Proposed participation of Mr Chu Siow Leong in the Libra PSP

Mr Chu Siow Leong is the brother of the Company's Controlling Shareholder, Mr Chu Sau Ben, and is accordingly an Associate of a Controlling Shareholder. Therefore, the participation of Mr Chu Siow Leong in the Libra PSP is subject to the approval of independent Shareholders at general meeting.

Mr Chu Siow Leong has been the production manager of Libra Engineering Pte Ltd since 2014 and a director of Libra Engineering Sdn Bhd (which is currently a dormant subsidiary of the Company) since 2016. He is primarily responsible for the evaluation and control of overall production quality and productivity.

In accordance with the rationale of allowing deserving employees of the Group to participate in the Libra PSP, participation in the Libra PSP would enable the Company to acknowledge Mr Chu Siow Leong's contribution and give recognition to his services. By investing further in the equity interests of the Company through the Libra PSP, Mr Chu Siow Leong will be rewarded and incentivised to help the Group achieve better performance, thus enhancing shareholder value.

The Company recognises that Mr Chu Siow Leong will continue to play an integral role in driving the strategic development and success of the Group and therefore wishes to allow Mr Chu Siow Leong to participate in the Libra PSP.

As at Latest Practicable Date, Mr Chu Siow Leong does not hold any Shares.

Subject to the independent Shareholders' approval at the EGM for the proposed amendments to the Libra PSP and for Mr Chu Siow Leong's participation in the Libra PSP, the Company also proposes the grant of Awards to Mr Chu Siow Leong and is seeking independent Shareholder's approval at the EGM. Further details relating to the grant of Awards to Mr Chu Siow Leong are found in Section 5.8 of this Circular.

5. PROPOSED GRANT OF SHARE AWARDS UNDER THE LIBRA PSP

5.1. Introduction

The Company is proposing the grant of Awards under the Libra PSP to deserving employees of the Group (which include Mr Chu Sau Ben, the Executive Chairman, Chief Executive Officer and Controlling Shareholder of the Company and some of his Associates, the details and rationale of which may be found in sections 5.2 to 5.9 below). A portion of the proposed grant of Awards shall vest immediately upon the date of grant of the Award, subject to the approval of Shareholders at the EGM.

The Company is cognisant that the Libra PSP is a long-term incentive scheme and that the Awards shall vest over a period of time. Nevertheless, the proposal for a portion of the Awards to vest immediately has been proposed for the following reasons:

(a) The Company is conscious of the need to retain the Group's deserving employees and to further invest in its human capital, which the Group considers to be one of its competitive advantages. The proposed grant of the Awards allows the Company to ensure that the remuneration of its key employees is not compromised.

(b) The Group's profits had declined by 71.2% for FY2016 when compared to FY2015 and the Group sees a need to conserve its cash reserves for its working capital purposes.

5.2. Proposed grant of an Award to Mr Chu Sau Ben

To reward Mr Chu Sau Ben for his past and present contributions and to further incentivise him to continue to contribute to the future performance of the Group, the Company proposes to grant an Award to Mr Chu Sau Ben.

The main terms of the proposed grant of an Award to Mr Chu Sau Ben are as follows:-

(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.

In accordance with the Catalist Rules, the proposed grant of the Award to Mr Chu Sau Ben is subject to the approval of independent Shareholders at the EGM.

5.3. Rationale and justification for the proposed grant of an Award to Mr Chu Sau Ben

The Directors are of the view that the proposed grant of an Award to Mr Chu Sau Ben is fair given his past and present contributions to the Group, and is consistent with the Company's objectives to motivate Employees to contribute to the long-term growth and profitability of the Group. The Directors consider it crucial for the Group to reward and incentivise Employees to excel in their performance and encourage greater dedication and loyalty to the Company. For the foregoing reasons, the Directors believe that Mr Chu Sau Ben deserves the proposed grant of the Award.

The Committee, when deciding the number of Shares to be awarded to Mr Chu Sau Ben under the Libra PSP, has taken into consideration the financial performance of the Group, the prevailing remuneration package of Mr Chu Sau Ben, his responsibilities, length of service, past and present contributions, and potential for future development and contribution towards the long-term objectives of the Group. The Award shall further align Mr Chu Sau Ben's overall remuneration package with the performance of the Group and the interests of the Shareholders. Taking into consideration his significant contributions to the Group in his position as Chief Executive Officer now and in the foreseeable future, the Award (if approved) can have a beneficial impact on the long term interests of the Group.

In view of the foregoing, the Committee believes that the proposed grant of the Award to Mr Chu Sau Ben is fair and not excessive. In the Committee's view, the proposed grant of the Award to Mr Chu Sau Ben is in line with the Group's remuneration policy.

Mr Chu Sau Ben's remuneration for FY2016 is as follows:

Band and breakdown for FY2016

	Salary %	Bonus %	Benefits [1] %	Total %
Between S$1,500,000 to S$1,750,000				
Chu Sau Ben	42	57	1	100

Note:

(1) Benefits comprise CPF contribution and annual leave encashment.

Please refer to Section 6 for Mr Chu Sau Ben's shareholding interests in the Company as at the Latest Practicable Date.

In view of the requirement of the approval of independent Shareholders being obtained for the proposed grant of an Award to Mr Chu Sau Ben, Mr Chu Sau Ben will abstain from voting as a member of the Company and he will procure his Associates to abstain from voting on the resolution relating to the proposed grant of an Award to him. Accordingly, the Company is of the view that there is no abuse in the grant of an Award to Mr Chu Sau Ben.

5.4. Proposed grant of an Award to Ms Chu Fai Fong

To reward Ms Chu Fai Fong for her past and present contributions and to further incentivise her to continue to contribute to the future performance of the Group, the Company proposes to grant an Award to Ms Chu Fai Fong.

The main terms of the proposed grant of an Award to Ms Chu Fai Fong are as follows:-

(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.

In accordance with the Catalist Rules, the proposed grant of the Award to Ms Chu Fai Fong (who is an Associate of Mr Chu Sau Ben) is subject to the approval of independent Shareholders at the EGM.

5.5. Rationale and justification for the proposed grant of an Award to Ms Chu Fai Fong

Ms Chu Fai Fong is the sister of Mr Chu Sau Ben and hence is an Associate of a Controlling Shareholder of the Company. The Directors are of the view that the proposed grant of an Award to Ms Chu Fai Fong is fair given her past and present contributions to the Group, and is consistent with the Company's objectives to grant Awards to employees to motivate employees to contribute to the long-term growth and profitability of the Group. The Directors consider it crucial for the Group to reward and incentivise employees to excel in their performance and encourage greater dedication and loyalty to the Company. For the foregoing reasons, the Directors believe that Ms Chu Fai Fong deserves the proposed grant of the Award.

The Committee, when deciding the number of Shares to be awarded to Ms Chu Fai Fong under the Libra PSP, has taken into consideration the financial performance of the Group, the prevailing remuneration package of Ms Chu Fai Fong, her responsibilities, length of service, past and present contributions, and potential for future development and contribution towards the long-term objectives of the Group. If the proposed grant of the Award to Ms Chu Fai Fong is approved, having the Award as a share-based component of her remuneration package shall work towards instilling a stronger sense of ownership in the Company. This shall further align Ms Chu Fai Fong's overall remuneration package with the performance of the Group and the interests of the Shareholders. Taking into consideration her significant contributions to the Group in her position as Group Credit Controller now and in the foreseeable future, the Award (if approved) can have a beneficial impact on the long term interests of the Group.

In view of the foregoing, the Committee believes that the proposed grant of the Award to Ms Chu Fai Fong is fair and not excessive. In the Committee's view, the grant of the Award to Ms Chu Fai Fong is in line with grants given to other people with comparable seniority.

Ms Chu Fai Fong's remuneration for FY2016 is as follows:

Band and breakdown for FY2016

	Salary %	Bonus %	Benefits [1] %	Total %
Between S$150,000 to S$200,000				
Chu Fai Fong	78	12	10	100

Note:

[1] Benefits comprise CPF contribution and annual leave encashment.

As at Latest Practicable Date, Ms Chu Fai Fong does not hold any Shares.

In view of the requirement of the approval of independent Shareholders being obtained for the proposed grant of an Award to Ms Chu Fai Fong, Mr Chu Sau Ben will abstain from voting as a member of the Company and he will procure his Associates to abstain from voting on the resolution relating to the proposed grant of an Award to Ms Chu Fai Fong. Accordingly, the Company is of the view that there is no abuse in the grant of an Award to Ms Chu Fai Fong.

5.6. Proposed grant of an Award to Ms Chu Kee Yong

To reward Ms Chu Kee Yong for her past and present contributions and to further incentivise her to continue to contribute to the future performance of the Group, the Company proposes to grant an Award to Ms Chu Kee Yong.

The main terms of the proposed grant of an Award to Ms Chu Kee Yong are as follows:-

(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.

In accordance with the Catalist Rules, the proposed grant of the Award to Ms Chu Kee Yong (who is an Associate of Mr Chu Sau Ben) is subject to the approval of independent Shareholders at the EGM.

5.7. Rationale and justification for the proposed grant of an Award to Ms Chu Kee Yong

Ms Chu Kee Yong is the sister of Mr Chu Sau Ben and hence is an Associate of a Controlling Shareholder of the Company. The Directors are of the view that the proposed grant of an Award to Ms Chu Kee Yong is fair given her past and present contributions to the Group, and is consistent with the Company's objectives to grant Awards to employees to motivate employees to contribute to the long-term growth and profitability of the Group. The Directors consider it crucial for the Group to reward and incentivise employees to excel in their performance and encourage greater dedication and loyalty to the Company. For the foregoing reasons, the Directors believe that Ms Chu Kee Yong deserves the proposed grant of the Award.

The Committee, when deciding the number of Shares to be awarded to Ms Chu Kee Yong under the Libra PSP, has taken into consideration the financial performance of the Group, the prevailing remuneration package of Ms Chu Kee Yong, her responsibilities, length of service, past and present contributions, and potential for future development and contribution towards the long-term objectives of the Group. If the proposed grant of the Award to Ms Chu Kee Yong is approved, having the Award as a share-based component of her remuneration package shall work towards instilling a stronger sense of ownership in the Company. This shall further align Ms Chu Kee Yong's overall remuneration package with the performance of the Group and the interests of the Shareholders. Taking into consideration her significant contributions to the Group in her position as Assistant General Manager now and in the foreseeable future, the Award (if approved) can have a beneficial impact on the long term interests of the Group.

In view of the foregoing, the Committee believes that the proposed grant of the Award to Ms Chu Kee Yong is fair and not excessive. In the Committee's view, the grant of the Award to Ms Chu Kee Yong is in line with grants given to other people with comparable seniority.

Ms Chu Kee Yong's remuneration for FY2016 is as follows:

Band and breakdown for FY2016

	Salary %	Bonus %	Benefits [1] %	Total %
Between S$100,000 to S$150,000				
Chu Kee Yong	73	15	12	100

Note:

[1] Benefits comprise CPF contribution and annual leave encashment.

As at Latest Practicable Date, Ms Chu Kee Yong does not hold any Shares.

In view of the requirement of the approval of independent Shareholders being obtained for the proposed grant of an Award to Ms Chu Kee Yong, Mr Chu Sau Ben will abstain from voting as a member of the Company and he will procure his Associates to abstain from voting on the resolution relating to the proposed grant of an Award to Ms Chu Kee Yong. Accordingly, the Company is of the view that there is no abuse in the grant of an Award to Ms Chu Kee Yong.

5.8. Proposed grant of an Award to Mr Chu Siow Leong

To reward Mr Chu Siow Leong for his past and present contributions and to further incentivise him to continue to contribute to the future performance of the Group, the Company proposes to grant an Award to Mr Chu Siow Leong.

The main terms of the proposed grant of an Award to Mr Chu Siow Leong are as follows:-

(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.

In accordance with the Catalist Rules, the proposed grant of the Award to Mr Chu Siow Leong (who is an Associate of Mr Chu Sau Ben) is subject to the approval of independent Shareholders at the EGM.

5.9. Rationale and justification for the proposed grant of an Award to Mr Chu Siow Leong

Mr Chu Siow Leong is the brother of Mr Chu Sau Ben and hence is an Associate of a Controlling Shareholder of the Company. The Directors are of the view that the proposed grant of an Award to Mr Chu Siow Leong is fair given his past and present contributions to the Group, and is consistent with the Company's objectives to grant Awards to employees to motivate employees to contribute to the long-term growth and profitability of the Group. The Directors consider it crucial for the Group to reward and incentivise employees to excel in their performance and encourage greater dedication and loyalty to the Company. For the foregoing reasons, the Directors believe that Mr Chu Siow Leong deserves the proposed grant of the Award.

The Committee, when deciding the number of Shares to be awarded to Mr Chu Siow Leong under the Libra PSP, has taken into consideration the financial performance of the Group, the prevailing remuneration package of Mr Chu Siow Leong, his responsibilities, length of service, past and present contributions, and potential for future development and contribution towards the long-term objectives of the Group. If the proposed grant of the Award to Mr Chu Siow Leong is approved, having the Award as a share-based component of his remuneration package shall work towards instilling a stronger sense of ownership in the Company. This shall further align Mr Chu Siow Leong's overall remuneration package with the performance of the Group and the interests of the Shareholders. Taking into consideration his significant contributions to the Group in his position as Production Manager now and in the foreseeable future, the Award (if approved) can have a beneficial impact on the long term interests of the Group.

In view of the foregoing, the Committee believes that the proposed grant of the Award to Mr Chu Siow Leong is fair and not excessive. In the Committee's view, the grant of the Award to Mr Chu Siow Leong is in line with grants given to other people with comparable seniority.

Mr Chu Siow Leong's remuneration for FY2016 is as follows:

Band and breakdown for FY2016

	Salary %	Bonus %	Benefits [1] %	Total %
Between S$50,000 to S$100,000				
Chu Siow Leong	86	14	–	100

Note:

[1] Benefits comprise CPF contribution and annual leave encashment.

As at Latest Practicable Date, Mr Chu Siow Leong does not hold any Shares.

In view of the requirement of the approval of independent Shareholders being obtained for the proposed grant of an Award to Mr Chu Siow Leong, Mr Chu Sau Ben will abstain from voting as a member of the Company and he will procure his Associates to abstain from voting on the resolution relating to the proposed grant of an Award to Mr Chu Siow Leong. Accordingly, the Company is of the view that there is no abuse in the grant of an Award to Mr Chu Siow Leong.

5.10 Proposed Grants of the Awards under the Libra PSP

The aggregate number of Shares which are the subject of the proposed grants of the abovementioned Awards to Mr Chu Sau Ben and his Associates is up to 1,928,027 Shares, which represents approximately 1.64% of the total number of issued Shares as at the Latest Practicable Date; 10.94% of the maximum number of Shares available under the Libra PSP and any other share schemes of the Company; and 43.76% of the maximum number of Shares which may be offered by way of grant of Awards to participants who are Controlling Shareholders and their Associates under the Libra PSP and any other share schemes of the Company.

6. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The interests of Directors in the Shares as recorded in the Register of Directors' Shareholdings as at the Latest Practicable Date, and the interests of substantial shareholders in the Shares based on latest publicly available information as at the Latest Practicable Date, are as follows:

	Direct Interest		Deemed Interest		Total Interest	
	No. of Shares	% [1]	No. of Shares	% [1]	No. of Shares	% [1]
Directors						
Chu Sau Ben [2]	2,748,000	2.339	56,500,000	48.085	59,248,000	50.424
Xu Ruibing	574,800	0.489	-	-	574,800	0.489
Yuen Sou Wai	–	–	–	–	–	–
Kong Chee Keong	–	–	–	–	–	–
Soon Ai Kwang	–	–	–	–	–	–
Substantial Shareholders (other than Directors)						
Thong Soon Seng	8,670,000	7.379	–	–	8,670,000	7.379
Toh Soon Huat	486,600	0.414	10,500,000 [3]	8.936	10,986,600	9.350
Low Chin Yew	–	–	30,000,000 [4]	25.532	30,000,000	25.532

Notes:

[1] Based on 117,499,100 Shares in the issued ordinary share capital of the Company (excluding 1,769,900 treasury shares) as at the Latest Practicable Date.

[2] Chu Sau Ben is deemed interested in: (i) 8,000,000 Shares pledged to and registered in the name of Hong Leong Finance Nominees Pte. Ltd.; (ii) 8,000,000 Shares pledged to and registered in the name of SBS Nominees Private Limited; (iii) 10,500,000 Shares charged to Toh Soon Huat; and (iv) 30,000,000 Shares charged to Mr Low Chin Yew.

[3] Toh Soon Huat is deemed interested in 10,500,000 ordinary shares charged in his favour by Chu Sau Ben.

[4] Low Chin Yew is deemed interested in 30,000,000 ordinary shares charged in his favour by Chu Sau Ben.

As at the Latest Practicable Date, save as disclosed above, none of the Directors and Substantial Shareholders has any interest, direct or indirect, in the Proposed Resolutions other than through their respective shareholdings in the Company.

7. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on page 60 of this Circular, 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 any modification, the Proposed Resolutions set out in the notice of EGM.

8. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM and wish to appoint a proxy to attend and vote at the EGM on their behalf will find attached to this Circular a Proxy Form which they are requested to complete, sign and return in accordance with the instructions printed thereon as soon as possible and, in any event, so as to arrive at the registered office of the Company at 21 Ubi Road 1, #02-02, Singapore 408724, not later than 72 hours before the time fixed for holding the EGM.

The completion and return of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the EGM if he so wishes (although the appointment of the proxy shall be deemed to be revoked by such attendance). 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 EGM.

9. DIRECTORS' RECOMMENDATIONS

9.1. The proposed renewal of the Share Buy-Back Mandate (Resolution 1)

The Directors, having considered, *inter alia*, the rationale for the proposed renewal of Share Buy-Back Mandate, are of the opinion that the proposed renewal of the Share Buy-Back Mandate is in the best interests of the Company and accordingly recommend that Shareholders vote in favour of the Resolution 1 in relation to the proposed renewal of the Share Buy-Back Mandate as set out in the Notice of EGM.

9.2. The proposed amendments to the Libra PSP (Resolution 2)

All Directors of the Company are eligible to participate in the Libra PSP. As a result, they have refrained from making any recommendations to Shareholders in respect of Resolution 2 as set out in the Notice of EGM.

9.3. The proposed participation of Ms Chu Fai Fong, an Associate of a Controlling Shareholder, in the Libra PSP (Resolution 3)

The Directors (save for Mr Chu Sau Ben who has abstained from making a recommendation to Shareholders on Resolution 3), having considered, *inter alia*, the terms, rationale and benefits of the proposed participation of Ms Chu Fai Fong, an Associate of a Controlling Shareholder, in the Libra PSP, are of the opinion that the proposed participation of Ms Chu Fai Fong, an Associate of a Controlling Shareholder, in the Libra PSP is in the best interests of the Company and recommend that Shareholders vote in favour of Resolution 3 as set out in the Notice of EGM.

9.4. The proposed participation of Ms Chu Kee Yong, an Associate of a Controlling Shareholder, in the Libra PSP (Resolution 4)

The Directors (save for Mr Chu Sau Ben who has abstained from making a recommendation to Shareholders on Resolution 4), having considered, *inter alia*, the terms, rationale and benefits of the proposed participation of Ms Chu Kee Yong, an Associate of a Controlling Shareholder, in the Libra PSP, are of the opinion that the proposed participation of Ms Chu Kee Yong, an Associate of a Controlling Shareholder, in the Libra PSP is in the best interests of the Company and recommend that Shareholders vote in favour of Resolution 4 as set out in the Notice of EGM.

9.5. The proposed participation of Mr Chu Siow Leong, an Associate of a Controlling Shareholder, in the Libra PSP (Resolution 5)

The Directors (save for Mr Chu Sau Ben who has abstained from making a recommendation to Shareholders on Resolution 5), having considered, *inter alia*, the terms, rationale and benefits of the proposed participation of Mr Chu Siow Leong, an Associate of a Controlling Shareholder, in the Libra PSP, are of the opinion that the proposed participation of Mr Chu Siow Leong, an Associate of a Controlling Shareholder, in the Libra PSP is in the best interests of the Company and recommend that Shareholders vote in favour of Resolution 5 as set out in the Notice of EGM.

9.6. **The proposed grant of awards to Mr Chu Sau Ben, the Executive Chairman, Chief Executive Officer and Controlling Shareholder under the Libra PSP (Resolution 6)**

The Directors (save for Mr Chu Sau Ben who has abstained from making a recommendation to Shareholders on Resolution 6), having considered, *inter alia*, the terms, rationale and benefits of the proposed grant of awards to Mr Chu Sau Ben, a Controlling Shareholder under the Libra PSP, are of the opinion that the proposed grant of awards to Mr Chu Sau Ben, a Controlling Shareholder under the Libra PSP is in the best interests of the Company and recommend that Shareholders vote in favour of Resolution 6 as set out in the Notice of EGM.

9.7. **The proposed grant of awards to Ms Chu Fai Fong, an Associate of a Controlling Shareholder, under the Libra PSP, (Resolution 7)**

The Directors (save for Mr Chu Sau Ben who has abstained from making a recommendation to Shareholders on Resolution 7), having considered, *inter alia*, the terms, rationale and benefits of the proposed grant of awards to Ms Chu Fai Fong, an Associate of a Controlling Shareholder, under the Libra PSP, are of the opinion that the proposed grant of awards to Ms Chu Fai Fong, an Associate of a Controlling Shareholder, under the Libra PSP is in the best interests of the Company and recommend that Shareholders vote in favour of Resolution 7 as set out in the Notice of EGM.

9.8. **The proposed grant of awards to Ms Chu Kee Yong, an Associate of a Controlling Shareholder, under the Libra PSP, (Resolution 8)**

The Directors (save for Mr Chu Sau Ben who has abstained from making a recommendation to Shareholders on Resolution 8), having considered, *inter alia*, the terms, rationale and benefits of the proposed grant of awards to Ms Chu Kee Yong, an Associate of a Controlling Shareholder, under the Libra PSP, are of the opinion that the proposed grant of awards to Ms Chu Kee Yong, an Associate of a Controlling Shareholder, under the Libra PSP is in the best interests of the Company and recommend that Shareholders vote in favour of Resolution 8 as set out in the Notice of EGM.

9.9. **The proposed grant of awards to Mr Chu Siow Leong, an Associate of a Controlling Shareholder, under the Libra PSP, (Resolution 9)**

The Directors (save for Mr Chu Sau Ben who has abstained from making a recommendation to Shareholders on Resolution 9), having considered, *inter alia*, the terms, rationale and benefits of the proposed grant of awards to Mr Chu Siow Leong, an Associate of a Controlling Shareholder, under the Libra PSP, are of the opinion that the proposed grant of awards to Mr Chu Siow Leong, an Associate of a Controlling Shareholder, under the Libra PSP (is in the best interests of the Company and recommend that Shareholders vote in favour of Resolution 9 as set out in the Notice of EGM.

10. ABSTENTION FROM VOTING

Mr. Chu Sau Ben will abstain, and will procure that his Associates shall abstain from voting, whether by representative or proxy, on each of Resolutions 2, 3, 4, 5, 6, 7, 8, and 9.

Mr. Chu Sau Ben will not accept, and will procure that his associates do not accept, nominations as proxy or otherwise vote at the EGM in respect of each of Resolutions 2, 3, 4, 5, 6, 7, 8 and 9 unless Shareholders appointing them as proxies give specific instructions in the relevant proxy forms on the manner in which they wish their votes be cast for the resolution.

Ms Chu Fai Fong will not accept, and will procure that her Associates do not accept, nominations as proxy or otherwise vote at the EGM in respect of each of Resolutions 3 and 7 unless Shareholders appointing them as proxies give specific instructions in the relevant proxy forms on the manner in which they wish their votes be cast for the resolution.

Ms Chu Kee Yong will not accept, and will procure that her Associates do not accept, nominations as proxy or otherwise vote at the EGM in respect of each of Resolutions 4 and 8 unless Shareholders appointing them as proxies give specific instructions in the relevant proxy forms on the manner in which they wish their votes be cast for the resolution.

Mr Chu Siow Leong will not accept, and will procure that his Associates do not accept, nominations as proxy or otherwise vote at the EGM in respect of each of Resolutions 5 and 9 unless Shareholders appointing them as proxies give specific instructions in the relevant proxy forms on the manner in which they wish their votes be cast for the resolution.

The Company shall also procure that all persons (including those Directors who are also Shareholders) who are eligible to participate in the Libra PSP shall abstain from voting on each of Resolutions 2, 3, 4, 5, 6, 7, 8 and 9 at the EGM, and should not accept nominations as proxies unless specific instructions have been given in the proxy instruments by the Shareholders appointing them on how they wish their votes to be cast.

11. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Resolutions, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in the Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Circular in its proper form and context.

12. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at the registered office of the Company at 21 Ubi Road 1, #02-02, Singapore 408724 during normal business hours from the date of this Circular up to and including the date of the EGM:

(a) the Constitution of the Company;

(b) the Annual Report of the Company for FY2016; and

(c) the Libra PSP Rules.

Yours faithfully
For and on behalf of the Board of Directors

Mr Chu Sau Ben
Executive Chairman and Chief Executive Officer

APPENDIX A:
PROPOSED AMENDMENTS TO THE LIBRA PSP

The proposed amendments to the Libra PSP Rules are set out below. For ease of reference and where appropriate, the full text of the Libra PSP Rules which are proposed to be modified have been reproduced.

1. Existing Definition of "Performance Period"

2.1 In the Plan, unless the context otherwise requires, the following words and expressions shall have the following meanings:

...

"Performance Period" : *The three (3) years from the Award Date, during which the Performance Condition is to be satisfied.*

...

Proposed Amendments to the Definition of "Performance Period"

The definition of "Performance Period" is proposed to be deleted in its entirety.

2. Existing Definition of "Release"

2.1 In the Plan, unless the context otherwise requires, the following words and expressions shall have the following meanings:

...

"Release" : In relation to an Award, the release at the end of the Performance Period relating to that Award of all or some of the Shares to which that Award relates in accordance with Rule 7 and, to the extent that any Shares which are the subject of the Award are not released pursuant to Rule 7, the Award in relation to those Shares shall lapse accordingly, and "Released" shall be construed accordingly.

...

Proposed Amendments to the Definition of "Release"

The definition of "Release" is proposed to be amended as follows:

...

"Release" : In relation to an Award, the release ~~at the end of the Performance Period relating to that Award~~ of all or some of the Shares to which that Award relates in accordance with Rule 7 and, to the extent that any Shares which are the subject of the Award are not released pursuant to Rule 7, the Award in relation to those Shares shall lapse accordingly, and "Released" shall be construed accordingly.

...

APPENDIX A:
PROPOSED AMENDMENTS TO THE LIBRA PSP

3. Existing Definition of "Release Schedule"

2.1 In the Plan, unless the context otherwise requires, the following words and expressions shall have the following meanings:

...

"Release Schedule"	:	In relation to an Award, a schedule in such form as the Committee shall approve, setting out the extent to which Shares which are the subject of that Award shall be Released on the Performance Condition being satisfied (whether fully or partially) or exceeded or not being satisfied, as the case may be, at the end of the Performance Period.

...

Proposed Amendments to the Definition of "Release Schedule"

The definition of "Release Schedule" is proposed to be amended as follows:

...

"Release Schedule"	:	In relation to an Award, a schedule in such form as the Committee shall approve, setting out the extent to which Shares which are the subject of that Award shall be Released on the Performance Condition being satisfied (whether fully or partially) or exceeded or not being satisfied, as the case may be~~, at the end of the Performance Period~~.

...

4. Existing Libra PSP Rule 2.7

2.7 The term "Depository Register" and "Depository Agent" shall have the meanings ascribed to them respectively in Section 130A of the Act.

Proposed Amendments to Libra PSP Rule 2.7

Rule 2.7 is proposed to be amended as follows:

2.7 The term "Depository Register" and "Depository Agent" shall have the meanings ascribed to them respectively in Section ~~130A of the Act~~ **81SF of the Securities and Futures Act (Chapter 289) of Singapore**.

5. Existing Libra PSP Rule 5.2

5.2 The number of Shares (which are the subject of each Award) to be granted to a Participant in accordance with the Plan shall be determined at the absolute discretion of the Committee, which shall take into account criteria such as his rank, job performance, creativity, innovativeness, entrepreneurship, years of service and potential for future development, his contribution to the success and development of the Group and, if applicable the extent of effort and resourcefulness required with which the Performance Condition may be achieved within the Performance Period, provided that in relation to the Controlling Shareholders and their Associates:

(a) the aggregate number of Shares which may be offered by way of grant of Awards to Participants who are Controlling Shareholders and their Associates under this Plan shall not exceed 25.0% of the total number of Shares available under this Plan, and such aggregate number of Shares which may be offered to such Participants under this Plan has been approved by the independent Shareholders of the Company in a separate resolution. For the purposes of obtaining such approval of the independent Shareholders, the Remuneration Committee shall procure that the circular, letter or notice to the shareholders in connection therewith shall set out clear rationale for the participation of and grant of Awards to Participants who are Controlling Shareholders and their Associates, provided always that it shall not be necessary to obtain the approval of the independent Shareholders for the participation in this Plan of Controlling Shareholders and their Associates who at the relevant time were already Participants; and

(b) the number of Shares available to each Controlling Shareholder and their Associate shall not exceed 10.0% of the Shares available under this Plan.

Proposed Amendments to Libra PSP Rule 5.2

Rule 5.2 is proposed to be amended as follows:

5.2 The number of Shares (which are the subject of each Award) to be granted to a Participant in accordance with the Plan shall be determined at the absolute discretion of the Committee, which shall take into account criteria such as his rank, job performance, creativity, innovativeness, entrepreneurship, years of service and potential for future development, his contribution to the success and development of the Group and, if applicable the extent of effort and resourcefulness required with which the Performance Condition may be achieved ~~within the Performance Period~~, provided that in relation to the Controlling Shareholders and their Associates:

(a) the aggregate number of Shares which may be offered by way of grant of Awards to Participants who are Controlling Shareholders and their Associates under this Plan shall not exceed 25.0% of the total number of Shares available under this Plan, and such aggregate number of Shares which may be offered to such Participants under this Plan has been approved by the independent Shareholders of the Company in a separate resolution. For the purposes of obtaining such approval of the independent Shareholders, the ~~Remuneration~~ Committee shall procure that the circular, letter or notice to the shareholders in connection therewith shall set out clear rationale for the participation of and grant of Awards to Participants who are Controlling Shareholders and their Associates, provided always that it shall not be necessary to obtain the approval of the independent Shareholders for the participation in this Plan of Controlling Shareholders and their Associates who at the relevant time were already Participants; and

(b) the number of Shares available to each Controlling Shareholder and their Associate shall not exceed 10.0% of the Shares available under this Plan.

6. Existing Libra PSP Rule 5.3

5.3 The Committee shall decide in relation to an Award:

(a) the Participant;

(b) the Award Date;

(c) the Performance Period;

(d) the number of Shares which are the subject of the Award;

(e) the Performance Condition;

(f) the Release Schedule; and

(g) any other condition(s) which the Committee may determine in relation to that Award.

Proposed Amendments to Libra PSP Rule 5.3

Rule 5.3 is proposed to be amended as follows:

5.3 The Committee shall decide in relation to an Award:

(a) the Participant;

(b) the Award Date;

~~(c) the Performance Period;~~

~~(d)~~**(c)** the number of Shares which are the subject of the Award;

~~(e)~~**(d)** the Performance Condition;

~~(f)~~**(e)** the Release Schedule; and

~~(g)~~**(f)** any other condition(s) which the Committee may determine in relation to that Award

7. Existing Libra PSP Rule 5.4

5.4 The Committee may amend or waive the Performance Period, the Performance Condition and/or the Release Schedule in respect of any Award:

(a) in the event of a takeover offer being made for the Shares or if (i) shareholders of the Company or (ii) under the Act, the court sanctions a compromise or arrangement proposed for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with another company or companies or in the event of a proposal to liquidate or sell all or substantially all of the assets of the Company; or

(b) if anything happens which causes the Committee to conclude that:

(i) a changed Performance Condition and/or Release Schedule would be a fairer measure of performance, and would be no less difficult to satisfy; or

(ii) the Performance Condition and/or Release Schedule should be waived, and shall notify the Participants of such change or waiver.

APPENDIX A:
PROPOSED AMENDMENTS TO THE LIBRA PSP

Proposed Amendments to Libra PSP Rule 5.4

Rule 5.4 is proposed to be amended as follows:

5.4 The Committee may amend or waive ~~the Performance Period,~~ the Performance Condition and/or the Release Schedule in respect of any Award:

(a) in the event of a takeover offer being made for the Shares or if (i) shareholders of the Company or (ii) under the Act, the court sanctions a compromise or arrangement proposed for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with another company or companies or in the event of a proposal to liquidate or sell all or substantially all of the assets of the Company; or

(b) if anything happens which causes the Committee to conclude that:

(i) a changed Performance Condition and/or Release Schedule would be a fairer measure of performance, and would be no less difficult to satisfy; or

(ii) the Performance Condition and/or Release Schedule should be waived, and shall notify the Participants of such change or waiver.

8. Existing Libra PSP Rule 5.5

5.5 As soon as reasonably practicable after making an Award the Committee shall send to each Participant an Award Letter confirming the Award and specifying in relation to the Award:

(a) the Award Date;

(b) the Performance Period;

(c) the number of Shares which are the subject of the Award;

(d) the Performance Condition;

(e) the Release Schedule; and

(f) any other conditions which the Committee may determine in relation to that Award.

Proposed Amendments to Libra PSP Rule 5.5

Rule 5.5 is proposed to be amended as follows:

5.5 As soon as reasonably practicable after making an Award the Committee shall send to each Participant an Award Letter confirming the Award and specifying in relation to the Award:

(a) the Award Date;

~~(b) the Performance Period;~~

~~(c)~~**(b)** the number of Shares which are the subject of the Award;

~~(d)~~**(c)** the Performance Condition;

~~(e)~~**(d)** the Release Schedule; and

~~(f)~~**(e)** any other conditions which the Committee may determine in relation to that Award.

9. Existing Libra PSP Rule 6.2

6.2 In any of the following events, namely:

(a) the bankruptcy of the Participant or the happening of any other event which results in him being deprived of the legal or beneficial ownership of an Award;

(b) where the Participant being a Group Executive ceases to be in the employment of the Group by reason of:

(i) ill-health, injury or disability (in each case, evidenced to the satisfaction of the Committee);

(ii) redundancy;

(iii) retirement at or after the legal retirement age;

(iv) retirement before the legal retirement age with the consent of the Committee;

(v) the company by which he is employed or to which he is seconded, as the case may be, ceasing to be a company within the Group or the undertaking or part of the undertaking of such company being transferred otherwise than to another company within the Group;

(vi) his transfer of employment between companies within the Group where such reason for cessation of employment is approved in writing by the Committee;

(vii) his transfer to any government ministry, governmental or statutory body or corporation at the direction of any company within the Group; or

(viii) any other event approved by the Committee;

(c) the death of a Participant; or

(d) any other event approved by the Committee,

the Committee may, in its absolute discretion, preserve all or any part of any Award and decide as soon as reasonably practicable following such event either to Vest some or all of the Shares which are the subject of any Award or to preserve all or part of any Award until the end of the Performance Period and subject to the provisions of the Plan. In exercising its discretion, the Committee will have regard to all circumstances on a case-by-case basis, including (but not limited to) the contributions made by that Participant and the extent to which the Performance Condition has been satisfied.

APPENDIX A:
PROPOSED AMENDMENTS TO THE LIBRA PSP

Proposed Amendments to Libra PSP Rule 6.2

Rule 6.2 is proposed to be amended as follows:

6.2 In any of the following events, namely:

(a) the bankruptcy of the Participant or the happening of any other event which results in him being deprived of the legal or beneficial ownership of an Award;

(b) where the Participant being a Group Executive ceases to be in the employment of the Group by reason of:

(i) ill-health, injury or disability (in each case, evidenced to the satisfaction of the Committee);

(ii) redundancy;

(iii) retirement at or after the legal retirement age;

(iv) retirement before the legal retirement age with the consent of the Committee;

(v) the company by which he is employed or to which he is seconded, as the case may be, ceasing to be a company within the Group or the undertaking or part of the undertaking of such company being transferred otherwise than to another company within the Group;

(vi) his transfer of employment between companies within the Group where such reason for cessation of employment is approved in writing by the Committee;

(vii) his transfer to any government ministry, governmental or statutory body or corporation at the direction of any company within the Group; or

(viii) any other event approved by the Committee;

(c) the death of a Participant; or

(d) any other event approved by the Committee,

the Committee may, in its absolute discretion, preserve all or any part of any Award and decide as soon as reasonably practicable following such event either to Vest some or all of the Shares which are the subject of any Award ~~or to preserve all or part of any Award until the end of the Performance Period~~ and subject to the provisions of the Plan. In exercising its discretion, the Committee will have regard to all circumstances on a case-by-case basis, including (but not limited to) the contributions made by that Participant and the extent to which the Performance Condition has been satisfied.

10. Existing Libra PSP Rule 6.3

6.3 Without prejudice to the provisions of Rule 5.4, if before the Vesting Date, any of the following occurs:

(a) a takeover offer for the Shares becomes or is declared unconditional;

(b) compromise or arrangement proposed for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with another company or companies being approved by shareholders of the Company and/or sanctioned by the court under the Act; or

(c) an order being made or a resolution being passed for the winding up of the Company (other than as provided in Rule 6.1(c) or for amalgamation or reconstruction),

the Committee will consider, at its discretion, whether or not to Release any Award, and will take into account all circumstances on a case-by-case basis, including (but not limited to) the contributions made by that Participant. If the Committee decides to Release any Award, then in determining the number of Shares to be Vested in respect of such Award, the Committee will have regard to the proportion of the Performance Period which has elapsed and the extent to which the Performance Condition has been satisfied. Where Awards are Released, the Committee will, as soon as practicable after the Awards have been Released, procure the allotment or transfer to each Participant of the number of Shares so determined, such allotment or transfer to be made in accordance with Rule 7. If the Committee so determines, the Release of Awards may be satisfied in cash as provided in Rule 7.

Proposed Amendments to Libra PSP Rule 6.3

Rule 6.3 is proposed to be amended as follows:

6.3 Without prejudice to the provisions of Rule 5.4, if before the Vesting Date, any of the following occurs:

(a) a takeover offer for the Shares becomes or is declared unconditional;

(b) compromise or arrangement proposed for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with another company or companies being approved by shareholders of the Company and/or sanctioned by the court under the Act; or

(c) an order being made or a resolution being passed for the winding up of the Company (other than as provided in Rule 6.1(c) or for amalgamation or reconstruction),

the Committee will consider, at its discretion, whether or not to Release any Award, and will take into account all circumstances on a case-by-case basis, including (but not limited to) the contributions made by that Participant. If the Committee decides to Release any Award, then in determining the number of Shares to be Vested in respect of such Award, the Committee will have regard to ~~the proportion of the Performance Period which has elapsed and~~ the extent to which the Performance Condition has been satisfied. Where Awards are Released, the Committee will, as soon as practicable after the Awards have been Released, procure the allotment or transfer to each Participant of the number of Shares so determined, such allotment or transfer to be made in accordance with Rule 7. If the Committee so determines, the Release of Awards may be satisfied in cash as provided in Rule 7.

11. Existing Libra PSP Rule 7.1(a)

7.1 Review of Performance Condition

(a) As soon as reasonably practicable after the end of each Performance Period, the Committee shall review the Performance Condition specified in respect of each Award and determine at its discretion whether it has been satisfied and, if so, the extent to which it has been satisfied, and provided that the relevant Participant has continued to be a Group Executive from the Award Date up to the end of the Performance Period, shall Release to that Participant all or part (as determined by the Committee at its discretion in the case where the Committee has determined that there has been partial satisfaction of the Performance Condition) of the Shares to which his Award relates in accordance with the Release Schedule specified in respect of his Award on the Vesting Date. If not, the Awards shall lapse and be of no value.

APPENDIX A: PROPOSED AMENDMENTS TO THE LIBRA PSP

If the Committee determines in its sole discretion that the Performance Condition has not been satisfied or (subject to Rule 6) if the relevant Participant has not continued to be a Group Executive from the Award Date up to the end of the relevant Performance Period, that Award shall lapse and be of no value and the provisions of Rules 7.2 to 7.4 shall be of no effect.

The Committee shall have the discretion to determine whether the Performance Condition has been satisfied (whether fully or partially) or exceeded and in making any such determination, the Committee shall have the right to make computational adjustments to the audited results of the Company or the Group to take into account such factors as the Committee may determine to be relevant, including changes in accounting methods, taxes and extraordinary events, and the further right to amend the Performance Condition if the Committee decides that a changed performance target would be a fairer measure of performance.

Proposed Amendments to Libra PSP Rule 7.1(a)

Rule 7.1(a) is proposed to be amended as follows:

7.1 Review of Performance Condition

(a) ~~As soon as reasonably practicable after the end of each Performance Period, t~~ **T**he Committee shall review the Performance Condition specified in respect of each Award and determine at its discretion whether it has been satisfied and, if so, the extent to which it has been satisfied, and provided that the relevant Participant has continued to be a Group Executive from the Award Date up to the ~~end of the Performance Period~~ **date of Release**, shall Release to that Participant all or part (as determined by the Committee at its discretion in the case where the Committee has determined that there has been partial satisfaction of the Performance Condition) of the Shares to which his Award relates in accordance with the Release Schedule specified in respect of his Award on the Vesting Date. If not, the Awards shall lapse and be of no value.

If the Committee determines in its sole discretion that the Performance Condition has not been satisfied or (subject to Rule 6) if the relevant Participant has not continued to be a Group Executive from the Award Date up to the ~~end of the relevant Performance Period~~ **date of Release**, that Award shall lapse and be of no value and the provisions of Rules 7.2 to 7.4 shall be of no effect.

The Committee shall have the discretion to determine whether the Performance Condition has been satisfied (whether fully or partially) or exceeded and in making any such determination, the Committee shall have the right to make computational adjustments to the audited results of the Company or the Group to take into account such factors as the Committee may determine to be relevant, including changes in accounting methods, taxes and extraordinary events, and the further right to amend the Performance Condition if the Committee decides that a changed performance target would be a fairer measure of performance.

12. Existing Libra PSP Rule 7.2

On vesting of the Award, after the end of each Performance Period, the Committee has the discretion to determine whether to issue new Shares or to procure the transfer of existing Shares, or a combination of both methods to the Participant. Shares which are allotted or transferred on the Release of an Award to a Participant shall be issued in the name of, or transferred to, CDP to the credit of the securities account of that Participant maintained with CDP or the securities sub-account of that Participant maintained with a Depository Agent, in each case, as designated by that Participant.

APPENDIX A:
PROPOSED AMENDMENTS TO THE LIBRA PSP

Proposed Amendments to Libra PSP Rule 7.2

Rule 7.2 is proposed to be amended as follows:

On vesting of the Award, ~~after the end of each Performance Period,~~ the Committee has the discretion to determine whether to issue new Shares or to procure the transfer of existing Shares, or a combination of both methods to the Participant. Shares which are allotted or transferred on the Release of an Award to a Participant shall be issued in the name of, or transferred to, CDP to the credit of the securities account of that Participant maintained with CDP or the securities sub-account of that Participant maintained with a Depository Agent, in each case, as designated by that Participant.

13. Existing Libra PSP Rule 12.1(b)

12.1 Any or all the provisions of the Plan may be modified and/or altered at any time and from time to time by a resolution of the Committee, except that:

(b) the definitions of "Group Executive", "Group Executive Director", "Group Independent Director", "Participant", "Performance Period" and "Release Schedule" and the provisions of Rules 4, 5, 6, 7, 8, 9, 10 and this Rule 12 shall not be altered to the advantage of Participants except with the prior approval of the Company's shareholders in general meeting; and

Proposed Amendments to Libra PSP Rule 12.1(b)

Rule 12.1(b) is proposed to be amended as follows:

12.1 Any or all the provisions of the Plan may be modified and/or altered at any time and from time to time by a resolution of the Committee, except that:

(b) the definitions of "Group Executive", "Group Executive Director", "Group Independent Director", "Participant"~~, "Performance Period"~~ and "Release Schedule" and the provisions of Rules 4, 5, 6, 7, 8, 9, 10 and this Rule 12 shall not be altered to the advantage of Participants except with the prior approval of the Company's shareholders in general meeting; and

APPENDIX B:
RULES OF THE AMENDED LIBRA PSP

1. NAME OF THE PLAN

The Plan shall be called the "**Libra Performance Share Plan**".

2. DEFINITIONS

2.1. In the Plan, unless the context otherwise requires, the following words and expressions shall have the following meanings:

"Act"	:	Companies Act (Chapter 50) of Singapore, as amended, supplemented or modified from time to time.
"Adoption Date"	:	The date on which the Plan is adopted by the Company in general meeting.
"Articles"	:	The articles of association of the Company, as amended, supplemented or modified from time to time.
"Auditors"	:	The auditors of the Company for the time being.
"Award"	:	A contingent award of Shares granted under Rule 5.
"Award Date"	:	In relation to an Award, the date on which the Award is granted pursuant to Rule 5.
"Award Letter"	:	A letter in such form as the Committee shall approve confirming an Award granted to a Participant by the Committee.
"CDP"	:	The Central Depository (Pte) Limited.
"Catalist"	:	The sponsor-supervised listing platform of the SGX-ST.
"Catalist Rules"	:	SGX-ST Listing Manual Section B: Rules of Catalist, as amended, supplemented or modified from time to time.
"Committee"	:	The committee comprising Directors duly authorised and appointed by the Board of Directors to administer the Plan.
"Company"	:	Libra Group Limited.
"Control"		The capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of the Company.
"Controlling Shareholder"	:	A person who has an interest of 15.0% or more of the total votes attached to all the voting shares in the Company or in fact exercises Control over the Company.
"Depositor"	:	A person being a Depository Agent or holder of a securities account maintained with CDP but not including a holder of a sub-account maintained with a Depository Agent.
"Group"	:	The Company and its subsidiaries.

"Group Executive"	:	Any employee of the Group (including any Group Executive Director who meets the relevant age and rank criteria and who shall be regarded as a Group Executive for the purposes of the Plan) selected by the Committee to participate in the Plan in accordance with Rule 4.
"Group Executive Director"	:	A director of the Company and/or any of its subsidiaries, as the case may be, who performs an executive function.
"Group Independent Director"	:	A director of the Company and/or any of its subsidiaries, as the case may be, who is not a Group Executive Director.
"Market Value"	:	In relation to a Share, on any day: (a) the average price of a Share on the Singapore Exchange over the five (5) immediately preceding Trading Days; or (b) if the Committee is of the opinion that the Market Value as determined in accordance with (a) above is not representative of the value of a Share, such price as the Committee may determine, such determination to be confirmed in writing by the Auditors (acting only as experts and not as arbitrators) to be in their opinion, fair and reasonable.
"New Shares"	:	New ordinary shares in the capital of the Company.
"Participant"	:	Any eligible person selected by the Committee to participate in the Plan in accordance with the rules of the Plan.
"Performance Condition"	:	In relation to the Award, the condition specified on the Award Date in relation to that Award.
"Plan"	:	The Libra Performance Share Plan, as the same may be modified or altered from time to time.
"Release"	:	In relation to an Award, the release of all or some of the Shares to which that Award relates in accordance with Rule 7 and, to the extent that any Shares which are the subject of the Award are not released pursuant to Rule 7, the Award in relation to those Shares shall lapse accordingly, and "Released" shall be construed accordingly.
"Release Schedule"	:	In relation to an Award, a schedule in such form as the Committee shall approve, setting out the extent to which Shares which are the subject of that Award shall be Released on the Performance Condition being satisfied (whether fully or partially) or exceeded or not being satisfied, as the case may be.
"Released Award"	:	An Award which has been released in accordance with Rule 7.
"Retention Period"	:	In relation to an Award, such period commencing on the Vesting Date in relation to that Award as may be determined by the Committee on the Award Date.
"SGX-ST"	:	Singapore Exchange Securities Trading Limited.
"Shares"	:	Ordinary shares in the capital of the Company.

"Shareholders"	:	Registered holders for the time being of the Shares (other than the CDP) or in the case of Depositors, Depositors who have Shares entered against their names in the Depository Register.
"Substantial Shareholder"	:	A person who has an interest in one or more voting shares, and the total votes attached to that share, or those shares, represent not less than 5.0% of the total votes attaching to all the voting shares in the Company.
"Trading Day"	:	A day on which the Shares are traded on Catalist.
"Vesting"	:	In relation to Shares which are the subject of a Released Award, the absolute entitlement to all or some of the Shares which are the subject of a Released Award and "Vest" and "Vested" shall be construed accordingly.
"Vesting Date"	:	In relation to Shares which are the subject of a Released Award, the date (as determined by the Committee and notified to the relevant Participant) on which those Shares have Vested pursuant to Rule 7.

2.2. For purposes of the Plan, the Company shall be deemed to have control over another company if it has the capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of that company.

2.3. Words importing the singular shall, where applicable, include the plural and *vice versa.* Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa.*

2.4. Any reference to a time of a day in the Plan is a reference to Singapore time.

2.5. Any reference in the Plan to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Act or any statutory modification thereof and not otherwise defined in the Plan and used in the Plan shall have the meaning ascribed to it under the Act or any statutory modification thereto, as the case may be.

2.6. The term "Associate" shall have the meaning ascribed to it by the Catalist Rules as set out below:

(a) in relation to any Director, Chief Executive Officer, Substantial Shareholder or Controlling Shareholder (being an individual) means:

(i) his immediate family;

(ii) the trustees, acting in their capacity as such trustees, of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; or

(iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30.0% or more of the total votes attached to all the voting shares;

(b) in relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any other company which is its subsidiary or holding company or is a fellow subsidiary of any such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30.0% or more of the total votes attached to all the voting shares.

2.7. The term "**Depository Register**" and "**Depository Agent**" shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act (Chapter 289) of Singapore.

3. OBJECTIVES OF THE PLAN

The Plan has been proposed in order to:

(a) foster a culture of ownership within the Group which aligns the interests of Group Executives with the interests of Shareholders;

(b) motivate Participants to strive towards performance excellence and to maintain a high level of contribution to the Group and to achieve key financial and operational goals of the Company and/or their respective business units; and

(c) make total employee remuneration sufficiently competitive to recruit and retain staff whose contributions are important to the long term growth and profitability of the Group.

4. ELIGIBILITY OF PARTICIPANTS

4.1. The following persons shall be eligible to participate in the Plan at the absolute discretion of the Committee:

(a) Group Executives

Employees of the Group and Group Executive Directors who have attained the age of 21 years and hold such rank as may be designated by the Committee from time to time and who have, as of the Award Date, been in full time employment of the Group for a period of at least 12 months.

(b) Group Independent Directors

Group Independent Directors who have attained the age of 21 and hold such rank as may be designated by the Committee from time to time.

(c) Controlling Shareholders

Controlling Shareholders who are qualified under 4.1(a) above and who have attained the age of 21.

(d) Associates of Controlling Shareholders

Subject to Rule 4.2, persons who are qualified under 4.1(a) above and who are also Associates of Controlling Shareholders.

4.2. Employees who are Controlling Shareholders or their Associates shall (notwithstanding that they meet the eligibility criteria in Rule 4.1(a) above) not participate in the Plan unless:

(a) their participation; and

(b) the Awards to be granted to them,

have been approved by the independent Shareholders in general meeting in separate resolutions for each such person, and in respect of each such person, in separate resolutions for each of (i) his participation and (ii) the Awards to be granted to him, provided always that it shall not be necessary to obtain the approval of the independent Shareholders of our Company for the participation in the Plan of a Controlling Shareholder or an Associate of a Controlling Shareholder who is, at the relevant time already a Participant. For the purposes of obtaining such approval from the independent Shareholders, our Company shall procure that the circular, letter or notice to the Shareholder in connection therewith shall set out the following:

(a) clear justifications for the participation of such Controlling Shareholders or their Associates; and

(b) clear rationale for the terms of the Awards to be granted to such Controlling Shareholders or their Associates.

4.3. Save as prescribed by Rule 853 of the Catalist Rules, there shall be no restriction on the eligibility of any Participant to participate in any other share option or share incentive scheme, whether or not implemented by any other companies within the Group.

4.4. Subject to the Act and any requirement of the SGX-ST or any other stock exchange on which the Shares may be listed or quoted, the terms of eligibility for participation in the Plan may be amended from time to time at the absolute discretion of the Committee.

5. GRANT OF AWARDS

5.1. Except as provided in Rule 8, the Committee may grant Awards to Group Executives, Group Independent Directors, Controlling Shareholders and their Associates as the Committee may select, in its absolute discretion, at any time during the period when the Plan is in force, provided that no Participant who is a member of the Committee shall participate in any deliberation or decision in respect of Awards granted or to be granted to him.

5.2. The number of Shares (which are the subject of each Award) to be granted to a Participant in accordance with the Plan shall be determined at the absolute discretion of the Committee, which shall take into account criteria such as his rank, job performance, creativity, innovativeness, entrepreneurship, years of service and potential for future development, his contribution to the success and development of the Group and, if applicable the extent of effort and resourcefulness required with which the Performance Condition may be achieved, provided that in relation to the Controlling Shareholders and their Associates:

(a) the aggregate number of Shares which may be offered by way of grant of Awards to Participants who are Controlling Shareholders and their Associates under this Plan shall not exceed 25.0% of the total number of Shares available under this Plan, and such aggregate number of Shares which may be offered to such Participants under this Plan has been approved by the independent Shareholders of the Company in a separate resolution. For the purposes of obtaining such approval of the independent Shareholders, the Committee shall procure that the circular, letter or notice to the shareholders in connection therewith shall set out clear rationale for the participation of and grant of Awards to Participants who are Controlling Shareholders and their Associates, provided always that it shall not be necessary to obtain the approval of the independent Shareholders for the participation in this Plan of Controlling Shareholders and their Associates who at the relevant time were already Participants; and

(b) the number of Shares available to each Controlling Shareholder and their Associate shall not exceed 10.0% of the Shares available under this Plan.

5.3. The Committee shall decide in relation to an Award:

(a) the Participant;

(b) the Award Date;

(c) the number of Shares which are the subject of the Award;

(d) the Performance Condition;

(e) the Release Schedule; and

(f) any other condition(s) which the Committee may determine in relation to that Award.

5.4. The Committee may amend or waive the Performance Condition and/or the Release Schedule in respect of any Award:

(a) in the event of a takeover offer being made for the Shares or if (i) shareholders of the Company or (ii) under the Act, the court sanctions a compromise or arrangement proposed for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with another company or companies or in the event of a proposal to liquidate or sell all or substantially all of the assets of the Company; or

(b) if anything happens which causes the Committee to conclude that:

(i) a changed Performance Condition and/or Release Schedule would be a fairer measure of performance, and would be no less difficult to satisfy; or

(ii) the Performance Condition and/or Release Schedule should be waived, and shall notify the Participants of such change or waiver.

5.5. As soon as reasonably practicable after making an Award the Committee shall send to each Participant an Award Letter confirming the Award and specifying in relation to the Award:

(a) the Award Date;

(b) the number of Shares which are the subject of the Award;

(c) the Performance Condition;

(d) the Release Schedule; and

(e) any other conditions which the Committee may determine in relation to that Award.

5.6. Participants are not required to pay for the grant of Awards.

5.7. An Award or Released Award shall be personal to the Participant to whom it is granted and, prior to the allotment and/or transfer to the Participant of the Shares to which the Released Award relates, shall not be transferred, charged, assigned, pledged or otherwise disposed of, in whole or in part, except with the prior approval of the Committee and if a Participant shall do, suffer or permit any such act or thing as a result of which he would or might be deprived of any rights under an Award or Released Award without the prior approval of the Committee, that Award or Released Award shall immediately lapse.

6. EVENTS PRIOR TO THE VESTING DATE

6.1. An Award shall, to the extent not yet released, immediately lapse without any claim whatsoever against the Company:

(a) in the event of misconduct on the part of the Participant as determined by the Committee in its discretion;

(b) subject to Rule 6.2(b), where the Participant is a Group Executive, upon the Participant ceasing to be in the employment of the Group for any reason whatsoever; or

(c) in the event of an order being made or a resolution passed for the winding-up of the Company on the basis, or by reason, of its insolvency.

For the purpose of Rule 6.1(b), the Participant shall be deemed to have ceased to be so employed as of the date the notice of termination of employment is tendered by or is given to him, unless such notice shall be withdrawn prior to its effective date.

6.2. In any of the following events, namely:

(a) the bankruptcy of the Participant or the happening of any other event which results in him being deprived of the legal or beneficial ownership of an Award;

(b) where the Participant being a Group Executive ceases to be in the employment of the Group by reason of:

(i) ill-health, injury or disability (in each case, evidenced to the satisfaction of the Committee);

(ii) redundancy;

(iii) retirement at or after the legal retirement age;

(iv) retirement before the legal retirement age with the consent of the Committee;

(v) the company by which he is employed or to which he is seconded, as the case may be, ceasing to be a company within the Group or the undertaking or part of the undertaking of such company being transferred otherwise than to another company within the Group;

(vi) his transfer of employment between companies within the Group where such reason for cessation of employment is approved in writing by the Committee;

(vii) his transfer to any government ministry, governmental or statutory body or corporation at the direction of any company within the Group; or

(viii) any other event approved by the Committee;

(c) the death of a Participant; or

(d) any other event approved by the Committee, the Committee may, in its absolute discretion, preserve all or any part of any Award and decide as soon as reasonably practicable following such event either to Vest some or all of the Shares which are the subject of any Award and subject to the provisions of the Plan. In exercising its discretion, the Committee will have regard to all circumstances on a case-by-case basis, including (but not limited to) the contributions made by that Participant and the extent to which the Performance Condition has been satisfied.

6.3. Without prejudice to the provisions of Rule 5.4, if before the Vesting Date, any of the following occurs:

(a) a takeover offer for the Shares becomes or is declared unconditional;

(b) compromise or arrangement proposed for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with another company or companies being approved by shareholders of the Company and/or sanctioned by the court under the Act; or

(c) an order being made or a resolution being passed for the winding up of the Company (other than as provided in Rule 6.1(c) or for amalgamation or reconstruction),

the Committee will consider, at its discretion, whether or not to Release any Award, and will take into account all circumstances on a case-by-case basis, including (but not limited to) the contributions made by that Participant. If the Committee decides to Release any Award, then in determining the number of Shares to be Vested in respect of such Award, the Committee will have regard to the extent to which the Performance Condition has been satisfied. Where Awards are Released, the Committee will, as soon as practicable after the Awards have been Released, procure the allotment or transfer to each Participant of the number of Shares so determined, such allotment or transfer to be made in accordance with Rule 7. If the Committee so determines, the Release of Awards may be satisfied in cash as provided in Rule 7.

7. RELEASE OF AWARDS

7.1. Review of Performance Condition

(a) The Committee shall review the Performance Condition specified in respect of each Award and determine at its discretion whether it has been satisfied and, if so, the extent to which it has been satisfied, and provided that the relevant Participant has continued to be a Group Executive from the Award Date up to the date of Release, shall Release to that Participant all or part (as determined by the Committee at its discretion in the case where the Committee has determined that there has been partial satisfaction of the Performance Condition) of the Shares to which his Award relates in accordance with the Release Schedule specified in respect of his Award on the Vesting Date. If not, the Awards shall lapse and be of no value.

If the Committee determines in its sole discretion that the Performance Condition has not been satisfied or (subject to Rule 6) if the relevant Participant has not continued to be a Group Executive from the Award Date up to date of Release, that Award shall lapse and be of no value and the provisions of Rules 7.2 to 7.4 shall be of no effect.

The Committee shall have the discretion to determine whether the Performance Condition has been satisfied (whether fully or partially) or exceeded and in making any such determination, the Committee shall have the right to make computational adjustments to the audited results of the Company or the Group to take into account such factors as the Committee may determine to be relevant, including changes in accounting methods, taxes and extraordinary events, and the further right to amend the Performance Condition if the Committee decides that a changed performance target would be a fairer measure of performance.

(b) Shares which are the subject of a Released Award shall be vested to a Participant on the Vesting Date, which shall be a Trading Day falling as soon as practicable after the review by the Committee referred to in Rule 7.1(a) and, on the Vesting Date, the Committee will procure the allotment or transfer to each Participant of the number of Shares so determined.

(c) Where new Shares are allotted upon the Vesting of any Award, the Company shall, as soon as practicable after such allotment, apply to the SGX-ST for permission to deal in and for quotation of such Shares.

7.2. Release of Award

On vesting of the Award, the Committee has the discretion to determine whether to issue new Shares or to procure the transfer of existing Shares, or a combination of both methods to the Participant. Shares which are allotted or transferred on the Release of an Award to a Participant shall be issued in the name of, or transferred to, CDP to the credit of the securities account of that Participant maintained with CDP or the securities sub-account of that Participant maintained with a Depository Agent, in each case, as designated by that Participant.

7.3. Ranking of Shares

New Shares allotted and issued, and existing Shares procured by the Company for transfer, on the Release of an Award shall:

(a) be subject to all the provisions the Memorandum and Articles of Association of the Company (including provisions relating to the liquidation of the Company); and

(b) rank in full for all entitlements, including dividends or other distributions declared or recommended in respect of the then existing Shares, the Record Date for which is on or after the relevant Vesting Date, and shall in all other respects rank *pari passu* with other existing Shares then in issue.

"Record Date" means the date fixed by the Company for the purposes of determining entitlements to dividends or other distributions to or rights of holders of Shares.

7.4. Cash Awards

The Committee, in its absolute discretion, may determine to make a Release of an Award, wholly or partly, in the form of cash rather than Shares, in which event the Participant shall receive on the Vesting Date, in lieu of all or part of the Shares which would otherwise have been allotted or transferred to him on Release of his Award, the aggregate Market Value of such Shares on the Vesting Date.

8. LIMITATION OF THE SIZE OF THE PLAN

8.1. The aggregate nominal amount of new Shares which may be issued pursuant to Awards granted under the Plan on any date, when added to the nominal amount of new Shares issued and issuable in respect of all Awards granted under the Plan, shall not exceed 15.0% of the issued and paid-up share capital 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.

8.2. Shares which are the subject of Awards which have lapsed for any reason whatsoever may be the subject of further Awards granted by the Committee under the Plan.

9. ADJUSTMENT EVENTS

9.1. If a variation in the issued ordinary share capital of the Company (whether by way of a capitalisation of profits or reserves or rights issue or reduction) shall take place, then:

(a) the class and/or number of Shares which is/are the subject of an Award to the extent not yet Vested; and/or

(b) the class and/or number of Shares in respect of which future Awards may be granted under the Plan,

shall be adjusted in such manner as the Committee may determine to be appropriate, provided that no adjustment shall be made if as a result, the Participant receives a benefit that a Shareholder does not receive.

9.2. Unless the Committee considers an adjustment to be appropriate, the issue of securities as consideration for an acquisition or a private placement of securities, or the cancellation of issued Shares purchased or acquired by the Company by way of a market purchase of such Shares undertaken by the Company on the SGX-ST during the period when a share purchase mandate granted by shareholders of the Company (including any renewal of such mandate) is in force, shall not normally be regarded as a circumstance requiring adjustment.

9.3. Notwithstanding the provisions of Rule 9.1, any adjustment (except in relation to a capitalisation issue) must be confirmed in writing by the Auditors (acting only as experts and not as arbitrators) to be in their opinion, fair and reasonable.

9.4. Upon any adjustment required to be made pursuant to this Rule 9, the Company shall notify the Participant (or his duly appointed personal representatives where applicable) in writing and deliver to him (or his duly appointed personal representatives where applicable) a statement setting forth the nominal amount, class and/or number of Shares thereafter to be issued or transferred on the Vesting of an Award. Any adjustment shall take effect upon such written notification being given.

10. ADMINISTRATION OF THE PLAN

10.1. The Plan shall be administered by the Committee in its absolute discretion with such powers and duties as are conferred on it by the Board of Directors of the Company, provided that no member of the Committee shall participate in any deliberation or decision in respect of Awards granted or to be granted to him.

10.2. The Committee shall have the power, from time to time, to make and vary such arrangements, guidelines and/or regulations (not being inconsistent with the Plan) for the implementation and administration of the Plan, to give effect to the provisions of the Plan and/or to enhance the benefit of the Awards and the Released Awards to the Participants, as they may, in their absolute discretion think fit. Any matter pertaining or pursuant to the Plan and any dispute and uncertainty as to the interpretation of the Plan, any rule, regulation or procedure thereunder or any rights under the Plan shall be determined by the Committee.

10.3. Neither the Plan nor the grant of Awards under the Plan shall impose on the Company or the Committee or any of its members any liability whatsoever in connection with:

(a) the lapsing of any Awards pursuant to any provision of the Plan;

(b) the failure or refusal by the Committee to exercise, or the exercise by the Committee of, any discretion under the Plan; and/or

(c) any decision or determination of the Committee made pursuant to any provision of the Plan.

10.4. Any decision or determination of the Committee made pursuant to any provision of the Plan (other than a matter to be certified by the Auditors) shall be final, binding and conclusive (including, for the avoidance of doubt, any decisions pertaining to disputes as to the interpretation of the Plan or any rule, regulation or procedure hereunder or as to any rights under the Plan). The Committee shall not be required to furnish any reasons for any decision or determination made by it.

11. NOTICE AND COMMUNICATIONS

11.1. Any notice required to be given by a Participant to the Company shall be sent or made to the registered office of the Company or such other addresses (including electronic mail addresses) or facsimile number, and marked for the attention of the Committee, as may be notified by the Company to him in writing.

11.2. Any notices or documents required to be given to a Participant or any correspondence to be made between the Company and the Participant shall be given or made by the Committee (or such person(s) as it may from time to time direct) on behalf of the Company and shall be delivered to him by hand or sent to him at his home address, electronic mail address or facsimile number according to the records of the Company or the last known address, electronic mail address or facsimile number of the Participant.

11.3. Any notice or other communication from a Participant to the Company shall be irrevocable and shall not be effective until received by the Company. Any other notice or communication from the Company to a Participant shall be deemed to be received by that Participant, when left at the address specified in Rule 11.2 or, if sent by post, on the day following the date of posting or, if sent by electronic mail or facsimile transmission, on the day of despatch.

12. MODIFICATIONS OF THE PLAN

12.1. Any or all the provisions of the Plan may be modified and/or altered at any time and from time to time by a resolution of the Committee, except that:

(a) no modification or alteration shall alter adversely the rights attached to any Award granted prior to such modification or alteration except with the consent in writing of such number of Participants who, if their Awards were Released to them upon the Performance Conditions for their Awards being satisfied in full, would become entitled to not less than three-quarters in nominal amount of all the Shares which would fall to be Vested upon Release of all outstanding Awards upon the Performance Conditions for all outstanding Awards being satisfied in full;

(b) the definitions of "Group Executive", "Group Executive Director", "Group Independent Director", "Participant" and "Release Schedule" and the provisions of Rules 4, 5, 6, 7, 8, 9, 10 and this Rule 12 shall not be altered to the advantage of Participants except with the prior approval of the Company's shareholders in general meeting; and

(c) no modification or alteration shall be made without the prior approval of the SGX-ST and such other regulatory authorities as may be necessary.

For the purposes of Rule 12.1(a), the opinion of the Committee as to whether any modification or alteration would adversely affect the rights attached to any Award shall be final, binding and conclusive. For the avoidance of doubt, nothing in this Rule 12.1 shall affect the right of the Committee under any other provision of the Plan to amend or adjust any Award.

12.2. Notwithstanding anything to the contrary contained in Rule 12.1, the Committee may at any time by resolution (and without other formality, save for the prior approval of the SGX-ST) amend or alter the Plan in any way to the extent necessary or desirable, in the opinion of the Committee, to cause the Plan to comply with, or take into account, any statutory provision (or any amendment or modification thereto, including amendment of or modification to the Act) or the provision or the regulations of any regulatory or other relevant authority or body (including the SGX-ST).

12.3. Written notice of any modification or alteration made in accordance with this Rule 12 shall be given to all Participants.

13. TERMS OF EMPLOYMENT UNAFFECTED

The terms of employment of a Participant shall not be affected by his participation in the Plan, which shall neither form part of such terms nor entitle him to take into account such participation in calculating any compensation or damages on the termination of his employment for any reason.

14. DURATION OF THE PLAN

14.1. The Plan shall continue to be in force at the discretion of the Committee, subject to a maximum period of 10 years commencing on the Adoption Date, provided always that the Plan may continue beyond the above stipulated period with the approval of the Company's shareholders by ordinary resolution in general meeting and of any relevant authorities which may then be required.

14.2. The Plan may be terminated at any time by the Committee or, at the discretion of the Committee, by resolution of the Company in general meeting, subject to all relevant approvals which may be required and if the Plan is so terminated, no further Awards shall be granted by the Committee hereunder.

14.3. The expiry or termination of the Plan shall not affect Awards which have been granted prior to such expiry or termination, whether such Awards have been Released (whether fully or partially) or not.

15. TAXES

All taxes (including income tax) arising from the grant or Release of any Award granted to any Participant under the Plan shall be borne by that Participant.

16. COSTS AND EXPENSES OF THE PLAN

16.1. Each Participant shall be responsible for all fees of CDP relating to or in connection with the issue and allotment or transfer of any Shares pursuant to the Release of any Award in CDP's name, the deposit of share certificate(s) with CDP, the Participant's securities account with CDP, or the Participant's securities sub-account with a CDP Depository Agent.

16.2. Save for the taxes referred to in Rule 15 and such other costs and expenses expressly provided in the Plan to be payable by the Participants, all fees, costs and expenses incurred by the Company in relation to the Plan including but not limited to the fees, costs and expenses relating to the allotment and issue, or transfer, of Shares pursuant to the Release of any Award, shall be borne by the Company.

17. DISCLAIMER OF LIABILITY

Notwithstanding any provisions herein contained, the Committee and the Company shall not under any circumstances be held liable for any costs, losses, expenses and damages whatsoever and howsoever arising in any event, including but not limited to the Company's delay in issuing, or procuring the transfer of, the Shares or applying for or procuring the listing of new Shares on Catalist in accordance with Rule 7.1(c).

18. DISCLOSURES IN ANNUAL REPORTS

The following disclosures (as applicable) will be made by the Company in its annual report for so long as the Plan continues in operation:

(a) the names of the members of the Committee administering the Plan;

(b) the Participants who have received Shares pursuant to the Release of Awards granted under the Plan which, in aggregate, represent five (5) per cent. or more of the aggregate of the total number of new Shares available under the Plan;

(c) the name of the Participant;

(d) the number of new Shares issued to such Participant during the financial year under review (including terms);

(e) the aggregate number of Shares comprised in Awards granted under the Plan during the financial year under review;

(f) the aggregate number of Shares comprised in Awards granted under the Plan since the commencement of the Plan to the end of the financial year under review;

(g) the aggregate number of Shares comprised in Awards which have Vested under the Plan since the commencement of the Plan to the end of the financial year under review and in respect thereof, the proportion of new Shares issued upon the Release of the Vested Awards granted under the Plan;

(h) the aggregate number of Shares comprised in Awards granted under the Plan which have not yet Vested, as at the end of the financial year under review; and

(i) such other information as may be required by the Catalist Rules or the Act. If any of the above is not applicable, an appropriate negative statement shall be included therein.

19. DISPUTES

Any disputes or differences of any nature arising hereunder shall be referred to the Committee and its decision shall be final and binding in all respects.

20. GOVERNING LAW

The Plan shall be governed by, and construed in accordance with, the laws of Singapore. The Participants, by accepting grants of Awards in accordance with the Plan, and the Company submit to the exclusive jurisdiction of the courts of Singapore.

21. CONTRACTS (RIGHTS OF THIRD PARTIES) ACT (CHAPTER 53B)

No person other than the Company or a Participant shall have any right to enforce any provision of the Plan or any Award by the virtue of the Contracts (Rights of Third Parties) Act (Chapter 53B).

22. ELIGIBLE SHAREHOLDERS

Shareholders who are eligible to participate in the scheme must abstain from voting on any resolution relating to the Plan (other than a resolution relating to the participation of, or grant of options to, directors and employees of the issuer’s parent company and its subsidiaries).

NOTICE OF EXTRAORDINARY GENERAL MEETING

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

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

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.

LIBRA GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Company registration no. 201022364R)

PROXY FORM

(Please see notes overleaf before completing this Form)

I/We, ____ (name)

of ____ (address)
being a member/members of Libra Group limited (the "**Company**"), hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing him/her, the Chairman of the Meeting as my/our proxy/proxies to vote for me/us on my/our behalf at the Extraordinary General Meeting (the "**Meeting**") of the Company to 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) I/We direct my/our proxy/proxies to vote for or against the Resolutions proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her discretion. Voting of the Resolutions will be conducted by way of poll.

No.	Resolutions	For*	Against*
1	To approve the proposed renewal of the Share Buy-Back Mandate (as an ordinary resolution)		
2	To approve the proposed amendments to the Libra PSP (as an ordinary resolution)		
3	To approve the proposed participation of Ms Chu Fai Fong, an Associate of a Controlling Shareholder, in the Libra PSP (as an ordinary resolution)		
4	To approve the proposed participation of Ms Chu Kee Yong, an Associate of a Controlling Shareholder, in the Libra PSP (as an ordinary resolution)		
5	To approve the proposed participation of Mr Chu Siow Leong, an Associate of a Controlling Shareholder, in the Libra PSP (as an ordinary resolution)		
6	To approve the proposed grant of an award to Mr Chu Sau Ben, a Controlling Shareholder, under the Libra PSP (as an ordinary resolution)		
7	To approve the proposed grant of an award to Ms Chu Fai Fong, an Associate of a Controlling Shareholder, under the Libra PSP (as an ordinary resolution)		
8	To approve the proposed grant of an award to Ms Chu Kee Yong, an Associate of a Controlling Shareholder, under the Libra PSP (as an ordinary resolution)		
9	To approve the proposed grant of an award to Mr Chu Siow Leong, an Associate of a Controlling Shareholder, under the Libra PSP (as an ordinary resolution)		

* If you wish to use all your votes "For" or "Against", please indicate with a tick [✓] within the box provided. Otherwise, please indicate the number of votes accordingly.

Dated this __________ day of ________________ 2017

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

____
Signature of Shareholder(s) or Common Seal of Shareholder
** Delete where inapplicable*

IMPORTANT: PLEASE READ NOTES OVERLEAF

Notes:

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members, you should insert that number of Shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the shares held by you.

2. 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 meeting. 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.

3. 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 meeting, 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.

4. A proxy need not be a member of the Company.

5. Where a member appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.

6. 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 seventy two (72) hours before the time appointed for the EGM.

7. 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 seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.

8. 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 Act.

9. By submitting an instrument 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) 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 or service providers) 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 agents or service providers), 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees to provide the Company with written evidence of such prior consent upon reasonable request.

General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged 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.