

LIBRA

GROUP LIMITED

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

GRANT OF EXTENSION OF TIME TO HOLD ANNUAL GENERAL MEETING OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2018

The Board of Directors (the “**Board**”) of Libra Group Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to the Company’s announcement dated 15 April 2019 (the “**Previous Announcement**”) in relation to the application to the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for an extension of time of 30 days to comply with the requirement of Rule 707(1) and Rule 707(2) of the Listing Manual Section B: Rules of Catalist of the SGX-ST (the “**Catalist Rules**”) for the Company to hold its annual general meeting (“**AGM**”) for the financial year ended 31 December 2018 (“**FY2018**”) on or before 30 May 2019 (the “**Extension Application**”). Unless otherwise defined or the context otherwise requires, all capitalised terms shall bear the same meanings as ascribed to them in the Previous Announcement.

As disclosed in the Previous Announcement, grounds for the Extension Application is because the Company is not able to lay its financial statements for FY2018 by 30 April 2019 for the following reasons:

- (a) the Company’s main auditor, Ernst & Young LLP (“**EY**”), has not received an audit clearance and response to queries relating to audit evidence from Baker Tilly Monterio Heng PLT (“**Baker Tilly**”), the auditors of Malaysia based subsidiary, YC Capital Consolidated Sdn Bhd and its subsidiaries (“**YC Group**”) on the consolidated financial position as at 31 December 2018 and on YC Group’s consolidated financial position as at date of acquisition by the Company of YC Group. EY has not completed its audit of YC Group’s consolidated financial position primarily due to inadequate documentary evidence to verify YC Group’s balance sheet balances as at the date of acquisition and transactions after the acquisition of YC Group by the Company. More time is required for both sets of auditors to communicate and Audit Committee of the Company to assess their respective findings accordingly;
- (b) EY also raised certain audit matters pertaining to Group’s business (excluding YC Group), such as the completeness of certain financing transactions and adequacy of records on certain pre-payments and advances made by the Company. More time is needed to perform additional audit procedures in relation to the above matters; and
- (c) the Company intends to dispose of YC Group to Mr Chu Sau Ben, the Company’s Executive Chairman and Chief Executive Officer for a consideration of S\$12.0 million, which is equivalent to the amount of consideration that the Company had paid Mr Chu Sau Ben for the acquisition of YC Group (the “**Proposed Disposal**”), as the factors underpinning the acquisition have shifted since the departure of YC Group’s senior management team in October 2018. The Company has announced on 15 April 2019 that the Company has entered into a memorandum of understanding with Mr Chu Sau Ben on 15 April 2019 in relation to the Proposed Disposal. The Company will release further announcements to update shareholders on the Proposed Disposal, including the other material terms and conditions of the Proposed Disposal at the appropriate juncture.

For the foregoing reasons, the Company is not able to lay its financial statements for FY2018 at the AGM if it is to be convened on or before 30 April 2019. The Company would require additional time to prepare its financial statements for FY2018 and for the Company’s main auditor to complete and finalise its independent auditors’ report in respect of the Company’s and the Group’s financial statements for FY2018, to review the disclosures in its financial statements for FY2018 and other information to be included in the Company’s annual report for FY2018.

The Company wishes to announce that it has, on 18 April 2019, received a letter from the SGX-ST setting out, among others, that the SGX-ST has no objection to granting the Company a 1-month extension of time from 30 April 2019 to 30 May 2019 to hold its AGM for FY2018 (the “**Waiver**”), subject to:

- (i) The Company announcing the Waiver granted, the reasons for seeking the Waiver, the conditions as required under Catalist Rule 106 and if the Waiver conditions have been satisfied. If the Waiver conditions have not been met on the date of this announcement, the Company shall make an update announcement when the Waiver conditions have all been met; and
- (ii) The Company convening the AGM by 30 May 2019.

The Company confirms that the Waiver does not contravene any laws and regulations governing the Company and the constitution of the Company as at the date of this announcement.

The Company had, on 15 April 2019, submitted an application to the Accounting and Corporate Regulatory Authority of Singapore for an extension of time to hold its AGM for FY2018 under the Companies Act, Cap. 50, of Singapore. The Company shall make an update announcement when it is notified of the outcome of its application to the Accounting and Corporate Regulatory Authority of Singapore.

The Company will make such announcements as may be necessary or appropriate to update its shareholders as and when there are any material updates.

By Order of the Board
LIBRA GROUP LIMITED

Chu Sau Ben
Executive Chairman and Chief Executive Officer

18 April 2019

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, RHT Capital Pte. Ltd. (the “**Sponsor**”) for compliance with the relevant rules of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”). The Sponsor has not independently verified the contents of this announcement.*

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

The contact person for the Sponsor is Mr Lay Shi Wei, Registered Professional, at 9 Raffles Place #29-01 Republic Plaza Tower 1 Singapore 048619, telephone (+65) 6381 6757.