



For Immediate Release

NOBLE GROUP LIMITED
(Incorporated in Bermuda with limited liability)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a SPECIAL GENERAL MEETING of the Company will be held at Ballrooms 1 & 2, Amara Singapore Hotel, 165 Tanjong Pagar Road, Singapore 088539 on 7 July 2014 at 10.00 a.m. (Singapore time) for the purpose of considering and, if thought fit, passing with or without any modifications, the following Resolutions (each proposed as an ordinary resolution):

Resolution 1
Ordinary Resolution:

The Proposed Adoption of the Noble Group Share Option Scheme 2014

THAT:

- (a) the Noble Group Share Option Scheme 2004 (the “**2004 Share Option Scheme**”) be and is hereby terminated, provided that such termination shall be without prejudice to the rights of the holders of options accepted and outstanding under the 2004 Share Option Scheme as at the date of termination;
- (b) a new share option scheme to be known as the “Noble Group Share Option Scheme 2014” (the “**2014 Share Option Scheme**”), the rules of which, for the purpose of identification, have been subscribed to by the Chairman of the Meeting, under which options (“**Options**”) to acquire ordinary shares of HK\$0.25 each in the capital of the Company (“**Shares**”) will be granted to selected employees (including executive directors) and non-executive directors of the Company, its subsidiaries and its associated companies, details of which are set out in the Circular, be and is hereby approved and adopted; and
- (c) the directors of the Company be and are hereby authorised:
 - (i) to establish and administer the 2014 Share Option Scheme;
 - (ii) to modify and/or amend the 2014 Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the rules of the 2014 Share Option Scheme; and
 - (iii) to grant Options in accordance with the rules of the 2014 Share Option Scheme and





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to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of the Options under the 2014 Share Option Scheme provided that the aggregate number of Shares over which Options may be granted under the 2014 Share Option Scheme on any date, when aggregated with the number of new Shares allotted and issued and/or to be allotted and issued (which for the avoidance of doubt shall exclude treasury shares) pursuant to Options granted under the 2014 Share Option Scheme, and any Shares subject to any other share option or share incentive schemes of the Company, shall not exceed 15 per cent. of the total number of issued Shares (excluding treasury shares) from time to time,

and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the 2014 Share Option Scheme.

Resolution 2

Ordinary Resolution:

The Proposed Adoption of the Noble Group Restricted Share Plan 2014

THAT:

- (a) a new restricted share plan to be known as the “Noble Group Restricted Share Plan 2014” (the “**RSP**”), the rules of which, for the purpose of identification, have been subscribed to by the Chairman of the Meeting, under which awards (“**Awards**”) of fully paid-up Shares, their equivalent cash value (where applicable) or combinations thereof (where applicable) will be granted, free of payment, to selected employees (including executive directors) and non-executive directors of the Company, its subsidiaries and its associated companies, details of which are set out in the Circular, be and is hereby approved and adopted; and
- (b) the directors of the Company be and are hereby authorised:
 - (i) to establish and administer the RSP;
 - (ii) to modify and/or alter the RSP at any time and from time to time, provided that such modifications and/or alterations are effected in accordance with the provisions of the RSP; and
 - (iii) to grant Awards in accordance with the provisions of the RSP and to allot and issue from time to time such number of fully paid-up Shares as may be required to be





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delivered pursuant to the vesting of Awards under the RSP, provided that the aggregate number of Shares over which Awards may be granted under the RSP on any date, when aggregated with the number of new Shares allotted and issued and/or to be allotted and issued (which for the avoidance of doubt shall exclude treasury shares) pursuant to Awards granted under the RSP, and any Shares subject to any other share option or share incentive schemes of the Company, shall not exceed 15 per cent. of the total number of issued Shares (excluding treasury shares) from time to time,

and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the RSP.

Resolution 3 Ordinary Resolution:

The Proposed Issue of Shares to Mr. Yusuf Aireza, the Chief Executive Officer and Executive Director

THAT approval be and is hereby given to the Directors of the Company to allot and issue up to 1,900,000 new ordinary shares of HK\$0.25 each in the capital of the Company to Mr. Yusuf Aireza, the Chief Executive Officer and Executive Director of the Company, credited as fully-paid, for the purposes of satisfying part of the bonus for the financial year ended 31 December 2013 payable to him.

Resolution 4 Ordinary Resolution:

The Proposed Issue of Shares to Mr. William James Randall, an Executive Director

THAT approval be and is hereby given to the Directors of the Company to allot and issue up to 5,100,000 new ordinary shares of HK\$0.25 each in the capital of the Company to Mr. William James Randall, an Executive Director of the Company, credited as fully-paid, for the purposes of satisfying part of the bonus for the financial year ended 31 December 2013 payable to him.

By Order of the Board

Chee Ying LIM
Company Secretary
20 June 2014





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Notes:

1. A member of the Company entitled to attend and vote at the Special General Meeting may appoint another person as his/her/its proxy to attend and vote in his/her/its stead. A proxy need not be a member of the Company but must be present in person to represent the member.
2. With the exception of The Central Depository (Pte) Limited (“CDP”), who may appoint more than two proxies, a member of the Company entitled to attend and vote at the Special General Meeting is entitled to appoint no more than two proxies to attend and vote in his/her/its stead.
3. A Depositor(s) who is a natural person(s) need not submit a Depositor Proxy Form(s) if he/she is attending the Special General Meeting in person.
4. Completion and return of the Depositor Proxy Form(s) by a Depositor(s) who is a natural person(s) will not prevent him/her from attending and voting in person at the Special General Meeting as proxy/proxies of CDP if he/she subsequently wishes to do so and in such event, the Depositor Proxy Form(s) shall be deemed to be revoked and the CDP Proxy Form shall be re-instated and become effective for the appointment of the relevant Depositor(s) as the proxy/proxies of CDP as if the Depositor(s) had not delivered any Depositor Proxy Form(s).
5. The Proxy Form appointing the proxy/proxies must be lodged at the office of the Company in Hong Kong at 18th Floor, MassMutual Tower, 38 Gloucester Road, Hong Kong or the office of the Company’s Share Transfer Agent, B.A.C.S. Private Limited, 63 Cantonment Road, Singapore 089758, not less than 48 hours before the time appointed for the Special General Meeting.

IF A MEMBER OF THE COMPANY IS ENTITLED TO PARTICIPATE IN THE NOBLE GROUP SHARE OPTION SCHEME 2014 AND/OR THE NOBLE GROUP RESTRICTED SHARE PLAN 2014, HE SHOULD ABSTAIN FROM VOTING AT THE SPECIAL GENERAL MEETING IN RESPECT OF ORDINARY RESOLUTION 1 RELATING TO THE NOBLE GROUP SHARE OPTION SCHEME 2014 AND/OR ORDINARY RESOLUTION 2 RELATING TO THE NOBLE GROUP RESTRICTED SHARE PLAN 2014, AS THE CASE MAY BE, AND SHOULD NOT ACCEPT NOMINATIONS AS PROXIES OR OTHERWISE FOR VOTING AT THE SPECIAL GENERAL MEETING, IN RESPECT OF THE AFORESAID ORDINARY RESOLUTIONS, UNLESS SPECIFIC INSTRUCTIONS HAVE BEEN GIVEN IN THE PROXY FORM ON HOW THE VOTE IS TO BE CAST FOR THE AFORESAID ORDINARY RESOLUTIONS.

Personal data privacy:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Special General Meeting 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 Special General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Special General Meeting (including any adjournment thereof), and in order for the Company (or its agents) 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), 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





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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.

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About Noble Group

Noble Group (SGX: N21) manages a portfolio of global supply chains covering a range of agricultural and energy products, as well as metals, minerals and ores. Operating from over 140 locations and employing more than 70 nationalities, Noble facilitates the marketing, processing, financing and transportation of essential raw materials. Sourcing bulk commodities from low cost regions such as South America, South Africa, Australia and Indonesia, the Group supplies high growth demand markets, particularly in Asia and the Middle East. In order to ensure the integrity of its supply chains, the Group has a portfolio of interests in strategic logistics and processing assets which form an integral part of facilitating its key trade flows. We are ranked number 76 in the 2013 Fortune Global 500. For more information visit www.thisisnoble.com.

For further details please contact:

Ms. Rebecca Fung
Noble Group Limited
Tel: +852 2861 4625
Email: rebeccafung@thisisnoble.com

Ms. Candice Adam
Argentus PR
Tel: +44 20 7397 2915
Email: candice.adam@argentuspr.com

Mr. Martin Debelle
Citadel
Tel: +61 2 9290 3033
Email: mdebelle@citadelpr.com.au



Noble Group Limited
Incorporated in Bermuda with limited liability
18th Floor, MassMutual Tower, 38 Gloucester Road, Hong Kong
Tel+852 2861 3511 Fax+852 2527 0282
www.thisisnoble.com