

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of Libra Group Limited (the “**Company**”) will be held at Orchid Country Club, 1 Orchid Club Road, Singapore 769162 on Friday, 24 April 2015 at 2.00 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Report and the Audited Accounts of the Company for the financial year ended 31 December 2014 together with the Auditors’ Report thereon. **(Resolution 1)**
2. To approve a final one-tier tax exempt dividend of 0.70 Singapore cents per ordinary share for the financial year ended 31 December 2014 (2013: 0.30 Singapore cents). *[See Explanatory Note (ii)]*. **(Resolution 2)**
3. To re-elect the following Directors retiring pursuant to Article 93 of the Company’s Articles of Association:
Mr Yuen Sou Wai **(Resolution 3)**
Mr Eng Meng Leong **(Resolution 4)**

Mr. Yuen Sou Wai will, upon re-election as a Director of the Company, remain as the Lead Independent Director, Chairman of the Audit Committee and a member of the Remuneration and Nominating Committees. He will be considered independent for the purposes of Rule 704(7) of the Listing Manual Section B: Rules of Catalyst of the Singapore Exchange Securities Trading Limited (the “SGX-ST”) (“Rules of Catalyst”).

Mr. Eng Meng Leong will, upon re-election as a Director of the Company, remain as an Independent Director, Chairman of the Nominating Committee and a member of the Audit and Remuneration Committees. He will be considered independent for the purposes of Rule 704(7) of the Rules of Catalyst.

Information on Mr. Yuen Sou Wai and Mr. Eng Meng Leong can be found on page 17 and 37 of the annual report.

4. To approve the payment of Directors’ fees of S\$160,000 for the financial year ending 31 December 2015, payable half yearly in arrears (2014: S\$160,000). **(Resolution 5)**
5. To re-appoint Ernst & Young LLP, Public Accountants and Chartered Accountants, as the Company’s auditors and to authorise the Directors to fix their remuneration. **(Resolution 6)**
6. To transact any other ordinary business which may properly be transacted at an annual general meeting.

AS SPECIAL BUSINESS

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

7. Authority to allot and issue shares

“That, pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the “**Act**”) and Rule 806 of the Rules of Catalyst, authority be and is hereby given to the Directors of the Company to:

- (a) (i) allot and issue shares in the capital of the Company (“**Shares**”) (whether by way of rights, bonus or otherwise); and/or
(ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) notwithstanding that the authority conferred by this Resolution may have ceased to be in force, issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force,
provided that:-

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this resolution), to be issued pursuant to this resolution does not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculations as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of issued Shares (excluding treasury shares) shall be based on the total number of issued Shares (excluding treasury shares) at the time this resolution is passed after adjusting for:-
 - (i) new Shares arising from the conversion or exercise of any convertible securities;
 - (ii) new Shares arising from exercising of share options or vesting of share awards outstanding and/or subsisting at the time of the passing of this resolution, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Rules of Catalyst; and
 - (iii) any subsequent bonus issue, consolidation or sub-division of Shares.
- (3) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Rules of Catalyst for the time being in force (unless such compliance has been waived by the SGX-ST), and all applicable legal requirements under the Act and the Articles of Association for the time being of the Company; and
- (4) unless revoked or varied by the Company in general meeting, the authority conferred by this resolution shall continue in force until the conclusion of the next annual general meeting of the Company is required by law to be held, whichever is the earlier. *[See Explanatory Note (iii)]*. **(Resolution 7)**

8. Authority to grant awards (“**Awards**”) and issue Shares under the Libra Performance Share Plan (“**Plan**”)

That the Directors of the Company be and are hereby authorised to:

- (a) grant Awards in accordance with the provisions of the Plan; and
- (b) allot and issue from time to time such number of Shares as may be required to be allotted and issued pursuant to the vesting of the Awards granted under the Plan; and
- (c) (notwithstanding the authority conferred by this resolution may have ceased to be in force) allot and issue fully paid-up Shares pursuant to the vesting of any Awards granted by the Directors in accordance with the Plan while this resolution was in force,

Provided that the aggregate number of new Shares to be allotted and issued, when aggregated with the new Shares issued and/or issuable and the existing Shares delivered and/or deliverable in respect of all Awards granted under the Plan, and all Shares, options or awards granted under any other share scheme of the Company in force, shall not exceed fifteen per cent (15%) of the total number of issued Shares (excluding treasury shares) from time to time, such authority (unless revoked or varied by the Company in general meeting) shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier. *[See Explanatory Note (iii)]*. **(Resolution 8)**

By Order of the Board

Gn Jong Yuh Gwendolyn
Company Secretary
Singapore, 9 April 2015

Explanatory Notes:

- (i) The Ordinary Resolution 2 proposed in item 2 above, if passed, will make total dividends of 1.20 Singapore cents per ordinary share for FY2014 including the interim dividend of 0.50 Singapore cents per ordinary share which was paid in September 2014.
- (ii) The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors from the date of the above AGM until the date of the next AGM, to allot and issue Shares and convertible securities in the Company. The aggregate number of Shares and convertible securities, which the Directors may allot and issue under this resolution shall not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares) at the time of passing this resolution. For allotment and issue of Shares and convertible securities other than on a pro-rata basis to all shareholders of the Company, the aggregate number of Shares and convertible securities to be allotted and issued shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares). This authority will, unless previously revoked or varied at a general meeting, expire at the next AGM.
- (iii) The Ordinary Resolution 8 proposed in item 8 above, if passed, will empower the Directors to offer and grant Awards and to issue Shares pursuant to the Plan, provided that the aggregate number of Shares under the Plan and such other awards or options granted under any share scheme of the Company in force, shall not exceed fifteen per cent (15%) of the total number of issued Shares (excluding treasury shares) from time to time.

Notes:

1. A member entitled to attend and vote at the AGM is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy needs not be a member of the Company.
2. If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
3. The instrument appointing a proxy must be deposited at the registered office of the Company at **101 Defu Lane 10, Singapore 539222** not less than forty-eight (48) hours before the time appointed for holding the AGM.

NOTICE OF BOOKS CLOSURE DATE AND DIVIDEND PAYMENT

NOTICE IS HEREBY GIVEN that subject to the approval of shareholders (“**Shareholders**”) of Libra Group Limited (the “**Company**”) at the forthcoming Annual General Meeting of the Company being obtained for the proposed final one-tier tax exempt dividend of 0.70 Singapore cents per ordinary share in the capital of the Company (“**Share**”) for the financial year ended 31 December 2014 (“**Final Dividend**”), the Share Transfer Books and Register of Members of the Company will be closed on 30 April 2015 for the purpose of determining Shareholders’ entitlements to the proposed Final Dividend.

Duly completed transfers in respect of Shares received by the Company’s Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road #02-00, Singapore 068898 up to 5.00 p.m. on 29 April 2015 will be registered to determine Shareholders’ entitlements to the Final Dividend. Shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with Shares as at 5.00 p.m. on 29 April 2015 will be entitled to the Final Dividend.

Subject to the approval of Shareholders at the forthcoming AGM, the proposed Final Dividend will be paid on 11 May 2015.

By Order of the Board

Gn Jong Yuh Gwendolyn
Company Secretary
Singapore, 9 April 2015

Personal data privacy:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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 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.