

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 Wednesday, 23 April 2014 at 10.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors’ Report and the Audited Accounts of the Company for the financial year ended 31 December 2013 together with the Auditors’ Report thereon. **(Resolution 1)**
- To declare a first and final one-tier tax exempt dividend of 0.30 Singapore cents per ordinary share for the year ended 31 December 2013 (2012: Nil). **(Resolution 2)**
- To re-elect the following Director retiring pursuant to Article 93 of the Company’s Articles of Association: **(Resolution 3)**
Mr Chu Sau Ben
Mr Chu Sau Ben will, upon re-election as a Director of the Company, remain as the Executive Chairman and Chief Executive Officer of the Company.
- To re-appoint the following Directors retiring pursuant to Article 92 of the Company’s Articles of Association: **(Resolution 4)**
Mr Chua Siong Kiat, Alex **(Resolution 5)**
Mr Kong Chee Keong
Mr Chua Siong Kiat, Alex will, upon re-appointment as a Director of the Company, remain as an Executive Director and Chief Financial Officer of the Company.
Mr Kong Chee Keong will, upon re-appointment as a Director of the Company, remain as an Independent Director, the Chairman of the Remuneration Committee and a member of the Audit and Nominating Committees, and 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”).
- To approve the payment of Directors’ fees of S\$150,355 for the financial year ending 31 December 2013 (2012: S\$110,000.00). **(Resolution 6)**
- To approve the payment of Directors’ fees of S\$160,000 for the financial year ended 31 December 2014, payable half yearly in arrears. **(Resolution 7)**
- 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 8)**
- 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:

9. 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:-
- (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 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 (i)]. **(Resolution 9)**

10. 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 fully paid-up shares in the capital of the Company (“**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 (ii)]. **(Resolution 10)**

By Order of the Board
Gn Jong Yuh Gwendolyn
Company Secretary
Singapore, 8 April 2014

Explanatory Notes:

- (i) The Ordinary Resolution 9 proposed in item 9 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 annual general meeting.
- (ii) The Ordinary Resolution 10 proposed in item 10 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:

- 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 need not be a member of the Company.
- 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.
- The instrument appointing a proxy, duly executed, 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 Extraordinary General Meeting

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 Wednesday, 23 April 2014 at 11.00 a.m. or as soon as practicable immediately following the conclusion or adjournment of the Annual General Meeting at 10 a.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 Ordinary Resolutions:

ORDINARY RESOLUTIONS

RESOLUTION 1:

PROPOSED ACQUISITION OF A NEW FACTORY

- THAT:
- (a) approval be and is hereby given for the Company to (i) acquire a factory at 53 Loyang Drive Singapore 508957 from Cellini Design Center Pte Ltd (the “**Vendor**”) for a consideration of S\$16 million, on the terms and subject to the conditions of the offer to purchase entered into between the Company and the Vendor dated 26 February 2014 (“**OTP**”), and the transactions related thereto under the OTP (“**Proposed Acquisition**”); and (ii) to rent out any extra space in the factory, if any, to generate additional income; and
 - (b) the Directors and any of them be and are hereby authorised and empowered to approve and complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as he or they may consider expedient, desirable or necessary or in the interests of the Company to give effect to the Proposed Acquisition and this Resolution and the transactions contemplated by the Proposed Acquisition and/or authorised by this Resolution.

RESOLUTION 2:

PROPOSED AMENDMENTS TO THE LIBRA PERFORMANCE SHARE PLAN

- THAT:
- (a) the proposed amendments to the Rules of the Libra Performance Share Plan (“**Plan Rules**”) as set out in the Appendix to the Circular to Shareholders dated 8 April 2014, 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 Shares which may be issued or transferred pursuant to Awards granted under the Plan, when added to (i) the number of Shares issued and issuable and/or transferred or transferable in respect of all Awards granted under the Plan; and (ii) all Shares issued and issuable and/or transferred or transferable in respect of all options granted or awards granted under any other share incentive schemes or share plans adopted by the Company and for the time being in force, shall not exceed fifteen per cent. (15%) of the total Shares (excluding treasury shares) on the day preceding the date on which the Award shall be granted; 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.

Note: Mr Chu Sau Ben will, and will procure his associates to, abstain from voting on this Resolution 2 in respect of his shareholding, and will not accept nominations as proxies unless specific instructions have been given in the proxy instrument by the Shareholders appointing him on how they wish their votes to be cast.

RESOLUTION 3:

PROPOSED PARTICIPATION OF MR CHU SAU BEN, A CONTROLLING SHAREHOLDER, IN THE PLAN

THAT subject to and contingent upon the passing of the Ordinary Resolution 2, approval be and is hereby given for the participation in the Plan by Mr Chu Sau Ben, a Controlling Shareholder.

Note: Mr Chu Sau Ben will, and will procure his associates to, abstain from voting on this Resolution 3 in respect of his shareholding, and will not accept nominations as proxies unless specific instructions have been given in the proxy instrument by the Shareholders appointing him on how they wish their votes to be cast.

By Order of the Board
Gn Jong Yuh Gwendolyn
Company Secretary
Singapore, 8 April 2014

Notes:

- A member entitled to attend and vote at the EGM is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
- 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.
- The instrument appointing a proxy, duly executed, must be deposited at the registered office of the Company at **101 Defu Lane 10, 3rd floor, Singapore 539222** not less than forty-eight (48) hours before the time appointed for holding the EGM.