



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

ADDENDUM TO THE CIRCULAR TO SHAREHOLDERS DATED 13 JULY 2015

*This is an addendum to, and should be read in conjunction with, the circular to the shareholders of Libra Group Limited (the "**Company**") dated 13 July 2015 (the "**Circular**"). All capitalised terms and expressions used herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the Circular.*

Further to the Circular, the Company would like to inform Shareholders that notwithstanding Shareholders' approval being sought for the Proposed Diversifications, the Company will seek the approval of Shareholders should a transaction change the risk profile of the Company as defined in Practice Note 10A of the Catalist Rules, and where the Group enters into the first major transaction in the respective area of the Proposed Diversifications and where the relative figures as computed on the bases set out in Rule 1006 of the Catalist Rules exceeds 75% ("**First Major Transaction**"), such First Major Transaction will be made conditional upon approval by Shareholders in a general meeting unless waived by the SGX-ST.

Rule 1005 of the Catalist Rules states that "the sponsor may aggregate separate transactions completed within the last 12 months and treat them as if they were one transaction. The SGX-ST retains the discretion to determine whether the aggregation was correctly applied, and/or to direct the sponsor to aggregate other transactions."

Pursuant to Clause 7(b) of Practice Note 10A of the Catalist Rules, should the acquisition change the risk profile of the Company, Shareholders should have an opportunity to have their say on the proposed acquisition. This is so notwithstanding that the acquisition will not change the main business of the Company.

Clause 7(c) of Practice Note 10A of the Catalist Rules sets out the following factors that will be considered in determining whether the risk profile of the Company has been changed:

- (i) whether the acquisition will increase the scale of the Company's existing operations significantly. An acquisition is regarded as increasing the scale of operations significantly if any of the relative figures computed on the bases set out in Rule 1006(c) and 1006(d) is 100% or more. Rule 1015 requires Shareholders' approval to be obtained for such an acquisition regardless of whether the acquisition is treated as in the Company's ordinary course of business. Such an acquisition may be treated as a very substantial acquisition;
- (ii) whether the acquisition will result in a change of control of the Company. Rule 1015 requires Shareholder's approval to be obtained if the acquisition will result in a change in control of the Company regardless of whether the acquisition is treated as in the Company's ordinary course of business. Such an acquisition may be treated as a reverse takeover;
- (iii) whether the acquisition will have a significant adverse impact on the Company's earnings, working capital and gearing;
- (iv) the extent to which the acquisition will result in an expansion of the Company's business to a new geographical market and/or a new business sector; and
- (v) the extent to which the intended expansion has been foreshadowed and investors have had an opportunity to vote at previous general meetings on (i) the Company's proposal; or (ii) waiving their rights to approve the Company's proposal.

Clause 7(d) of Practice Note 10A of the Catalist Rules further provides that the factors in determining whether an acquisition would change the Company's risk profile as enumerated in Clause 7(c) of Practice Note 10A of the Listing Manual are neither exhaustive nor conclusive.

By Order of the Board
LIBRA GROUP LIMITED

Chu Sau Ben
Executive Chairman and Chief Executive Officer

21 July 2015

*This announcement 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 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 accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement.

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