

# LIBRA

GROUP LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration Number 201022364R)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (the "EGM") of Libra Group Limited (the "Company") will be held at Seletar Country Club, 101 Seletar Club Road, Singapore 798273 on 5 February 2018 at 9.30 a.m. for the purpose of considering and, if thought fit, passing with or without any modifications, the following ordinary resolutions:

### **ORDINARY RESOLUTION 1: THE PROPOSED YC ACQUISITION**

That contingent upon the passing of Ordinary Resolution 2:

- (i) the proposed acquisition of 1,020,000 ordinary shares in the share capital of YC Capital Consolidated Sdn. Bhd., representing 51% of the issued and paid-up share capital of YC Capital Consolidated Sdn. Bhd. from Mr Chu Sau Ben in accordance with the terms and conditions of the conditional sale and purchase agreement dated 10 October 2017 as amended by the supplemental agreement dated 10 January 2018 (the "Proposed YC Acquisition") as an interested person transaction under Chapter 9 of the Catalist Rules and a major transaction under Chapter 10 of the Catalist Rules be and is hereby approved; and
- (ii) the Directors and/or any of them be and are hereby authorised and empowered to approve, complete and do all such acts and things (including approving, modifying, ratifying, signing, sealing, executing and delivering all such documents as may be required) as they and/or he may consider expedient, desirable or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution 1.

### **ORDINARY RESOLUTION 2: THE PROPOSED ISSUE AND ALLOTMENT OF 93,750,000 CONSIDERATION SHARES AT AN ISSUE PRICE OF S\$0.128 PER CONSIDERATION SHARE AND THE PROPOSED ISSUE AND ALLOTMENT OF UP TO 15,625,000 EARN-OUT INCENTIVE SHARES AT AN ISSUE PRICE OF S\$0.128 PER EARN-OUT INCENTIVE SHARE**

That contingent upon the passing of Ordinary Resolution 1:

- (i) authority be and is hereby given to the Directors and/or any of them to issue and allot 93,750,000 ordinary shares in the share capital of the Company at an issue price of S\$0.128 per ordinary share (the "Consideration Shares") to Mr Chu Sau Ben, credited as fully paid-up, in satisfaction of the consideration for the Proposed YC Acquisition which when allotted and issued will rank *pari passu* in all respects with the then existing ordinary shares in the share capital of the Company, save for any rights, benefits, dividends and entitlements, the record date for which falls before the date of the allotment and issuance of the Consideration Shares;
- (ii) authority be and is hereby given to the Directors and/or any of them to issue and allot up to 15,625,000 ordinary shares in the share capital of the Company at an issue price of S\$0.128 per ordinary share (the "Earn-out Incentive Shares") to Mr Chu Sau Ben, credited as fully paid-up, in satisfaction of the earn-out incentive for the Proposed YC Acquisition which when allotted and issued will rank *pari passu* in all respects with the then existing ordinary shares in the share capital of the Company, save for any rights, benefits, dividends and entitlements, the record date for which falls before the date of the allotment and issuance of the Earn-out Incentive Shares; and
- (iii) the Directors and/or any of them be and are hereby authorised and empowered to approve, complete and do all such acts and things (including approving, modifying, ratifying, signing, sealing, executing and delivering all such documents as may be required) as they and/or he may consider expedient, desirable or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution 2.

### **Notes to the Ordinary Resolutions**

- (1) The passing of Ordinary Resolution 1 and Ordinary Resolution 2 are inter-conditional upon the passing of the other. This means that if either Ordinary Resolution 1 or Ordinary Resolution 2 is not passed at the EGM, both Ordinary Resolution 1 and Ordinary Resolution 2 will not be passed.
- (2) Pursuant to Rule 804, Rule 812(2) and Rule 919 of the Catalist Rules, Mr Chu Sau Ben shall abstain, and will procure that his associates abstain, from voting on Ordinary Resolution 1 and Ordinary Resolution 2.  
In addition, Mr Chu Sau Ben shall refrain, and procure that his associates refrain, from accepting nominations as proxy or otherwise vote at the EGM in respect of Ordinary Resolution 1 and Ordinary Resolution 2 unless Shareholders appointing them as proxies give specific instructions in the relevant Proxy Form on the manner in which they wish their votes to be cast for Ordinary Resolution 1 and Ordinary Resolution 2.

By Order of the Board

Tan Wei Jie, Joel and Damian Ng  
Joint Company Secretaries

19 January 2018

### **Notes:**

1. (a) A member of the Company who is not a Relevant Intermediary and entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend and vote on his behalf. Where a member appoints more than one proxy, the appointments shall be invalid unless he specifies the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy.  
(b) A member of the Company who is a Relevant Intermediary and entitled to attend and vote at the EGM is entitled to appoint more than two proxies to attend and vote, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member's Proxy Form appoints more than two proxies, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.  
(c) "Relevant Intermediary" shall have the same meaning ascribed to it in Section 181 of the Act.
2. A proxy need not be a member of the Company.
3. The Proxy Form must be deposited at the registered office of the Company at **21 Ubi Road 1, #02-02, Singapore 408724**, not less than **72 hours** before the time fixed for holding the EGM.
4. Where the Proxy Form is executed by an individual, it must be executed under the hand of the individual or his attorney duly authorised. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
5. Terms not specifically defined herein shall have the same meanings ascribed to them in the Company's circular to shareholders dated 19 January 2018.

### **Personal data privacy:**

By attending the EGM and/or any adjournment thereof and/or submitting the Proxy Form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (a) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), and (b) 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 or service providers), 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (c) 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.