

JUMBO GROUP LIMITED

Company Registration Number 201503401Z
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM”) of JUMBO GROUP LIMITED (the “Company”) will be held at 190 Keng Lee Road, Chui Huay Lim Club, Singapore 308409 on 26 January 2017 at 9.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the directors’ statement and audited financial statements of the Company for the financial year ended 30 September 2016 (“FY2016”) together with the auditors’ report thereon. **(Resolution 1)**
2. To declare a final tax exempt (one-tier) dividend of \$0.01 per share for FY2016. **(Resolution 2)**
3. To declare a special tax exempt (one-tier) dividend of \$0.007 per share for FY2016. **(Resolution 3)**
4. To re-elect the following directors (“Directors”) retiring pursuant to Regulation 89 of the constitution of the Company (“Constitution”): **(Resolution 4)**

Mr. Ang Kiam Meng	<i>[See Explanatory Note (i)]</i>	
Mr. Richard Tan Kheng Swee	<i>[See Explanatory Note (ii)]</i>	(Resolution 5)
5. To approve the payment of Directors’ fees of \$200,000 for the financial year ending 30 September 2017. **(Resolution 6)**
6. To re-appoint Deloitte & Touche LLP as the independent auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**
7. To transact any other ordinary business which may properly be transacted at an AGM.

AS SPECIAL BUSINESS

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

8. **Authority to allot and issue shares in the capital of the Company - Share Issue Mandate**
 “That, pursuant to Section 161 of the Companies Act, Cap. 50 (the “Companies Act”), the Constitution and the Listing Manual Section B: Rules of Catalist (“Catalist Rules”) of the Singapore Exchange Securities Trading Limited (“SGX-ST”), the Directors be and are hereby authorised 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
 - (iii) issue Shares in pursuance of any Instrument made or granted by the Directors while this authority is in force (notwithstanding that such issue of Shares pursuant to the Instrument may occur after the expiration of the authority contained in this resolution), provided that:
 - (A) the aggregate number of Shares issued pursuant to such authority (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this resolution) does not exceed 100.0% of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (B) below), of which the aggregate number of Shares to be issued other than on a *pro rata* basis to the then existing shareholders of the Company (“Shareholders”) (including Shares to be issued in pursuance of Instruments made or granted pursuant to this authority) does not exceed 50.0% of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (B) below);
 - (B) (subject to such manner of calculation 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 (A) above, the total number of issued Shares shall be based on the total number of issued Shares in the capital of the Company (excluding treasury shares) at the time of the passing of this resolution, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of convertible securities;
 - (b) (where applicable) new Shares arising from exercising options or vesting of awards outstanding or subsisting at the time this authority is passed, provided the options or awards were granted in compliance with the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or sub-division of Shares;
 - (C) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being in force; and
 - (D) unless revoked or varied by the Company in a general meeting, the authority conferred by this resolution shall continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier.” **(Resolution 8)**
[See Explanatory Note (iii)]
 9. **Authority to grant options and to allot and issue Shares under the Share Option Scheme**
 “That pursuant to Section 161 of the Companies Act, the Directors be and are hereby authorised and empowered to grant options in accordance with the Jumbo Employee Share Option Scheme (“Share Option Scheme”) and to allot and issue from time to time such number of Shares in the capital of the Company to the holders of options granted by the Company under the Share Option Scheme established by the Company upon the exercise of such options in accordance with the terms and conditions of the Share Option Scheme, provided always that the aggregate number of Shares issued and/or issuable pursuant to the Share Option Scheme, the Performance Share Plan and any other share-based incentive schemes of the Company shall not exceed 15.0% of the total number of issued Shares (excluding treasury shares) in the capital of the Company from time to time; and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier.” **(Resolution 9)**
[See Explanatory Note (iv)]
 10. **Authority to grant awards and to allot and issue Shares under the Performance Share Plan**
 “That pursuant to Section 161 of the Companies Act, the Directors be and are hereby authorised and empowered to grant awards in accordance with the Jumbo Performance Share Plan (“Performance Share Plan”) and to allot and issue from time to time such number of Shares in the capital of the Company to the holders of awards granted by the Company under the Performance Share Plan established by the Company upon the vesting of such awards in accordance with the terms and conditions of the Performance Share Plan, provided always that the aggregate number of Shares issued and/or issuable pursuant to the Performance Share Plan, the Share Option Scheme and any other share-based incentive schemes of the Company shall not exceed 15.0% of the total number of issued Shares (excluding treasury shares) in the capital of the Company from time to time; and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier.” **(Resolution 10)**
[See Explanatory Note (v)]

BY ORDER OF THE BOARD

Jumbo Group Limited

Chee Yuen Li, Andrea
Secretary

Singapore, 11 January 2017

Explanatory Notes:

- (i) Detailed information on Mr. Ang Kiam Meng can be found in the Company’s annual report 2016. Mr. Ang Kiam Meng, if re-elected as a Director, will remain as Executive Chairman and CEO of the Company. Mr. Ang Kiam Meng is the son of Mr. Ang Hon Nam (controlling Shareholder), the spouse of Mdm. Tan Yong Chuan, Jacqueline (Executive Director) and brother of Mrs. Christina Kong Chwee Huan (Executive Director). Save as disclosed in the Company’s annual report 2016, there are no relationships including immediate family relationships between Mr. Ang Kiam Meng and the other Directors, its 10% Shareholders or its officers.
- (ii) Detailed information on Mr. Richard Tan Kheng Swee can be found in the Company’s annual report 2016. Mr. Richard Tan Kheng Swee, if re-elected as a Director, will remain as the Chairman of the Remuneration Committee and a member of the Audit Committee and the Nominating Committee, and shall be considered independent for the purposes of Rule 704(7) of the Catalist Rules. There are no relationships including immediate family relationships between Mr. Richard Tan Kheng Swee and the Directors, its 10% Shareholders or its officers.
- (iii) The ordinary resolution 8 proposed in item 8 above, if passed, will empower the Directors to issue Shares, make or grant instruments convertible into Shares and to issue Shares pursuant to such instruments, up to a number not exceeding, in total, 100.0% of the total number of issued Shares (excluding treasury shares) in the capital of the Company, of which up to 50.0% may be issued other than on a *pro rata* basis to Shareholders.
 For determining the aggregate number of Shares that may be issued, the total number of issued Shares (excluding treasury shares) will be calculated based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time this ordinary resolution is passed after adjusting for new Shares arising from the conversion or exercise of convertible securities, exercise of options or vesting of awards which are outstanding or subsisting at the time when the ordinary resolution 8 is passed and any subsequent bonus issue, consolidation or subdivision of Shares.
- (iv) The ordinary resolution 9 proposed in item 9 above, if passed, will empower the Directors, to allot and issue such number of fully paid Shares upon the exercise of such options in accordance with the provisions of the Share Option Scheme.
- (v) The ordinary resolution 10 proposed in item 10 above, if passed, will empower the Directors, to allot and issue such number of fully paid Shares upon the vesting of such awards in accordance with the provisions of the Performance Share Plan.

Notes:

- (1) (a) A member who is not a relevant intermediary is entitled to appoint not more than 2 proxies to attend, speak and vote at the AGM. Where such member’s form of proxy appoints more than 1 proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire shareholding and any second named proxy as an alternate to the first named or at the Company’s option to treat this proxy form as invalid.
- (b) A member who is a relevant intermediary is entitled to appoint more than 2 proxies to attend, speak and vote at the AGM, 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 form of proxy appoints more than 2 proxies, the appointments shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed.

“relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act.

(2) A proxy need not be a member of the Company.

(3) The instrument appointing a proxy must be deposited at the office of the Share Registrar of the Company, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902, not less than 48 hours before the time for holding the AGM.

Personal Data Privacy:

By attending the AGM and/or any adjournment thereof or submitting an instrument 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/or representatives appointed for the AGM and/or any adjournment thereof and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM and/or 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 a 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.

This notice has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, United Overseas Bank Limited (the “Sponsor”), for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of this notice.

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Mr Chia Beng Kwan, Senior Director, Equity Capital Markets, who can be contacted at 80 Raffles Place, #03-03 UOB Plaza 1, Singapore 048624, telephone: +65 6533 9898.