

**CIRCULAR DATED 11 JANUARY 2017**

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.**

**If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or any other professional adviser immediately.**

If you have sold or transferred all your shares in the capital of Jumbo Group Limited (the “**Company**”), you should immediately forward this Circular (as defined herein), the notice of extraordinary general meeting and the attached proxy form to the purchaser or transferee or to the bank, stockbroker or agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

This Circular 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 Singapore Exchange Securities Trading Limited (the “**SGX-ST**”). The Sponsor has not independently verified the contents of this Circular.

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

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.



**JUMBO GROUP LIMITED**

(Company Registration Number 201503401Z)  
(Incorporated in the Republic of Singapore on 4 February 2015)

**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO**

- (1) THE SHARE BUYBACK MANDATE; AND**
- (2) THE PROPOSED PARTICIPATION BY AND GRANT OF AWARD TO MR. ANG KIAM MENG, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER OF THE COMPANY, UNDER THE JUMBO PERFORMANCE SHARE PLAN.**

**IMPORTANT DATES AND TIMES:**

|  |   |   |
|--|---|---|
| Last date and time for lodgement of proxy form | : | 24 January 2017 at 10.00 a.m.   |
| Date and time of extraordinary general meeting | : | 26 January 2017 at 10.00 a.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be convened on the same day and at the same place) |
| Place of extraordinary general meeting         | : | 190 Keng Lee Road<br>Chui Huay Lim Club<br>Singapore 308409   |

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## DEFINITIONS

For the purpose of this Circular, the following definitions apply throughout unless the context otherwise requires:

|                                |   |  |
|--------------------------------|---|--|
| <b>“AGM”</b>                   | : | The annual general meeting of the Company  |
| <b>“Approval Date”</b>         | : | Has the meaning ascribed to it in Section 2.3.1 of this Circular   |
| <b>“Associate”</b>             | : | (a) in relation to any director, chief executive officer, substantial shareholder or controlling shareholder (being an individual) means: <ul style="list-style-type: none"><li>(i) his immediate family;</li><li>(ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and</li><li>(iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30.0% or more; and</li></ul> (b) in relation to a substantial shareholder or a controlling shareholder (being a company) means any other company which is its subsidiary or holding company or is a subsidiary of such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30.0% or more |
| <b>“Average Closing Price”</b> | : | Has the meaning ascribed to it in Section 2.3.4 of this Circular   |
| <b>“Award”</b>                 | : | The contingent award of Shares which may be granted pursuant to the Jumbo Performance Share Plan   |
| <b>“Board”</b>                 | : | The board of Directors of the Company as at the date of this Circular  |
| <b>“Catalist”</b>              | : | The Catalist Board of the SGX-ST   |
| <b>“Catalist Rules”</b>        | : | The Listing Manual Section B: Rules of Catalist of the SGX-ST as amended, modified or supplemented from time to time   |
| <b>“CDP”</b>                   | : | The Central Depository (Pte) Limited   |
| <b>“Committee”</b>             | : | The remuneration committee of the Company  |
| <b>“Company”</b>               | : | Jumbo Group Limited  |
| <b>“Companies Act”</b>         | : | The Companies Act (Chapter 50) of Singapore, as amended, modified or supplemented from time to time  |
| <b>“Constitution”</b>          | : | The constitution of the Company, as amended, modified or supplemented from time to time  |

|   |   |
|---|---|
| <b>“Controlling Shareholder”</b>            | : A person who:   |
|   | (a) holds directly or indirectly 15.0% or more of the nominal amount of all voting shares in a company. The SGX-ST may determine that a person who satisfies this paragraph is not a controlling shareholder; or  |
|   | (b) in fact exercises control over a company  |
| <b>“Circular”</b>                           | : This circular to Shareholders dated 11 January 2017 issued by the Company in relation to the Share Buyback Mandate and the proposed participation by and grant of Award to Mr. Ang Kiam Meng, an Associate of a Controlling Shareholder, under the Jumbo Performance Share Plan |
| <b>“Directors”</b>                          | : The directors of the Company as at the date of this Circular  |
| <b>“EGM”</b>                                | : The extraordinary general meeting of the Company to be held on 26 January 2017, notice of which is set out on page 41 of this Circular  |
| <b>“EPS”</b>                                | : Earnings per Share  |
| <b>“FRS”</b>                                | : Singapore Financial Reporting Standards   |
| <b>“FY”</b>                                 | : The financial year ended or ending (as the case may be) 30 September  |
| <b>“Group”</b>                              | : The Company and its subsidiaries and subsidiary entities  |
| <b>“Independent Shareholders”</b>           | : Shareholders other than Shareholders who are eligible to participate in the Jumbo Performance Share Plan  |
| <b>“JBO”</b>                                | : JBO Holdings Pte. Ltd.  |
| <b>“Jumbo Performance Share Plan”</b>       | : The share incentive plan of the Company known as “Jumbo Performance Share Plan” which was approved by Shareholders on 19 October 2015   |
| <b>“Jumbo Employee Share Option Scheme”</b> | : The share option scheme of the Company known as “Jumbo Employee Share Option Scheme” which was approved by Shareholders on 19 October 2015  |
| <b>“Latest Practicable Date”</b>            | : 21 December 2016, being the latest practicable date prior to the printing of this Circular  |
| <b>“Market Day”</b>                         | : A day on which the SGX-ST is open for trading in securities   |
| <b>“Market Purchase”</b>                    | : Has the meaning ascribed to it in Section 2.3.3 of this Circular  |
| <b>“Maximum Price”</b>                      | : Has the meaning ascribed to it in Section 2.3.4 of this Circular  |
| <b>“Notice of EGM”</b>                      | : The notice of EGM set out on page 41 of this Circular   |
| <b>“NTA”</b>                                | : Net tangible assets   |
| <b>“Off-Market Purchase”</b>                | : Has the meaning ascribed to it in Section 2.3.3 of this Circular  |
| <b>“Option”</b>                             | : The option(s) which may be granted pursuant to the Jumbo Employee Share Option Scheme   |

|                                       |   |  |
|---------------------------------------|---|--|
| “ <b>Relevant Period</b> ”            | : | Has the meaning ascribed to it in Section 2.3.2 of this Circular   |
| “ <b>Scheme Shares</b> ”              | : | Has the meaning ascribed to it in Section 3.5.1(i) of this Circular  |
| “ <b>Share Registrar</b> ”            | : | The share registrar of the Company as at the date of this Circular, being M & C Services Private Limited   |
| “ <b>Securities Account</b> ”         | : | The securities account(s) maintained by a Depositor with CDP but not including a securities sub-account maintained with a Depository Agent   |
| “ <b>Securities and Futures Act</b> ” | : | The Securities and Futures Act (Chapter 289) of Singapore, as amended, modified or supplemented from time to time  |
| “ <b>SGX-ST</b> ”                     | : | Singapore Exchange Securities Trading Limited  |
| “ <b>Share Buybacks</b> ”             | : | The purchases or acquisitions of Shares by the Company pursuant to the terms of the Share Buyback Mandate  |
| “ <b>Share Buyback Mandate</b> ”      | : | The proposed general mandate to enable the Company to purchase or otherwise acquire its Shares, the terms of which are set out in this Circular  |
| “ <b>Shareholders</b> ”               | : | Persons who are registered as holders of Shares in the Register of Members of the Company except where the registered holder is CDP, the term “ <b>Shareholders</b> ” shall, in relation to such Shares and where the context admits, mean the Depositors whose Securities Accounts are credited with Shares |
| “ <b>Shares</b> ”                     | : | Ordinary shares in the capital of the Company  |
| “ <b>SIC</b> ”                        | : | Securities Industry Council  |
| “ <b>subsidiary</b> ”                 | : | A subsidiary of a company (as defined in Section 5 of the Companies Act) and “ <b>subsidiaries</b> ” shall be construed accordingly  |
| “ <b>Substantial Shareholder</b> ”    | : | A person who holds directly or indirectly 5.0% or more of the issued voting shares in the capital of the Company   |
| “ <b>Take-over Code</b> ”             | : | The Singapore Code on Take-overs and Mergers, as amended, modified or supplemented from time to time   |
| <i>Currencies and others</i>          |   |  |
| “ <b>S\$</b> ” and “ <b>cents</b> ”   | : | Singapore dollars and cents respectively   |
| “ <b>%</b> ”                          | : | Percentage   |

The terms “**Depositor**”, “**Depository Register**” and “**Depository Agent**” shall bear the meaning assigned to them respectively by Section 81SF of the Securities and Futures Act. The term “**treasury share**” shall have the meaning ascribed to it in Section 4 of the Companies Act.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the Securities and Futures Act and the Catalist Rules or any modification thereof and used in this Circular shall have the meaning assigned to it under the Companies Act, the Securities and Futures Act, the Catalist Rules or any modification thereof, as the case may be.

Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter genders. References to persons shall, where applicable, include corporations.

Any discrepancies in the figures included in this Circular between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them.

Any reference to a time of a day and date in this Circular is a reference to Singapore time and date unless otherwise stated.

**JUMBO GROUP LIMITED**  
(Company Registration Number 201503401Z)  
(Incorporated in the Republic of Singapore on 4 February 2015)

**Directors:**

Mr. Ang Kiam Meng (*CEO and Executive Chairman*)  
Mdm. Tan Yong Chuan, Jacqueline (*Executive Director*)  
Mrs. Christina Kong Chwee Huan (*Executive Director*)  
Mr. Tan Cher Liang (*Lead Independent Director*)  
Mr. Richard Tan Kheng Swee (*Independent Director*)  
Dr. Lim Boh Soon (*Independent Director*)

**Registered Office:**

4 Kaki Bukit Ave 1  
#03-08  
Singapore 417939

11 January 2017

To: The Shareholders of Jumbo Group Limited

Dear Sir/Madam,

**1. INTRODUCTION**

The purpose of this Circular is to provide Shareholders with the relevant information pertaining to, and to seek Shareholders' approval, at the EGM to be convened on 26 January 2017 for the following matters:

- (a) the Share Buyback Mandate; and
- (b) the proposed participation by and grant of Award to Mr. Ang Kiam Meng, an Associate of a Controlling Shareholder, under the Jumbo Performance Share Plan.

**2. THE SHARE BUYBACK MANDATE**

**2.1 Background**

The Companies Act allows a Singapore-incorporated company to purchase or otherwise acquire its issued ordinary shares, stocks and preference shares if the purchase or acquisition is permitted under the company's constitution. Any purchase or acquisition of Shares by the Company must be made in accordance with, and in the manner prescribed by the Companies Act, the Constitution and such other laws and regulations as may, for the time being, be applicable. As the Company is listed on Catalist, it is also required to comply with Part XI of Chapter 8 of the Catalist Rules, which relates to the purchase or acquisition by an issuer of its own shares. Regulation 11(B) of the Constitution expressly permits the Company to purchase or otherwise acquire its issued Shares.

It is a requirement under the Companies Act and the Catalist Rules for a company that wishes to purchase or otherwise acquire its own shares to obtain the approval of its shareholders. The purpose of this Circular is to provide Shareholders with the relevant information pertaining to, and to seek Shareholders' approval at the EGM, for the proposed adoption of the Share Buyback Mandate for the purchase or acquisition by the Company of its issued Shares.

If approved by Shareholders at the EGM, the Share Buyback Mandate will take effect from the date of the EGM and continue in force until the date of the next AGM or such date as the next AGM is required by law to be held, whichever is earlier, unless prior thereto, Share Buybacks have been carried out to the full extent mandated or the Share Buyback Mandate is revoked or varied by Shareholders in a general meeting.

**2.2 Rationale**

The Share Buyback Mandate would give the Company the flexibility to undertake Share Buybacks at any time, subject to market conditions, during the period when the Share Buyback Mandate is in force.

The Directors are of the view that Share Buybacks, conducted at appropriate price levels, may enhance the return on equity of the Company and increase Shareholders' value. Share Buybacks are a cost-efficient and effective method of returning to Shareholders surplus cash over and above the Group's ordinary capital requirements, and provide the Directors greater flexibility over the management of the Company's capital structure, dividend payout and cash reserves.

The Share Buybacks may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the EPS and/or the NTA per Share of the Company and the Group, and will only be made when the Directors believe that such Share Buybacks would benefit the Company and its Shareholders. The Share Buybacks may also help the Company to reduce the dilution impact arising from any grant of options pursuant to the Jumbo Employee Share Option Scheme or grant of Awards pursuant to the Jumbo Performance Share Plan.

Pursuant to the Companies Act, Shares purchased or otherwise acquired pursuant to the Share Buyback Mandate may be held or dealt with as treasury shares.

The Directors do not propose to carry out Share Buybacks to an extent that would, or in circumstances that may, result in a material adverse effect on the liquidity and/or the orderly trading of the Shares and/or the financial position of the Group, taking into account the capital expenditure and the working capital requirements of the Group or the gearing levels, which in the opinion of the Directors, are from time to time appropriate for the Group.

### 2.3 Terms of the Share Buyback Mandate

The authority to make and limitations placed on purchases or acquisitions of Shares by the Company under the Share Buyback Mandate, if approved at the EGM, are summarised below:

#### 2.3.1 Maximum number of Shares

Only Shares which are issued and fully paid-up may be purchased or acquired by the Company.

The total number of Shares that may be purchased or acquired by the Company is limited to that number of Shares representing not more than 10.0% of the total number of issued Shares of the Company (excluding treasury shares) as at the date of the EGM at which the Share Buyback Mandate is approved (the "**Approval Date**") (unless the Company has effected a reduction of its share capital in accordance with the applicable provisions of the Companies Act, at any time, during the Relevant Period, in which event the total number of issued Shares of the Company shall be taken to be the total number of issued Shares of the Company as altered, excluding any treasury shares, that may be held by the Company from time to time). Shares which are held as treasury shares will be disregarded for purposes of computing the 10.0% limit.

The Company does not hold any treasury shares as at the Latest Practicable Date.

**For illustrative purposes only**, based on the Company's 641,333,000 issued Shares as at the Latest Practicable Date and assuming that there will be no changes in the number of Shares on or prior to the Approval Date, not more than 64,133,300 Shares may be purchased or acquired by the Company pursuant to the Share Buyback Mandate.

#### 2.3.2 Duration of authority

Purchases or acquisitions of Shares may be made at any time and from time to time, on and from the Approval Date, up to the earliest of:

- (a) the date on which the next AGM is held or required by law to be held;
- (b) the date on which Share Buybacks have been carried out to the full extent mandated under the Share Buyback Mandate; or



- (c) the date on which the authority contained in the Share Buyback Mandate is varied or revoked by Shareholders in a general meeting,  
  
(the “**Relevant Period**”).

The Share Buyback Mandate may be renewed at each subsequent AGM or other general meetings of the Company.

### 2.3.3 Manner of purchases or acquisitions of Shares

Purchases or acquisitions of Shares under the Share Buyback Mandate may be made by way of:

- (a) on-market purchases, transacted on the SGX-ST through the SGX-ST’s trading system or, as the case may be, any other securities exchange on which the Shares may, for the time being, be listed (“**Market Purchase**”); and/or
- (b) off-market purchases (if effected otherwise than on the SGX-ST) in accordance with an equal access scheme(s) which shall satisfy all the conditions prescribed by the Companies Act and the Catalist Rules (“**Off-Market Purchase**”), as may be determined or formulated by the Directors as they may consider fit.

Under the Companies Act, an equal access scheme must satisfy all of the following conditions:

- (a) offers for the purchase or acquisition of issued Shares shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
- (b) all of those persons shall be given a reasonable opportunity to accept the offers made to them; and
- (c) the terms of all the offers are the same, except that there shall be disregarded:
  - (i) differences in consideration attributable to the fact that offers relate to Shares with different accrued dividend entitlements;
  - (ii) differences in consideration attributable to the fact that the offers relate to Shares with different amounts remaining unpaid; and
  - (iii) differences in the offers introduced solely to ensure that each member is left with a whole number of Shares.

In addition, the Catalist Rules provide that, in making an Off-Market Purchase, the Company must issue an offer document to all Shareholders which must contain at least the following information:

- (a) the terms and conditions of the offer;
- (b) the period and procedures for acceptances;
- (c) the reasons for the proposed Share Buyback;
- (d) the consequences, if any, of Share Buybacks that will arise under the Take-over Code or other applicable take-over rules;
- (e) whether the Share Buyback, if made, could affect the listing of the Shares on Catalist;

- (f) details of any Share Buyback made by the Company in the previous 12 months (whether Market Purchases or Off-Market Purchases in accordance with an equal access scheme), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases; and
- (g) whether the Shares purchased by the Company will be cancelled or kept as treasury shares.

#### 2.3.4 Maximum purchase price

The purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) to be paid for the Shares will be determined by the Directors, subject to compliance with the Catalist Rules. However, the purchase price to be paid for a Share as determined by the Directors must not exceed:

- (a) in the case of a Market Purchase, 105.0% of the Average Closing Price (as defined hereinafter); and
- (b) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120.0% of the Average Closing Price,

(the “**Maximum Price**”) in either case, excluding related expenses of the purchase or acquisition.

For the above purposes of determining the Maximum Price:

“**Average Closing Price**” means the average of the closing market prices of the Shares over the last five (5) Market Days on which the Shares are transacted on Catalist or, as the case may be, such securities exchange on which the Shares are listed or quoted, immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the Catalist Rules, for any corporate action that occurs after the relevant 5-day period; and

“**date of the making of the offer**” means the date on which the Company makes an offer for the purchase or acquisition of Shares from Shareholders, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

## 2.4 **Status of purchased Shares under the Share Buyback Mandate**

A Share purchased or acquired by the Company is deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Share will expire on such cancellation) unless such Share is held by the Company as a treasury share in accordance with the Companies Act. Accordingly, the total number of Shares will be diminished by the number of Shares purchased or acquired by the Company and which are not held as treasury shares.

At the time of each Share Buyback, the Directors will decide whether the Shares purchased or acquired will be cancelled or kept as treasury shares, or partly cancelled and partly kept as treasury shares, taking into consideration the then prevailing circumstances and requirements of the Company at the relevant time.

## 2.5 **Treasury shares**

Under the Companies Act, Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Some of the provisions on treasury shares under the Companies Act are summarised below:

### 2.5.1 Maximum holdings

The aggregate number of Shares held as treasury shares cannot at any time exceed 10.0% of the total number of Shares.

In the event that the number of treasury shares held by the Company exceeds 10.0% of the total number of Shares, the Company shall dispose of or cancel such excess treasury shares within six (6) months of the day on which such contravention occurs, or such further period as the Registrar of Companies may allow.

### 2.5.2 Voting and other rights

The Company cannot exercise any right in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution of the Company's assets may be made, to the Company in respect of treasury shares. However, the allotment of Shares as fully paid bonus shares in respect of treasury shares is allowed. Furthermore, a subdivision or consolidation of any treasury share into treasury shares of a greater or smaller number is allowed, if the total value of the treasury shares after the subdivision or consolidation is the same as the total value of the treasury share before the subdivision or consolidation, as the case may be.

### 2.5.3 Disposal and cancellation

Where Shares are held as treasury shares, the Company may at any time:

- (a) sell the treasury shares for cash;
- (b) transfer the treasury shares for the purposes of or pursuant to any share scheme, whether for its employees, directors or other persons;
- (c) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (d) cancel the treasury shares; or
- (e) sell, transfer or otherwise use the treasury shares for such other purposes the Minister for Finance may by order prescribe.

In addition, pursuant to Rule 704(31) of the Catalist Rules, the Company must immediately announce any sale, transfer, cancellation and/or use of treasury shares, stating the following:

- (i) date of the sale, transfer, cancellation and/or use;
- (ii) purpose of such sale, transfer, cancellation and/or use;
- (iii) number of treasury shares sold, transferred, cancelled and/or used;
- (iv) number of treasury shares before and after such sale, transfer, cancellation and/or use;
- (v) percentage of the number of treasury shares against the total number of shares outstanding in a class that is listed before and after such sale, transfer, cancellation and/or use; and
- (vi) value of the treasury shares if they are used for a sale or transfer, or cancelled.

## 2.6 Sources of funds for Share Buyback

The Companies Act permits the Company to make payment, pursuant to the purchase or acquisition of its own Shares, out of the Company's capital or profits so long as the Company is solvent. The Companies Act provides that the Company is solvent if at the date of the relevant payment, the following conditions are satisfied:

- (a) there is no ground on which the Company could be found to be unable to pay its debts;
- (b) if –
  - (i) it is intended to commence winding up of the Company within the period of 12 months immediately after the date of the payment, the Company will be able to pay its debts in full within the period of 12 months after the date of commencement of the winding up; or
  - (ii) it is not intended so to commence winding up, the Company will be able to pay its debts as they fall due during the period of 12 months immediately after the date of the payment; and
- (c) the value of the Company's assets is not less than the value of its liabilities (including contingent liabilities) and will not, after the proposed purchase, acquisition, variation or release of Shares, become less than the value of its liabilities (including contingent liabilities).

The Company intends to use internal resources and/or external borrowings to finance the Share Buybacks.

The Directors do not propose to exercise the Share Buyback Mandate in a manner and to such extent that it would have a material adverse effect on the working capital requirements of the Group and/or the Group's ability to service its debts and other obligations.

## 2.7 Financial effects of the Share Buyback Mandate

The financial effects on the Company and the Group arising from purchases or acquisitions of Shares pursuant to the Share Buyback Mandate will depend on, *inter alia*, how the Shares are purchased or acquired, the price paid for such Shares and whether the Shares purchased or acquired are held as treasury shares or cancelled. The financial effects on the Company and the Group, based on the audited financial statements of the Company and the Group for FY2016, are based on the following principal assumptions:

- (a) the purchase or acquisition of Shares pursuant to the Share Buyback Mandate had taken place on 1 October 2015 for the purpose of computing the financial effects on the EPS of the Company and the Group;
- (b) the purchase or acquisition of Shares pursuant to the Share Buyback Mandate had taken place on 30 September 2016 for the purpose of computing the financial effects on Shareholders' equity, NTA per Share, current ratio and gearing of the Company and the Group; and
- (c) transaction costs incurred for the purchase or acquisition of Shares pursuant to the Share Buyback Mandate have been assumed to be insignificant and have been ignored for the purpose of computing the financial effects.

### 2.7.1 Purchase or acquisition out of capital or profits

Under the Companies Act, purchases or acquisitions of Shares by the Company may be made out of the Company's capital or profits so long as the Company is solvent.

Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration will correspondingly reduce the amount available for the distribution of cash dividends by the Company.

#### 2.7.2 Number of Shares acquired or purchased

**For illustrative purposes only**, on the basis of 641,333,000 Shares in issue as at the Latest Practicable Date, and assuming no change in the number of Shares on or prior to the Approval Date, the purchase by the Company of 10.0% of its issued Shares (excluding treasury shares) will result in the purchase or acquisition of 64,133,300 Shares.

#### 2.7.3 Maximum price paid for Shares purchased or acquired

*In the case of Market Purchases by the Company:*

Assuming the Company purchases or acquires 64,133,300 Shares at the maximum price of S\$0.66 for one (1) Share (being the price equivalent to 5.0% above the average of the closing market prices of the Shares over the last five (5) Market Days on which the Shares were transacted on Catalist immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 64,133,300 Shares would be approximately S\$42.3 million.

*In the case of Off-Market Purchases by the Company:*

Assuming the Company purchases or acquires 64,133,300 Shares at the maximum price of S\$0.75 for one (1) Share (being the price equivalent to 20.0% above the average of the closing market prices of the Shares over the last five (5) Market Days on which the Shares were transacted on Catalist immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of 64,133,300 Shares would be approximately S\$48.1 million.

#### 2.7.4 Illustrative financial effects

**For illustrative purposes only**, and on the basis of the assumptions set out above, the financial effects of the:

- (i) acquisition of Shares by the Company pursuant to the Share Buyback Mandate by way of purchases made out of capital and held as treasury shares; and
- (ii) acquisition of Shares by the Company pursuant to the Share Buyback Mandate by way of purchases made out of capital and cancelled;

on the audited financial statements of the Company and the Group for FY2016 are set out in the following pages.

Save as set out in Section 2.7.1 above, the financial effects of the acquisition of Shares by the Company pursuant to the Share Buyback Mandate by way of purchases made out of profits are similar to that of purchases made out of capital. Therefore, only the financial effects of the acquisition of Shares pursuant to the Share Buyback Mandate by way of purchases made out of capital are set out in this Circular.

Scenario 1(A)

Market Purchases of 64,133,300 Shares out of capital and held as treasury shares

| As at<br>30 September 2016                    | Group                                  |                                       | Company                                |                                       |
|---|--|---------------------------------------|--|---------------------------------------|
|   | Before the<br>Share Buyback<br>S\$'000 | After the<br>Share Buyback<br>S\$'000 | Before the<br>Share Buyback<br>S\$'000 | After the<br>Share Buyback<br>S\$'000 |
| Share capital                                 | 48,441                                 | 48,441                                | 48,441                                 | 48,441                                |
| Shareholders' equity                          | 64,781                                 | 22,453                                | 60,777                                 | 18,449                                |
| NTA <sup>(1)</sup>                            | 63,999                                 | 21,671                                | 60,777                                 | 18,449                                |
| Current assets                                | 66,717                                 | 24,389                                | 55,529                                 | 25,219                                |
| Current liabilities                           | 18,918                                 | 18,918                                | 176                                    | 12,194                                |
| Working capital                               | 47,799                                 | 5,471                                 | 55,353                                 | 13,025                                |
| Total borrowings                              | 600                                    | 600                                   | –                                      | –                                     |
| Cash and cash equivalents                     | 59,265                                 | 16,937                                | 30,310                                 | –                                     |
| Net profit                                    | 15,708                                 | 15,708                                | 13,426                                 | 13,426                                |
| Number of Shares excluding<br>treasury shares | 641,333,000                            | 577,199,700 <sup>(2)</sup>            | 641,333,000                            | 577,199,700 <sup>(2)</sup>            |
| Number of treasury shares                     | –                                      | 64,133,300                            | –                                      | 64,133,300                            |
| <b>Financial Ratios</b>                       |  |                                       |  |                                       |
| NTA per Share <sup>(1)</sup> (cents)          | 10.0                                   | 3.8                                   | 9.5                                    | 3.2                                   |
| Basic EPS <sup>(3)</sup> (cents)              | 2.4                                    | 2.7                                   | 2.1                                    | 2.3                                   |
| Gearing <sup>(4)</sup> (%)                    | 0.9                                    | 2.7                                   | –                                      | –                                     |
| Current ratio <sup>(5)</sup> (times)          | 3.5                                    | 1.3                                   | 315.5                                  | 2.1                                   |

**Notes:**

- (1) NTA equals Shareholders' equity excluding intangible assets. NTA per Share equals NTA divided by the number of Shares in issue.
- (2) Number of Shares excludes 64,133,300 Shares that have been assumed to be held as treasury shares and assumes no change in the number of Shares on or prior to the Approval Date.
- (3) EPS has been computed based on FY2016 net profit attributable to Shareholders divided by the number of Shares in issue.
- (4) Gearing equals total borrowings divided by Shareholders' equity.
- (5) Current ratio equals current assets divided by current liabilities.

Scenario 1(B)

Off-Market Purchases of 64,133,300 Shares out of capital and held as treasury shares

| As at<br>30 September 2016                    | Group                       |                            | Company                     |                            |
|---|-----------------------------|----------------------------|-----------------------------|----------------------------|
|   | Before the<br>Share Buyback | After the<br>Share Buyback | Before the<br>Share Buyback | After the<br>Share Buyback |
|   | S\$'000                     | S\$'000                    | S\$'000                     | S\$'000                    |
| Share capital                                 | 48,441                      | 48,441                     | 48,441                      | 48,441                     |
| Shareholders' equity                          | 64,781                      | 16,681                     | 60,777                      | 12,677                     |
| NTA <sup>(1)</sup>                            | 63,999                      | 15,899                     | 60,777                      | 12,677                     |
| Current assets                                | 66,717                      | 18,617                     | 55,529                      | 25,219                     |
| Current liabilities                           | 18,918                      | 18,918                     | 176                         | 17,966                     |
| Working capital                               | 47,799                      | (301)                      | 55,353                      | 7,253                      |
| Total borrowings                              | 600                         | 600                        | –                           | –                          |
| Cash and cash equivalents                     | 59,265                      | 11,165                     | 30,310                      | –                          |
| Net profit                                    | 15,708                      | 15,708                     | 13,426                      | 13,426                     |
| Number of Shares excluding<br>treasury shares | 641,333,000                 | 577,199,700 <sup>(2)</sup> | 641,333,000                 | 577,199,700 <sup>(2)</sup> |
| Number of treasury shares                     | –                           | 64,133,300                 | –                           | 64,133,300                 |
| <b>Financial Ratios</b>                       |                             |                            |                             |                            |
| NTA per Share <sup>(1)</sup> (cents)          | 10.0                        | 2.8                        | 9.5                         | 2.2                        |
| Basic EPS <sup>(3)</sup> (cents)              | 2.4                         | 2.7                        | 2.1                         | 2.3                        |
| Gearing <sup>(4)</sup> (%)                    | 0.9                         | 3.6                        | –                           | –                          |
| Current ratio <sup>(5)</sup> (times)          | 3.5                         | 1.0                        | 315.5                       | 1.4                        |

**Notes:**

- (1) NTA equals Shareholders' equity excluding intangible assets. NTA per Share equals NTA divided by the number of Shares in issue.
- (2) Number of Shares excludes 64,133,300 Shares that have been assumed to be held as treasury shares and assumes no change in the number of Shares on or prior to the Approval Date.
- (3) EPS has been computed based on FY2016 net profit attributable to Shareholders divided by the number of Shares in issue.
- (4) Gearing equals total borrowings divided by Shareholders' equity.
- (5) Current ratio equals current assets divided by current liabilities.

Scenario 2(A)*Market Purchases of 64,133,300 Shares out of capital and cancelled*

| As at<br>30 September 2016                    | Group                       |                            | Company                     |                            |
|---|-----------------------------|----------------------------|-----------------------------|----------------------------|
|   | Before the<br>Share Buyback | After the<br>Share Buyback | Before the<br>Share Buyback | After the<br>Share Buyback |
|   | S\$'000                     | S\$'000                    | S\$'000                     | S\$'000                    |
| Share capital                                 | 48,441                      | 6,113                      | 48,441                      | 6,113                      |
| Shareholders' equity                          | 64,781                      | 22,453                     | 60,777                      | 18,449                     |
| NTA <sup>(1)</sup>                            | 63,999                      | 21,671                     | 60,777                      | 18,449                     |
| Current assets                                | 66,717                      | 24,389                     | 55,529                      | 25,219                     |
| Current liabilities                           | 18,918                      | 18,918                     | 176                         | 12,194                     |
| Working capital                               | 47,799                      | 5,471                      | 55,353                      | 13,025                     |
| Total borrowings                              | 600                         | 600                        | –                           | –                          |
| Cash and cash equivalents                     | 59,265                      | 16,937                     | 30,310                      | –                          |
| Net profit                                    | 15,708                      | 15,708                     | 13,426                      | 13,426                     |
| Number of Shares excluding<br>treasury shares | 641,333,000                 | 577,199,700 <sup>(2)</sup> | 641,333,000                 | 577,199,700 <sup>(2)</sup> |
| Number of treasury shares                     | –                           | –                          | –                           | –                          |
| <b>Financial Ratios</b>                       |                             |                            |                             |                            |
| NTA per Share <sup>(1)</sup> (cents)          | 10.0                        | 3.8                        | 9.5                         | 3.2                        |
| Basic EPS <sup>(3)</sup> (cents)              | 2.4                         | 2.7                        | 2.1                         | 2.3                        |
| Gearing <sup>(4)</sup> (%)                    | 0.9                         | 2.7                        | –                           | –                          |
| Current ratio <sup>(5)</sup> (times)          | 3.5                         | 1.3                        | 315.5                       | 2.1                        |

**Notes:**

- (1) NTA equals Shareholders' equity excluding intangible assets. NTA per Share equals NTA divided by the number of Shares in issue.
- (2) Number of Shares excludes 64,133,300 Shares that have been assumed to be cancelled and assumes no change in the number of Shares on or prior to the Approval Date.
- (3) EPS has been computed based on FY2016 net profit attributable to Shareholders divided by the number of Shares in issue.
- (4) Gearing equals total borrowings divided by Shareholders' equity.
- (5) Current ratio equals current assets divided by current liabilities.



Scenario 2(B)

Off-Market Purchases of 64,133,300 Shares out of capital and cancelled

| As at<br>30 September 2016                    | Group                                  |                                       | Company                                |                                       |
|---|--|---------------------------------------|--|---------------------------------------|
|   | Before the<br>Share Buyback<br>S\$'000 | After the<br>Share Buyback<br>S\$'000 | Before the<br>Share Buyback<br>S\$'000 | After the<br>Share Buyback<br>S\$'000 |
| Share capital                                 | 48,441                                 | 341                                   | 48,441                                 | 341                                   |
| Shareholders' equity                          | 64,781                                 | 16,681                                | 60,777                                 | 12,677                                |
| NTA <sup>(1)</sup>                            | 63,999                                 | 15,899                                | 60,777                                 | 12,677                                |
| Current assets                                | 66,717                                 | 18,617                                | 55,529                                 | 25,219                                |
| Current liabilities                           | 18,918                                 | 18,918                                | 176                                    | 17,966                                |
| Working capital                               | 47,799                                 | (301)                                 | 55,353                                 | 7,253                                 |
| Total borrowings                              | 600                                    | 600                                   | –                                      | –                                     |
| Cash and cash equivalents                     | 59,265                                 | 11,165                                | 30,310                                 | –                                     |
| Net profit                                    | 15,708                                 | 15,708                                | 13,426                                 | 13,426                                |
| Number of Shares excluding<br>treasury shares | 641,333,000                            | 577,199,700 <sup>(2)</sup>            | 641,333,000                            | 577,199,700 <sup>(2)</sup>            |
| Number of treasury shares                     | –                                      | –                                     | –                                      | –                                     |
| <b>Financial Ratios</b>                       |  |                                       |  |                                       |
| NTA per Share <sup>(1)</sup> (cents)          | 10.0                                   | 2.8                                   | 9.5                                    | 2.2                                   |
| Basic EPS <sup>(3)</sup> (cents)              | 2.4                                    | 2.7                                   | 2.1                                    | 2.3                                   |
| Gearing <sup>(4)</sup> (%)                    | 0.9                                    | 3.6                                   | –                                      | –                                     |
| Current ratio <sup>(5)</sup> (times)          | 3.5                                    | 1.0                                   | 315.5                                  | 1.4                                   |

**Notes:**

- (1) NTA equals Shareholders' equity excluding intangible assets. NTA per Share equals NTA divided by the number of Shares in issue.
- (2) Number of Shares excludes 64,133,300 Shares that have been assumed to be cancelled and assumes no change in the number of Shares on or prior to the Approval Date.
- (3) EPS has been computed based on FY2016 net profit attributable to Shareholders divided by the number of Shares in issue.
- (4) Gearing equals total borrowings divided by Shareholders' equity.
- (5) Current ratio equals current assets divided by current liabilities.

Shareholders should note that the financial effects set out above are based on the above-mentioned assumptions and are purely for illustrative purposes only. In particular, it is important to note that the above illustration is based on historical audited financial statements for FY2016 and is not necessarily representative of future financial performance.

Although the Share Buyback Mandate would authorise the Company to purchase or acquire up to 10.0% of the issued Shares (excluding treasury shares), the Company may not necessarily purchase or acquire or be able to purchase or acquire the entire 10.0% of the issued Shares (excluding treasury shares). In addition, the Company may cancel all or part of the Shares purchased or acquired, or hold all or part of the Shares purchased or acquired as treasury shares.

## 2.8 Tax implications

Shareholders who are in doubt as to their respective tax positions or the tax implications of a Share Buyback by the Company or who may be subject to tax, whether in or outside Singapore, should consult their own professional advisers.

## 2.9 Catalyst Rules

### 2.9.1 Free float

The Catalyst Rules requires a listed company to ensure that at least 10.0% of its total number of issued shares (excluding preference shares, convertible equity securities and treasury shares) in a class that is listed is at all times held by the public. The “public”, as defined under the Catalyst Rules, are persons other than the directors, chief executive officer, substantial shareholders or controlling shareholders of the company or its subsidiaries, and the associates of such persons.

The Company does not have any individual shareholding limit or foreign shareholding limit. As at the Latest Practicable Date, 155,395,700 Shares representing approximately 24.2% of the total number of issued Shares are held by the public. For illustrative purposes only, assuming the Company undertakes purchases or acquisitions of its Shares up to the full 10.0% limit pursuant to the Share Buyback Mandate, the number of issued Shares held by the public would be reduced to 91,262,400 Shares representing approximately 15.8% of the total number of issued Shares.

Accordingly, the Directors are of the view that there is, at present, a sufficient number of Shares held by the public which would permit the Company to undertake Share Buybacks to the full 10.0% limit pursuant to the Share Buyback Mandate. Nonetheless, the Directors will use best efforts to ensure that the Company does not effect Share Buybacks, if such Share Buybacks would result in the number of Shares remaining in the hands of the public falling to such a level as to (i) cause market illiquidity, (ii) adversely affect the orderly trading of the Shares, or (iii) adversely affect the listing status of the Company.

### 2.9.2 Announcement of Share Buybacks

The Catalyst Rules specifies that a listed company shall report all purchases or acquisitions of its shares to the SGX-ST not later than 9.00 a.m.:

- (a) in the case of a Market Purchase, on the Market Day following the day on which it purchased or acquired any of its shares; and
- (b) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptances of the offer.

Such announcement (which must be in the form of Appendix 8D of the Catalyst Rules) must include, *inter alia*, the details of the date of the purchase, the total number of shares purchased, the number of shares cancelled, the number of shares held as treasury shares, the purchase price per share or the highest and lowest prices paid for such shares, as

applicable, and the total consideration (including stamp duties and clearing charges) paid or payable for the shares, the number of shares purchased as at the date of announcement (on a cumulative basis), the number of issued shares excluding treasury shares and the number of treasury shares held after the purchase.

### 2.9.3 Restrictions on Share Buybacks

While the Catalist Rules do not expressly prohibit any purchase or acquisition of shares by a listed company during any particular time, the listed company would be regarded as an “insider” in relation to any proposed purchase or acquisition of its issued shares. As such, the Company will not undertake any Share Buybacks pursuant to the Share Buyback Mandate at any time after any matter or development of a price-sensitive nature has occurred or has been the subject of consideration and/or a decision of the Board until such price-sensitive information has been publicly announced or disseminated in accordance with the requirements of the Catalist Rules.

Further, in conformity with the best practices on dealing with securities under the Catalist Rules, the Company will not purchase or acquire any Shares through Market Purchases during the period commencing two (2) weeks before the announcement of the Group’s first quarter, second quarter and third quarter results of the financial year and one (1) month immediately preceding the announcement of the Group’s full year results.

## 2.10 Take-over Implications

Appendix 2 of the Take-over Code contains the Share Buyback Guidance Note applicable as at the Latest Practicable Date. The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below:

### 2.10.1 Obligation to make a take-over offer

If, as a result of any purchase or acquisition by the Company of its Shares, a Shareholder’s proportionate interest in the voting capital of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code. If such increase results in a change of effective control, or, as a result of such increase, a Shareholder or group of Shareholders acting in concert obtains or consolidates effective control of the Company, such Shareholder or group of Shareholders acting in concert could become obliged to make a mandatory take-over offer for the Company under Rule 14 of the Take-over Code.

### 2.10.2 Persons acting in concert

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), cooperate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company.

Unless the contrary is established, *inter alia*, the following persons will, be presumed to be acting in concert:

- (a) a company with its parent company, subsidiaries, its fellow subsidiaries, any associated companies of the foregoing companies, any company whose associated companies include any of the foregoing companies, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the foregoing companies for the purchase of voting rights;
- (b) a company with any of its directors, together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts;
- (c) a company with any of its pension funds and employee share schemes;

- (d) a person with any investment company, unit trust or other fund whose investment such person manages on a discretionary basis, but only in respect of the investment account which such person manages;
- (e) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of the adviser and persons controlling, controlled by or under the same control as the adviser, and all the funds which the adviser manages on a discretionary basis, where the shareholdings of the adviser and any of those funds in the client total 10.0% or more of the client's equity share capital;
- (f) directors of a company (together with their close relatives, related trusts and companies controlled by any of such directors, their close relatives and related trusts) which is subject to an offer or where the directors have reason to believe a *bona fide* offer for their company may be imminent;
- (g) partners; and
- (h) an individual, his close relatives, his related trusts, any person who is accustomed to act according to the instructions of that individual, companies controlled by any of the above, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights.

For this purpose, a company is an "associated company" of another company if the second company owns or controls at least 20.0% but not more than 50.0% of the voting rights of the first-mentioned company.

#### 2.10.3 Effect of Rule 14 and Appendix 2 of the Take-over Code

In general terms, the effect of Rule 14 and Appendix 2 of the Take-over Code is that, unless exempted, the Directors and persons acting in concert with them will incur an obligation to make a take-over offer for the Company under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Directors and their concert parties would increase to 30.0% or more, or if the voting rights of such Directors and their concert parties fall between 30.0% and 50.0% of the Company's voting rights, the voting rights of such Directors and their concert parties would increase by more than 1.0% in any period of six (6) months. The Directors and their concert parties will be exempted from the requirement to make a take-over offer subject to certain conditions as set out in the Take-over Code, including, *inter alia*:

- (a) the inclusion in the circular to Shareholders on the resolution to authorise the Share Buyback Mandate advice to the effect that by voting for the resolution to authorise the Share Buyback Mandate, Shareholders are waiving their right to a take-over offer at the required price from the Directors and parties acting in concert with them who, as a result of the Company purchasing or acquiring its Shares, would increase their voting rights to 30.0% or more, or, if they together hold between 30.0% and 50.0% of the Company's voting rights, would increase their voting rights by more than 1.0% in any period of six (6) months; and the names of such Directors and persons acting in concert with them, their voting rights at the time of the resolution and after Share Buybacks pursuant to the Share Buyback Mandate; and
- (b) the submission to the SIC by each of the Directors of an executed form as prescribed by the SIC within seven (7) days of the passing of the resolution to authorise the Share Buyback Mandate.

Under Appendix 2 of the Take-over Code, a Shareholder not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder in the Company would increase to 30.0% or more, or, if such Shareholder holds between 30.0% and 50.0% of the Company's voting rights, the

voting rights of such Shareholder would increase by more than 1.0% in any period of six (6) months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Buyback Mandate unless so required under the Companies Act.

#### 2.10.4 Application of the Take-over Code

Details of the shareholdings of the Directors and Substantial Shareholders as at the Latest Practicable Date are set out in Section 3 below.

As at the Latest Practicable Date:

- (a) our CEO and Executive Chairman, Mr. Ang Kiam Meng;
- (b) each of our Executive Directors, Mdm. Tan Yong Chuan, Jacqueline and Mrs. Christina Kong Chwee Huan; and
- (c) our Controlling Shareholder, JBO, a company in which Mr. Ang Kiam Meng, Mdm. Tan Yong Chuan, Jacqueline, Mrs. Christina Kong Chwee Huan and their close relatives collectively control,

(collectively, the “**Relevant Shareholders**”), regard themselves as parties acting in concert in relation to their interests in the Company.

As at the Latest Practicable Date, the Relevant Shareholders hold an aggregate of 371,582,400 Shares, representing approximately 57.9% of the voting rights in the Company.

As the Relevant Shareholders hold more than 50.0% of the voting rights in the Company, the Relevant Shareholders and parties acting in concert with them are not expected to incur an obligation to make a mandatory take-over offer for the Shares under Rule 14.1 of the Take-over Code as a result of the Company buying back its Shares under the Share Buyback Mandate.

**Shareholders who are in any doubt as to whether they would incur any obligations to make a take-over offer as a result of any Share Buyback pursuant to the Share Buyback Mandate are advised to consult their professional advisers and/or the SIC and/or the relevant authorities at the earliest opportunity before they acquire any Shares during the period when the Share Buyback Mandate is in force.**

#### 2.11 **Shares purchased by the Company**

No purchases of Shares have been made by the Company in the 12 months preceding the Latest Practicable Date.

### 3. **THE PROPOSED PARTICIPATION BY AND GRANT OF AWARD TO MR. ANG KIAM MENG, AN ASSOCIATE OF A CONTROLLING SHAREHOLDER, UNDER THE JUMBO PERFORMANCE SHARE PLAN**

#### 3.1 **Introduction**

The Jumbo Performance Share Plan, adopted by the Company at an extraordinary general meeting of the Company held on 19 October 2015, was implemented to increase the Company’s flexibility and effectiveness in its continuing efforts to reward, retain and motivate eligible participants to achieve increased performance, and further strengthen the Company’s competitiveness in attracting and retaining talent.

Under the Catalist Rules and the rules of the Jumbo Performance Share Plan (the detailed rules of which are set out in Schedule A to this Circular), Controlling Shareholders and Associates of Controlling Shareholders are eligible to participate in the Jumbo Performance Share Plan if each of (i) their participation; and (ii) the actual or maximum number of Shares comprised in the Awards to be issued or transferred to them and the terms of any Awards to be granted to them, has been approved by Independent Shareholders in a general meeting in separate resolutions for each such person.

Pursuant to Rule 852 of the Catalist Rules, Independent Shareholders' approval is sought for the participation by Mr. Ang Kiam Meng, an Associate of a Controlling Shareholder, in the Jumbo Performance Share Plan by way of resolution 2 as set out in the Notice of EGM.

### **3.2 Rationale for participation by Controlling Shareholders and Associates of Controlling Shareholders**

The Company acknowledges that the services and contributions of employees, who are Controlling Shareholders or Associates of Controlling Shareholders, are important to the development and success of the Group. The extension of the Jumbo Performance Share Plan to confirmed employees who are Controlling Shareholders or Associates of Controlling Shareholders allows the Group to have a fair and equitable system to reward employees who have actively contributed to the progress and success of the Group. The participation of Controlling Shareholders and Associates of Controlling Shareholders in the Jumbo Performance Share Plan will serve both as a reward to them for their dedicated services to the Group and a motivation for them to take a long-term view of the Group.

Although participants who are Controlling Shareholders or Associates of Controlling Shareholders may already have shareholding interest in the Company, the extension of the Jumbo Performance Share Plan to include them ensures that they are equally entitled as the other employees of the Group to take part and benefit from this system of remuneration. The Board is of the view that a person who would otherwise be eligible should not be excluded from participating in the Jumbo Performance Share Plan solely by reason that he or she is a Controlling Shareholder or an Associate of Controlling Shareholders.

The Board is of the view that there are sufficient safeguards against any abuse of the Jumbo Performance Share Plan resulting from the participation of employees who are Controlling Shareholders or Associates of Controlling Shareholders.

The specific approval of Independent Shareholders in separate resolutions at a general meeting is required for each of (i) the participation of such persons in the Jumbo Performance Share Plan; and (ii) the actual or maximum number of Shares comprised in the Awards and terms of Awards granted to Controlling Shareholders or Associates of Controlling Shareholders, in respect of each such participant. For the purposes of obtaining such approval from Independent Shareholders, the Company shall procure that the letter to Shareholders in connection therewith shall set out (a) clear justifications for the participation of such Controlling Shareholders or Associates of Controlling Shareholders; and (b) clear rationale for the terms of the Awards to be granted to such Controlling Shareholders or Associates of Controlling Shareholders.

### **3.3 Rationale and justification for participation by Mr. Ang Kiam Meng**

Mr. Ang Kiam Meng is the CEO and Executive Chairman of the Company, and the son of Mr. Ang Hon Nam, a Controlling Shareholder. Mr. Ang Kiam Meng is responsible for the overall management, operations, strategic planning, and business development of the Group. He has been and continues to be, instrumental to the Group's continued success and growth. He is responsible for, *inter alia*, setting and executing the Group's vision, mission, core values and goals, driving the operational efficiency of the Group's work processes, monitoring the development and performance of other Group's business, and identifying new opportunities for the Group's expansion domestically and internationally.

The extension of the Jumbo Performance Share Plan to Mr. Ang Kiam Meng is consistent with the Company's objective to motivate its employees to achieve and maintain a high level of performance and contribution, which is vital to the success of the Company.

The Company seeks to reward Mr. Ang Kiam Meng, via the Award, for his significant contributions to the Group's success and growth. The Award will form a part of Mr. Ang Kiam Meng's remuneration.



The Directors are of the view that granting the Award to Mr. Ang Kiam Meng will motivate him to continue to achieve superior performance, and create greater Shareholders' value in order to realise the benefits of the Award in due course. This will enhance Mr. Ang Kiam Meng's long-term commitment to the Group, and promote the long-term growth and development of the Group.

The Committee is of the view that granting the Award to Mr. Ang Kiam Meng will provide him with an increased sense of ownership in, and encourage greater dedication to, the Group, which would align Mr. Ang Kiam Meng's interests with the interests of Shareholders. In arriving at the value of the Award to Mr. Ang Kiam Meng and the number of Shares proposed to be granted, the Committee took into consideration, *inter alia*, Mr. Ang Kiam Meng's scope of responsibilities, his performance and contributions to the Group, the Group's financial performance and comparable industry benchmarks for executive remuneration.

For avoidance of doubt, Mr. Ang Kiam Meng has abstained from the decision-making process of the Board in relation to the Award.

### 3.4 Proposed grant of Award to Mr. Ang Kiam Meng

For the reasons set out in Section 3.3 above, subject to and contingent upon the passing of resolution 2 at the EGM, it is proposed that Independent Shareholders' approval be sought by way of resolution 3 as set out in the Notice of EGM, for authority to be given to the Committee to grant an Award to Mr. Ang Kiam Meng on the following terms:

|   |   |  |
|---|---|--|
| <b>Date of grant of Award</b>                             | : | Within four (4) weeks from the date of the EGM   |
| <b>Aggregate number of Shares granted under the Award</b> | : | Up to 500,000 Shares <sup>(1)</sup>  |
| <b>Vesting period of the Award<sup>(2)</sup></b>          | : | Up to 150,000 Shares in FY2017 <sup>(3)</sup><br>Up to 350,000 Shares in FY2018 <sup>(4)</sup> |

**Notes:**

- (1) The aggregate number of Shares to be awarded to Mr. Ang Kiam Meng will be based on the achievement of certain predetermined performance targets as determined by the Committee administering the Jumbo Performance Share Plan or otherwise in accordance with the rules of the Jumbo Performance Share Plan.
- (2) The Shares which are the subject of the Award will be released to Mr. Ang Kiam Meng after the vesting period if certain predetermined performance targets as determined by the Committee administering the Jumbo Performance Share Plan or otherwise in accordance with the rules of the Jumbo Performance Share Plan.
- (3) Within two (2) months from the date of the EGM.
- (4) Within two (2) months from the date of the issuance of the Group's audited financial statements for FY2017.

### 3.5 Catalyst Rules and the rules of the Jumbo Performance Share Plan

#### 3.5.1 Limitation on the size of the Jumbo Performance Share Plan

Under the rules of the Jumbo Performance Share Plan:

- (i) the aggregate number of Shares which may be issued or transferred pursuant to Awards granted under the Jumbo Performance Share Plan on any date, when added to the number of Shares issued or issuable and/or transferred or transferable in respect of all Awards granted under the Jumbo Performance Share Plan and the number of Shares issued or issuable and/or transferred or transferable in respect of all options or awards granted under any other share option schemes or share schemes of the Company (including the Jumbo Employee Share Option Scheme) ("**Scheme Shares**"), shall not exceed 15.0% of the total number of issued Shares (excluding treasury shares) on the day immediately preceding such grant of Awards;

- (ii) the aggregate number of Shares which may be issued and/or transferred pursuant to all Awards granted under the Jumbo Performance Share Plan to Controlling Shareholders and their Associates shall not exceed 25.0% of the total number of Shares available under the Jumbo Performance Share Plan; and
- (iii) the number of Shares which may be issued and/or transferred pursuant to all Awards granted under the Jumbo Performance Share Plan to each Controlling Shareholder or his Associate shall not exceed 10.0% of the Shares available under the Jumbo Performance Share Plan.

As at the Latest Practicable Date:

- (i) there are 96,199,950 Scheme Shares in total;
- (ii) the Company has not granted any Options under the Jumbo Employee Share Option Scheme or granted any Awards under the Jumbo Performance Share Plan. As such, no Award under the Jumbo Performance Share Plan or Option under the Jumbo Employee Share Option Scheme has been granted to Controlling Shareholders and their Associates. Accordingly, the aggregate number of Shares which may be issued and/or transferred pursuant to all Awards granted under the Jumbo Performance Share Plan and the number of Shares which may be issued or issuable and/or transferred or transferable in respect of all Options granted under the Jumbo Employee Share Option Scheme, to Controlling Shareholders and their Associates, is 24,049,987 Shares; and
- (iii) the aggregate number of Shares to be issued and/or transferred pursuant to the vesting of the Award to Mr. Ang Kiam Meng is up to 500,000 Shares, representing approximately 0.52% of the Scheme Shares.

### 3.5.2 Announcement relating to the Award

Pursuant to the Catalist Rules, the Company will make an announcement in relation to the Award, if approved by Independent Shareholders, on the date of grant of Award and provide details, including (i) the date of grant; (ii) the number of Shares comprised in the Award granted; (iii) the market price of its Shares on the date of grant; and (iv) the number of Shares granted to each Director and Controlling Shareholder (and each of their Associates).

### 3.5.3 Right of Shares

The new Shares allotted and issued pursuant to the grant of Award under the Jumbo Performance Share Plan shall be subject to all provisions of the Constitution and shall rank *pari passu* in all respects with the then existing issued Shares in the capital of the Company except for any dividends, rights, allotments or other distributions, the record date of which is prior to the vesting date of such Award.

## 3.6 **Potential cost**

The Jumbo Performance Share Plan is considered a share-based payment that falls under the scope of FRS 102, Share-based Payment. For the grant of Awards, the fair value of employee services received in exchange for the grant of such Awards would be determined by reference to the fair value of each Award on the date of grant and would be recognised as an expense in the Group's income statement with a corresponding adjustment to the share capital account when new Shares are issued, or to treasury shares account when treasury shares are transferred to the participants. The fair value of the Award to Mr. Ang Kiam Meng is expected to be the prevailing market price per Share on the date of grant multiplied by the number of Shares under the Award.



#### 4. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

As at the Latest Practicable Date, the interests of the Directors in the Shares (as extracted from the register of Directors' interests) and the interests of the Substantial Shareholders in the Shares (as extracted from the register of Substantial Shareholders' interests), are as follows:

| Directors  | Direct Interest |      | Deemed Interest |      |
|--|-----------------|------|-----------------|------|
|  | No. of Shares   | %    | No. of Shares   | %    |
| Mr. Ang Kiam Meng  | –               | –    | –               | –    |
| Mdm. Tan Yong Chuan, Jacqueline                            | –               | –    | –               | –    |
| Mrs. Christina Kong Chwee Huan                             | –               | –    | –               | –    |
| Mr. Tan Cher Liang   | –               | –    | –               | –    |
| Mr. Richard Tan Kheng Swee                                 | –               | –    | –               | –    |
| Dr. Lim Boh Soon   | –               | –    | –               | –    |
| <b>Substantial Shareholders<br/>(other than Directors)</b> |                 |      |                 |      |
| JBO  | 371,582,400     | 57.9 | –               | –    |
| Mr. Tan Gee Jian   | 42,254,900      | 6.6  | –               | –    |
| Orchid 1 Investments Pte. Ltd.                             | 40,000,000      | 6.2  | –               | –    |
| Mr. Ron Sim Chye Hock                                      | 32,100,000      | 5.0  | –               | –    |
| Mr. Ang Hon Nam <sup>(1)</sup>                             | –               | –    | 371,582,400     | 57.9 |
| Heliconia Capital Management Pte. Ltd. <sup>(2)</sup>      | –               | –    | 40,000,000      | 6.2  |
| Temasek Holdings (Private) Limited <sup>(3)</sup>          | –               | –    | 40,000,000      | 6.2  |
| Fullerton Fund Investments Pte. Ltd. <sup>(3)</sup>        | –               | –    | 40,000,000      | 6.2  |
| Seletar Fund Investments Pte. Ltd. <sup>(3)</sup>          | –               | –    | 40,000,000      | 6.2  |
| Heliconia Holdings Pte. Ltd. <sup>(3)</sup>                | –               | –    | 40,000,000      | 6.2  |

#### Notes:

- (1) Mr. Ang Hon Nam is entitled to exercise not less than 20.0% of the votes attached to the voting shares in JBO. As such, Mr. Ang Hon Nam is deemed interested in the Shares held by JBO by virtue of Section 7 of the Companies Act.
- (2) Heliconia Capital Management Pte. Ltd. ("**Heliconia Capital**") has authority to dispose of, or exercise control over the disposal of the Shares held by Orchid 1 Investments Pte. Ltd. ("**Orchid 1**"). As such, Heliconia Capital is deemed interested in the Shares held by Orchid 1 by virtue of Section 7 of the Companies Act.
- (3) Temasek Holdings (Private) Limited ("**Temasek**") is the holding company of Fullerton Fund Investments Pte. Ltd. ("**FFI**") which is the holding company of Seletar Fund Investments Pte. Ltd. ("**SFI**") which is the holding company of Heliconia Holdings Pte. Ltd. ("**Heliconia Holdings**") which is the holding company of Heliconia Capital. Temasek, FFI, SFI and Heliconia Holdings are deemed interested in the Shares in which Heliconia Capital has a deemed interest, by virtue of Section 7 of the Companies Act.

Save as disclosed above, none of the Directors and Substantial Shareholders has any interest, direct or indirect, in the Share Buyback Mandate.

#### 5. ACTION TO BE TAKEN BY SHAREHOLDERS

The EGM, notice of which is set out on page 41 of this Circular, will be held at 190 Keng Lee Road, Chui Huay Lim Club, Singapore 308409 on 26 January 2017 at 10.00 a.m. (or as soon thereafter following the conclusion or adjournment of the AGM to be convened on the same day and at the same place) for the purpose of considering and, if thought fit, passing, with or without modification the resolutions as set out in the Notice of EGM.

Shareholders who are unable to attend the EGM and who wish to appoint a proxy or proxies to attend and vote on their behalf should complete, sign and return the proxy form attached to the Notice of EGM in accordance with the instructions printed therein as soon as possible and, in any event, so as to arrive at the office of the Share Registrar of the Company, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902, not later than 48 hours before the time fixed for the EGM. The appointment of a proxy by a Shareholder does not preclude him from attending and voting in person at the EGM if he so wishes in place of the proxy if he finds that he is able to do so.

A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register maintained by CDP pursuant to Part IIIA of the Securities and Futures Act at least 72 hours before the EGM.

## **6. SHAREHOLDERS WHO WILL ABSTAIN FROM VOTING**

All Shareholders who are eligible to participate in the Jumbo Performance Share Plan shall abstain from voting on resolutions 2 and 3 set out in the Notice of EGM at the EGM, and will not accept nominations to act as proxy unless the Shareholder concerned has provided specific instructions as to voting.

## **7. DIRECTORS' RECOMMENDATIONS**

### **7.1 Share Buyback Mandate**

The Directors, having carefully considered, *inter alia*, the rationale and terms of the Share Buyback Mandate, are of the opinion that it is in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of resolution 1 set out in the Notice of EGM at the EGM.

### **7.2 Proposed participation by and grant of Award to Mr. Ang Kiam Meng, an Associate of a Controlling Shareholder, under the Jumbo Performance Share Plan**

The CEO and Executive Chairman, Mr. Ang Kiam Meng, and the Executive Directors, Mdm. Tan Yong Chuan, Jacqueline and Mrs. Christina Kong Chwee Huan are eligible to participate in, and are therefore interested in, the Jumbo Performance Share Plan. Accordingly, Mr. Ang Kiam Meng, Mdm. Tan Yong Chuan, Jacqueline and Mrs. Christina Kong Chwee Huan have abstained from making any recommendation.

The Directors (other than Mr. Ang Kiam Meng, Mdm. Tan Yong Chuan, Jacqueline and Mrs. Christina Kong Chwee Huan) having carefully considered, *inter alia*, the rationale and the terms of the proposed participation by and grant of Award to Mr. Ang Kiam Meng, are of the opinion that it is in the best interests of the Company. Accordingly, they recommend that Independent Shareholders vote in favour of resolutions 2 and 3 set out in the Notice of EGM at the EGM.

## **8. DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Share Buyback Mandate and the proposed participation by and grant of Award to Mr. Ang Kiam Meng, an Associate of a Controlling Shareholder, under the Jumbo Performance Share Plan, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

**9. DOCUMENTS FOR INSPECTION**

A copy of the following documents are available for inspection at the registered office of the Company at 4 Kaki Bukit Ave 1, #03-08, Singapore 417939, during normal business hours from the date of this Circular up to and including the date of the EGM:

- (a) the annual report of the Company for FY2016; and
- (b) the Constitution.

Yours faithfully  
For and on behalf of the Board of Directors of  
**Jumbo Group Limited**

Mr. Ang Kiam Meng  
CEO and Executive Chairman

## SCHEDULE A

### RULES OF THE JUMBO PERFORMANCE SHARE PLAN

#### 1. NAME OF THE PLAN

The Performance Share Plan shall be called the “Jumbo Performance Share Plan”.

#### 2. DEFINITIONS

In this Plan, unless the context otherwise requires, the following words and expressions shall have the following meanings:

|                                  |  |
|----------------------------------|--|
| <i>“Act”</i>                     | The Companies Act, Chapter 50 of Singapore as amended, modified or supplemented from time to time  |
| <i>“Adoption Date”</i>           | The date on which this Plan is adopted by our Company in general meeting   |
| <i>“Articles”</i>                | The Articles of our Company, as amended from time to time  |
| <i>“Auditors”</i>                | The auditors of our Company for the time being   |
| <i>“Award”</i>                   | A contingent award of Shares granted under Rule 5  |
| <i>“Award Date”</i>              | In relation to an Award, the date on which the Award is granted pursuant to Rule 5   |
| <i>“Award Letter”</i>            | A letter in such form as the Committee shall approve confirming an Award granted to a Participant by the Committee   |
| <i>“Board”</i>                   | The Board of Directors of our Company for the time being   |
| <i>“Catalist”</i>                | The Catalist Board of the SGX-ST   |
| <i>“Catalist Rules”</i>          | Section B: Rules of Catalist of the Listing Manual of the SGX-ST, as amended, modified or supplemented from time to time   |
| <i>“CDP”</i>                     | The Central Depository (Pte) Limited   |
| <i>“Committee”</i>               | The remuneration committee of our Board, or such other committee comprising Directors duly authorised and appointed by our Board to administer this Plan   |
| <i>“Company”</i>                 | Jumbo Group Limited  |
| <i>“Control”</i>                 | The capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of our Company   |
| <i>“Controlling Shareholder”</i> | A Shareholder who:<br><br>(a) holds directly or indirectly 15.0% or more of the total number of issued Shares (excluding Shares held by the Company as treasury shares) (unless otherwise determined by the SGX-ST that a person who satisfies this subparagraph is not a Controlling Shareholder); or<br><br>(b) in fact exercises Control over the Company |

|                                |  |
|--------------------------------|--|
| <i>“CPF”</i>                   | Central Provident Fund   |
| <i>“Executive”</i>             | An employee of our Group (including any Executive Director who meets the relevant age and rank criteria) selected by the Committee to participate in the Plan in accordance with Rule 4  |
| <i>“Executive Director”</i>    | A director of our Company and/ or any of its Subsidiaries, as the case may be, who performs an executive function  |
| <i>“Group”</i>                 | Our Company and its Subsidiaries (as they may exist from time to time)   |
| <i>“Market Value”</i>          | In relation to a Share, on any day: <ul style="list-style-type: none"> <li>(a) the average price of a Share on the SGX-ST over the last five (5) Trading Days immediately preceding such day; or</li> <li>(b) if the Committee is of the opinion that the Market Value as determined in accordance with (a) above is not representative of the value of a Share, such price as the Committee may determine, such determination to be confirmed in writing by the Auditors (acting only as experts and not as arbitrators) to be in their opinion, fair and reasonable</li> </ul> |
| <i>“Participant”</i>           | A person who is selected by the Committee to participate in this Plan in accordance with the provisions herein   |
| <i>“Performance Condition”</i> | In relation to an Award, the condition specified on the Award Date in relation to that Award   |
| <i>“Performance Period”</i>    | The period, as may be determined by the Committee at its absolute discretion, during which the Performance Condition is to be satisfied  |
| <i>“Plan”</i>                  | The Jumbo Performance Share Plan, as the same may be modified or altered from time to time   |
| <i>“Record Date”</i>           | The date as at the close of business on which the Shareholders must be registered in order to participate in any dividends, rights, allotments or other distributions  |
| <i>“Release”</i>               | In relation to an Award, the release at the end of the Performance Period relating to that Award of all or some of the Shares to which that Award relates in accordance with Rule 7 and, to the extent that any Shares which are the subject of the Award are not released pursuant to Rule 7, the Award in relation to those Shares shall lapse accordingly, and <b>“Released”</b> shall be construed accordingly   |
| <i>“Release Schedule”</i>      | In relation to an Award, a schedule in such form as the Committee shall approve, setting out the extent to which Shares which are the subject of that Award shall be Released on the Performance Condition being satisfied (whether fully or partially) or exceeded or not being satisfied, as the case may be, at the end of the Performance Period   |
| <i>“Released Award”</i>        | An Award which has been released in accordance with Rule 7   |

|                              |  |
|------------------------------|--|
| <i>“Retention Period”</i>    | In relation to an Award, such period commencing on the Vesting Date in relation to that Award as may be determined by the Committee on the Award Date  |
| <i>“SGX-ST”</i>              | The Singapore Exchange Securities Trading Limited  |
| <i>“Shares”</i>              | Ordinary shares in the capital of our Company  |
| <i>“Share Option Scheme”</i> | The Jumbo Employee Share Option Scheme, as amended or modified from time to time   |
| <i>“Shareholders”</i>        | The registered holders of Shares except where the registered holder is CDP, the term <b>“Shareholders”</b> shall, in relation to such Shares, mean the persons to whose securities accounts maintained with CDP are credited with the Shares |
| <i>“Subsidiary”</i>          | A company which is for the time being a subsidiary of our Company as defined by Section 5 of the Act   |
| <i>“Trading Day”</i>         | A day on which the Shares are traded on Catalist   |
| <i>“Vesting”</i>             | In relation to Shares which are the subject of a Released Award, the absolute entitlement to all or some of the Shares which are the subject of a Released Award and <b>“Vest”</b> and <b>“Vested”</b> shall be construed accordingly        |
| <i>“Vesting Date”</i>        | In relation to Shares which are the subject of a Released Award, the date (as determined by the Committee and notified to the relevant Participant) on which those Shares have Vested pursuant to Rule 7                                     |

Currencies and Units

|            |                          |
|------------|--------------------------|
| <i>“%”</i> | Per centum or percentage |
|------------|--------------------------|

The terms **“Depositor”**, **“Depository Register”** and **“Depository Agent”** shall have the meanings ascribed to them respectively by Section 130A of the Act.

The term **“Associate”** shall have the meaning ascribed to it by the Catalist Rules.

Words denoting the singular shall, where applicable, include the plural and *vice versa* and words denoting the masculine gender shall, where applicable, include the feminine and neuter gender. References to persons shall include corporations. References to Rules shall be construed as references to Rules of this Plan.

Any reference in this Plan to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Act or any statutory modification thereof and used in this Plan shall, where applicable, have the same meaning assigned to it under the Act.

Any reference in this Plan to a time of day shall be a reference to Singapore time unless otherwise stated.

### **3. OBJECTIVES OF THE PLAN**

The Plan has been proposed in order to:

- (i) foster an ownership culture within our Group which aligns the interests of Executives with the interests of Shareholders;
- (ii) motivate Participants to achieve key financial and operational goals of the Company and/ or their respective business units; and
- (iii) make key employee remuneration sufficiently competitive to recruit and retain staff whose contributions are important to the long-term growth and profitability of the Group.

### **4. ELIGIBILITY OF PARTICIPANTS**

- 4.1 Executives who have attained the age of 21 years and hold such rank as may be designated by the Committee from time to time shall be eligible to participate in the Plan at the absolute discretion of the Committee, provided that such persons shall not be undischarged bankrupts or have entered into a composition with his creditors.
- 4.2 Controlling Shareholders and their Associates (notwithstanding that they may meet the eligibility criteria in Rule 4.1 above) shall not participate in the Plan unless each of the following:
- (i) their participation; and
  - (ii) the actual or maximum number of Shares comprised in the Award to be issued or transferred to them and the terms of any Awards to be granted to them,

has been approved by independent Shareholders in a general meeting in separate resolutions for each such person, and in respect of each such person, in separate resolutions for each of (i) his participation; and (ii) the actual or maximum number of Shares and terms of any Awards to be granted to him, provided always that it shall not be necessary to obtain the approval of the independent Shareholders for the participation in this Plan of a Controlling Shareholder or his Associate who is, at the relevant time, already a Participant.

For the purposes of obtaining such approval from the independent Shareholders, our Company shall procure that the letter to Shareholders in connection therewith shall set out (a) clear justifications for the participation of such Controlling Shareholders or Associates of Controlling Shareholders; and (b) clear rationale for the terms of the Awards to be granted to such Controlling Shareholders or Associates of Controlling Shareholder(s).

- 4.3 Save as prescribed by the Catalist Rules, there shall be no restriction on the eligibility of any Participant to participate in any other share option or share incentive scheme, implemented or to be implemented by any company within our Group.
- 4.4 Subject to the Act and any requirement of the SGX-ST or any other stock exchange on which the Shares may be listed or quoted, the terms of eligibility for participation in the Plan may be amended from time to time at the absolute discretion of the Committee.

### **5. GRANT OF AWARDS**

- 5.1 Except as provided in Rule 8, the Committee may, at its absolute discretion, grant Awards to Executives at any time during the period when the Plan is in force, provided that no Participant who is a member of the Committee shall participate in any deliberation or decision in respect of Awards granted or to be granted to him.

- 5.2 The number of Shares which are the subject of each Award to be granted to a Participant in accordance with the Plan shall be determined at the absolute discretion of the Committee, which shall take into account criteria such as his rank, job performance and potential for future development, his contribution to the success and development of our Group and the extent of effort with which the Performance Condition may be achieved within the Performance Period.
- 5.3 The Committee shall decide in relation to an Award:
- (i) the Participant;
  - (ii) the Award Date;
  - (iii) the Performance Period;
  - (iv) the number of Shares which are the subject of the Award;
  - (v) the Performance Condition;
  - (vi) the Release Schedule; and
  - (vii) any other condition(s) which the Committee may determine in relation to that Award.
- 5.4 The Committee may amend or waive the Performance Period, the Performance Condition and/ or the Release Schedule in respect of any Award:
- (i) in the event of a take-over offer being made for the Shares or if Shareholders or, under the Act, the court sanctions a compromise or arrangement proposed for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with another company or companies or in the event of a proposal to liquidate or sell all or substantially all of the assets of the Company; or
  - (ii) if anything happens which causes the Committee to conclude that:
    - (a) a changed Performance Condition and/ or Release Schedule would be a fairer measure of performance, and would be no less difficult to satisfy; or
    - (b) the Performance Condition and/ or Release Schedule should be waived,and shall notify the Participants of such change or waiver.
- 5.5 As soon as reasonably practicable after making an Award the Committee shall send to each Participant an Award Letter confirming the Award and specifying in relation to the Award:
- (i) the Award Date;
  - (ii) the Performance Period;
  - (iii) the number of Shares which are the subject of the Award;
  - (iv) the Performance Condition;
  - (v) the Release Schedule; and
  - (vi) any other condition which the Committee may determine in relation to that Award.
- 5.6 Participants are not required to pay for the grant of Awards.



- 5.7 An Award or Released Award shall be personal to the Participant to whom it is granted and, prior to the issue and/ or transfer to the Participant of the Shares to which the Released Award relates, shall not be transferred, charged, assigned, pledged or otherwise disposed of, in whole or in part, except with the prior approval of the Committee and if a Participant shall do, suffer or permit any such act or thing as a result of which he would or might be deprived of any rights under an Award or Released Award without the prior approval of the Committee, that Award or Released Award shall immediately lapse.

## **6. EVENTS PRIOR TO THE VESTING DATE**

- 6.1 An Award shall, to the extent not yet Released, immediately lapse without any claim whatsoever against our Company arising therefrom:
- (i) in the event of misconduct on the part of the Participant as determined by the Committee at its absolute discretion;
  - (ii) subject to Rule 6.2(ii), upon the Participant ceasing to be in the employment of our Group for any reason whatsoever; or
  - (iii) in the event of an order being made or a resolution passed for the winding-up of the Company on the basis, or by reason, of its insolvency.

For the purpose of Rule 6.1(ii), the Participant shall be deemed to have ceased to be so employed as of the date the notice of termination of employment is tendered by or is given to him, unless such notice shall be withdrawn prior to its effective date.

- 6.2 In any of the following events, namely:

- (i) the bankruptcy of the Participant or the happening of any other event which results in his being deprived of the legal or beneficial ownership of an Award;
- (ii) where the Participant ceases to be in the employment of our Group by reason of:
  - (a) ill health, injury or disability (in each case, evidenced to the satisfaction of the Committee);
  - (b) redundancy;
  - (c) retirement at or after the legal retirement age;
  - (d) retirement before the legal retirement age with the consent of the Committee;
  - (e) the company by which he is employed or to which he is seconded, as the case may be, ceasing to be a company within our Group or the undertaking or part of the undertaking of such company being transferred otherwise than to another company within our Group;
  - (f) (where applicable) his transfer of employment between companies within our Group;  
or
  - (g) his transfer to any government ministry, governmental or statutory body or corporation at the direction of any company within our Group;
- (iii) the death of a Participant; or
- (iv) any other event approved by the Committee,

the Committee may, at its absolute discretion, preserve all or any part of any Award and decide as soon as reasonably practicable following such event either to Vest some or all of the Shares which are the subject of any Award or to preserve all or part of any Award until the end of the Performance Period and subject to the provisions of the Plan. In exercising its discretion, the Committee will have regard to all circumstances on a case-by-case basis, including (but not limited to) the contributions made by that Participant and the extent to which the Performance Condition has been satisfied.

6.3 Without prejudice to the provisions of Rule 5.4, if before the Vesting Date, any of the following occurs:

- (i) a take-over offer for the Shares becomes or is declared unconditional;
- (ii) a compromise or arrangement proposed for the purposes of, or in connection with, a scheme for the reconstruction of our Company or its amalgamation with another company or companies being approved by Shareholders and/ or sanctioned by the court under the Act; or
- (iii) an order being made or a resolution being passed for the winding up of our Company (other than as provided in Rule 6.1(iii) or for amalgamation or reconstruction),

the Committee will consider, at its absolute discretion, whether or not to Release any Award, and will take into account all circumstances on a case-by-case basis, including (but not limited to) the contributions made by that Participant. If the Committee decides to Release any Award, then in determining the number of Shares to be Vested in respect of such Award, the Committee will have regard to the proportion of the Performance Period that has lapsed and the extent to which the Performance Condition has been satisfied. Where Awards are Released, the Committee will, as soon as practicable after the Awards have been Released, procure the issue and/ or transfer to each Participant of the number of Shares so determined, such issue and/ or transfer to be made in accordance with Rule 7. If the Committee so determines, the Release of Awards may be satisfied in cash as provided in Rule 7.

## **7. RELEASE OF AWARDS**

### **7.1 Review of Performance Condition**

- (i) As soon as reasonably practicable after the end of each Performance Period, the Committee shall review the Performance Condition specified in respect of each Award and determine at its absolute discretion whether it has been satisfied and, if so, the extent to which it has been satisfied, and provided that the relevant Participant has continued to be an Executive from the Award Date up to the end of the Performance Period, shall Release to that Participant all or part (as determined by the Committee at its absolute discretion in the case where the Committee has determined that there has been partial satisfaction of the Performance Condition) of the Shares to which his Award relates in accordance with the Release Schedule specified in respect of his Award on the Vesting Date. If not, the Awards shall lapse and be of no value.

If the Committee determines in its sole discretion that the Performance Condition has not been satisfied or (subject to Rule 6) if the relevant Participant has not continued to be an Executive from the Award Date up to the end of the relevant Performance Period, that Award shall lapse and be of no value and the provisions of Rules 7.2 to 7.4 shall be of no effect.

The Committee shall have the discretion to determine whether the Performance Condition has been satisfied (whether fully or partially) or exceeded and in making any such determination, the Committee shall have the right to make computational adjustments to the audited results of our Company or our Group to take into account such factors as the Committee may determine to be relevant, including changes in accounting methods, taxes and extraordinary events, and further the right to amend the Performance Condition if the Committee decides that a changed performance target would be a fairer measure of performance.

- (ii) Shares which are the subject of a Released Award shall be Vested to a Participant on the Vesting Date, which shall be a Trading Day falling as soon as practicable after the review by the Committee referred to in Rule 7.1(i) and, on the Vesting Date, the Company will issue and/ or procure the transfer to each Participant of the number of Shares so determined.
- (iii) Where new Shares are to be issued upon the Vesting of any Award, our Company shall, as soon as practicable after such Vesting, apply to the SGX-ST for permission to deal in and for quotation of such Shares.

## 7.2 Release of Award

On Vesting of the Award, after the end of each Performance Period, our Company has the discretion to determine whether to issue new Shares or to procure the transfer of existing Shares, or a combination of both methods to the Participant. Shares which are issued and/ or transferred on the Release of an Award to a Participant shall be issued in the name of, or transferred to, CDP to the credit of the securities account of that Participant maintained with CDP, the securities sub-account of that Participant maintained with a Depository Agent, or the CPF investment account maintained with a CPF agent bank, in each case, as designated by that Participant.

## 7.3 Ranking of Shares

New Shares allotted and issued, and existing Shares procured by our Company for transfer, on the Release of an Award shall:

- (i) be subject to all the provisions of the Memorandum and Articles of our Company; and
- (ii) rank in full for all entitlements, including dividends or other distributions declared or recommended in respect of the then existing Shares, the Record Date for which is on or after the relevant Vesting Date, and shall in all other respects rank *pari passu* with other existing Shares then in issue.

## 7.4 Cash Awards

The Committee, at its absolute discretion, may determine to make a Release of an Award, wholly or partly, in the form of cash rather than Shares, in which event the Participant shall receive on the Vesting Date, in lieu of all or part of the Shares which would otherwise have been issued and/ or transferred to him on Release of his Award, the aggregate Market Value of such Shares on the Vesting Date.

## 7.5 Moratorium

Shares which are issued and/ or transferred to a Participant pursuant to the Release of an Award shall not be transferred, charged, assigned, pledged or otherwise disposed of, in whole or in part, during the Retention Period, except to the extent set out in the Award Letter or with the prior approval of the Committee. Our Company may take steps that it considers necessary or appropriate to enforce or give effect to this disposal restriction including specifying in the Award Letter the conditions which are to be attached to an Award for the purpose of enforcing this disposal restriction.

## 8. LIMITATION ON THE SIZE OF THE PLAN

- 8.1 The aggregate number of Shares which may be issued or transferred pursuant to Awards granted under the Plan on any date, when added to the number of Shares issued or issuable and/ or transferred or transferable in respect of all Awards granted under this Plan and the number of Shares issued or issuable and/ or transferred or transferable in respect of all options or awards granted under any other share option schemes or share schemes of the Company (including the Share Option Scheme), shall not exceed 15.0% of the total number of issued Shares (excluding Shares held by the Company as treasury shares) on the day immediately preceding such grant of Awards.

- 8.2 The aggregate number of Shares which may be issued and/ or transferred pursuant to all Awards granted under this Plan to Controlling Shareholders and their Associates shall not exceed 25.0% of the total number of Shares available under this Plan.
- 8.3 The number of Shares which may be issued and/ or transferred pursuant to all Awards granted under this Plan to each Controlling Shareholder or his Associate shall not exceed 10.0% of the Shares available under this Plan.
- 8.4 Shares which are the subject of Awards which have lapsed for any reason whatsoever may be the subject of further Awards granted by the Committee under this Plan.

## **9. ALTERATION OF CAPITAL**

- 9.1 If a variation in the issued share capital of our Company (whether by way of a capitalisation of profits or reserves or rights issue or reduction, subdivision, consolidation or distribution, or issues for cash or for shares or otherwise than for cash or otherwise howsoever) should take place, then:
- (i) the class and/ or number of Shares which are the subject of an Award to the extent not yet Vested;
  - (ii) the class and/ or number of Shares which are the subject of future Awards which may be granted to Participants; and/ or
  - (iii) the maximum number of Shares which may be issued pursuant to Awards granted under this Plan,

shall be adjusted in such manner as the Committee may determine to be appropriate or equitable including retrospective adjustments where such variation occurs after the Vesting of an Award but the Record Date relating to such variation precedes such date of Vesting and, except in relation to a capitalisation issue, upon the written confirmation of the Auditors (acting only as experts and not as arbitrators), that in their opinion, such adjustment is fair and reasonable.

- 9.2 Unless the Committee considers an adjustment to be appropriate or equitable, the following shall not be regarded as a circumstance requiring adjustment under the provisions of this Rule 9:
- (i) the issue of securities as consideration for an acquisition of any assets or private placement of securities by our Company;
  - (ii) the cancellation of issued Shares purchased or acquired by our Company by way of a market purchase of such Shares undertaken by our Company on Catalist during the period when a share purchase mandate granted by Shareholders (including any renewal of such mandate) is in force; or
  - (iii) the issue of Shares or other securities convertible into or with rights to acquire or subscribe for Shares pursuant to any share option schemes or share schemes of the Company (including the Share Option Scheme and this Plan).
- 9.3 Notwithstanding the provisions of Rule 9.1 above:
- (i) no such adjustment shall be made if as a result the Participant receives a benefit that a Shareholder does not receive; and
  - (ii) any adjustment (except in relation to a capitalisation issue) must be confirmed in writing by the Auditors (acting only as experts and not as arbitrators) to be in their opinion, fair and reasonable.

- 9.4 Upon any adjustment required to be made pursuant to this Rule 9, our Company shall notify each Participant (or his duly appointed personal representative(s)) in writing and deliver to him (or, where applicable, his duly appointed personal representative(s)) a statement setting forth the class and/ or number of Shares thereafter to be issued and/ or transferred on the Vesting of an Award and the maximum entitlement in any one Financial Year. Any adjustment shall take effect upon such written notification being given.
- 9.5 The restriction on the number of Shares to be issued and/ or transferred pursuant to Awards granted under the Plan under Rule 8 above, shall not apply to the number of additional Shares or Awards over additional Shares issued by virtue of any adjustment to the number of Shares and/ or Awards pursuant to this Rule 9.

## **10. ADMINISTRATION OF THE PLAN**

- 10.1 The Plan shall be administered by the Committee at its absolute discretion with such powers and duties as are conferred on it by the Board, provided that no member of the Committee shall participate in any deliberation or decision in respect of Awards granted or to be granted to him.
- 10.2 The Committee shall have the power, from time to time, to make and vary such arrangements, guidelines and/ or regulations (not being inconsistent with the Plan) for the implementation and administration of the Plan, to give effect to the provisions of the Plan and/ or to enhance the benefit of the Awards and the Released Awards to the Participants, as it may, at its absolute discretion, think fit.
- 10.3 Neither the Plan nor the grant of Awards under the Plan shall impose on our Company or the Committee or any of its members any liability whatsoever in connection with:
- (i) the lapsing of any Awards pursuant to any provision of this Plan;
  - (ii) the failure or refusal by the Committee to exercise, or the exercise by the Committee of, any discretion under this Plan; and/ or
  - (iii) any decision or determination of the Committee made pursuant to any provision of this Plan.
- 10.4 Any decision or determination of the Committee made pursuant to any provision of this Plan (other than a matter to be certified by the Auditors) shall be final, binding and conclusive (including for the avoidance of doubt, any decisions pertaining to disputes as to the interpretation of the Plan or any rule, regulation or procedure hereunder or as to any rights under the Plan). The Committee shall not be required to furnish any reasons for any decision or determination made by it.

## **11. NOTICES AND ANNUAL REPORT**

- 11.1 Any notice given by a Participant to our Company shall be sent by post or delivered to the registered office of our Company or such other address as may be notified by our Company to the Participant in writing.
- 11.2 Any notice, documents or correspondence given by our Company to a Participant shall be sent to the Participant by hand or sent to him at his home address stated in the records of the Company or the last known address of the Participant, and if sent by post shall be deemed to have been given on the day immediately following the date of posting.
- 11.3 Our Company shall in relation to this Plan, as required by law, the SGX-ST or other relevant authority, make the following disclosures in its annual report to Shareholders:
- (i) the names of the members of the Committee administering this Plan;
  - (ii) the information required in the table below for the following Participants:
    - (a) Participants who are Directors;

- (b) Participants who are Controlling Shareholders and their Associates; and
- (c) Participants, other than those in (a) and (b) above, who received 5.0% or more of the total number of Shares to be comprised in Awards available under this Plan;

| Name of Participant | Aggregate number of Shares comprised in Awards granted during Financial Year under review (including terms) | Aggregate number of Shares comprised in Awards granted since commencement of the Plan to end of Financial Year under review | Aggregate number of Shares comprised in Awards which have been issued and/or transferred pursuant to the Vesting of Awards since commencement of the Plan to end of Financial Year under review | Aggregate number of Shares comprised in Awards which have not been Released as at the end of the Financial Year under review |
|---------------------|---|---|---|--|
|                     |   |   |   |  |

- (iii) such other information as may be required by the Catalist Rules or the Act; and
- (iv) an appropriate negative statement in the event the disclosure of any of the abovementioned information is not applicable.

**12. MODIFICATIONS TO THE PLAN**

- 12.1 Any or all the provisions of the Plan may be modified and/ or altered at any time and from time to time by a resolution of the Committee, except that:
- (i) any modification or alteration which would be to the advantage of Participants under this Plan except with the prior approval of Shareholders at a general meeting; and
  - (ii) no modification or alteration shall be made without the prior approval of the SGX-ST or (if required) any other stock exchange on which the Shares are quoted or listed, and such other regulatory authorities as may be necessary.

For the purposes of Rule 12.1(i), the opinion of the Committee as to whether any modification or alteration would adversely affect the rights attached to any Award shall be final and conclusive.

- 12.2 Notwithstanding anything to the contrary contained in Rule 12.1, the Committee may at any time by resolution (and without other formality, save for the prior approval of the SGX-ST) amend or alter the Plan in any way to the extent necessary to cause the Plan to comply with any statutory provision or the provisions or the regulations of any regulatory or other relevant authority or body (including the SGX-ST).
- 12.3 Written notice of any modification or alteration made in accordance with this Rule 12 shall be given to all Participants.

### **13. TERMS OF EMPLOYMENT UNAFFECTED**

- 13.1 This Plan or any Award shall not form part of any contract of employment between our Company, or any Company within our Group and any Participant and the rights and obligations of a Participant under the terms of the office or employment with such company within our Group shall not be affected by his participation in this Plan or any right which he may have to participate in it or any Award which he may hold and this Plan or any Award shall afford such an individual no additional rights to compensation or damages in consequence of the termination of such office or employment for any reason whatsoever.
- 13.2 This Plan shall not confer on any person any legal or equitable rights (other than those constituting the Awards themselves) against our Company or our Group directly or indirectly or give rise to any cause of action at law or in equity against our Company and/ or our Group.

### **14. DURATION OF THE PLAN**

- 14.1 The Plan shall continue to be in force at the discretion of the Committee, subject to a maximum period of 10 years commencing on the Adoption Date. Subject to compliance with any applicable laws and regulations in Singapore, this Plan may be continued beyond the above stipulated period with the approval of the Shareholders by ordinary resolution at a general meeting and of any relevant authorities which may then be required.
- 14.2 The Plan may be terminated at any time by the Committee or by resolution of the Shareholders at a general meeting subject to all other relevant approvals which may be required and if this Plan is so terminated, no further Awards shall be offered by our Company hereunder.
- 14.3 The expiry or termination of the Plan shall not affect Awards which have been granted prior to such expiry or termination, whether such Awards have been Released (whether fully or partially) or not.

### **15. TAXES**

All taxes (including income tax) arising from the grant or Release of any Award granted to any Participant under the Plan shall be borne by that Participant.

### **16. COSTS AND EXPENSES OF THE PLAN**

- 16.1 Each Participant shall be responsible for all fees of CDP relating to or in connection with the issue and allotment or transfer of any Shares pursuant to the Release of any Award in CDP's name, the deposit of share certificate(s) with CDP, the Participant's securities account with CDP, or the Participant's securities sub-account with a CDP Depository Agent or CPF investment account with a CPF agent bank.
- 16.2 Save for the taxes referred to in Rule 15 and such other costs and expenses expressly provided in the Plan to be payable by the Participants, all fees, costs and expenses incurred by our Company in relation to the Plan including but not limited to the fees, costs and expenses relating to the allotment and issue, or transfer, of Shares pursuant to the Release of any Award, shall be borne by our Company.

### **17. DISCLAIMER OF LIABILITY**

Notwithstanding any provisions herein contained, the Committee and our Company shall not under any circumstances be held liable for any costs, losses, expenses and damages whatsoever and howsoever arising in any event, including but not limited to our Company's delay in issuing, or procuring the transfer of, the Shares or applying for or procuring the listing of new Shares on Catalist in accordance with Rule 7.1(iii).



**18. ABSTENTION FROM VOTING**

Shareholders who are eligible to participate in this Plan are to abstain from voting on any shareholders' resolution relating to the Plan and should not accept nominations as proxy or otherwise for voting unless specific instructions have been given in the proxy form on how the vote is to be cast. In particular, Shareholders who are eligible to participate in the Plan shall abstain from voting on the following resolutions, where applicable: (i) implementation of the Plan; and (ii) participation by and grant of Awards to Controlling Shareholders and their Associates.

**19. DISPUTES**

For the avoidance of doubt, any dispute or difference of any nature in connection with this Plan shall be referred to the Committee and its decision shall be final and binding in all respects.

**20. CONDITION OF AWARD**

Every Award shall be subject to the condition that no Shares shall be issued and/ or transferred pursuant to the Vesting of an Award if such issue and/ or transfer would be contrary to any law or enactment, or any rules or regulations of any legislative or non-legislative governing body for the time being in force in Singapore or any other relevant country having jurisdiction in relation to the issue of Shares hereto.

**21. GOVERNING LAW**

The Plan shall be governed by, and construed in accordance with, the laws of the Republic of Singapore. The Participants, by accepting grants of Awards in accordance with the Plan, and our Company submit to the exclusive jurisdiction of the courts of the Republic of Singapore.



## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“**EGM**”) of Jumbo Group Limited (the “**Company**”) will be convened at 190 Keng Lee Road, Chui Huay Lim Club, Singapore 308409 on 26 January 2017 at 10.00 a.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be convened on the same day and at the same place), for the purpose of considering and, if thought fit, passing with or without any modifications the following resolution:

*Unless otherwise defined, all capitalised terms used herein shall bear the same meaning as defined in the circular dated 11 January 2017 issued by the Company (the “**Circular**”).*

### ORDINARY RESOLUTIONS:

#### Resolution 1: The Share Buyback Mandate

That:

- (a) for the purposes of the Companies Act (Chapter 50) of Singapore (the “**Act**”), the exercise by the directors of the Company (the “**Directors**”) of all the powers of the Company to purchase or otherwise acquire the issued ordinary shares in the capital of the Company (“**Shares**”) not exceeding in aggregate the Prescribed Limit (as defined herein), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as defined herein), whether by way of:
- (i) on-market purchases, transacted on the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) through the SGX-ST’s trading system or, as the case may be, any other securities exchange on which the Shares may, for the time being, be listed (“**Market Purchase**”); and/or
  - (ii) off-market purchases (if effected otherwise than on the SGX-ST) in accordance with an equal access scheme(s) which shall satisfy all the conditions prescribed by the Act, as may be determined or formulated by the Directors as they may consider fit (“**Off-Market Purchase**”),

and otherwise in accordance with all other laws, regulations and the Catalist Rules as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Buyback Mandate**”);

- (b) the authority conferred on the Directors pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of passing of this resolution and expiring on the earliest of:
- (i) the date on which the next AGM is held or required by law to be held;
  - (ii) the date on which Share Buybacks have been carried out to the full extent mandated under the Share Buyback Mandate; or
  - (iii) the date on which the authority contained in the Share Buyback Mandate is varied or revoked by Shareholders in a general meeting;

(c) in this resolution:

**“Prescribed Limit”** means 10.0% of the total number of issued Shares of the Company (excluding treasury shares) as at the date of passing of this resolution, unless the Company has effected a reduction of its share capital in accordance with the applicable provisions of the Act, at any time during the Relevant Period, in which event the total number of issued Shares of the Company shall be taken to be the total number of issued Shares of the Company as altered, excluding any treasury shares, that may be held by the Company from time to time;

**“Maximum Price”** in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase, 105.0% of the Average Closing Price (as defined herein); and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120.0% of the Average Closing Price, where:

**“Average Closing Price”** means the average of the closing market prices of the Shares over the last five (5) Market Days on which the Shares are transacted on Catalist or, as the case may be, such securities exchange on which the Shares are listed or quoted, immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the Catalist Rules, for any corporate action that occurs after the relevant 5-day period; and

**“date of the making of the offer”** means the date on which the Company makes an offer for the purchase or acquisition of Shares from Shareholders, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

(d) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this resolution.

**Resolution 2: The proposed participation by Mr. Ang Kiam Meng, an Associate of a Controlling Shareholder, in the Jumbo Performance Share Plan**

That, the participation of Mr. Ang Kiam Meng, an Associate of a Controlling Shareholder, in the Jumbo Performance Share Plan, be and is hereby approved.

**Resolution 3: The proposed grant of Award to Mr. Ang Kiam Meng, an Associate of a Controlling Shareholder, under the Jumbo Performance Share Plan**

That, subject to and contingent upon the passing of resolution 2 above, the grant of the Award comprising up to 500,000 Shares to Mr. Ang Kiam Meng, an Associate of a Controlling Shareholder, under the Jumbo Performance Share Plan and on the following terms be and is hereby approved:

|   |   |  |
|---|---|--|
| <b>Date of grant of Award</b>                             | : | Within four (4) weeks from the date of the EGM   |
| <b>Aggregate number of Shares granted under the Award</b> | : | Up to 500,000 Shares <sup>(1)</sup>  |
| <b>Vesting period of the Award<sup>(2)</sup></b>          | : | Up to 150,000 Shares in FY2017 <sup>(3)</sup><br>Up to 350,000 Shares in FY2018 <sup>(4)</sup> |

**Notes:**

- (1) The aggregate number of Shares to be awarded to Mr. Ang Kiam Meng will be based on the achievement of certain predetermined performance targets as determined by the Committee administering the Jumbo Performance Share Plan or otherwise in accordance with the rules of the Jumbo Performance Share Plan.
- (2) The Shares which are the subject of the Award will be released to Mr. Ang Kiam Meng after the vesting period if certain predetermined performance targets as determined by the Committee administering the Jumbo Performance Share Plan or otherwise in accordance with the rules of the Jumbo Performance Share Plan.
- (3) Within two (2) months from the date of the EGM.
- (4) Within two (2) months from the date of the issuance of the Group's audited financial statements for FY2017.

**BY ORDER OF THE BOARD  
Jumbo Group Limited**

Mr. Ang Kiam Meng  
CEO and Executive Chairman

11 January 2017

**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 EGM. 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 EGM, 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 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 EGM.

**Personal Data Privacy:**

By attending the EGM and/or any adjournment thereof or submitting an instrument 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 (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 EGM and/or any adjournment thereof and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM 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.

# JUMBO GROUP LIMITED

(Company Registration Number 201503401Z)  
(Incorporated in the Republic of Singapore on 4 February 2015)

## PROXY FORM

### Extraordinary General Meeting

(Please see notes overleaf before completing this form)

#### IMPORTANT

1. A relevant intermediary may appoint more than 2 proxies to attend the EGM and vote (please see Note 3 for the definition of "relevant intermediary").
2. This proxy form is not valid for use by investors whose shares are held under their Supplementary Retirement Scheme (SRS) accounts and shall be ineffective for all intents and purposes if used or is purported to be used by them.
3. PLEASE READ THE NOTES TO THIS PROXY FORM.

I/We\*, \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport/Company Registration Number)

of \_\_\_\_\_ (Address)

being a member/members\* of Jumbo Group Limited (the "Company"), hereby appoint:

| Name | Address | NRIC/Passport No. | Proportion of shareholdings |   |
|------|---------|-------------------|-----------------------------|---|
|      |         |                   | No. of shares               | % |
|      |         |                   |                             |   |

and/or\*

| Name | Address | NRIC/Passport No. | Proportion of shareholdings |   |
|------|---------|-------------------|-----------------------------|---|
|      |         |                   | No. of shares               | % |
|      |         |                   |                             |   |

or failing him/her/them, the Chairman of the extraordinary general meeting of the Company ("EGM") as my/our proxy/proxies to vote for me/us on my/our behalf at the EGM to be held at 190 Keng Lee Road, Chui Huay Lim Club, Singapore 308409 on 26 January 2017 at 10.00 a.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be convened on the same day and at the same place) and at any adjournment thereof. I/We direct my/our proxy/proxies to vote on the business before the EGM as indicated below. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her/their discretion.

| No. | Ordinary Resolution   | For | Against |
|-----|---|-----|---------|
| 1.  | The Share Buyback Mandate   |     |         |
| 2.  | The proposed participation by Mr. Ang Kiam Meng, an Associate of a Controlling Shareholder, in the Jumbo Performance Share Plan     |     |         |
| 3.  | The proposed grant of Award to Mr. Ang Kiam Meng, an Associate of a Controlling Shareholder, under the Jumbo Performance Share Plan |     |         |

Voting will be conducted by poll. If you wish to exercise all your votes "For" or "Against" the relevant resolution, please tick [✓] within the relevant box provided. Alternatively, if you wish to exercise your votes both "For" and "Against" the relevant resolution, please indicate the number of shares in the boxes provided.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017

| Total number of shares in: | No. of shares held |
|----------------------------|--------------------|
| (a) CDP Register           |                    |
| (b) Register of Members    |                    |

\_\_\_\_\_  
Signature(s) of Member(s) /  
Common Seal of Corporate Shareholder

**IMPORTANT: Please read notes overleaf before completing this form**



**Notes:**

1. A member of the Company entitled to attend and vote at the EGM is entitled to appoint 1 or 2 proxy/proxies to attend and vote in his/her stead.
2. Where a member appoints more than 1 proxy, the proportion of the shareholding to be represented by each proxy shall be specified in this proxy form. 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.
3. A member who is a relevant intermediary entitled to attend and vote at the EGM is entitled to appoint more than 2 proxies to attend and vote at the EGM instead of such member, but each such proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member 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"** means:

- (a) a banking corporation licensed under the Banking Act, Cap. 19 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
  - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Cap. 289 of Singapore ("**SFA**"), and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board established by the Central Provident Fund Act, Cap. 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
4. A proxy need not be a member of the Company.
  5. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the SFA), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, this proxy form will be deemed to relate to all the shares held by you.
  6. This proxy form must be deposited at the office of the Company's Share Registrar, M & C Services Private Limited at 112 Robinson Road, #05-01, Singapore 068902, not less than **48 hours** before the time set for the EGM.
  7. This proxy form must be executed under the hand of the appointor or of his/her attorney duly authorised in writing. Where this proxy form is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
  8. Where this proxy form is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with this proxy form, failing which this proxy form shall be treated as invalid.

**General:**

The Company shall be entitled to reject a proxy form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the proxy form. In addition, in the case of shares entered in the Depository Register, the Company may reject a proxy form if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

**Personal Data Privacy:**

By attending the EGM and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the notice of EGM.