

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of Jumbo Group Limited (the “**Company**”) will be convened and held by way of electronic means on Friday, 29 January 2021 at 11.00 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 14 January 2021 issued by the Company (the “**Circular**”).*

ORDINARY RESOLUTION:

Resolution 1: The Proposed Renewal of 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 (excluding treasury shares and subsidiary holdings) 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 shall be taken to be the total number of issued Shares as altered, excluding any treasury shares and subsidiary holdings, 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; and

(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.

BY ORDER OF THE BOARD
Jumbo Group Limited

Mr. Tan Cher Liang
Independent Chairman

14 January 2021

Notes on the alternative arrangements for the EGM:

General

1. In view of the safe distancing regulations to hold physical meetings and to minimize physical interactions and COVID-19 transmission risks, the Company will conduct its EGM by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this notice of EGM (“**Notice**”), the proxy form and the Circular will not be sent to Shareholders. Instead, the documents will be made available to Shareholders via publication on SGXNET and the Company’s website.

Participation in the EGM via live webcast or live audio feed

2. As the EGM will be held by way of electronic means, Shareholders will **NOT** be able to attend the EGM in person. All Shareholders or their corporate representatives (in the case of Shareholders which are legal entities) will be able to participate in the EGM proceedings by accessing a live webcast or live audio feed. To do so, Shareholders are required to pre-register their participation in the EGM ("**Pre-registration**") at the link: <http://septusasia.com/jumbo-agm-registration/> ("**EGM Registration and Q&A Link**") by **11.00 a.m. on 26 January 2021** ("**Registration Deadline**") for verification of their status as Shareholders (or the corporate representatives of such Shareholders).
3. Upon successful verification, each such Shareholder or its corporate representative will receive an email by **10.00 a.m. on 28 January 2021**. The email will contain instructions to access the live webcast or live audio feed of the EGM proceedings. Shareholders or their corporate representatives must not forward the email to other persons who are not Shareholders and who are not entitled to participate in the EGM proceedings. Shareholders or their corporate representatives who have pre-registered by the Registration Deadline in accordance with paragraph 2 above but did not receive an email by **10.00 a.m. on 28 January 2021** may contact the Company for assistance via email at JGLAGM2021@boardroomlimited.com or alternatively call +65 6536 5355 during office hours on 28 January 2021.

Voting by proxy

4. Shareholders may only exercise their voting rights at the EGM via proxy voting (see paragraphs 5 and 6 below).
5. Shareholders who wish to vote on the sole resolution at the EGM must appoint the Chairman of the EGM as their proxy to do so on their behalf.
6. The duly executed proxy form must be submitted in the following manner:
 - (i) if submitted by post, be deposited at the office of the Company's Polling Agent, Boardroom Corporate & Advisory Services Pte Ltd, at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623; or
 - (ii) if submitted electronically, be submitted via email to the Company's Polling Agent at JGLAGM2021@boardroomlimited.com,

in either case, not less than **72 hours** before the time appointed for holding the EGM.

7. Shareholders who hold their shares through a Relevant Intermediary as defined in Section 181 of the Companies Act, Chapter 50 of Singapore (including SRS investors and holders under depository agents) and who wish to exercise their votes by appointing the Chairman of the EGM as proxy should approach their respective Relevant Intermediaries (including their respective SRS approved banks or depository agents) to submit their voting instructions by 5.00 p.m. on 20 January 2021, being 7 working days before the date of the EGM.

Submission of questions prior to the EGM

8. Shareholders may submit questions related to the resolutions to be tabled at the EGM during Pre-registration via the EGM Registration and Q&A Link at <http://septusasia.com/jumbo-agm-registration/>, or by email (together with their full name (as per CDP records), identification number, and contact number (to enable the Company and/or its agents and service providers to authenticate their status as Shareholders) to the Company by 10.00 a.m. on 26 January 2021 to JGLAGM2021@boardroomlimited.com, so that they may be addressed during the EGM proceedings. Shareholders will not be allowed to ask questions during the live webcast of the EGM.
9. The Company shall address relevant and substantial questions (as may be determined by the Company in its sole discretion) received. The Company will publish the minutes of the EGM on SGXNET and the Company's website within one month after the date of 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.