

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting ("**AGM**") of JUMBO GROUP LIMITED (the "**Company**") will be convened and held by way of electronic means on Friday, 28 January 2022 at 10.00 a.m. for the following purposes:

## AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 30 September 2021 ("**FY2021**") together with the Auditors' Report thereon. **(Resolution 1)**
2. To re-elect the following Directors retiring pursuant to Regulation 89 of the constitution of the Company ("**Constitution**"): 

Mrs. Christina Kong Chwee Huan	(Regulation 89) [See Explanatory Note (i)]	<b>(Resolution 2)</b>
Mr. Richard Tan Kheng Swee	(Regulation 89) [See Explanatory Note (ii)]	<b>(Resolution 3)</b>
Dr. Lim Boh Soon	(Regulation 89) [See Explanatory Note (iii)]	<b>(Resolution 4)</b>
3. To approve the payment of Directors' fees of up to \$240,000 for the financial year ending 30 September 2022. **(Resolution 5)**
4. To re-appoint Deloitte & Touche LLP as the Company's auditors and to authorise the Directors to fix their remuneration. **(Resolution 6)**
5. To transact any other ordinary business which may properly be transacted at an AGM.

## AS SPECIAL BUSINESS

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

6. **Authority to allot and issue shares in the capital of the Company - Share Issue Mandate**

"That, pursuant to Section 161 of the Companies Act 1967 (Singapore) (the "**Companies Act**"), the Constitution and the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), Section B: Rules of Catalist ("**Catalist Rules**"), the board of directors of the Company ("**Board**" or "**Directors**") be and is hereby authorised to:

  - (i) issue shares in the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or
  - (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

## NOTICE OF ANNUAL GENERAL MEETING

- (iii) issue Shares in pursuance of any Instrument made or granted by the Directors while this authority is in force (notwithstanding that such issue of Shares pursuant to the Instrument may occur after the expiration of the authority contained in this resolution), provided that:
- (A) the aggregate number of Shares issued pursuant to such authority (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this resolution) does not exceed 100.0% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (B) below), of which the aggregate number of Shares to be issued other than on a *pro rata* basis to the then existing shareholders of the Company ("**Shareholders**") (including Shares to be issued in pursuance of Instruments made or granted pursuant to this authority) does not exceed 50.0% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (B) below);
- (B) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (A) above, the total number of issued Shares shall be based on the total number of issued Shares in the capital of the Company (excluding treasury shares and subsidiary holdings) at the time of the passing of this resolution, after adjusting for:
- (a) new Shares arising from the conversion or exercise of convertible securities;
- (b) (where applicable) new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this authority is passed, provided the options or awards were granted in compliance with the Catalist Rules; and
- (c) any subsequent bonus issue, consolidation or sub-division of Shares;
- (C) in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being in force; and
- (D) (unless revoked or varied by the Company in a general meeting), the authority conferred by this resolution shall continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier."

[See Explanatory Note (iv)]

**(Resolution 7)**

### 7. Authority to allot and issue Shares under the Jumbo Employee Share Option Scheme

"That pursuant to Section 161 of the Companies Act, the Directors be and are hereby authorised and empowered to grant options in accordance with the Jumbo Employee Share Option Scheme ("**Share Option Scheme**") and allot and issue from time to time such number of Shares in the capital of the Company to the holders of options granted by the Company under the Share Option Scheme established by the Company upon the exercise of such options in accordance with the terms and conditions of the Share Option Scheme, provided always that the aggregate number of Shares issued and/or issuable pursuant to the Share Option Scheme, the Jumbo Performance Share Plan ("**Performance Share Plan**") and any other share based incentive schemes of the Company shall not exceed 15.0% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time; and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier."

[See Explanatory Note (v)]

**(Resolution 8)**

## NOTICE OF ANNUAL GENERAL MEETING

### 8. Authority to allot and issue Shares under the Jumbo Performance Share Plan

"That pursuant to Section 161 of the Companies Act, the Directors be and are hereby authorised and empowered to grant awards in accordance with the Performance Share Plan and allot and issue from time to time such number of Shares in the capital of the Company to the holders of awards granted by the Company under the Performance Share Plan established by the Company upon the vesting of such share awards in accordance with the terms and conditions of the Performance Share Plan, provided always that the aggregate number of Shares issued and/or issuable pursuant to the Share Option Scheme, the Performance Share Plan and any other share based incentive schemes of the Company shall not exceed 15.0% of the total number of issued Shares (excluding treasury shares) in the capital of the Company from time to time; and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier."

*[See Explanatory Note (vi)]*

**(Resolution 9)**

### 9. The Proposed Renewal of the Share Buyback Mandate

That:

- (i) for the purposes of the Companies Act, the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire 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:
  - (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, 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**");

- (ii) 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:
  - (A) the date on which the next AGM is held or required by law to be held;
  - (B) the date on which the purchase(s) of Shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated; 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**");

## NOTICE OF ANNUAL GENERAL MEETING

(iii) in this resolution:

**"Prescribed Limit"** means 10.0% of the total number of issued Shares of the Company (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 Companies 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:

- (A) in the case of a Market Purchase, 105.0% of the Average Closing Price (as defined herein); and
- (B) 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) trading days on which the Shares are transacted on the 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

(iv) 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 10)**

By Order of the Board

Chee Yuen Li, Andrea  
Secretary

Singapore, 13 January 2022

# NOTICE OF ANNUAL GENERAL MEETING

## Explanatory Notes:

- (i) Detailed information on Mrs. Christina Kong Chwee Huan can be found in the Company's FY2021 Annual Report. Mrs. Christina Kong Chwee Huan, if re-elected as Director, will remain as an Executive Director of the Company. Mrs. Christina Kong Chwee Huan is the daughter of Mr. Ang Hon Nam (controlling Shareholder) and sister of Mr. Ang Kiam Meng (Group CEO and Executive Director). Save as disclosed in the Company's FY2021 Annual Report, Mrs. Christina Kong Chwee Huan has no other relationship with the Company, its related corporations, its substantial Shareholders, or its officers.
- (ii) Detailed information on Mr. Richard Tan Kheng Swee can be found in the Company's FY2021 Annual Report. Mr. Richard Tan Kheng Swee, if re-elected as Director, will continue to serve as the Chairman of the Remuneration Committee and as a Member of the Audit Committee, Nominating Committee, and Investment Committee, and shall be considered independent for the purposes of Rule 704(7) of the Catalist Rules. Mr. Richard Tan Kheng Swee has no relationship with the Company, its related corporations, its substantial Shareholders or its officers.
- (iii) Detailed information on Dr. Lim Boh Soon can be found in the Company's FY2021 Annual Report. Dr. Lim Boh Soon, if re-elected as Director, will continue to serve as the Chairman of the Nominating Committee and Investment Committee and as a Member of the Audit Committee and Remuneration Committee, and shall be considered independent for the purposes of Rule 704(7) of the Catalist Rules. Dr. Lim Boh Soon has no relationship with the Company, its related corporations, its substantial Shareholders, or its officers.
- (iv) The Ordinary Resolution 7 proposed in item 6 above, if passed, will empower the Directors to issue Shares, make or grant instruments convertible into Shares and to issue Shares pursuant to such instruments, up to a number not exceeding, in total, 100.0% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 50.0% may be issued other than on a pro-rata basis to Shareholders.

For determining the aggregate number of Shares that may be issued, the total number of issued Shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time when the Ordinary Resolution 7 is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

- (v) The Ordinary Resolution 8 proposed in item 7 above, if passed, will empower the Directors, to allot and issue such number of fully paid Shares upon the exercise of such options in accordance with the provisions of the Share Option Scheme.
- (vi) The Ordinary Resolution 9 proposed in item 8 above, if passed, will empower the Directors, to allot and issue such number of fully paid Shares upon the vesting of such awards in accordance with the provisions of the Performance Share Plan.

## Notes on the alternative arrangements for the AGM:

### 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 AGM 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 AGM ("**Notice**"), the proxy form and the FY2021 Annual Report 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 AGM via live webcast or live audio feed

2. As the AGM will be held by way of electronic means, Shareholders will **NOT** be able to attend the AGM in person. All Shareholders or their corporate representatives (in the case of Shareholders which are legal entities) will be able to participate in the AGM proceedings by accessing a live webcast or live audio feed. To do so, Shareholders are required to pre-register their participation in the AGM ("**Pre-registration**") at the link: <https://septusasia.com/jumbo-agm2022-registration/> ("**AGM Registration and Q&A Link**") by **10.00 a.m. on 25 January 2022** ("**Registration Deadline**") for verification of their status as Shareholders (or as 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 27 January 2022**. The email will contain instructions to access the live webcast or live audio feed of the AGM 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 AGM 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 27 January 2022** may contact the Company for assistance via email at [JGLAGM2022@boardroomlimited.com](mailto:JGLAGM2022@boardroomlimited.com) or alternatively call +65 6536 5355 during office hours on 27 January 2022.

# NOTICE OF ANNUAL GENERAL MEETING

## Voting by proxy

4. Shareholders may only exercise their voting rights at the AGM via proxy voting (see paragraphs 5 and 6 below).
5. Shareholders who wish to vote on any or all of the resolutions at the AGM must appoint the Chairman of the AGM as their proxy to do so on their behalf. In appointing the Chairman of the AGM as proxy, Shareholders must give specific instructions as to voting, or abstention from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
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 Share Registrar, 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 Share Registrar at [JGLAGM2022@boardroomlimited.com](mailto:JGLAGM2022@boardroomlimited.com),in either case, not less than **72 hours** before the time appointed for holding the AGM.
7. Shareholders who hold their shares through a Relevant Intermediary as defined in Section 181 of the Companies Act 1967 (Singapore) (including SRS investors and holders under depository agents) and who wish to exercise their votes by appointing the Chairman of the AGM 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 19 January 2022, being seven (7) working days before the date of the AGM.

## Submission of questions prior to the AGM

8. Shareholders may submit questions related to the resolutions to be tabled at the AGM during Pre-registration via the AGM Registration and Q&A Link at <https://septusasia.com/jumbo-agm2022-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 **5.00 p.m. on 20 January 2022** to [JGLAGM2022@boardroomlimited.com](mailto:JGLAGM2022@boardroomlimited.com), so that they may be addressed prior to or during the AGM proceedings. Shareholders will not be allowed to ask questions during the live webcast of the AGM.
9. The Company shall address substantial and relevant questions (as may be determined by the Company in its sole discretion) received. The Company will publish its responses on SGXNET and the Company's website by **10.00 a.m. on 23 January 2022**. The Company will publish the minutes of the AGM on SGXNET and the Company's website within one (1) month after the date of AGM.

## **Personal Data Privacy:**

By attending the AGM and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and/or representatives appointed for the AGM and/or any adjournment thereof and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM and/or any adjournment thereof, and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where a member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.