

This Form of Acceptance and Authorisation for Shares ("FAA") is for the sole use of the Depositor(s) whose name(s) appear below. It is an important document and requires your immediate attention. If you are in any doubt about the action to be taken, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional advisor immediately.

This FAA relates to the offer letter dated 2 February 2024 ("Offer Letter") in relation to the Equal Access Offer (as defined below). Unless otherwise defined or the context requires otherwise, capitalised terms used in this FAA bear the same meanings ascribed to them in the Offer Letter.

The availability of the Equal Access Offer to shareholders whose addresses are outside Singapore ("Overseas Shareholders") as shown in the records of The Central Depository (Pte) Limited ("CDP") may be affected by the laws of the relevant overseas jurisdictions. Such Overseas Shareholders are advised to read the section entitled "Overseas Shareholders" in the Offer Letter.

**OFF-MARKET EQUAL ACCESS OFFER BY
JUMBO GROUP LIMITED (THE "EQUAL ACCESS OFFER")
FORM OF ACCEPTANCE AND AUTHORISATION FOR SHARES
(DO NOT SUBMIT THIS FAA TO CDP IF YOU DO NOT WISH TO ACCEPT THE EQUAL ACCESS OFFER)**

A

NAME(S) AND ADDRESS OF DEPOSITOR(S)

Securities Account Number

Estimated Number of Entitled Shares*

You are entitled to accept the Equal Access Offer in respect of 10.0% of the Shares held in your Securities Account ("Entitled Shares") as at 5:00 p.m. (Singapore time) on *1 March 2024 or such later date(s) as may be announced from time to time by the Company ("Record Date") and in addition, you may tender Shares that are in excess of your Entitled Shares ("Excess Shares") for acceptance under the Equal Access Offer.

B Offer Price

Jumbo Group Limited ("Company") would like to acquire the Shares held by you at the **Offer Price of S\$0.26 for each Share**. Submit your FAA to CDP (a) in electronic form via investors.sgx.com, or (b) in physical form by completing Section C below and sending this form to the addresses below, in either case **only** if you wish to accept the Equal Access Offer.

C Acceptance Through FAA

Please indicate the total number of Entitled Shares and Excess Shares that you wish to tender in acceptance of the Equal Access Offer.

← **Input total number of Entitled Shares and Excess Shares to be tendered**



For individual and joint alternate signatory accounts: Scan QR Code and access event via Corporate Actions Form Submission on investors.sgx.com.

By signing below, I/we agree to the terms and conditions of the Equal Access Offer as set out in the Offer Letter and in this FAA, including the section "Authorisation" on page 2 of this FAA.

← **Sign here**

← **Date here**

Signature(s) of Depositor(s)/Joint Depositor

Date

D Form Submission

Please submit your FAA to Jumbo Group Limited c/o The Central Depository (Pte) Limited by:



Online via investors.sgx.com (applicable to Individual and Joint-Alt account holders only)

OR



Robinson Road Post Office
P.O. Box 1984
Singapore 903934

Closing time and date: 5:30 p.m. (Singapore time) on 1 March 2024 or such later date(s) as may be announced from time to time by or on behalf of the Company.

INSTRUCTIONS

This FAA is for the use of Depositors who wish to accept the Equal Access Offer in respect of all or part of the total number of Shares standing to the credit of the "Free Balance" of their Securities Account or purchased on the Singapore Exchange Securities Trading Limited (the "SGX-ST"). This FAA and the provisions herein constitute an integral part of the Offer Letter. Further provisions relating to acceptance are set out in the Appendix to the Offer Letter.

This form has been sent to you on the understanding that all your Shares are held on your behalf by CDP. If, however, you hold share certificates in respect of some or all of the Shares and you wish to accept the Equal Access Offer in respect of those Shares, you should submit at your own risk, the Form of Acceptance and Transfer for Shares (the "FAT") in accordance with the instructions printed thereon. A copy of the FAT may be obtained upon production of satisfactory evidence that you are a Shareholder of **Jumbo Group Limited**, from **BOARDROOM CORPORATE & ADVISORY SERVICES PTE LTD at 1 HARBOURFRONT AVENUE, #14-07 KEPPEL BAY TOWER, SINGAPORE 098632**.

- Acceptance.** If you wish to accept the Equal Access Offer using this FAA, it must be submitted strictly in any of the manners permitted and set out above and in accordance with the provisions and instructions of the Offer Letter, **NOT LATER THAN 5:30 P.M. (SINGAPORE TIME) ON 1 MARCH 2024 or such later date(s) as may be announced from time to time by or on behalf of the Company.** Proof of posting is not proof of receipt by the Company at the above address.

The Company and CDP will be authorised and entitled, in their absolute discretion, to reject acceptances of the Equal Access Offer which are not entirely in order or which do not comply with the provisions and instructions contained in the Offer Letter and in this form or which are otherwise incomplete, incorrect, unsigned or invalid in any respect. It is your responsibility to ensure that this FAA is properly completed in all respects, and all supporting documents, where applicable, are provided. Any decision to reject this FAA on the grounds that it has been invalidly, incorrectly or incompletely signed, completed or submitted will be final and binding and none of CDP and the Company accepts any responsibility or liability in relation to such a decision, including the consequences thereof. The Company reserves the right to treat acceptances of the Equal Access Offer as valid if received by or on behalf of either of them at any place or places determined by them otherwise than as stated in the Offer Letter or in this FAA, as the case may be, or if made otherwise than in accordance with the provisions of the Offer Letter and this form. CDP takes no responsibility for any decision made by the Company. Acceptances in the form of this FAA received by CDP on a Saturday, Sunday or public holiday will only be processed and validated on the next Business Day. Acceptances of the Equal Access Offer shall be irrevocable.

- Tendering Shares for acceptance under the Equal Access Offer**

- Please insert in Section C on page 1 of this FAA or the electronic form of this FAA, the total number of Entitled Shares and Excess Shares you wish to accept under the Equal Access Offer. A letter will be despatched to the shareholders of the Company after the Record Date to notify them, *inter alia*, of (a) the total number of their Entitled Shares, and (b) if CDP has received their FAA by the Record Date, the number of Entitled Shares and Excess Shares tendered for acceptance under the Equal Access Offer, as indicated on their FAA and adjusted (if necessary) in accordance with paragraph 2.2 below and with the terms and conditions of the Offer Letter.

- Acceptances in excess of the Shares will be scaled down proportionately in accordance to the excess allocation ratio as set out in the Offer Letter, but in a manner which minimises the number of new odd lot shareholdings as the Directors may, in their absolute discretion, deem fit in the interests of the Company. CDP takes no responsibility for any decisions that the Company may have made.

- In determining the number of Shares for which the Equal Access Offer is made, fractions of a Share will be disregarded.

- If no such number of Shares is inserted in Section C on page 1 of this FAA or in the relevant section in the electronic form of this FAA, you will be deemed NOT to have accepted the Equal Access Offer and your acceptance will be rejected.

- Further provisions relating to acceptance are contained in the Appendix to the Offer Letter, headed "Administrative Procedures for Acceptance".

- Depositor Abroad.** If a Depositor is away from home, for example, abroad or on holiday, this FAA should be sent by the quickest means (for example, express air mail) to the Depositor for execution, or if he has executed a Power of Attorney, this FAA may be signed by the Attorney but the signature must be accompanied by a statement reading **"signed under the Power of Attorney which is still in force, no notice of revocation having been received"**. In the latter case, the original Power of Attorney or a certified true copy thereof must first be lodged with CDP and should also be lodged with this FAA for noting. No other signatures are acceptable. FAAs made by an attorney or other authorised person cannot be submitted in electronic form.

- Deceased Holders**

- (a) If the sole holder is deceased and if:**

- the Grant of Probate or Letters of Administration have been registered and lodged with CDP, this FAA must be signed by all the personal representative(s) of the deceased and lodged with the **Jumbo Group Limited, c/o The Central Depository (Pte) Limited**, by post at your own risk using the enclosed pre-addressed envelope at **Robinson Road Post Office P.O. Box 1984 Singapore 903934**; or

- the Grant of Probate or Letters of Administration have not been registered and lodged with CDP, all the personal representative(s) of the deceased must register the original Grant of Probate or Letters of Administration with CDP first, before submitting this FAA. Please contact CDP at +65 6535 7511 or via email at asksgx@sgx.com for further details.

- (b) If one of the joint securities account holders is deceased and if the account is a:**

- Joint alternate-signatory account, this FAA must be signed by **ANY** surviving joint holder(s).

- Joint signatories account, this FAA must be signed by **ALL** surviving joint holder(s) and lodged with the **Jumbo Group Limited, c/o The Central Depository (Pte) Limited**, and accompanied by the Death Certificate and all other relevant documentations, in respect of the deceased holder. Please contact CDP at +65 6535 7511 or via email at asksgx@sgx.com for further details.

- (c) FAAs made by personal representative(s) of deceased depositor(s) cannot be submitted in electronic form.**

- Shares purchased with Supplementary Retirement Scheme ("SRS").** If your purchase of the above Shares was settled through your SRS agent bank, finance company or depository agent and you wish to accept the Equal Access Offer, your acceptance would have to be made through your SRS agent bank included under the SRS, finance company or depository agent. In such instances, you need not submit this FAA to CDP.

- Corporations.** For corporations, please sign this FAA per your signing mandate and where appropriate, the Common Seal to be affixed in accordance with your constitution or relevant constitutive documents.

- Acceptance via SGX-SFG service (This section is applicable to Depository Agents only).** Depository Agents may accept the Equal Access Offer via the SGX-SFG service provided by CDP as listed in the Terms and Conditions for User Services for Depository Agents. CDP has been authorised by the Company to receive acceptances on its behalf. Such acceptances will be deemed irrevocable and subject to each of the terms and conditions contained in this FAA and the Offer Letter as if this FAA had been completed and delivered to CDP.

- No existing account.** If you do not have any existing Securities Account in your own name at the time of acceptance of the Equal Access Offer, your acceptance as contained in this FAA will be rejected.

- General.** No acknowledgement will be given for submissions made. All communications, notices, documents and payments will be sent by ordinary post at the risk of the person(s) entitled thereto to the mailing address appearing in the records of CDP. Settlement of the consideration under the Equal Access Offer will be subject to the receipt of confirmation satisfactory to the Company that the Shares to which this FAA relates are credited to the "Free Balance" of your Securities Account and such settlement cannot be made until all relevant documents have been properly completed and lodged with **Jumbo Group Limited, c/o The Central Depository (Pte) Limited**, by post at your own risk using the enclosed pre-addressed envelope at **Robinson Road Post Office P.O. Box 1984 Singapore 903934**. If you submit this FAA in electronic form, you accept the risk of defects or delays caused by failure or interruption of electronic systems, and you agree to hold CDP harmless against any losses directly or indirectly caused by such failure or interruption of electronic systems.

- Conclusive Evidence.** Lodgement of this FAA with **Jumbo Group Limited, c/o The Central Depository (Pte) Limited**, in any manner permitted and as stated in this form shall be conclusive evidence in favour of the Company, the Transferee and CDP of the right and title of the person submitting it to deal with the same and with the Shares which it relates. Upon receipt of this FAA, CDP will transfer the Shares in respect of which you have accepted the Equal Access Offer from the "Free Balance" of your Securities Account to the "Blocked Balance" of your Securities Account. Such Shares will be held in the "Blocked Balance" until the consideration for such Shares has been despatched to you. The Company and CDP shall be entitled to assume the accuracy of any information and/or documents submitted together with any FAA, and shall not be required to verify or question the validity of the same.

- Liability.** You agree that neither the Company nor CDP shall be liable for any action or omission in respect of this form, any FAA and/or any information and/or documents submitted therewith. You agree to indemnify, hold harmless and at their respective request defend, the Company, CDP and their respective affiliates, directors, officers, employees and agents ("**Indemnified Parties**") against (a) any claim, demand, action or proceeding made or initiated against, and/or (b) all losses, damages, costs and expenses (including all legal costs and expenses) suffered or incurred by, any of the Indemnified Parties as a result of or in relation to this form, any FAA and/or any information and/or documents submitted therewith.

- Entitlement Notification Letter.** If you have accepted the Equal Access Offer in accordance with the provisions contained herein and in the Offer Letter, CDP will send you a notification letter stating the number of Shares debited from your Securities Account together with payment of the Offer Price which will be credited directly into your designated bank account for Singapore Dollars via CDP's Direct Crediting Service ("**DCS**") on the payment date. In the event you are not subscribed to CDP's DCS, any monies to be paid shall be credited to your Cash Ledger and subject to the same terms and conditions as Cash Distributions under the CDP Operation of Securities Account with the Depository Terms and Conditions (Cash Ledger and Cash Distribution are as defined therein).

- Governing Law and Third Party Rights.** By completing and submitting this FAA, you agree that the agreement arising from the acceptance of the Equal Access Offer by you shall be governed by, and construed in accordance with, the laws of Singapore and that you submit to the non-exclusive jurisdiction of the Singapore courts. Unless expressly provided otherwise in this FAA or the Offer Letter, a person who is not a party to any contracts made pursuant to the Equal Access Offer, the Offer Letter and this FAA, has no right under the Contracts (Rights of Third Parties) Act 2001 of Singapore to enforce any term of such contracts. Notwithstanding any term contained herein, the consent of any third party is not required for any subsequent agreement by the parties hereto to amend or vary (including any release or compromise of any liability) or terminate such contracts. Where third parties are conferred rights under such contracts, those rights are not assignable or transferable.

- Enquiries on number of Shares in your Securities Account.** For reasons of confidentiality, CDP will not entertain telephone enquiries relating to the number of Shares in your Securities Account. You can verify the number of Shares in your Securities Account: (a) through CDP Online if you have registered for CDP Internet Access Service; or (b) through CDP Phone Service using SMS OTP, under the option "To check your securities balance".

AUTHORISATION

- Assistance.** I/We irrevocably undertake to execute such other documents and to do such acts and things as may be required to give effect to such acceptance and the transfer of the Shares tendered in acceptance of the Equal Access Offer to the Company, and to enable the Company to exercise all rights and receive all benefits accruing to or arising from the above mentioned Shares as specified in the Offer Letter.

- Warranty.** I/We unconditionally and irrevocably warrant that the Shares in respect of which the Equal Access Offer is accepted by me/us are, and when transferred to the Company, will be (i) fully paid; (ii) free from all liens, equities, charges, encumbrances, rights of pre-emption and any other third party rights or interests of any nature whatsoever; and (iii) transferred together with all rights, benefits and entitlements attached thereto as at the announcement of the Equal Access Offer and thereafter attaching thereto, including but not limited to the right to receive and retain all dividends, rights and other distributions (if any) which may be declared paid or made by the Company on or after the announcement of the Equal Access Offer.

- CDP Authorisation – Suspense Account/Block Balance.** I/We irrevocably authorise CDP to take such measures as it may consider necessary or expedient to prevent any trading of the Shares in respect of which I/we have accepted the Equal Access Offer during the period commencing on the date of receipt of this FAA by CDP, for and on behalf of the Company, and ending on the date of settlement of the consideration for such Shares pursuant to the Equal Access Offer.

- CDP Authorisation – Transfer.** I/We irrevocably authorise CDP to debit my/our Securities Account and to credit the Securities Account of the Company, with the relevant number of Shares in respect of which I/we have accepted the Equal Access Offer on the date of settlement of the consideration for such Shares pursuant to the Equal Access Offer.

- CDP Authorisation – Disclosure.** I/We irrevocably authorise CDP to give, provide, divulge, disclose or reveal any information pertaining to my/our Securities Account maintained in CDP's record, including, without limitation, my/our name(s), my/our NRIC or passport number(s), Securities Account number, address(es), the number of Shares standing to the credit of my/our Securities Account, the number of Shares tendered by me/us in acceptance of the Equal Access Offer, information pertaining to the level of acceptance of the Equal Access Offer and any other information to the Company and any other relevant parties as CDP may deem fit for the purposes of the Equal Access Offer and my/our acceptance thereof.