

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“**AGM**”) of JUMBO GROUP LIMITED (the “**Company**”) will be held at 190 Keng Lee Road, Chui Huay Lim Club, Singapore 308409 on Monday, 26 January 2026 at 9.00 a.m. for the following purposes:

### AS ORDINARY BUSINESS

- To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 30 September 2025 (“**FY2025**”) together with the Auditors’ Report thereon. **(Resolution 1)**
- To declare a final tax-exempt (one-tier) dividend of 0.25 Singapore cent per share and a special tax-exempt (one-tier) dividend of 0.50 Singapore cent per share for FY2025. **(Resolution 2)**
- To re-elect the following Directors who are retiring pursuant to Regulations 88 and 89 of the Constitution:

Mr. Ang Kiam Meng	(Regulation 89)	[See Explanatory Note (i)]	<b>(Resolution 3)</b>
Ms. Sim Yu Juan Rachel	(Regulation 89)	[See Explanatory Note (ii)]	<b>(Resolution 4)</b>
Mr. Chan Hock Keng	(Regulation 88)	[See Explanatory Note (iii)]	<b>(Resolution 5)</b>
- To approve the payment of Directors’ fees of up to S\$207,000 for the financial year ending 30 September 2026, payable quarterly in arrears. (FY2025: S\$207,000) **(Resolution 6)**
- To re-appoint Messrs. Foo Kon Tan LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**
- To transact any other ordinary business which may properly be transacted at an AGM.

### AS SPECIAL BUSINESS

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

*All capitalised terms used in Resolutions 8 to 11 and the corresponding Explanatory Notes shall, unless expressly defined herein or the context otherwise requires, have the same meanings ascribed to them in the circular dated 9 January 2026 issued by the Company (the “**Circular**”).*

#### 7. **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:

- issue shares of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or

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- (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
- (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, if any) 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, if any) in the capital of the Company (as calculated in accordance with sub-paragraph (B) below);
  - (B) (subject to such manner of calculation and adjustment 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, if any) 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 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 the earlier.”

**(Resolution 8)**

[See Explanatory Note (iv)]

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### 8. **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 Performance Share Plan (as defined below) 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, if any) in the capital of the Company from time to time; and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier.” **(Resolution 9)**

*[See Explanatory Note (v)]*

### 9. **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 Jumbo Performance Share Plan (“**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 and subsidiary holdings, if any) in the capital of the Company from time to time; and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is earlier.” **(Resolution 10)**

*[See Explanatory Note (vi)]*

### 10. **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

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- (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, 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 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**”);

- (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, if any) 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 (if any), 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) 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

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“**date of the making of the offer**” means the date on which the Company makes an offer for the Share Buybacks 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 11)**

### BY ORDER OF THE BOARD

Fiona Lim Pei Pei  
 Secretary  
 Singapore, 9 January 2026

#### Explanatory Notes:

- (i) Detailed information on Mr. Ang Kiam Meng can be found in the Company’s FY2025 Annual Report. Mr. Ang Kiam Meng, if re-elected as Director, will remain as the Executive Chairman and Group CEO of the Company. Mr. Ang Kiam Meng is the brother of Mrs. Christina Kong Chwee Huan (Executive Director and Group COO). Save as disclosed in the Company’s FY2025 Annual Report, Mr. Ang Kiam Meng has no other relationship with the Company, its related corporations, its substantial Shareholders or its officers.
- (ii) Detailed information on Ms. Sim Yu Juan Rachel can be found in the Company’s FY2025 Annual Report. Ms. Sim Yu Juan Rachel, if re-elected as Director, will remain as the Non-Executive Director of the Company. Ms. Sim Yu Juan Rachel has no relationship with the Company, its related corporations, its substantial Shareholders or its officers.
- (iii) Detailed information on Mr. Chan Hock Keng can be found in the Company’s FY2025 Annual Report. Mr. Chan Hock Keng, if re-elected as Director, will remain as Independent Director of the Company, Chairman of the Nominating Committee, and a member of the Audit Committee and the Remuneration Committee respectively, and shall be considered independent for the purposes of Rule 704(7) of the Catalist Rules. Mr. Chan Hock Keng has no relationship with the Company, its related corporations, its substantial Shareholders or its officers.
- (iv) The Ordinary Resolution 8 proposed in item 7 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, if any) 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, if any) will be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company at the time the Ordinary Resolution 8 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 8 is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

- (v) 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 exercise of such options in accordance with the provisions of the Share Option Scheme.
- (vi) The Ordinary Resolution 10 proposed in item 9 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.

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## Additional Notes on Arrangements for the AGM:

### Format of AGM

- (1) The AGM will be held in a wholly physical format at 190 Keng Lee Road, Chui Huay Lim Club, Singapore 308409 on Monday, 26 January 2026 at 9.00 a.m. There will be no option for members to participate virtually.

### Appointment of Proxy(ies)

- (2) Shareholders who are unable to attend the AGM and who wish to appoint a proxy or proxies to attend and vote on their behalf should complete, sign and return the duly executed proxy form attached to the Notice of AGM to the Company in the following manner:

- (a) if submitted by post, be deposited at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or

- (b) if submitted electronically, be submitted via email to the Company's Share Registrar at [srs.proxy@boardroomlimited.com](mailto:srs.proxy@boardroomlimited.com),

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

- (3) A proxy need not be a shareholder of the Company. A Shareholder may choose to appoint the Chairman of the AGM as his/her/its proxy.
- (4) Shareholders holding shares through a relevant intermediary as defined in Section 181 of the Companies Act (other than SRS investors) who wish to vote at the AGM should approach their respective relevant intermediary as soon as possible in order to make the necessary arrangements.
- (5) SRS investors may vote at the AGM if they are appointed as proxies by their respective SRS Operators, and should approach their respective SRS Operators if they have any queries regarding their appointment as proxies.
- (6) Shareholders who hold their shares through a relevant intermediary as defined in Section 181 of the Companies Act (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 14 January 2026, being seven (7) working days before the date of the AGM.

### Submission of Questions

- (7) If a member wishes to submit questions related to the resolutions tabled for approval at the AGM, all questions must be submitted no later than 9.00 a.m. on Monday, 19 January 2026 through any of the following means:
  - (a) if submitted by post, be deposited at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
  - (b) if submitted electronically, be submitted via email to the Company's Share Registrar at [srs.proxy@boardroomlimited.com](mailto:srs.proxy@boardroomlimited.com).

When submitting questions by post or via email, Shareholders should also provide the following details: (i) the Shareholder's full name; (ii) the Shareholder's address; and (iii) the manner in which the Shareholder holds shares in the Company (e.g. via CDP or SRS), for verification purposes.

- (8) Alternatively, a member may also ask questions during the AGM.
- (9) The Company will endeavour to address relevant and substantial questions (as may be determined by the Company in its sole discretion) received before and during the AGM, at the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions will be individually addressed. The Company will publish the responses to such questions together with the minutes of the AGM on SGXNET and the Company's website within one (1) month after the date of the AGM.

### Access to Documents

- (10) The following documents are made available to members on 9 January 2026 together with this Notice of AGM via SGXNET and on the Company's corporate website:
  - (a) the FY2025 Annual Report;
  - (b) the Proxy Form in relation to the AGM; and
  - (c) the Circular.

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- (11) Printed copies of this Notice of AGM and the Proxy Form in relation to the AGM will be sent to members. A member may request for printed copies of the FY2025 Annual Report and/or the Circular by submitting a request to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, via email to [srs.requestform@boardroomlimited.com](mailto:srs.requestform@boardroomlimited.com) by 5.00 p.m. on 19 January 2026. To be valid, the request must:
- (a) specify "Request for Printed Copy of JUMBO Group Limited FY2025 Annual Report/Circular" as the subject of the email; and
  - (b) state the following details:
    - (i) the Shareholder's full name;
    - (ii) the Shareholder's address; and
    - (iii) the manner in which the Shareholder holds shares in the Company (e.g. via CDP or SRS), for verification purposes.

### **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 or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) 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 or service providers) 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 or service providers), 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 or service providers) 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.