

JASON HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 201119167Z)
(the "Company")

All capitalised terms used in this Notice which are not defined herein shall, unless the context otherwise requires, have the same meaning ascribed to them in the circular to Shareholders dated 16 May 2017.

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at Lorong Koo Chye Sheng Hong Temple Association (2nd Floor Conference Room), No. 15, Arumugam Road, Singapore 409960 on 31 May 2017 at 2.00 p.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

ORDINARY RESOLUTION 1

THE PROPOSED ALLOTMENT AND ISSUE OF 2,000,000,000 PLACEMENT SHARES TO MR. LIM CHWEE KIM (THE NON-EXECUTIVE CHAIRMAN AND CONTROLLING SHAREHOLDER OF THE COMPANY) AT THE PRICE OF S\$0.0005 FOR EACH PLACEMENT SHARE PURSUANT TO THE PROPOSED PLACEMENT

That, subject to and contingent upon the passing of Ordinary Resolutions 2 and 7:

- (a) approval be and is hereby given for the proposed allotment and issue of 2,000,000,000 Placement Shares at the issue price of S\$0.0005 for each Placement Share to Mr. Lim Chwee Kim (the Non-Executive Chairman and Controlling Shareholder of the Company) upon the terms and conditions of the Placement Agreement; and
- (b) the Directors of the Company and each of them be and are hereby authorised to complete and to do all acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider necessary or expedient for the purposes of or in connection with and to give effect to this resolution (including any execution of any agreements or documents and procurement of third party consents for the Shares).

Note to Ordinary Resolution 1:

Pursuant to Rule 804, Rule 812(2) and Rule 919 of the Catalyst Rules, Mr. Lim Chwee Kim and his associates will abstain from exercising any voting rights in relation to Ordinary Resolution 1.

ORDINARY RESOLUTION 2

THE PROPOSED ALLOTMENT AND ISSUE OF 513,253,613 SCHEME SHARES TO THE PARTICIPATING CREDITORS AT THE PRICE OF S\$0.001 FOR EACH SCHEME SHARE IN ACCORDANCE WITH THE SCHEME

That, subject to and contingent upon the passing of Ordinary Resolutions 1 and 7:

- (a) approval be and is hereby given for the proposed allotment and issue of 513,253,613 Scheme Shares at the issue price of S\$0.001 for each Scheme Share to the Participating Creditors in full satisfaction and complete extinguishment and discharge of their Approved Claims in accordance with the terms of the Scheme; and
- (b) the Directors of the Company and each of them be and are hereby authorised to complete and to do all acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider necessary or expedient for the purposes of or in connection with and to give effect to this resolution (including any execution of any agreements or documents and procurement of third party consents for the Shares).

ORDINARY RESOLUTION 3

THE PROPOSED ALLOTMENT AND ISSUE OF UP TO 2,688,313 SCHEME SHARES TO MR. JASON SIM CHON ANG IN ACCORDANCE WITH THE SCHEME

That, subject to and contingent upon the passing of Ordinary Resolutions 1, 2 and 7:

- (a) approval be and is hereby given for the proposed allotment and issue of up to 2,688,313 Scheme Shares at the issue price of S\$0.001 for each Scheme Share to Mr. Jason Sim Chon Ang in accordance with the terms of the Scheme; and
- (b) the Directors of the Company and each of them be and are hereby authorised to complete and to do all acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider necessary or expedient for the purposes of or in connection with and to give effect to this resolution (including any execution of any agreements or documents and procurement of third party consents for the Shares).

Note to Ordinary Resolution 3:

Pursuant to Rule 804 and Rule 812(2) of the Catalist Rules, Mr. Jason Sim Chon Ang and his associates will abstain from exercising any voting rights in relation to Ordinary Resolution 3.

ORDINARY RESOLUTION 4

THE PROPOSED ALLOTMENT AND ISSUE OF UP TO 1,777,252 SCHEME SHARES TO MR. WUI HECK KOON IN ACCORDANCE WITH THE SCHEME

That, subject to and contingent upon the passing of Ordinary Resolutions 1, 2 and 7:

- (a) approval be and is hereby given for the proposed allotment and issue of up to 1,777,252 Scheme Shares at the issue price of S\$0.001 for each Scheme Share to Mr. Wui Heck Koon in accordance with the terms of the Scheme; and
- (b) the Directors of the Company and each of them be and are hereby authorised to complete and to do all acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider necessary or expedient for the purposes of or in connection with and to give effect to this resolution (including any execution of any agreements or documents and procurement of third party consents for the Shares).

Note to Ordinary Resolution 4:

Pursuant to Rule 804 and Rule 812(2) of the Catalist Rules, Mr. Wui Heck Koon and his associates will abstain from exercising any voting rights in relation to Ordinary Resolution 4.

ORDINARY RESOLUTION 5

THE PROPOSED ALLOTMENT AND ISSUE OF UP TO 1,523,359 SCHEME SHARES TO MR. KARAM SINGH PARMAR IN ACCORDANCE WITH THE SCHEME

That, subject to and contingent upon the passing of Ordinary Resolutions 1, 2 and 7:

- (a) approval be and is hereby given for the proposed allotment and issue of up to 1,523,359 Scheme Shares at the issue price of S\$0.001 for each Scheme Share to Mr. Karam Singh Parmar in accordance with the terms of the Scheme; and
- (b) the Directors of the Company and each of them be and are hereby authorised to complete and to do all acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider necessary or expedient for the purposes of or in connection

with and to give effect to this resolution (including any execution of any agreements or documents and procurement of third party consents for the Shares).

Note to Ordinary Resolution 5:

Pursuant to Rule 804 and Rule 812(2) of the Catalist Rules, Mr. Karam Singh Parmar and his associates will abstain from exercising any voting rights in relation to Ordinary Resolution 5.

ORDINARY RESOLUTION 6

THE PROPOSED ALLOTMENT AND ISSUE OF UP TO 1,523,359 SCHEME SHARES TO MR. TAN LAI HENG IN ACCORDANCE WITH THE SCHEME

That, subject to and contingent upon the passing of Ordinary Resolutions 1, 2 and 7:

- (a) approval be and is hereby given for the proposed allotment and issue of up to 1,523,359 Scheme Shares at the issue price of S\$0.001 for each Scheme Share to Mr. Tan Lai Heng in accordance with the terms of the Scheme; and
- (b) the Directors of the Company and each of them be and are hereby authorised to complete and to do all acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider necessary or expedient for the purposes of or in connection with and to give effect to this resolution (including any execution of any agreements or documents and procurement of third party consents for the Shares).

Note to Ordinary Resolution 6:

Pursuant to Rule 804 and Rule 812(2) of the Catalist Rules, Mr. Tan Lai Heng and his associates will abstain from exercising any voting rights in relation to Ordinary Resolution 6.

ORDINARY RESOLUTION 7

THE PROPOSED WHITEWASH RESOLUTION FOR THE WAIVER BY INDEPENDENT SHAREHOLDERS OF THEIR RIGHTS TO RECEIVE A MANDATORY GENERAL OFFER FROM MR. LIM CHWEE KIM AND HIS CONCERT PARTIES

That, subject to and contingent upon the passing of Ordinary Resolutions 1 and 2 and the conditions in the letter from the SIC dated 8 February 2017 being fulfilled, the Independent Shareholders, do hereby, unconditionally and irrevocably waive their rights to receive a general offer from Mr. Lim Chwee Kim and his concert parties in accordance with Rule 14 of the Code, for all the Shares not already owned by Mr. Lim Chwee Kim and his concert parties, as a result of the allotment and issue of 2,000,000,000 new Shares to Mr. Lim Chwee Kim pursuant to the Proposed Placement.

Note to Ordinary Resolution 7:

Pursuant to the Whitewash Waiver, Mr. Lim Chwee Kim, parties acting in concert with him and parties not independent of them will abstain from exercising any voting rights in relation to Ordinary Resolution 7.

BY ORDER OF THE BOARD
JASON HOLDINGS LIMITED

Wui Heck Koon
Lead Independent Director
16 May 2017

Notes:

- (1) A member (other than a Relevant Intermediary) entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
- (2) Where a member (other than a Relevant Intermediary) appoints two (2) proxies, he/she shall specify the proportion of his/her shareholding to be represented by each proxy in the instrument appointing the proxies.
- (3) A Relevant Intermediary may appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to different share or shares held by him (which number and class of shares shall be specified).
"Relevant Intermediary" means:
 - (a) a banking corporation licensed under the Banking Act (Cap.19) 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; or
 - (b) a person holding a capital markets services license to provide custodial services for securities under the Securities Futures Act (Cap.289) and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap.36), 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) Completion and return of his instrument appointing a proxy shall not preclude a member from attending and voting at the EGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the EGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the EGM.
- (5) The instrument appointing a proxy must be deposited at the registered office of the Company at 11 Tampines Street 92, #03-05 Tampines BizHub, Singapore 528872, not less than forty-eight (48) hours before the time appointed for holding the EGM.
- (6) 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 seventy-two (72) hours before the time appointed for holding the EGM.
- (7) The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
- (8) A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act.

General

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (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 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 representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including 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 the 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.

This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, SAC Advisors Private Limited (the "Sponsor"), for compliance with the relevant rules of the SGX-ST Listing Manual Section B: Rules of Catalyst (the "Catalist Rules"). The Sponsor has not independently verified the contents of this notice. This notice has not been examined or approved by the SGX-ST and the SGX-ST assume no responsibility for the contents of this notice, including the correctness of any of the statements made, reports contained or opinions expressed in this notice.

The contact person for the Sponsor is Mr. Ong Hwee Li (Tel: (65) 6532 3829) at 1 Robinson Road, #21-02 AIA Tower, Singapore 048542. SAC Capital Private Limited is the parent company of SAC Advisors Private Limited.