Jardine Cycle & Carriage

# Jardine Cycle & Carriage Limited

(Incorporated in the Republic of Singapore)
Company Registration Number: 196900092R

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting ("**EGM**") of Jardine Cycle & Carriage Limited (the "**Company**") will be convened and held at Atrium Suites, Lobby Level, Mandarin Oriental Singapore, 5 Raffles Avenue, Singapore 039797 on 1 October 2026 at 10.00 a.m. (Singapore time) for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions.

All capitalised terms used in this Notice of EGM which are not defined herein shall have the meanings ascribed to them in the Company's circular to shareholders dated 9 September 2026 in relation to the Proposed Distribution, the Proposed Constitutional Amendment and the Proposed Change of Name (the "**Circular**").

### SPECIAL RESOLUTION I – PROPOSED CONSTITUTIONAL AMENDMENT

That approval be and is hereby given for the Company to adopt the proposed amendments to article 131 of the constitution of the Company (the "**Constitution**"), with such amendments to be effective on the date of the EGM. The proposed amendments to article 131 of the Constitution are set out in full in **the Appendix** for identification, where underlined text indicates additions to the Constitution.

### SPECIAL RESOLUTION II – PROPOSED CHANGE OF NAME

That:

(i) approval be and is hereby given for the name of the Company to be changed from "Jardine Cycle & Carriage Limited" to "Jardine Matheson Southeast Asia Limited" with effect from the date of registration with the Accounting and Corporate Regulatory Authority of Singapore ("**ACRA**"), and that the name "Jardine Matheson Southeast Asia Limited" be substituted for "Jardine Cycle & Carriage Limited" wherever the latter name appears in the Constitution; and

(ii) the Directors and/or any of them be and are hereby authorised to do all acts and things and to execute all such documents (including, but not limited to, any lodgements with ACRA) as they or he or she may consider necessary or expedient to give effect to the transactions contemplated and/or authorised by this Resolution.

### ORDINARY RESOLUTION – PROPOSED DISTRIBUTION

That:

(i) approval be and is hereby given for the Company to declare a special dividend comprising of:

 (a) a cash amount of US$0.37 for each ordinary share in the issued share capital of the Company ("**JC&C Share**" and such cash amount, the "**Cash Distribution**"); and

 (b) a distribution *in specie* of 7,226,200 shares of common stock issued in the capital of Toyota Motor Corporation ("**Toyota**", and such shares, the "**Toyota Shares**") representing approximately 0.05% of the Toyota shares in issue as at the Latest Practicable Date (the "**Toyota Distribution**" and together with the Cash Distribution, the "**Proposed Distribution**"), to the shareholders of the Company (the "**Shareholders**" and each a "**Shareholder**") on a *pro rata* basis as at a time and date to be determined by the Directors of the Company for the purposes of determining the entitlement of the Shareholders to the Proposed Distribution (the "**Record Date**" and such Shareholders who hold JC&C Shares as at the Record Date, the "**Entitled Shareholders**"), fractional entitlements to be rounded down, the Toyota Shares to be distributed free of encumbrances and together with all rights attaching thereto on and from the date the Proposed Distribution is completed, on and subject to the terms of the Circular, except that for practical reasons and in order to avoid violating applicable securities laws outside Singapore, or where the Directors of the Company are of the view that the distribution of the Toyota Shares may infringe any foreign law or may necessitate compliance with conditions or requirements which the Directors of the Company, in their absolute discretion, regard as onerous or impracticable by reason of costs, delay or otherwise, the Directors of the Company reserve the discretion not to distribute the Toyota Shares to any Entitled Shareholder whose registered address as at the Record Date (as appearing in the Register of Holders of Ordinary Shares of the Company or in the Depository Register maintained by The Central Depository (Pte) Limited) is outside Singapore (the "**Overseas Shareholder**") and to deal with such Toyota Shares in the manner set out in paragraph (ii) below;

(ii) where the Directors of the Company decide not to distribute the Toyota Shares to any Overseas Shareholder, such Overseas Shareholder shall be deemed to have instructed the Company to undertake the Cash Sale (as defined in the Circular) and shall receive an amount in cash equivalent to their *pro rata* share of the aggregate sale proceeds from the sale of the Toyota Shares to which they would otherwise have been entitled;

(iii) the Directors of the Company and/or any of them be and are hereby authorised to determine the amount to be appropriated out of the retained profits and/or distributable reserves of the Company to meet the value of the Proposed Distribution based on, in the case of the Toyota Distribution, the product of 7,226,200 Toyota Shares and the closing price of a Toyota Share under the Cash Sale;

(iv) any fractional entitlement to the Toyota Shares shall be aggregated and sold by the Broker on the Tokyo Stock Exchange, Inc., with the sale proceeds arising from the sale of such fractional entitlements to be distributed to the Entitled Shareholders *pro rata* to their fractional entitlements (if any) arising from the Toyota Distribution;

(v) on completion of the Proposed Distribution, the Directors and/or any of them be and are hereby authorised to take all such steps and do all such acts and things as they may, in their absolute discretion, consider necessary, desirable or expedient to implement or give effect to the arrangements contemplated under Paragraph 6 of the Circular in connection with, or incidental to, any Toyota Shares which are held by JC&C on behalf of any Entitled Shareholder, including, without limitation, making such arrangements as they may consider appropriate in relation to custody, holding, transfer, sale, realisation or other dealings with such Toyota Shares and any proceeds arising therefrom; and

(vi) the Directors and/or any of them be and are hereby authorised to do all acts and things and to execute all such documents (including, but not limited to, any transfer form(s) for and on behalf of any Shareholder for the purposes of effecting the Proposed Distribution) as they or he or she may consider necessary or expedient to give effect to the transactions contemplated and/or authorised by this Resolution.

BY ORDER OF THE BOARD

Lau Jo Yen
Company Secretary
Singapore, 9 September 2026

## NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. **Please note that no food will be served at the EGM.**

2. The EGM will be held, in a wholly physical format, at the venue, date and time stated above. Members, including CPF/SRS investors, and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the EGM by attending the EGM in person. **There will be no option for members to participate virtually**.

   Printed copies of this Notice of EGM and the accompanying proxy form (the "**EGM Proxy Form**") will be sent by post to members. These documents will also be published on the Company's website at the URL https://www.jcclgroup.com and the SGX website at the URL https://www.sgx.com/securities/company-announcements.

3. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the EGM. Where such member's EGM Proxy Form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the EGM Proxy Form, failing which the appointment of proxies may be deemed invalid.

   (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's EGM Proxy Form appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the EGM Proxy Form, failing which the appointment of proxies may be deemed invalid.

   **"Relevant intermediary"** has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore. A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.

4. A proxy need not be a member of the Company.

5. Members wishing to vote by proxy/proxies at the EGM may use the EGM Proxy Form enclosed. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:

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

   (b) if submitted electronically, be submitted via email to the Company's Share Registrar at JCCL@boardroomlimited.com,

   and, in each case, must be lodged or received (as the case may be) not less than 72 hours before the time appointed for the holding of the EGM, i.e., 10.00 a.m. on 28 September 2026.

6. Completion and return of the instrument appointing a proxy(ies) by a member will not prevent him/her from attending, speaking and voting at the EGM if he/she so wishes. The appointment of the proxy(ies) for the EGM will be deemed to be revoked if the 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 relevant instrument appointing a proxy(ies) to the EGM.

7. Members, being depositors, who hold shares of the Company through The Central Depository (Pte) Limited should note that under Section 81SJ(4) of the Securities and Futures Act 2001 of Singapore, they are not regarded as members entitled to attend the EGM and to speak and vote thereat unless their names appear on the Depository Register (maintained by The Central Depository (Pte) Limited) as at 72 hours before the time appointed for holding the EGM.

8. CPF/SRS investors who hold shares of the Company through the respective CPF Agent Banks/SRS Operators:

   (a) may vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies; or

   (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks/SRS Operators to submit their voting instructions by 5.00 p.m. on 21 September 2026.

   Investors (other than CPF/SRS investors) who hold shares of the Company via a securities sub-account with a Depository Agent (**"DA"**) (being a relevant intermediary as defined in Section 181 of the Companies Act 1967 of Singapore) and who wish to participate in the EGM by (i) attending the EGM in person, (ii) submitting questions to the Chairman of the Meeting in advance of, or at, the EGM, and/or (iii) voting at the EGM (1) themselves, or (2) by appointing a proxy in respect of the shares of the Company held by the relevant DA on their behalf, should contact the relevant DA through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the EGM.

9. Members, including CPF/SRS investors, may submit substantial and relevant questions related to the resolutions to be tabled at the EGM in advance of the EGM:

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

   (b) via email to the Company's Share Registrar at JCCL@boardroomlimited.com.

   When sending in questions by post or via email, they should also provide the following details for identification purposes: (i) the member's full name, (ii) the last four alphanumeric characters of the member's NRIC/Passport/UEN number, (iii) the member's address, and (iv) the manner in which the member holds shares of the Company (e.g., via CDP, CPF, SRS and/or scrip).

   The deadline for submission of questions is 10.00 a.m. on 18 September 2026.

10. The Company will address all substantial and relevant questions received from members by the 18 September 2026 deadline by publishing the Company's responses to such questions on the SGX website at the URL https://www.sgx.com/securities/company-announcements at least 48 hours prior to the closing date and time for the lodgement/receipt of the EGM Proxy Form appointing a proxy(ies). The Company will respond to questions or follow-up questions submitted after the 18 September 2026 deadline either within a reasonable timeframe before the EGM, or at the EGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

11. Members, including CPF/SRS investors, and (where applicable) duly appointed proxies and representatives may also ask the Chairman of the Meeting substantial and relevant questions related to the resolutions to be tabled at the EGM, at the EGM itself.

12. The Circular to Shareholders dated 9 September 2026 may be accessed on the Company's website at the URL https://www.jcclgroup.com. The Circular to Shareholders dated 9 September 2026 may also be accessed on the SGX website at the URL https://www.sgx.com/securities/company-announcements.

   We strongly encourage shareholders to refer to the electronic copy of the Circular. If you are unable to access the electronic copy, you may request for a printed copy by contacting our Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at (65) 6536 5355 or by email to JCCL@boardroomlimited.com, with the following details: (i) your full name, and (ii) your mailing address. Your request should reach the Share Registrar by 21 September 2026.

By submitting your email request, you agree and acknowledge that we and our service providers may collect, use and disclose your personal data, as contained in your submitted request, or which is otherwise collected from you (or your authorised representative(s)), for the purposes of processing and effecting your request.

**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 (a) 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, administration and analysis by the Company (or its agents or service providers) 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 or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "**Purposes**"); (b) 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 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 (c) 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.

**Appendix to the Notice of EGM**

The proposed amendments to article 131 of the Constitution are set out below. It is proposed that article 131 of the Constitution be amended in the following manner, where underlined text indicates additions to the Constitution.

131. The payment or custody by the Directors of any unclaimed dividends (whether in cash or *in specie*) or other moneys payable on (or, in the case of a dividend *in specie*, transferable) or in respect of a share into a separate account (in respect of any unclaimed dividends in cash) shall not constitute the Company a trustee in respect thereof. All dividends (whether in cash or *in specie*) and other moneys payable on (or, in the case of a dividend *in specie*, transferable) or in respect of a share that are unclaimed after first becoming payable (or, in the case of a dividend *in specie*, transferable) may be invested or otherwise made use of by the Directors for the benefit of the Company and any dividend (whether in cash or *in specie*) or any such moneys unclaimed after a period of six years from the date they are first payable (or, in the case of a dividend *in specie*, transferable) shall be forfeited and shall revert to the Company but the Directors may at any time thereafter at their absolute discretion annul any such forfeiture and pay the moneys (or, in the case of a dividend *in specie*, transfer the assets distributed) so forfeited to the person entitled thereto prior to the forfeiture. If any depository, nominee, intermediary or other person holding any such dividend or monies (including the Depository) returns any such dividend or moneys (or if applicable, in the case of a dividend *in specie*, the assets distributed) to the Company, the relevant Depositor shall not have any right or claim in respect of such dividend or moneys (or, in the case of a dividend *in specie*, the assets distributed) against the Company if a period of six years has elapsed from the date such dividend or other moneys are first payable (or, in the case of a dividend *in specie*, transferable).

Unclaimed dividends or other moneys