

JUMBO GROUP LIMITED

Company Registration Number 201503401Z
(Incorporated in the Republic of Singapore)

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 Thursday, 31 January 2019 at 9.00 a.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 30 September 2018 ("FY2018") together with the Auditors' Report thereon. (Resolution 1)
- To declare a final tax exempt (one-tier) dividend of S\$0.007 per share for FY2018. (Resolution 2)
- To re-elect the following directors of the Company ("Directors") retiring pursuant to Regulation 89 of the constitution of the Company ("Constitution"): (Resolution 3)
 - Mr. Tan Cher Liang (Regulation 89) (Resolution 3)
 - Mrs. Christina Kong Chwee Huan (Regulation 89) (Resolution 4)
 - Mr. Richard Tan Kheng Swee (Regulation 89) (Resolution 5)
- To approve the payment of Directors' fees of S\$230,000 for the financial year ending 30 September 2019. (Resolution 6)
- To re-appoint Deloitte & Touche LLP as the Company's auditors 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:

- Authority to allot and issue shares in the capital of the Company - Share Issue Mandate**
 That, pursuant to Section 161 of the Companies Act, Cap. 50 (the "Companies Act"), the Constitution and the Listing Manual Section B: Rules of Catalyst of the Singapore Exchange Securities Trading Limited ("SGX-ST") ("Catalist Rules"), the Directors be and are hereby authorised to:
 - issue shares in the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
 - 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
 - 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:
 - 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);
 - (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:
 - new Shares arising from the conversion or exercise of convertible securities;
 - (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;
 - any subsequent bonus issue, consolidation or sub-division of Shares;
 - 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
 - (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." (Resolution 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 Jumbo 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." (Resolution 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) 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)

By Order of the Board
Tan Cher Liang
Independent Chairman
Singapore, 9 January 2019

Explanatory Notes:

- Detailed information on Mr. Tan Cher Liang can be found in the Company's annual report 2018. Mr. Tan Cher Liang is the Independent Chairman of the Company. Mr. Tan Cher Liang, if re-elected as Director, will continue to serve as the Chairman of the Company and Audit Committee and as a Member of the Nominating Committee, Remuneration Committee and Investment Committee, and shall be considered independent for the purposes of Rule 704(7) of the Catalist Rules. There are no relationships including immediate family relationships between Mr. Tan Cher Liang and the other Directors, the Company, its related corporations, its 10% Shareholders or its officers.
- Detailed information on Mrs. Christina Kong Chwee Huan can be found in the Company's annual report 2018. 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 sister of Mr. Ang Kiam Meng (Group CEO and Executive Director) and daughter of Mr. Ang Hon Nam (controlling Shareholder). Save as disclosed in the Company's annual report 2018, there are no relationships including immediate family relationships between Mrs. Christina Kong Chwee Huan and the other Directors, the Company, its related corporations, its 10% Shareholders or its officers.
- Detailed information on Mr. Richard Tan Kheng Swee can be found in the Company's annual report 2018. Mr. Richard Tan Kheng Swee is an Independent Director of the Company. 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. There are no relationships including immediate family relationships between Mr. Richard Tan Kheng Swee and the other Directors, the Company, its related corporations, its 10% Shareholders or its officers.
- 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) 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 8 is passed and any subsequent bonus issue, consolidation or sub-division of Shares.
- 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.
- 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.

Notes:

- A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire shareholding and any second named proxy as an alternate to the first named or at the Company's option to treat this proxy form as invalid.
 - A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, 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 form of proxy appoints more than two proxies, the appointments shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed.
- "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.
- A proxy need not be a member of the Company.
 - The instrument appointing a proxy must be deposited at the office of the Share Registrar of the Company, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902, not less than 48 hours before the time for holding the 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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting ("EGM") of Jumbo Group Limited (the "Company") will be convened at 190 Keng Lee Road, Chui Huay Lim Club, Singapore 308409 on 31 January 2019 at 10.00 a.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be convened on the same day and at the same place), for the purpose of considering and, if thought fit, passing with or without any modifications the following resolutions:

Unless otherwise defined, all capitalised terms used herein shall bear the same meaning as defined in the circular dated 9 January 2019 issued by the Company (the "Circular").

ORDINARY RESOLUTIONS:

Resolution 1: The Proposed Renewal of the Share Buyback Mandate

- That:
- for the purposes of the Companies Act (Chapter 50) of Singapore (the "Act"), the exercise by the directors of the Company (the "Directors") of all the powers of the Company to purchase or otherwise acquire the issued ordinary shares in the capital of the Company ("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:
 - on-market purchases, transacted on the Singapore Exchange Securities Trading Limited (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
 - 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 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");
 - 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:
 - the date on which the next AGM is held or required by law to be held;
 - the date on which Share Buybacks have been carried out to the full extent mandated under the Share Buyback Mandate; or
 - the date on which the authority contained in the Share Buyback Mandate is varied or revoked by Shareholders in a general meeting;
 - 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 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 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:

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

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 2: The proposed participation by Ms. Wendy Ang Chui Yong, an Associate of a Controlling Shareholder, in the Jumbo Performance Share Plan

That, the participation of Ms. Wendy Ang Chui Yong, an Associate of a Controlling Shareholder, in the Jumbo Performance Share Plan, be and is hereby approved.

Resolution 3: The proposed participation by Mr. Ang Kiam Lian, an Associate of a Controlling Shareholder, in the Jumbo Performance Share Plan

That, the participation of Mr. Ang Kiam Lian, an Associate of a Controlling Shareholder, in the Jumbo Performance Share Plan, be and is hereby approved.

Resolution 4: The proposed grant of Award to Ms. Wendy Ang Chui Yong, an Associate of a Controlling Shareholder, under the Jumbo Performance Share Plan

That, subject to and contingent upon the passing of resolution 2 above, the grant of the Award comprising up to 100,000 Shares to Ms. Wendy Ang Chui Yong, an Associate of a Controlling Shareholder, under the Jumbo Performance Share Plan and on the following terms be and is hereby approved:

Date of grant of Award	:	Within four (4) weeks from the date of the EGM
Aggregate number of Shares granted under the Award	:	Up to 100,000 Shares ⁽¹⁾
Vesting of the Award⁽²⁾	:	30% of the Shares granted under the Award ("Awarded Shares"), in FY2019 ⁽³⁾ 30% of the Awarded Shares, in FY2020 ⁽⁴⁾ 40% of the Awarded Shares, in FY2021 ⁽⁵⁾

Notes:

- The aggregate number of Shares to be awarded to Ms. Wendy Ang Chui Yong will be based on the achievement of certain predetermined performance targets as determined by the Committee administering the Jumbo Performance Share Plan or otherwise in accordance with the rules of the Jumbo Performance Share Plan.
- The Shares which are the subject of the Award will be released to Ms. Wendy Ang Chui Yong after the vesting period if certain predetermined performance targets as determined by the Committee administering the Jumbo Performance Share Plan or otherwise in accordance with the rules of the Jumbo Performance Share Plan.
- Within two (2) months from the date of the EGM.
- Within two (2) months from 1 January 2020.
- Within two (2) months from 1 January 2021.

Resolution 5: The proposed grant of Award to Mr. Ang Kiam Lian, an Associate of a Controlling Shareholder, under the Jumbo Performance Share Plan

That, subject to and contingent upon the passing of resolution 3 above, the grant of the Award comprising up to 100,000 Shares to Mr. Ang Kiam Lian, an Associate of a Controlling Shareholder, under the Jumbo Performance Share Plan and on the following terms be and is hereby approved:

Date of grant of Award	:	Within four (4) weeks from the date of the EGM
Aggregate number of Shares granted under the Award	:	Up to 100,000 Shares ⁽¹⁾
Vesting of the Award⁽²⁾	:	30% of the Awarded Shares, in FY2019 ⁽³⁾ 30% of the Awarded Shares, in FY2020 ⁽⁴⁾ 40% of the Awarded Shares, in FY2021 ⁽⁵⁾

Notes:

- The aggregate number of Shares to be awarded to Mr. Ang Kiam Lian will be based on the achievement of certain predetermined performance targets as determined by the Committee administering the Jumbo Performance Share Plan or otherwise in accordance with the rules of the Jumbo Performance Share Plan.
- The Shares which are the subject of the Award will be released to Mr. Ang Kiam Lian after the vesting period if certain predetermined performance targets as determined by the Committee administering the Jumbo Performance Share Plan or otherwise in accordance with the rules of the Jumbo Performance Share Plan.
- Within two (2) months from the date of the EGM.
- Within two (2) months from 1 January 2020.
- Within two (2) months from 1 January 2021.

SPECIAL RESOLUTION:

Resolution 6: The proposed amendments to the Constitution

That:

- The Constitution be and is hereby amended in the manner described in Appendix B of the Circular; and
- The Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he/she may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this special resolution.

BY ORDER OF THE BOARD

Jumbo Group Limited

Mr. Tan Cher Liang

Independent Chairman

Singapore, 9 January 2019

Notes:

- 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 form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire shareholding and any second named proxy as an alternate to the first named or at the Company's option to treat this proxy form as invalid.
 - 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 form of proxy appoints more than two proxies, the appointments shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed.
- "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Act.
- A proxy need not be a member of the Company.
 - The instrument appointing a proxy must be deposited at the office of the Share Registrar of the Company, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902, not less than 48 hours before the time for holding the EGM.

Personal Data Privacy:

By attending the EGM and/or any adjournment thereof or 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/or representatives appointed for the EGM and/or any adjournment thereof and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM 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.

These notices have been prepared by Jumbo Group Limited (the "Company") and their contents have been reviewed by the Company's sponsor, United Overseas Bank Limited (the "Sponsor"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "SGX-ST"). The Sponsor has not independently verified the contents of these notices. These notices have not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of these notices, including the correctness of any of the statements or opinions made or reports contained in these notices. The contact person for the Sponsor is Mr Chia Beng Kwan, Senior Director, Equity Capital Markets, who can be contacted at 80 Raffles Place, #03-03 UOB Plaza 1, Singapore 048624, telephone: +65 6533 9898.