

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of JEP Holdings Ltd. (the “Company”) will be held via electronic means on 22 April 2021 at 9:30 am for the following purposes:

## AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the audited Financial Statements for the financial year ended 31 December 2020 together with the Auditor’s Report thereon. **(Resolution 1)**
2. To re-elect the following Directors of the Company retiring pursuant to Article 91 of the Constitution of the Company:
  - (a) Mr. Wong Gang **(Resolution 2)**
  - (b) Mr. Kong Chee Keong **(Resolution 3)**

Mr. Wong Gang will, upon re-election as Lead Independent Non-Executive Director, remain as Chairman of the Remuneration Committee and members of the Audit Committee and Nominating Committee, and will be considered independent for the purposes of Rule 704(7) of the Listing Manual Section B: Rules of Catalist (“Catalist Rules”) of the Singapore Exchange Securities Limited (“SGX-ST”).

Mr. Kong Chee Keong will, upon re-election as Independent Non-Executive Director, remain as Chairman of the Audit Committee and members of the Remuneration Committee and Nominating Committee, and will be considered independent for the purposes of Rule 704(7) of the Catalist Rules.
3. To approve the payment of Directors’ fees of up to S\$200,000 for the financial year ending 31 December 2021, to be paid half yearly in arrears. (2020: S\$200,000) **(Resolution 4)**
4. To re-appoint Messrs. Moore Stephens LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 5)**
5. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

## AS SPECIAL BUSINESS

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

### 6. Authority to issue shares

That pursuant to Section 161 of the Companies Act (“Act”), Cap. 50 of Singapore and Rule 806 of the Catalist Rules the Directors of the Company be authorised and empowered to:

- (a)
  - (i) issue shares in the capital of the Company (“Shares”) whether by way of rights, bonus or otherwise; and/or
  - (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) options, 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 of the Company may in their absolute discretion deem fit; and

- (b) notwithstanding that the authority conferred by this Resolution may have ceased to be in force, issue Shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

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provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution), to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) 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 (2) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company shall not exceed fifty per centum (50%) 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 (2) below);
- (2) (subject to such calculation as may be prescribed by the Singapore Exchange Securities Trading Limited (“**SGX-ST**”)) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
  - (a) new Shares arising from the conversion or exercise of any Instruments or any convertible securities;
  - (b) new Shares arising from exercising of share options or vesting of share awards; and
  - (c) any subsequent bonus issue, consolidation or subdivision of Shares;
- (3) 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), all applicable legal requirements under the Act and the Constitution for the time being of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (i)]

**(Resolution 6)**

## 7. **Proposed Renewal of Share Buy-Back Mandate**

That:

- (a) for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company (“**Shares**”) not exceeding, in aggregate, the Maximum Percentage (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
  - (i) on-market purchase(s) transacted on the SGX-ST through the SGX-ST’s trading system or, as the case may be, any other stock exchange on which the Shares may, for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
  - (ii) off-market purchase(s) (if effected otherwise than on the SGX-ST) in accordance with an equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act and the Catalist Rules,

on the terms set out in the Appendix to the Annual Report, be and is hereby authorized and approved generally and unconditionally (the “**Share Buy-Back Mandate**”);

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(b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:

- (i) the date on which the next AGM is held or required by law to be held; and
- (ii) the date on which the share buybacks are carried out to the full extent mandated;

(c) in this Resolution:

**“Average Closing Price”** means the average of the closing market prices of a Share over the last five market days on which Shares are transacted on the SGX-ST or, as the case may be, such securities exchange on which the Shares are listed and quoted, immediately preceding the date of the market purchase 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 for any corporate action that occurs during the relevant five day period;

**“date of the making of the offer”** means the day on which the Company makes an offer for the purchase or acquisition of Shares from shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the off-market purchase;

**“Maximum Percentage”** means that number of issued Shares representing ten per cent (10%) of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares and subsidiary holding as at that date); and

**“Maximum Price”** in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a market purchase of a Share, one hundred and five per cent (105%) of the Average Closing Price of the Shares; and
- (ii) in the case of an off-market purchase of a Share pursuant to an equal access scheme, one hundred and twenty per cent (120%) of the Average Closing Price of the Shares; and

(d) any Director be and is hereby authorized to complete and do all such acts and things (including executing such documents as may be required) as he may consider expedient or necessary to give effect to the transactions contemplated and/or authorized by this Resolution.

[See Explanatory Note (ii)]

**(Resolution 7)**

## 8. Proposed Renewal of the Shareholders' Mandate for Interested Person Transactions

That:

(a) approval be and is hereby given for the purposes of Chapter 9 of the Catalist Rules, for the Company and/or its subsidiaries and associated companies which are entities at risk as defined under Chapter 9 of the Listing Manual, or any of them, to enter into any of the transactions falling within the types of Interested Person Transactions, particulars of which are set out in the Appendix to the Annual Report, with any person who is of the class of Interested Persons described in the Letter to Shareholders, provided that such transactions are made on normal commercial terms, are not prejudicial to the interests of the Company and its minority shareholders and are in accordance with the review procedures for the Interested Person Transactions as set out in the Appendix;

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- (b) the approval given in sub-paragraph (a) above (the “**Mandate**”) shall, unless revoked or varied by the Company in general meeting, continue in force until the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is held or is required by law to be held, whichever is earlier; and
- (c) the Directors be and are hereby authorised, jointly or severally, to take such steps, approve all matters and enter into all such transactions, arrangements and agreements and execute all such documents and notices as may be necessary or expedient for the purposes of giving effect to the proposed adoption of the IPT General Mandate as such Directors or any of them may deem fit or expedient or to give effect to this Resolution.

[See Explanatory Note (iii)]

**(Resolution 8)**

**9. Approval for the continued appointment of Mr. Wong Gang as a Lead Independent Non-Executive Director for purpose of Rule 406(3)(d)(iii) of the Catalist Rules of the SGX-ST**

That subject upon the passing of Ordinary Resolution 2 above, the continued appointment of Mr. Wong Gang, as a Lead Independent Director of the Company for the purposes of Rule 406(3)(d)(iii) of the Catalist Rules of the SGX-ST be and is hereby approved.

[See Explanatory Note (iv)]

**(Resolution 9)**

**10. Approval for the continued appointment of Mr. Wong Gang as a Lead Independent Non-Executive Director for purpose of Rule 406(3)(d)(iii) of the Catalist Rules of the SGX-ST**

That subject upon the passing of Ordinary Resolutions 2 and 9 above, the continued appointment of Mr. Wong Gang, as a Lead Independent Director of the Company by all members (excluding the Directors and Chief Executive Officer and their respective associates) for the purposes of Rule 406(3)(d)(iii) of the Catalist Rules of the SGX-ST be and is hereby approved.

[See Explanatory Note (iv)]

**(Resolution 10)**

By Order of the Board

Tan Wee Sin  
Company Secretary  
Singapore, 6 April 2021

**Explanatory Notes:**

- (i) The Ordinary Resolution 6 in item 6 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, 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% of the total number of issued shares (excluding treasury shares and subsidiary holding) in the capital of the Company, of which up to 50% 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 holding) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holding) 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 this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

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- (ii) The Ordinary Resolution 7 in item 7 above, if passed, renews the Share Buy-Back Mandate and will authorise the Directors of the Company, from time to time, to purchase Shares subject to and in accordance with the Constitution of the Company, the Catalist Rules and such other laws and regulations as may for the time being be applicable. The Company may use internal sources of funds, external borrowings, or a combination of both to finance the Company's purchase or acquisition of the Shares.

The amount of funding required for the Company to purchase or acquire the Shares, and the impact on the Company's financial position, cannot be ascertained as at the date of this Notice as these will depend on, *inter alia*, the number of Shares to be purchased or acquired, the price at which such Shares are to be purchased or acquired, and whether the Shares to be purchased or acquired are cancelled or held as treasury shares. Based on certain assumptions, an illustration on the financial impact of a purchase or acquisition of Shares by the Company pursuant to the Share Buy-Back Mandate on the audited financial statements of the Company for the financial year ended 31 December 2020 is set out in Section 6 of the Appendix dated 6 April 2021, which is enclosed together with the Company's Annual Report.

- (iii) The Ordinary Resolution 8 in item 8 above, if passed, renews the IPT General Mandate and empower the Company, its subsidiaries and associated companies, to enter into the Interested Person Transactions as described in the Section 2.4 of the Appendix dated 6 April 2021, which is enclosed together with the Company's Annual Report. The authority under the renewed IPT General Mandate will, unless revoked or varied by the Company in general meeting, expire at the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting is required to be held, whichever is the earlier.

- (iv) The Ordinary Resolutions 9 and 10 in items 9 and 10 above respectively are proposed in compliance with Rule 406(3)(d)(iii) of the Catalist Rules of the SGX-ST which will take effect from 1 January 2022.

Rule 406(3)(d)(iii) of the Catalist Rules of the SGX-ST provides that a Director will not be independent if he/she has been a Director for an aggregate period of more than nine (9) years and his/her continued appointment as an Independent Director has not been sought and approved in separate resolutions by (a) all shareholders; and (b) shareholders excluding the Directors and the Chief Executive Officer of the Company, and their respective associates (the "Two-Tier Voting").

Mr. Wong Gang is the Lead Independent Director of the Company who has served on the Board for a cumulative period of more than nine (9) years.

The Board seeks to strike an appropriate balance between tenure of service and continuity of experience and refreshment of the Board. The Board, saved for the affected Director who had abstained from the deliberation, have recommended the continued appointment of Mr. Wong Gang as Lead Independent Director of the Company, via a Two-Tier Voting process.

The Nominating Committee and the Board have determined that Mr. Wong Gang remain objective and independent-minded in the Board deliberations. His vast experience enables him to provide the Board and the various Board Committees on which he is serving, with pertinent experience and competence to facilitate sound decision-making and that his length of service does not in any way interfere with his exercise of independent judgement nor hinder his ability to act in the best interests of the Company. Additionally, he has met the definition of Independent Director of the SGX-ST and the 2018 Code. The Board trust that he is able to continue to discharge his duties independently with integrity and competency.

Upon passing the Ordinary Resolutions 9 and 10, the continued appointment of Mr. Wong Gang as Lead Independent Director of the Company shall continue in force until the earlier of: (i) the retirement or resignation of the Lead Independent Director as a Director of the Company; or (ii) the conclusion of the next AGM of the Company following the passing of these Ordinary Resolutions.

Should the Ordinary Resolutions 9 and 10 for the continued appointment of the Lead Independent Director not passed at the forthcoming AGM, Mr. Wong Gang will no longer be independent and shall continue as Non-Independent Director of the Company.

Rule 406(3)(c) of the Catalist Rules of the SGX-ST states that the Independent Directors must comprise of at least one-third of the Board. In the event that the Ordinary Resolutions for the continued appointment of the Lead Independent Director are not passed at the forthcoming AGM which renders the Company unable to meet these requirements, the Company shall endeavour to fill the vacancy in the Board to comply with Rule 406(3)(c) and Rule 704(7) of the Catalist Rules of the SGX-ST.

# NOTICE OF ANNUAL GENERAL MEETING

## IMPORTANT NOTICE TO SHAREHOLDERS REGARDING THE COMPANY'S ANNUAL GENERAL MEETING

The Annual General Meeting (“AGM”) is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. The Company will not be issuing printed copies of this Notice of AGM (“Notice”), proxy forms and annual reports to its shareholders and members. Instead, the Notice, proxy forms and annual report are accessible by electronic means via the Company’s website at the [https://www.jep-holdings.com/jep\\_IR/jep.listedcompany.com/index.html](https://www.jep-holdings.com/jep_IR/jep.listedcompany.com/index.html) and on SGX website at <https://www.sgx.com/securities/company-announcements>.

### Participation in the AGM via live webcast or live audio feed

1. Due to the current COVID-19 measures in Singapore, the AGM will be held by way of electronic means and shareholders will NOT be able to attend the AGM in person. All shareholders or their corporate representative (in the case of shareholders who are legal entities) will be able to participate in the AGM proceedings by accessing a live webcast or live audio feed. To do so, shareholders are required to pre-register their participation in the AGM by accessing the site <https://septusasia.com/jepholdings> by 20 April 2021, Tuesday before 9:30 am (“Registration Deadline”) for verification of their status as shareholders (or corporate representative of such shareholders) (“Pre-registration”).
2. Upon successful verification, each such shareholder or its corporate representative will receive an email by 21 April 2021 before 12:00 pm. The email will contain instructions to access the live webcast or live audio feed of the AGM proceedings.
3. Shareholders or their corporate representative must not forward the email to other persons who are not shareholders and who are not entitled to participate in the AGM. Shareholders or their corporate representatives who have pre-registered by the Registration Deadline but do not receive an email by 21 April 2021 after 12:00 pm should contact the Company through email address: [ir@jep-holdings.com](mailto:ir@jep-holdings.com), kindly state (1) Full name of shareholder (2) Shareholder’s identification or registration number.

### Voting by Proxy

1. Shareholders may only exercise their voting rights at the AGM via proxy voting.  
  
Shareholders who wish to vote on any or all of the resolutions at the AGM must appoint the Chairman of the AGM as their proxy to do so on their behalf. In the proxy form, a shareholder should specifically direct the Chairman on how to vote for or vote against or abstain from voting on each resolution to be tabled at the AGM, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
2. the instrument appointing the Chairman of the AGM as proxy must be
  - (i) Deposited at the registered office of the Company at **16 Seletar Aerospace Crescent, Singapore 797567**; or
  - (ii) Sent by email to [ir@jep-holdings.com](mailto:ir@jep-holdings.com) or via the AGM portal at <https://septusasia.com/jepholdings>in any case, not less than forty-eight (48) hours before the time appointed for the AGM of the Company.

**In view of the COVID-19 measures which may make it difficult for shareholders to submit completed proxy forms by post, shareholders are strongly encouraged to submit completed proxy forms electronically via email or the AGM portal.**

3. CPF or SRS Investors who wish to appoint the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators at least seven (7) working days before the AGM (i.e. by 9:30 am on Tuesday, 13 April 2021) to ensure that their votes are submitted.
4. All documents and information relating to the business of the AGM (including the Annual Report 2020 and Proxy Form) have been published on the Company’s website at [https://www.jep-holdings.com/jep\\_IR/jep.listedcompany.com/index.html](https://www.jep-holdings.com/jep_IR/jep.listedcompany.com/index.html) or the AGM portal at <https://septusasia.com/jepholdings>

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## Submission of questions prior to the AGM

Shareholders will not be able to ask questions during the live webcast or live audio feed, therefore it is important for shareholders to register and submit their questions in advance of the AGM.

Shareholders may submit questions related to the resolutions to be tabled at the AGM via email to [ir@jep-holdings.com](mailto:ir@jep-holdings.com) or electronically via the shareholder portal accessible upon pre-registering at <https://septusasia.com/jepholdings>. Questions must be submitted by email to [ir@jep-holdings.com](mailto:ir@jep-holdings.com) or via the AGM portal at <https://septusasia.com/jepholdings> by 15 April 2021, Friday before 5:30 pm so that relevant and substantial queries will be addressed by the Board of Directors and publish on the SGXNET by 19 April 2021.

Shareholders or their corporate representative must state his/her full name, and whether he/she is a shareholder or a corporate representative of a corporate shareholder and Shareholder's identification or registration number. Any question without the identification details will not be addressed.

The Company shall address relevant and substantial questions before or during the AGM, and publish the minutes of the AGM on the SGXNet, and the Company's website within one (1) month after the date of AGM.

## Personal data privacy:

By submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the Annual General Meeting 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, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (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.

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This Notice of AGM has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, RHT Capital Pte. Ltd. (the "**Sponsor**"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") Listing Manual Section B: Rules of Catalyst. The Sponsor has not independently verified the contents of this Notice of AGM. This Notice of AGM has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Notice of AGM including the correctness of any of the statements or opinions made or reports contained in this Notice of AGM.

The details of the contact person for the Sponsor is:

Name : Mr. Lay Shi Wei (Registered Professional, RHT Capital Pte. Ltd.)  
Address : 6 Raffles Quay #24-02, Singapore 048580  
E-mail : [sponsor@rhtgoc.com](mailto:sponsor@rhtgoc.com)