

JUMBO GROUP LIMITED

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

OFF-MARKET EQUAL ACCESS SHARE BUYBACK OFFER

1. INTRODUCTION

The board of directors (the “**Directors**” or the “**Board**”) of Jumbo Group Limited (the “**Company**”) is pleased to announce that the Company proposes to undertake an off-market purchase of issued ordinary shares in the capital of the Company (the “**Shares**”) (the “**Equal Access Offer**”) in accordance with the existing share buyback mandate approved and adopted at the annual general meeting of the Company held on 19 January 2024 (“**AGM**”) (the “**Share Buyback Mandate**”).

The Company will be relying on its existing Share Buyback Mandate approved by shareholders of the Company (“**Shareholders**”) by way of an ordinary resolution at the AGM, pursuant to which the Directors have been conferred the authority to exercise all powers of the Company to purchase or otherwise acquire its issued Shares upon and subject to the terms of such mandate as set out in the circular to Shareholders dated 4 January 2024 (“**Share Buyback Circular**”).

2. TERMS AND CONDITIONS OF THE EQUAL ACCESS OFFER

2.1 The Equal Access Offer will be made on the terms and subject to the conditions to be set out in the formal offer letter (“**Offer Letter**”) to be issued to Shareholders on the following basis:

2.1.1 Offer Price

The offer price for each Share will be S\$0.26 in cash (the “**Offer Price**”), representing a discount of approximately 6.1% to the average of the closing market prices of the Shares over the last five (5) market days on which the Shares are transacted on the Catalist Board of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) immediately preceding the date of the announcement of the Equal Access Offer.

2.1.2 Maximum Buyback Amount

The Company will offer to buy back up to 64,120,516 Shares, representing 10.0% of the total number of 643,658,465 Shares in issue (excluding 2,453,300 treasury shares) as at the date of this announcement (“**Announcement Date**”).

Under the Equal Access Offer, each Shareholder will be entitled to accept in full or partially the Equal Access Offer in respect of up to 10.0% of the Shares he/she/it holds as at the date on which the Equal Access Offer closes (the “**Closing Date**”), fractional entitlements to be disregarded (“**Entitled Shares**”). Shareholders may also elect not to accept the Equal Access Offer.

In addition to the entitlement to accept the Equal Access Offer in respect of the Entitled Shares, a Shareholder may tender Shares in excess of the Entitled Shares (“**Excess Shares**”) for acceptance under the Equal Access Offer, if other Shareholders do not accept their full entitlements under the Equal Access Offer.

If the total acceptances of the Entitled Shares and the Excess Shares under the Equal Access Offer exceed the maximum number of Shares the Company may buy back under the Equal Access Offer (the “**Maximum Buyback Amount**”), the Excess Shares will be scaled back proportionately in accordance to an excess allotment ratio which will be set out in the Offer Letter to ensure that the Company buys back no more than the Maximum

Buyback Amount. In scaling down the number of Excess Shares tendered by Shareholders, the Company will endeavour to round down odd lots to the closest 100 Shares (a full board lot of the Shares) to reduce the number of Shareholders with odd lots to the extent possible.

2.1.3 Eligibility

The Equal Access Offer will be open to all Shareholders as reflected in the register of members of the Company (“**Register of Members**”), or standing to the credit of the “Free Balance” of such Shareholder’s Securities Account maintained with The Central Depository (Pte) Limited (the “**CDP**”), as the case may be, at 5.00 p.m. on the record date to be set out in the Offer Letter.

Participation in the Equal Access Offer is voluntary. An eligible Shareholder may elect not to participate in the Equal Access Offer.

2.1.4 Rights Attaching to Shares Acquired Pursuant to the Equal Access Offer

The Shares which are acquired pursuant to the Equal Access Offer will be acquired fully paid and free from all claims, charges, equities, mortgages, liens, pledges, trusts and other encumbrances, and together with all rights, benefits and entitlements attached thereto, including the right to receive all dividends, rights and other distributions (if any) which may be declared, paid or made thereon, on or after the Announcement Date. As such, the Offer Price may be adjusted to take into account dividends, rights and other distributions (if any) which may be declared, paid or made thereon, on or after the Announcement Date. Any such adjustments will be notified to Shareholders via SGXNET announcement(s).

2.1.5 Offer Period

The period during which the Equal Access Offer will be open for acceptance by eligible Shareholders shall be determined by the Board and set out in the Offer Letter.

- 2.2 Up to 7,546,700 of the Shares bought back pursuant to the Equal Access Offer will be held or dealt with as treasury shares, as the Board shall deem fit in the best interests of the Company, with the remainder (bought back pursuant to the Equal Access Offer) to be cancelled.

3. **RATIONALE FOR THE EQUAL ACCESS OFFER**

- 3.1 One of the most direct benefits of the Equal Access Offer is the Shareholder’s value through increasing the earnings per Share of the Company. By reducing the number of outstanding Shares, the value of each Share held by Shareholders will increase.
- 3.2 The trading volume of the Shares has been low, with an average daily trading volume of approximately 18,124, 26,369, 32,551 and 45,807 Shares during the one-month, three-month, six-month and 12-month periods prior to and including 18 January 2024, being the last full day on which the Shares were available for trading on the SGX-ST prior to the Announcement Date respectively. The Equal Access Offer provides Shareholders who find it difficult to sell down a substantial portion of the shareholdings in the Company as a result of the low trading volume in the Shares with an opportunity to liquidate and realise their investment in the Shares. This is an option which may not otherwise be readily available due to the low trading liquidity of the Shares.
- 3.3 The Board had taken the view that the Equal Access Offer promotes fairness and inclusivity amongst all Shareholders by ensuring that all Shareholders have an equal opportunity to participate in the Equal Access Offer, irrespective of their shareholding size.
- 3.4 After careful consideration of the above and taking into account the surplus cash available, the prevailing market conditions and the circumstances surrounding the Company, the Board is of the view that undertaking the Equal Access Offer would be an appropriate measure for the benefit of Shareholders, especially Shareholders who are in need of short-term liquidity. The Equal

Access Offer provides Shareholders with the opportunity to dispose of their Shares for cash without any transaction costs and/or realise their investment in the Company concurrently.

- 3.5 The Board does not propose to carry out the Equal Access Offer to an extent that would, or in circumstances that might, result in a material adverse effect on the liquidity and/or the financial position of the Group, taking into account the working capital requirements of the Company and gearing levels.

4. SOURCE OF FUNDS

Assuming the Maximum Buyback Amount, the Company will commit S\$16.68 million towards the purchase of Shares under the Equal Access Offer. The Company will use internal resources to finance the Equal Access Offer.

The Directors are of the view that the Equal Access Offer will not result in a material adverse effect on the working capital requirements or the gearing levels of the Company and the Group, or result in the Company being delisted from the SGX-ST.

5. DESPATCH OF OFFER LETTERS AND ACCEPTANCE FORMS

Further terms of the Equal Access Offer, including the procedures for acceptance, will be provided in the Offer Letter. The Offer Letter, together with the relevant form(s) of acceptance and transfer (the “**Acceptance Forms**”), will be despatched to Shareholders in due course.

6. OVERSEAS SHAREHOLDERS

- 6.1 The availability of the Equal Access Offer to Shareholders whose addresses are outside Singapore as shown in the Register of Members or, as the case may be, in the records of CDP (the “**Overseas Shareholders**”) may be affected by the laws of the relevant overseas jurisdictions. Accordingly, Overseas Shareholders should inform themselves about and observe any applicable legal requirements. **For the avoidance of doubt, the Equal Access Offer will be made to all Shareholders, including those to whom the Offer Letter and the Acceptance Forms may not be sent.** The Offer Letter does not constitute an offer or a solicitation to any person in any jurisdiction in which such offer or solicitation is unlawful and the Equal Access Offer is not being made into any jurisdiction in which the making or acceptance of the Equal Access Offer would not be in compliance with the laws of such jurisdiction. However, the Company may, in its sole discretion, take such action as it may deem necessary to extend the Equal Access Offer to Shareholders in any such jurisdiction.
- 6.2 It is the responsibility of Overseas Shareholders who wish to accept the Equal Access Offer to satisfy themselves as to the full observance of the laws of the relevant jurisdiction, including the obtaining of any governmental or other consent which may be required, or compliance with other necessary formalities or legal requirements and the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Shareholders shall be liable for any such taxes, imposts, duties or other requisite payments payable and the Company and any person acting on the Company’s behalf shall be fully indemnified and held harmless by such Overseas Shareholders for any such taxes, imposts, duties or other requisite payments as the Company and/or any person acting on the Company’s behalf may be required to pay. In accepting the Equal Access Offer, each Overseas Shareholder represents and warrants to the Company that he/she/it is in full observance of the laws of the relevant jurisdiction in that connection and that he/she/it is in full compliance with all necessary formalities or legal requirements.
- 6.3 Where there are potential restrictions on sending the Offer Letter and the Acceptance Form to any overseas jurisdictions, the Company reserves the right not to send the Offer Letter and the Acceptance Form to Overseas Shareholders in such overseas jurisdictions. Subject to compliance with applicable laws, any affected Overseas Shareholder may nonetheless attend in person and obtain a copy of the Offer Letter and the Acceptance Forms during normal business

hours from 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. Alternatively, an affected Overseas Shareholder may, subject to compliance with applicable laws, write to the Company's share registrar at the above-stated address to request the Offer Letter and the relevant Acceptance Forms to be sent to an address in Singapore by ordinary post at his/her/its own risk.

- 6.4 If you are in doubt about your position, you should consult your professional adviser in the relevant jurisdiction.

7. APPLICATION OF THE SINGAPORE CODE ON TAKE-OVERS AND MERGERS

- 7.1 As disclosed in paragraph 2.10.4 of the Share Buyback Circular, Mr. Ang Kiam Meng, Mdm. Tan Yong Chuan, Jacqueline, Mr. Ang Hon Nam, Ms. Nyeo Sai Joo, Mrs. Christina Kong Chwee Huan, Ms. Ang Cheau Hoon, Mr. Ang Kiam Lian, Ms. Wendy Ang Chui Yong, Kok Sing Realty (Pte) Ltd and JBO Holdings Pte. Ltd. (collectively referred to as the **"Relevant Shareholders"**) regard themselves as parties acting in concert in relation to their shares in the Company. As at 17 January 2024, the Relevant Shareholders collectively hold an aggregate of 322,223,308 Shares, representing approximately 50.3% of the voting rights in the Company. As the Relevant Shareholders hold more than 50.0% of the Company's voting rights, notwithstanding any increase in the Relevant Shareholders' interest in the Company, there is no requirement for the Relevant Shareholders to make a general offer under Rule 14 of the Singapore Code on Take-overs and Mergers (the **"Code"**).
- 7.2 Pursuant to the exemption under Section 3(a) of Appendix 2 of the Take-over Code and subject to the conditions in, *inter alia*, Sections 3(a)(i), (ii) and (iii) of Appendix 2 of the Take-over Code required for the exemption, the Relevant Shareholders would be exempted from the requirement to make a mandatory offer under Rule 14 of the Take-over Code as a result of the Company buying back its Shares pursuant to the Share Buyback Mandate.
- 7.3 Based on the interests of the Directors and the substantial Shareholders as at 17 January 2024, the Directors are not aware of any persons who would become obliged to make a mandatory general offer under the Code.
- 7.4 As at the Announcement Date, save as set out in paragraph 7.1 above, the Directors are not aware of any facts or factors which suggest or imply that any particular persons(s) and/or Shareholder(s) are, or may be regarded as, parties acting in concert such that their respective interests in voting shares in the capital of the Company should or ought to be consolidated, and consequences under the Code would ensue as a result of the Equal Access Offer.

8. LISTING STATUS OF THE SHARES

The relevant listing rules of the SGX-ST require a listed company to ensure that at least 10% of its shares is at all times held by public shareholders. The "public" are persons other than the directors, chief executive officer, substantial shareholders or controlling shareholders of the company and its subsidiaries, as well as associates of such persons.

Based on the information available to the Company as at 17 January 2024, approximately 25.4% of the issued share capital of the Company are held in the hands of the public. Assuming all Shareholders tender their Entitled Shares to the Company and the Company repurchases the Maximum Buyback Amount pursuant to the Equal Access Offer, the percentage of Shares held by the public would remain the same at approximately 25.4%. Assuming only the public Shareholders tender their Entitled Shares and Excess Shares to the Company and the Company repurchases the Maximum Buyback Amount pursuant to the Equal Access Offer, the percentage of Shares held by the public would be approximately 17.1%.

There is therefore an adequate number of Shares in public hands for the Company to undertake the Equal Access Offer.

9. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors (including those who have delegated detailed supervision of the preparation of this announcement) collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Equal Access Offer, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

10. CAUTIONARY STATEMENT

- 10.1 Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders and potential investors should consult their stockbrokers, bankers, solicitors or other professional advisers if they have any doubt about the actions they should take.
- 10.2 Shareholders are further advised that this announcement serves as only an update to shareholders and does not constitute an offer.

By Order of the Board

TAN CHER LIANG
INDEPENDENT CHAIRMAN
19 JANUARY 2024

This announcement has been prepared by the Company and has been reviewed by the Company's sponsor, United Overseas Bank Limited (the "Sponsor"), for compliance with Rules 226(2)(b) and 753(2) of the SGX-ST Listing Manual Section B: Rules of Catalist.

This announcement has not been examined or approved by the SGX-ST. The SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Ms Priscilla Ong, Vice President, Equity Capital Markets, who can be contacted at 80 Raffles Place, #03-03 UOB Plaza 1, Singapore 048624, telephone: +65 6533 9898.