



JASON HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 201119167Z)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Jason Holdings Limited (the “**Company**”) will be held at 16 Tampines Street 92, JP Building, Singapore 528873 on Wednesday, 30 April 2014 at 1:30 p.m. for the following purposes:

As Ordinary Business

- To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2013 and the Reports of the Directors and the Auditors thereon. **(Resolution 1)**
- To re-elect Mr Tan Lai Heng, who is retiring pursuant to Article 98 of the Articles of Association of the Company and has offered himself for re-election.
Mr Tan Lai Heng will, upon re-election as a Director of the Company, remain as a member of the Audit, Nominating and Remuneration Committees. The Board considers him to be non-independent for the purpose of Rule 704(7) of the Catalyst Rules.
To note that Mr Phua Sian Chin, who is retiring pursuant to Article 98 of the Articles of Association of the Company, will not seek for re-election at the forthcoming Annual General Meeting (the “AGM”). **(Resolution 2)**
- To approve the payment of Directors' fees amounting to S\$95,000 for the financial year ending 31 December 2014 payable quarterly in arrears. **(Resolution 3)**
- To re-appoint Messrs BDO LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 4)**
- To transact any other ordinary business which may be properly transacted at an AGM.

As Special Business

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

6. Authority to Allot and Issue Shares

THAT pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (the “**Act**”) and Rule 806 of the Catalyst Rules, the Directors of the Company be authorised and empowered to:

- (i) allot and issue shares in the capital of the Company (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 may in their absolute discretion deem fit; and

- (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any instrument made or granted by the Directors while this Resolution was in force, provided that:
 - the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of instruments, made or granted pursuant to this Resolution), shall not exceed 100% of the total number of issued shares in the capital of the Company (excluding treasury shares) (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of shares to be issued other than on a pro-rata basis to the existing shareholders of the Company (including shares to be issued in pursuance of instruments made or granted pursuant to this Resolution) shall not exceed 50% of the total number of issued shares in the capital of the Company (excluding treasury shares) (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 percentage of the issued shares shall be based on the total number of issued shares in the capital of the Company (excluding treasury shares) at the time this Resolution is passed, after adjusting for:
 - new shares arising from the conversion or exercise of any convertible securities;
 - new shares arising from exercise of share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution, provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalyst Rules; and
 - 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 Catalyst 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 Articles of Association for the time being of the Company; and
 - the authority conferred by this Resolution shall, unless revoked or varied by the Company in general meeting, continue to be in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note 1]

(Resolution 5)

By Order of the Board

Andrew Loke Yew Kong
Teo Meng Keong
Company Secretaries
Singapore
15 April 2014

Notes:

- A member of the Company entitled to attend and vote at the Annual General Meeting of the Company is entitled to appoint not more than two proxies to attend in his stead. A proxy need not be a member of the Company.
- Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies.
- If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #02-00, Singapore 068898, not less than 48 hours before the time appointed for holding the Annual General Meeting of the Company.

Explanatory Note:

- Resolution 5 is to empower the Directors of the Company, effective until conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting 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 allot and issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, without seeking any further approval from shareholders in general meeting but within the limitation imposed by this Resolution, for such purposes as the Directors may consider would be in the best interests of the Company. The aggregate number of shares (including shares to be made in pursuance of instruments made or granted pursuant to this Resolution) to be allotted and issued would not exceed 100% of the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of passing of this Resolution. For issue of shares (including shares to be made in pursuance of instruments made or granted pursuant to this Resolution) other than on a pro-rata basis to all shareholders shall not exceed 50% of the total issued shares at the time of the passing of this Resolution.

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of **JASON HOLDINGS LIMITED** (the “**Company**”) will be held at 16 Tampines Street, JP Building, Singapore 528873 on 30 April 2014 at 2.00 p.m., for the purpose of considering, and if thought fit, passing with or without modifications, the following Ordinary Resolution:

ORDINARY RESOLUTION – PROPOSED SHARE SPLIT OF EVERY ONE (1) ORDINARY SHARE IN THE CAPITAL OF THE COMPANY INTO TWO (2) ORDINARY SHARES (“SHARE SPLIT”)

THAT:

- on and with effect from the Share Split Books Closure Date to be determined by the Directors of the Company, every one (1) ordinary share in the capital of the Company be subdivided into two (2) ordinary shares in the capital of the Company; and
- the Directors of the Company and each of them be and are hereby authorised and empowered to do all acts and things as they or he may consider necessary or expedient to give effect to the Share Split, including without limitation to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alterations or modifications to any document (if required) in the interests of the Company, and, to the extent that any of the foregoing have been done, that they be and are hereby adopted, confirmed and ratified.

BY ORDER OF THE BOARD

Andrew Loke
Company Secretary
15 April 2014
Singapore

IMPORTANT Please read notes below:

Notes:

- A member of the Company entitled to attend and vote at the above Extraordinary General Meeting is entitled to appoint one or two proxies to attend and vote on his behalf. Such proxy need not be a member of the Company.
- Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the Proxy Form.
- The instrument appointing a proxy must be lodged at the registered office of the Company at 16 Tampines Street, JP Building, Singapore 528873 not less than 48 hours before the time appointed for the Extraordinary General Meeting.
- If the appointer is a corporation, the instrument appointing a proxy must be under seal or the hand of its duly authorised officer or attorney.

*These notices have been prepared by the Company and the contents have been reviewed by the Company's sponsor, Canaccord Genuity Singapore Pte. Ltd. (“**Sponsor**”), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (“**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 Alex Tan, Chief Executive Officer, Canaccord Genuity Singapore Pte. Ltd., at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 6854-6160.