



JADASON ENTERPRISES LTD
(Company Registration No.199003898K)
(Incorporated in Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of Jadason Enterprises Ltd (the “Company”) will be held by way of electronic means on Monday, 29 June 2020 at 2.00 p.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Auditor’s Report thereon.

(Resolution 1)

- To re-elect Ms Linna Hui Min as Director of the Company retiring pursuant to Regulation 89 of the Constitution of the Company.

Ms Linna Hui Min will, upon her re-election as Director of the Company, remain as the Executive Director and will be considered non-independent. Please refer to page 103 to page 106 of the Annual Report FY2019 for the detailed information required pursuant to Rule 720(6) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”).

(Resolution 2)

- To re-elect Ms Queeny Ho as Director of the Company retiring pursuant to Regulation 89 of the Constitution of the Company.

Ms Queeny Ho will, upon her re-election as Director of the Company, remain as the Non-Executive Chairman and will be considered non-independent. Please refer to page 103 to page 106 of the Annual Report FY2019 for the detailed information required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.

(Resolution 3)

- To appoint Messrs BDO LLP as the Auditor of the Company in place of the retiring Auditor, Messrs Ernst & Young LLP, and to authorise the Directors to fix their remuneration.

(Resolution 4)

[See Explanatory Note (i)]

- 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:

- To approve the payment of Directors’ fees of S\$150,000 for the financial year ended 31 December 2019 (previous year: S\$150,000).

(Resolution 5)

[See Explanatory Note (ii)]

- Authority to issue shares**

That pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the SGX-ST, The Directors of the Company be authorised and empowered to:

- (i) issue shares in 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 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,

(the “Share Issue Mandate”)

provided that:

- the aggregate number of shares (including shares to be issued pursuant to the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution 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), of which the aggregate number of shares and Instruments to be issued other than on a pro rata basis to existing shareholders of the Company shall not exceed twenty per centum (20%) 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);
- (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under subparagraph (1) above, the total number of issued shares 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:
 - new shares arising from the conversion or exercise of any convertible securities;
 - new shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
 - any subsequent bonus issue, consolidation or subdivision of shares;
 Adjustments in accordance with 7(2)(a) or 7(2)(b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of passing of the Share Issue Mandate.
- in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) 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 or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.

(Resolution 6)

[See Explanatory Note (iii)]

- Renewal of Share Buyback Mandate**

That for the purposes of Sections 76C and 76E of the Companies Act, Cap. 50, the Directors of the Company be and are hereby authorised to make purchases or otherwise acquire issued shares in the capital of the Company from time to time (whether by way of market purchases or off-market purchases on an equal access scheme) of up to ten per centum (10%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as ascertained as at the date of AGM of the Company) at the price of up to but not exceeding the Maximum Price as defined in the appendix ‘Renewal of Share Buyback Mandate’ attached to this Notice of AGM (“Attachment 2”), in accordance with the “Terms of the Share Buyback Mandate” set out in Attachment 2 and this mandate shall, unless revoked or varied by the Company in general meeting, 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.

(Resolution 7)

[See Explanatory Note (iv)]

By Order of the Board

Tan Kok Yong
Secretary
Singapore, 12 June 2020

Explanatory Notes:

- (i) The Company is seeking approval from the shareholders on the change of the Auditor of the Company from Messrs Ernst & Young LLP to Messrs BDO LLP. Please refer to the appendix ‘The Proposed Change of the Auditors of the Company from Messrs Ernst & Young LLP to Messrs BDO LLP’ attached to this Notice of AGM (“Attachment 1”) for more information pertaining to this Resolution.
- (ii) The Company is seeking approval from the shareholders to approve the payment of Directors’ fees of S\$150,000 to Non-Executive Directors in accordance with the Constitution of the Company as a special business.
- (iii) The Ordinary Resolution 6 in item 7 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, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20% may be issued other than on a pro-rata basis to existing shareholders of the Company.

For determining the aggregate number of shares that may be issued, the percentage of issued shares 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 the Instruments or 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.

- (iv) The Ordinary Resolution 7 proposed in item 8 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, whichever is the earlier, to repurchase ordinary shares of the Company by way of market purchases or off-market purchases of up to ten per centum (10%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the Maximum Price as defined in Attachment 2. The rationale for, the authority and limitation on, the sources of funds to be used for the purchase or acquisition including the amount of financing and the financial effects of the purchase or acquisition of ordinary shares by the Company pursuant to the Share Buyback Mandate on the audited consolidated financial accounts of the Group for the financial year ended 31 December 2019 are set out in greater detail in Attachment 2.

Notes:

General

- This AGM is being convened and will be held by way of electronic means pursuant to COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice of AGM, appendices to this Notice of AGM – Attachment 1 and Attachment 2, the Proxy Form and the Annual Report FY2019 will not be sent to members. Instead, these documents will be published on the Company’s website at the URL www.jadason.com and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
- Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the AGM can be electronically accessed via live audio-visual webcast or live-audio only stream), submission of questions to the Chairman of the Meeting in advance of the AGM, addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman of the Meeting as proxy at the AGM, are set out in this Notice of AGM.
- Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the AGM in person. The Company has made alternative arrangements to facilitate a live webcast of the AGM (“Live Webcast”) in place of the originally scheduled physical meeting. Shareholders will be able to participate at the AGM by:
 - watching or listening to the AGM proceedings via Live Webcast;
 - submitting questions in advance of the AGM; and/or
 - voting by proxy at the AGM.

Please see below for these alternative arrangements.

Registration process for participation in the AGM via Live Webcast

- Shareholders who wish to participate in the AGM proceedings through the Live Webcast via their mobile phones, tablets or computers must register for an account at sg.conveneagm.com/jadasonagm2020 by **2.00 p.m. on 27 June 2020** (the “Registration Deadline”) to enable the Company to verify their status as shareholders.
- Following the verification, authenticated shareholders will receive an email by 2.00 p.m. on 28 June 2020, and will be able to access the Live Webcast using the account created during the registration.
- Shareholders who register by the Registration Deadline but do not receive an email response to access the Live Webcast may contact the Share Registrar on 28 June 2020 for assistance at rhcaoscar@rhtcorporat.com, with his/her/its full name and identification number.
- Persons who hold shares through relevant intermediaries (as defined in section 181 of the Companies Act, Chapter 50 of Singapore), including CPF and SRS investors, and who wish to participate in the AGM by:
 - observing and/or listening to the AGM proceedings via Live Webcast;
 - submitting questions in advance of the AGM; and/or
 - appointing the Chairman of the AGM as proxy to attend, speak and vote on their behalf at the AGM
 should contact the relevant intermediary (which would include, in the case of CPF and SRS investors their respective CPF Agent Banks and SRS Operators) through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

Submission of questions prior to the AGM

- Shareholders will not be able to ask questions during the Live Webcast. Shareholders may submit their questions relating to the items on the agenda of the AGM in advance, **no later than 22 June 2020 at 2.00 p.m.** by digital submission at sg.conveneagm.com/jadasonagm2020. Please provide your full name as per CDP/CPF/SRS/Scrip-based account records, NRIC/Passport No./Company Registration No., contact number, current address, email address and number of shares held during the submission for verification purpose.
- The Company will endeavour to address the substantial and relevant queries from shareholders during the AGM. Please note that the Company is unable to take on questions through the Live Webcast proceedings. The minutes of the AGM, including the responses from the Board and management, to substantial and relevant questions from shareholders will be published on the SGXNet and the Company’s website within one (1) month after the conclusion of the AGM.

Voting by Proxy

- If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy, to vote on his/her/its behalf at the AGM. In appointing the Chairman of the Meeting as proxy, such member (whether individual or corporate) is/are advised to specify his/her/its votes for the respective resolutions in the instrument appointing the Chairman of the Meeting as proxy (“Proxy Form”). The accompanying Proxy Form for the AGM will not be sent to members, but will be made available on the Company’s website at the URL www.jadason.com and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
- A Member of the Company (including a Relevant Intermediary¹) entitled to vote at the AGM must appoint the Chairman of the Meeting to act as proxy and direct the vote at the AGM.
- The instrument appointing the Chairman of the Meeting as proxy must be deposited at the Registered Office of the Company at 3 Kaki Bukit Crescent #03-01 Singapore 416237 or submit digitally to sg.conveneagm.com/jadasonagm2020, **not later than 2.00 p.m. on 27 June 2020**, being forty-eight (48) hours before the time appointed for holding the AGM.
- The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing the Chairman of the Meeting as proxy is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument, failing which the instrument may be treated as invalid.
- CPF or SRS Investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM, by 5.00 p.m. on 17 June 2020.
- Please note that shareholders WILL NOT be able to vote through the Live Webcast and CAN ONLY VOTE WITH THEIR PROXY FORMS which are required to be submitted in accordance with the foregoing paragraphs.
- The Annual Report FY2019, Notice of AGM and Proxy Form may be accessed on the Company’s website at the URL www.jadason.com and are also made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Personal data privacy:

By pre-registering for the Live Webcast, submitting an instrument appointing the Chairman of the AGM as the proxy 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 or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) 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 (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.

IMPORTANT REMINDER: Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change its AGM arrangements at short notice. Shareholders should check the SGX website at the URL <https://www.sgx.com/securities/company-announcements> for the latest updates on the status of the AGM, if any.

¹ A Relevant Intermediary is:

- a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
- the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.