



JEP HOLDINGS LTD.
(Company Registration No. 199401749E)
(Incorporated in the Republic of Singapore)

**NOTICE TO SHAREHOLDERS REGARDING ELECTRONIC DISSEMINATION
OF OFFEREE BOARD CIRCULAR**

BOARD OF DIRECTORS:

MR. ANDY LUONG
(Executive Chairman and Chief Executive Officer)

MR. ZEE HOONG HUAY
(Executive Director)

MR. WONG GANG
(Lead Independent Director)

MR. KONG CHEE KEONG
(Independent Director)

MS. LEE SOOK WAI, IRENE
(Independent Director)

19 May 2021

To: The Shareholders of JEP Holdings Ltd.

Dear Sir/Madam,

REGISTERED OFFICE:

16 Seletar Aerospace Crescent, Singapore 797567

1. The board of directors (the **"Board"**) of JEP Holdings Ltd. (the **"Company"**) refers to:
 - (a) the announcement dated 21 April 2021 made by UOB Kay Hian Private Limited for and on behalf of UMS Holdings Limited (the **"Offeror"**) relating to the mandatory unconditional cash offer (the **"Offer"**) by the Offeror for all the issued and paid-up ordinary shares in the capital of the Company (excluding treasury shares), which are not already owned, controlled or agreed to be acquired by the Offeror and the parties acting in concert with it, in accordance with Section 139 of the Securities and Futures Act (Cap 289) and Rule 14 of the Singapore Code on Take-overs and Mergers (**"Offer Announcement"**);
 - (b) the announcement issued on 21 April 2021 by the Company in response to the Offer Announcement;
 - (c) the announcement issued on 27 April 2021 by the Company relating to the appointment of W Capital Markets Pte. Ltd. as the independent financial adviser (**"IFA"**) to advise the directors of the Company who are considered to be independent for the purpose of making a recommendation to Shareholders in respect of the Offer (**"Independent Directors"**);
 - (d) the offer document dated 5 May 2021 issued by the Offeror setting out the full terms and conditions of the Offer (**"Offer Document"**);
 - (e) the announcement issued on 5 May 2021 by the Company in response to the dissemination of the Offer Document;
 - (f) the news release by the Singapore Exchange Securities Trading Limited (**"SGX-ST"**) on 6 May 2020 announcing that the Monetary Authority of Singapore (**"MAS"**), the Securities Industry Council (**"SIC"**) and the Singapore Exchange Regulation (**"SGXRegCo"**) have introduced temporary measures to allow, with immediate effect until 30 September 2020, listed issuers and parties involved in takeover or merger transactions the option to electronically disseminate take-over documents through publication on SGXNET and their corporate websites, thereby dispensing with the need to despatch hardcopy documents related to such take-over or merger transactions as required under the Securities and Futures Act (Cap 289), the Code and the Singapore Exchange Listing Rules; and
 - (g) the joint statement by the MAS, SIC and SGX RegCo on 29 September 2020 announcing that listed issuers and parties involved in take-over or merger transactions will continue to have the option to electronically disseminate take-over documents through publication on SGXNET and their corporate websites until 30 June 2021.

Unless otherwise defined, all capitalised terms used herein shall have the meanings ascribed in the Offeree Circular (as defined herein).

2. The Company has today issued the offeree board circular dated 19 May 2021 (the “**Offeree Circular**”) to the Shareholders. The Offeree Circular contains, inter alia, the following information:
- (a) the advice of the IFA to the Independent Directors; and
 - (b) the recommendation of the Independent Directors to Shareholders in respect of the Offer.

3. **The Company has opted for electronic dissemination of the Offeree Circular. Please note that no printed copies of the Offeree Circular will be despatched to Shareholders.**

4. The Offeree Circular has, as of the date of this Notice, been made available on the SGXNET announcement page of the Company. To access the electronic version of the Offeree Circular, please access the SGXST’s website at <https://www.sgx.com/> and select the section “**Securities**”, choose “**Company Information**” and then “**Company Announcements**” from the drop-down menu list and type the name of the Company: “JEP Holdings Ltd.” in the box titled “Filter by Company/Security Name”. “JEP Holdings Ltd.” will appear as an item below the filter box. Please click it to see a list of the announcements made by the Company and select the title of the announcement on the 19 May 2021 entry. The Offeree Circular can be accessed by clicking on the link under the section titled “Attachments” at the bottom of the 19 May 2021 announcement.

Alternatively, the Offeree Circular is available on the SGXNET announcement page of the Company at the following URL: <https://www.sgx.com/securities/company-announcements?value=JEP%20HOLDINGS%20LTD.&type=company>

5. Should you have any question or require any clarification on the above, you may write to the Company at: ir@jep-holdings.com

6. The Company has also today despatched a printed copy of this Notice to Shareholders.

7. **Shareholders should read and carefully consider the contents of the Offeree Circular, including the advice of the IFA to the Independent Directors as well as the recommendation of the Independent Directors in respect of the Offer before deciding whether to accept or reject the Offer. If you are in any doubt in relation to the Offer or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.**

8. **Closing Date**

Shareholders should note that as stated in the Offer Document, the Offer will close at 5.30 p.m. (Singapore time) on 2 June 2021 (the “**Closing Date**”) and notice is given that the Offer will not be extended, revised or open for acceptance beyond 5.30 p.m. (Singapore time) on the Closing Date.

9. **Directors’ Responsibility Statement**

The directors of the Company (including those who have delegated detailed supervision of this Notice) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this Notice (other than those relating to the Offeror and the Offer) are fair and accurate, and that no material facts have been omitted from this Notice, and they jointly and severally accept responsibility accordingly.

Where information in this Notice has been extracted or reproduced from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the directors of the Company has been to ensure that such information has been accurately and correctly extracted from such sources and/or reproduced in this Notice in its proper form and context.

BY ORDER OF THE BOARD

Wong Gang
Lead Independent Director
For and on behalf of the Board of Directors
of JEP Holdings Ltd.

19 May 2021

This notification 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 notification.

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

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
Email : sponsor@rhtgoc.com