



Jardine Cycle & Carriage

JARDINE CYCLE & CARRIAGE LIMITED

(the "Company")

(Co. Reg. No.: 196900092R)

(Incorporated in the Republic of Singapore)

NOTICE OF ADJOURNED ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the adjourned 51st Annual General Meeting of the Company (the "Adjourned AGM") will be convened and held by way of electronic means on **Friday, 22 May 2020 at 11.30 a.m. (Singapore time)** to transact the business set out in the Company's Notice of Annual General Meeting dated 3 April 2020 (the "Notice of AGM").

Printed copies of the Notice of AGM were previously sent to shareholders on 3 April 2020. The Notice of AGM may be accessed at the AGM 2020 page of the Company's website at the URL <https://www.jcclgroup.com/investor-relations/agm-2020/> by clicking on the hyperlink "Notice of AGM dated 3 April 2020". The Notice of AGM is also available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

By Order of the Board
Jeffery Tan Eng Heong
Company Secretary

Singapore, 1 May 2020

Important Notes to Shareholders on Alternative Arrangements for the Adjourned AGM:

1. The Adjourned 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.
2. Printed copies of this Notice of Adjourned AGM will not be sent to members. Instead, this Notice of Adjourned AGM will be sent to members solely by electronic means:
 - (a) via publication on the AGM 2020 page of the Company's website at the URL <https://www.jcclgroup.com/investor-relations/agm-2020/>; and
 - (b) via publication on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
3. **Due to the current Covid-19 restriction orders in Singapore, a member will not be able to attend the Adjourned AGM in person.**

A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Adjourned AGM if such member wishes to exercise his/her/its voting rights at the Adjourned AGM.

Alternative arrangements relating to:

- (a) attendance at the Adjourned AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream);
- (b) submission of questions to the Chairman of the Meeting in advance of the Adjourned AGM, and addressing of substantial and relevant questions at the Adjourned AGM; and

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(c) voting by appointing the Chairman of the Meeting as proxy at the Adjourned AGM, are set out in notes 4, 5 and 6 below.

4. **Attendance via electronic means:** Members may participate in the Adjourned AGM by:

- (a) watching the live audio-visual webcast of the Adjourned AGM proceedings; or
- (b) listening to the live audio-only stream of the Adjourned AGM proceedings.

Members will need to pre-register at the Company's website for either of these accesses. They may visit the AGM 2020 page of the Company's website at the URL <https://www.jcclgroup.com/investor-relations/agm-2020/> to pre-register. **Full instructions and details are available on the webpage.** The registration deadline is 11.30 a.m. on 19 May 2020.

5. **Submission of questions in advance:** Members may pre-submit any questions they may wish to ask in relation to the resolutions to be tabled at the Adjourned AGM. They may visit the AGM 2020 page of the Company's website at the URL <https://www.jcclgroup.com/investor-relations/agm-2020/> to pre-submit their questions. The submission deadline is 11.30 a.m. on 19 May 2020.

Members who had previously submitted their questions via the 2020 AGM page of the Company's website pursuant to the Company's advisory dated 3 April 2020 **do not need to re-submit their questions.**

The Company will consider all such questions and endeavour to address all substantial and relevant questions received from members prior to, or during, the Adjourned AGM.

6. **Voting by appointing the Chairman of the Meeting as proxy:**

- (a) If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the Adjourned AGM, the member must:
 - (i) **use the new proxy form for the Adjourned AGM** (the "**Adjourned AGM Proxy Form**") to appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Adjourned AGM;
 - (ii) give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Adjourned AGM Proxy Form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid; and
 - (iii) submit the Adjourned AGM Proxy Form to the Company by post or by email (see further details below), at least 72 hours before the time for holding the Adjourned AGM, i.e., by 11.30 a.m. on 19 May 2020.
- (b) The Adjourned AGM Proxy Form can be obtained electronically from the AGM 2020 page of the Company's website at the URL <https://www.jcclgroup.com/investor-relations/agm-2020/>, or from the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of the Adjourned AGM Proxy Form will not be sent to members.
- (c) The Adjourned AGM Proxy Form appointing the Chairman of the Meeting as proxy must be submitted to the Company in either of the following manners:
 - (i) if submitted by post, be lodged with the Company's Share Registrar, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902; or
 - (ii) if submitted electronically, be submitted via email to the Company's Share Registrar at GPD@mncsingapore.com.

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A member who wishes to submit the Adjourned AGM Proxy Form must complete and sign the form, before submitting it by post to the address provided above or sending it by email (e.g., enclosing a completed and signed PDF copy of the form) to the email address provided above.

In view of the current Covid-19 situation and the related safe distancing measures which may make it difficult for members to submit the completed Adjourned AGM Proxy Forms by post, members are strongly encouraged to submit the completed forms electronically via email.

- (d) For members who had already submitted valid proxy forms appointing the Chairman of the Meeting or other person(s) as proxy(ies) previously which were **deposited/lodged with the Company prior to 13 April 2020**, such members **do not have to submit the Adjourned AGM Proxy Form, provided that:**
- (i) they had indicated in their proxy forms how they wished to vote for or vote against, or abstain from voting, on each resolution; and
 - (ii) they do not withdraw the proxy form.

If these members are verified as members as at 11.30 a.m. on 19 May 2020, the Company shall be entitled to, and will, treat such proxy forms as valid instruments appointing the Chairman of the Meeting as the members' proxy to attend, speak and vote at the Adjourned AGM in accordance with their specified instructions.

- (e) A member may withdraw a proxy form appointing the Chairman of the Meeting or other person(s) as proxy(ies) by sending an email to the Company's Share Registrar at GPD@mncsingapore.com to notify the Company of the withdrawal, at least 72 hours before the time for holding the Adjourned AGM, i.e., by 11.30 a.m. on 19 May 2020.
- (f) Submission by a member of a valid Adjourned AGM Proxy Form appointing the Chairman of the Meeting as proxy at least 72 hours before the time for holding the Adjourned AGM, i.e., 11.30 a.m. on 19 May 2020, will supersede any previous proxy form appointing a proxy(ies) submitted by that member.
- (g) The Chairman of the Meeting, as proxy, need not be a member of the Company.
- (h) Any reference to a time of day is to Singapore time.

7. Persons who hold shares through relevant intermediaries:

- (a) CPF/SRS investors who hold Jardine Cycle & Carriage Limited shares through the respective CPF Agent Banks/SRS Operators (being relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 of Singapore) and who wish to participate in the Adjourned AGM by (a) watching or listening to the Adjourned AGM proceedings via the live audio-visual webcast or the live audio-only stream, and/or (b) submitting questions in advance of the Adjourned AGM, may pre-register at the AGM 2020 page of the Company's website at the URL <https://www.jcclgroup.com/investor-relations/agm-2020/>.

CPF/SRS investors who wish to participate in the Adjourned AGM by appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the Adjourned AGM should contact their respective CPF Agent Banks/SRS Operators by 5.00 p.m. on 12 May 2020 if they wish to appoint the Chairman of the Meeting as proxy. The Adjourned AGM Proxy Form is not valid for use by CPF/SRS investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

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- (b) Investors who hold Jardine Cycle & Carriage Limited shares via a securities sub-account with a Depository Agent (“DA”) (being a relevant intermediary as defined in Section 181 of the Companies Act, Chapter 50 of Singapore) and who wish to participate in the Adjourned AGM by (a) watching or listening to the Adjourned AGM proceedings via the live audio-visual webcast or the live audio-only stream, and/or (b) submitting questions in advance of the Adjourned AGM, may pre-register at the AGM 2020 page of the Company’s website at the URL <https://www.jcclgroup.com/investor-relations/agm-2020/>. However, such investors should note that they will not be registered unless their DA has written to the Company to confirm that they are a securities sub-account holder with the DA, and that they hold Jardine Cycle & Carriage Limited shares. Such investors should inform their DA that they have pre-registered for the Adjourned AGM webcast/audio stream, and provide their DA with the same name, email address, identification number and contact number as they have provided on the registration page. If such investors wish to appoint the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the Adjourned AGM, they should contact their respective DAs as soon as possible in order for the necessary arrangements to be made by their DAs for such appointment.

8. **Annual Report and Letter to Shareholders:** The Annual Report for the financial year ended 31 December 2019 (“**2019 Annual Report**”) and the Letter to Shareholders dated 3 April 2020 in relation to the renewal of the share purchase mandate and general mandate for interested person transactions (“**Letter to Shareholders**”) may be accessed at the Company’s website as follows:

- (a) the 2019 Annual Report may be accessed at the URL <https://www.jcclgroup.com/investor-relations/annual-reports/> under “2019 Annual Report”; and
- (b) the Letter to Shareholders may be accessed at the URL <https://www.jcclgroup.com/investor-relations/annual-reports/> under “2019 Annual Report” by clicking on the hyperlink “Letter to Shareholders”.

If members are requesting or have requested for a physical copy of the 2019 Annual Report and/or Letter to Shareholders, they should expect a delay. Their requests can only be processed after 1 June 2020 or at such time when permitted by the related safe distancing measures.

9. **Reminder:** Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change its arrangements for the Adjourned AGM at short notice. Members should check the AGM 2020 page of the Company’s website at the URL <https://www.jcclgroup.com/investor-relations/agm-2020/> for the latest updates on the status of the Adjourned AGM.

Personal data privacy:

By submitting a proxy form appointing the Chairman of the Meeting as proxy to attend, speak and vote at the adjourned Annual General Meeting and/or any adjournment thereof, a member of the Company 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 for the adjourned Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the adjourned 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.