

# JES INTERNATIONAL HOLDINGS LIMITED

(Company Registration No. 200604831K)

(the “Company”)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of **JES INTERNATIONAL HOLDINGS LIMITED** will be held at Arena Country Club, 511 Upper Jurong Rd, 638366 on 31 August 2016, Wednesday at 9.30 a.m. for the following purposes:

### AS ORDINARY BUSINESS

1. To receive and adopt the Audited Accounts for the financial year ended 31 December 2014 together with the Reports of the Directors and the Auditors of the Company. **(Resolution 1)**
2. To re-elect Ms Jin Yu, who is retiring in accordance with Article 107 of the Company’s Articles of Association as Director of the Company. **(Resolution 2)**  
*[See Explanatory Note (i)]*
3. To re-elect Dr Fu Xiaobin, who is retiring in accordance with Article 107 of the Company’s Articles of Association as Director of the Company. **(Resolution 3)**  
*[See Explanatory Note (ii)]*
4. To re-elect Mr Wu Wei, who is retiring in accordance with Article 117 of the Company’s Articles of Association as Director of the Company. **(Resolution 4)**  
*[See Explanatory Note (iii)]*
5. To re-elect Mr Wee Meng Seng Aloysius, who is retiring in accordance with Article 117 of the Company’s Articles of Association as Director of the Company. **(Resolution 5)**  
*[See Explanatory Note (iv)]*
6. To re-elect Mr Liu Yi, who is retiring in accordance with Article 117 of the Company’s Articles of Association as Director of the Company. **(Resolution 6)**  
*[See Explanatory Note (v)]*
7. To re-appoint BDO LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 7)**

### AS SPECIAL BUSINESS

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

8. **Authority to issue shares**

“That, pursuant to Section 161 of the Companies Act, Cap. 50 (the “**Act**”) and Rule 806(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), authority be and is hereby given to the Directors of the Company to allot and issue shares and convertible securities in the Company 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, to:

- (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
- (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, “**Instruments**”) including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;
- (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues;

and (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuant to any Instrument made or granted by the Directors while the authority was in force, provided always that:

- (a) 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) does not exceed fifty per centum (50%) of the Company’s total number of issued shares excluding treasury shares, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a pro-rata basis to shareholders of the Company does not exceed twenty per centum (20%) of the total number of issued shares excluding treasury shares, and for the purpose of this Resolution, the total number of issued shares excluding treasury shares shall be the Company’s total number of issued shares excluding treasury shares at the time this

resolution is passed, after adjusting for;

- (i) new shares arising from the conversion or exercise of convertible securities, or
  - (ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed, and
  - (iii) any subsequent bonus issue, consolidation or subdivision of the Company's shares.
- (b) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier."

**(Resolution 8)**

*[See Explanatory Note (vi)]*

9. To transact any other business which may be properly transacted at an Annual General Meeting.

By Order of the Board

Lim Kok Meng  
Company Secretary

16 August 2016

**Explanatory Notes:**

- (i) Ms Jin Yu will, upon re-election as a Director of the Company, remain as an executive director of the Company.
- (ii) Dr Fu Xiaobin will, upon re-election as a Director of the Company, remain as an independent director of the Company.
- (iii) Mr Wu Wei will, upon re-election as a Director of the Company, remain as an executive director of the Company.
- (iv) Mr Wee Meng Seng Aloysius will, upon re-election as a Director of the Company, remain as an independent director of the Company.
- (v) Mr Liu Yi will, upon re-election as a Director of the Company, remain as an independent director of the Company.
- (vi) Ordinary Resolution 8 proposed in item no. 8 is to empower the Directors, from the date of the passing of Ordinary Resolution 7 to the date of the next Annual General Meeting, to issue Shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into Shares, and to issue Shares in pursuance of such instruments, up to an amount not exceeding in total 50% of the issued Shares (excluding treasury shares) in the capital of the Company, with a sub-limit of 20% of the issued Shares (excluding treasury shares) for issues other than on a pro rata basis to shareholders.

**Notes:**

- 1) *A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy or proxies (not more than two) to attend and vote on his/her behalf.*
- 2) *A proxy need not be a member of the Company.*
- 3) *If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.*
- 4) *The instrument appointing a proxy must be deposited at the Company's registered office at 160 Paya Lebar Road Orion Building #07-08 Singapore 409022 at least 48 hours before the time of the Annual General Meeting.*