NOTICE IS HEREBY GIVEN that the Annual General Meeting of **Jason Holdings Limited** (the "**Company**") will be held at Koo Chye Bo Seng Hong Temple San Qing Gong, Level 2, 21 Bedok North Avenue 4, Singapore 489948 on Monday, 28 May 2018 at 10:00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2015 together with the Auditor's Report thereon. **(Resolution 1)**

2. To ratify the appointment of BDO LLP as Auditors of the Company for the financial year ended 31 December 2016 and to authorise the Directors to fix their remuneration. **(Resolution 2)**

3. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2016 together with the Auditor's Report thereon. **(Resolution 3)**

4. To note the retirement of Mr Jason Sim Chon Ang, a Director retiring pursuant to Article 98 of the Company's Constitution who would not be seeking for re-election.

5. To note the retirement of Mr Sim Choon Joo, a Director retiring pursuant to Article 98 of the Company's Constitution who would not be seeking for re-election.

6. To re-elect Mr Karam Singh Parmar, who is retiring pursuant to Article 98 of the Company's Constitution and has offered himself for re-election.

   Mr Karam Singh Parmar will, upon re-election as Director of the Company, remain as Chairman of the Nominating Committee and Remuneration Committee and a member of the Audit Committee and will be considered independent for the purpose of Rule 704(7) of the Catalist Rules. **(Resolution 4)**

7. To re-elect Mr Tan Lai Heng, who is retiring pursuant to Article 98 of the Company's Constitution and has offered himself for re-election.

   Mr Tan Lai Heng will, upon re-election as Director of the Company, remain as a member of the Audit Committee, Nominating Committee, and Remuneration Committee and will be considered independent for the purpose of Rule 704(7) of the Catalist Rules. **(Resolution 5)**

8. To re-elect Mr Wui Heck Koon, who is retiring pursuant to Article 98 of the Company's Constitution and has offered himself for re-election.

   Mr Wui Heck Koon will, upon re-election as Director of the Company, remain as Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee and will be considered independent for the purpose of Rule 704(7) of the Catalist Rules. **(Resolution 6)**

9. To re-elect Mr Lim Chwee Kim, who is retiring pursuant to Article 102 of the Company's Constitution and has offered himself for re-election.

   Mr Lim Chwee Kim will, upon re-election as Director of the Company, re-designate as Executive Chairman of the Company and will be considered non-independent. **(Resolution 7)**

10. To approve the payment of Directors' fees amounting to S$95,000 for the financial year ended 31 December 2016. **(Resolution 8)**

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

AS SPECIAL BUSINESS

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

12. **The Proposed Change of Auditors for Financial Year Ended 31 December 2017**

THAT:

Moore Stephens LLP ("**Moore Stephens**") be and is hereby appointed as auditors of the Company in place of BDO LLP to hold office until the conclusion of the next annual general meeting ("**AGM**") of the Company at a remuneration and on such terms to be agreed between the Directors and Moore Stephens.

The Directors and each of them be and are hereby authorised to complete and do all such acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider necessary or expedient for the purposes of or in connection with and to give effect to this resolution.

[See Explanatory Note 1] **(Resolution 9)**

13. **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 Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**Catalist Rules**"), the Directors of the Company be authorised and empowered to:

(I) (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

(II) (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:

(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), shall not exceed 100% of the total number of issued shares in the capital of the Company (excluding treasury shares and subsidiary holdings) (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 and subsidiary holdings) (as calculated in accordance with sub-paragraph (b) below);

(b) (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 and subsidiary holdings) at the time this Resolution is passed, after adjusting for:

(i) new shares arising from the conversion or exercise of any convertible securities;

(ii) 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 Catalist Rules; and

(iii) any subsequent bonus issue, consolidation or sub-division of shares;

(c) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist 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 Constitution for the time being of the Company; and

(d) 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 2]

(Resolution 10)

BY ORDER OF THE BOARD

Wong Yoen Har
Company Secretary
Singapore
11 May 2018

Explanatory Notes:

1. Ordinary Resolution 9 is to approve the appointment of Moore Stephens LLP ("**Moore Stephens**") as auditors of the Company in place of the retiring auditors, BDO LLP ("**BDO**"), and to authorise the Directors to fix their remuneration.

   With limited resources available, the Board is of the view that a change of Auditors is in the best interests of the Company and its shareholders as the quantum of professional fees for the audit services proposed by other audit firms is more competitive. Furthermore, BDO, the retiring auditors, has served as external auditors of the Company since the financial year ended 31 December 2008. The Directors are of the view that a change of auditors would be a good corporate governance practice as it would enable the Company to benefit from fresh perspectives. Therefore, the Board is of the view that it would be in the interests of the Company to effect a change of auditors with effect from the financial year ended 31 December 2017. Accordingly, BDO will not be seeking re-appointment at the forthcoming AGM of the Company.

   The Audit Committee has reviewed and deliberated on the proposed change of auditors and has recommended that Moore Stephens be appointed in place of the retiring auditors, after taking into consideration the suitability of Moore Stephens and the requirements of Rules 712 and 715 of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited (the "**Catalist Rules**").

   The Directors have taken into account the Audit Committee's recommendation, and considered factors such as the adequacy of the resources and experience of Moore Stephens, and the persons to be assigned to the audit, Moore Stephens' audit engagements, the size and complexity of the Company and its subsidiary and the number and experience of Moore Stephens' supervisory and professional staff to be assigned to the audit, and is satisfied that Moore Stephens will be able to meet the audit requirement of the Company. Accordingly, the Directors recommend the appointment of Moore Stephens as the auditors of the Company in place of the retiring auditors, BDO.

   BDO has confirmed that it is not aware of any professional reasons why Moore Stephens should not accept the appointment as auditors of the Company.

   The Company confirms that there were no disagreements with BDO on accounting treatments within the last 12 months. The Company confirms that it is not aware of any circumstances connected with the change of auditors that should be brought to the attention of the shareholders of the Company.

   The Company confirms that is has complied with Rules 712 and 715 of the Catalist Rules in relation to the appointment of Moore Stephens as auditors of the Company.

2. Ordinary Resolution 10 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 and subsidiary holdings) 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.

Notes:

1 (a) A member of the Company, who is not a relevant intermediary, is entitled to appoint not more than two proxies to attend and vote at the Annual General Meeting (the "**Meeting**").

(b) A member who is a relevant intermediary, is entitled to appoint more than two proxies to attend and vote at the Meeting, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member.

"Relevant intermediary" has the meaning ascertained to it in Section 181 of the Act.

2 A proxy need not be a member of the Company.

3 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.

4 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.

5 The instrument appointing a proxy must be deposited at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., either by hand at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 or by post at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not less than 48 hours before the time appointed for holding the Meeting.

Personal data privacy:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agents) 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), 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) 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.

*This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, SAC Capital Private Limited ("**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 this notice. This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made, or reports contained in this notice. The contact person for the Sponsor is Mr Ong Hwee Li, at 1 Robinson Road #21-02 AIA Tower, Singapore 048542, telephone (65) 6532 3829.*