



## JUBILEE INDUSTRIES HOLDINGS LTD.

(the "Company")

(Company Registration No. 200904797H)

(Incorporated in the Republic of Singapore)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Jubilee Industries Holdings Ltd. (the "Company") will be held at 10 Ubi Crescent, #02-07, Ubi Techpark Lobby A, Singapore 408564 on Thursday, 20 February 2025 at 10:00 a.m., for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions set out below.

*Unless otherwise defined, all capitalised terms used herein shall bear the same meaning as ascribed to them in the circular to shareholders issued by the Company dated 5 February 2025 (the "Circular").*

**Note on inter-conditionality of resolutions:** Shareholders should note that Resolution 1 (in respect of the Proposed Disposal as a major transaction) and Resolution 2 (in respect of the Proposed Disposal as an interested person transaction) are conditional on each other. This means that if either Resolution 1 or Resolution 2 is not approved, none of the foregoing Resolution 1 and Resolution 2 will be passed.

#### **ORDINARY RESOLUTION 1 – THE PROPOSED DISPOSAL AS A MAJOR TRANSACTION**

**IT IS RESOLVED** that, subject to and contingent upon the passing of Resolution 2 in this Notice of EGM:

- (a) For the purposes of Chapter 10 of the Catalist Rules, approval be and is hereby given for the disposal by WTE, as vendor, of the Plastic Business to the Purchaser subject to and otherwise in accordance with the terms and conditions of the SPA.
- (b) The directors of the Company from time to time (the "Directors") and each of them be and are hereby authorised to take any and all steps and to do and/or procure to be done any and all acts and things (including without limitation finalising, approving and executing all such documents as may be required) as they and/or he may in their absolute discretion consider necessary, desirable or expedient in order to implement, complete or give effect to all matters and transactions as contemplated in this resolution.

**Note to Resolution 1:** *The Proposed Disposal is treated as an interested person transaction. As such, In accordance with Rule 919 of the Catalist Rules, Accrelist shall, and shall procure that their associates shall, (a) abstain from voting on this Resolution 1 in respect of their shareholdings in the Company, and (b) not accept appointments as proxies unless specific instructions as to voting have been given in the Shareholder Proxy Form(s) by the Shareholder(s) appointing them on how he / she / they wish(es) his / her / their vote(s) to be cast.*

#### **ORDINARY RESOLUTION 2 – THE PROPOSED DISPOSAL AS AN INTERESTED PERSON TRANSACTION**

**IT IS RESOLVED** that, subject to and contingent upon the passing of Resolution 1 in this Notice of EGM:

- (a) For the purposes of Chapter 9 of the Catalist Rules, approval be and is hereby given for the disposal by WTE, as vendor, of the Plastic Business to MClean subject to and otherwise in accordance with the terms and conditions of the SPA.

- (b) The Directors and each of them be and are hereby authorised to take any and all steps and to do and/or procure to be done any and all acts and things (including without limitation finalising, approving and executing all such documents as may be required) as they and/or he may in their absolute discretion consider necessary, desirable or expedient in order to implement, complete or give effect to all matters and transactions as contemplated in this resolution.

**Note to Resolution 2:** *The Proposed Disposal is treated as an interested person transaction. In accordance with Rule 919 of the Catalist Rules, Accrelist shall, and shall procure that their associates shall, (a) abstain from voting on this Resolution 2 in respect of their shareholdings in the Company, and (b) not accept appointments as proxies unless specific instructions as to voting have been given in the Shareholder Proxy Form(s) by the Shareholder(s) appointing them on how he / she / they wish(es) his / her / their vote(s) to be cast.*

**BY ORDER OF THE BOARD**

Mr Cheong Keng Chuan Alfred  
Lead Independent Director  
Singapore, 5 February 2025

## **IMPORTANT NOTES:**

### **HOLDING OF THE EXTRAORDINARY GENERAL MEETING**

#### **1. PROXY AND VOTING AT THE EGM**

- 1.1 Shareholders may attend, speak and vote at the EGM or appoint proxy or proxies to attend, speak and vote on their behalf at the EGM. A proxy need not be a member of the Company.
- 1.2 If a Shareholder wishes to appoint a proxy or proxies to vote on their behalf at the EGM, duly executed Proxy Forms, must be submitted in hard copy form or electronically via email:
- (a) if submitted by post, to be deposited with the Company's Share Registrar, B.A.C.S Private Limited, at 77 Robinson Road, #06-03, Robinson 77, Singapore 068896; or
  - (b) if submitted by way of electronic means, to be submitted via email in Portable Document Format (PDF) to the Company's Share Registrar, at main@zicoholdings.com,

in either case, by 10:00 a.m. on 18 February 2025, being no less than forty-eight (48) hours before the time appointed for the holding of the EGM and/or any adjournment thereof and in default the Proxy Form shall be treated as invalid. The completion and return of a proxy form by a Shareholder does not preclude him from attending and voting in person at the EGM should he subsequently decide to do so, although the appointment of the proxy shall be deemed to be revoked by such attendance.

- 1.3 In appointing the Chairman of the EGM as proxy, Shareholders should specifically indicate in the Proxy Form how they wish to vote for or vote against (or abstain from voting on) the resolution set out in the Notice of EGM, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.
- 1.4 The Proxy Form must be under the hand of the appointor or of his attorney duly authorised in writing and where such instrument is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer. Where a Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
- 1.5 A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with its Constitution and Section 179 of the Companies Act, and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
- 1.6 A Shareholder who is not a Relevant Intermediary (as defined below) is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such Shareholder's Proxy Form appoints more than one (1) proxy, the proportion of his/her/ its shareholding concerned to be represented by each proxy shall be specified in the Proxy Form. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire shareholding and any second named proxy as an alternate to the first named or at the Company's option to treat this Proxy Form as invalid.
- 1.7 A Shareholder who is a Relevant Intermediary (as defined below) is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Shareholder. Where such Shareholder's Proxy Form appoints more than two (2) proxies, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

SRS investors:

- (a) may vote at the EGM if they are appointed as proxies by their SRS Operators, and should contact their SRS Operators if they have any queries regarding their appointment as proxies; or
  - (b) may appoint the Chairman of the EGM as proxy, in which case they should approach their respective SRS Operators to submit their votes by 5:00 p.m. on 10 February 2025, being at least seven (7) working days before the EGM.
- 1.8 A "Relevant Intermediary" is:
- (a) a banking corporation licensed under the Banking Act 1970 of Singapore 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
  - (b) a person holding a capital markets services licence to provide custodial services for securities under the SFA and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, 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.

## 2. QUESTIONS

- 2.1 Shareholders and duly appointed proxy or proxies will be able to ask questions relating to the resolution to be tabled for approval at the EGM. The Company will endeavour to respond to and address substantial and relevant questions as far as reasonably practicable during the EGM. Where there are substantially similar questions, the Company will consolidate such questions and consequently not all questions may be individually addressed.
- 2.2 Alternatively, Shareholders can submit their questions relating to the resolution to be tabled for approval at the EGM in advance of the EGM:
- (a) if submitted by post, to be deposited with the Company's Share Registrar, B.A.C.S Private Limited, at 77 Robinson Road, #06-03, Robinson 77, Singapore 068896; or
  - (b) if submitted by way of electronic means, to be submitted via email to the Company's Share Registrar at [main@zicoholdings.com](mailto:main@zicoholdings.com).

Shareholders who submit questions in advance of the EGM should identify themselves by stating his/her/its full name as it appears on his/her/its CDP/SRS share records, contact number and NRIC/Passport/UEN number and state the manner in which he/she/it holds his/her/its Shares in the Company (e.g. via CDP or SRS) for verification purposes.

All questions must be submitted by 13 February 2025.

- 2.3 Shareholders are encouraged to submit their questions via one of the foregoing means as soon as possible so that they may have the benefit of the answers to their questions (where substantial and relevant to the agenda of the EGM) prior to submitting their Proxy Forms. Please note that substantial and relevant questions (as may be determined by the Company at its sole discretion) from Shareholders submitted in advance and received by the Company would be addressed by the Company and published on the SGX website no later than forty-eight (48) hours before the deadline for submission of the Proxy Forms. The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or at, the EGM in respect of substantial and relevant matters.

## 3. EGM AND EGM DOCUMENTS

Shareholders of the Company are invited to attend the EGM in person. There will be no option for Shareholders to participate by electronic means.

Printed copies of this Notice of EGM, the Proxy Form and the Request Form (on how to request for a copy of the Circular) will be sent to the Shareholders of the Company. These documents and the Circular are also made available on the SGX-ST website ([www.sgx.com/securities/company-announcements](http://www.sgx.com/securities/company-announcements)) and on the Company's website ([www.jihldgs.com](http://www.jihldgs.com)).

## 4. PERSONAL DATA PRIVACY

"**Personal data**" in this Notice has the meaning ascribed to it pursuant to the Personal Data Protection Act 2012 of Singapore, which includes your name, address and NRIC/Passport number. By submitting (a) details for the registration to observe or participate in the proceeding of the EGM, or (b) an instrument appointing the Chairman of the EGM (or any person other than the Chairman) as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, (c) any questions prior to the EGM in accordance with this Notice of EGM, 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, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman as proxy for the EGM (or any person other than the Chairman), processing the registration for purpose of granting access to members (or their appointed proxies) to observe and participate in the proceedings of the EGM, addressing relevant and substantial questions from members received before the EGM and if necessary, following-up with the relevant members in relation to such questions, and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM, 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 "**Use of Data 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 Use of Data 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.

Photographic, sound and/or video recordings at the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a member of the Company (such as his name, his presence at the EGM and any questions he may raise or motions he propose/ second) may be recorded by the Company for such purpose.