JAYA HOLDINGS LIMITED

(Company Registration Number 199002391E)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting ('**Extraordinary General Meeting**') of the shareholders of **JAYA HOLDINGS LIMITED** ('**Company**') will be held on 26 February 2018, at 55 Market Street, TKP Conference Center, Level 3 #03-01 Conference Room 2, Singapore 048941 at 10 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without any modifications:

Special Resolution 1: Approval of the Proposed Members' Voluntary Liquidation and appointment of the Liquidators

That:

1. the Company be wound up by way of a members' voluntary liquidation ('**Members' Voluntary Liquidation**') pursuant to Section 290(1)(b) of the Companies Act (Chapter 50 of Singapore) ('**Act**');
2. Mr Chan Yee Hong and Mr Chin Chee Choon be and are hereby appointed as liquidators ('**Liquidators**'), jointly and severally, for the purposes of the Members' Voluntary Liquidation, such appointment to be effective forthwith following the passing of this Resolution;
3. the Liquidators be and are hereby authorised under Section 305(1)(a) of the Act, to, jointly and severally, exercise any of the powers provided by Section 272(1)(b), (c), (d) and (e) of the Act;
4. the Liquidators be and are hereby authorised to, jointly and severally, distribute and divide amongst the members of the Company in cash or in specie the surplus assets of the Company as the Liquidators may determine; and
5. any of the Liquidators and the Directors of the Company be authorised to take such steps, make such arrangements, do all such acts and things and exercise such discretion in connection with, relating to or arising from the matters contemplated herein, as they may from time to time consider fit, necessary, desirable or expedient to give effect to such matters and this Resolution.

Ordinary Resolution 1: Approval of Liquidators' remuneration

That, subject to and contingent upon passing the Special Resolution 1 above:

1. approval be and is hereby given for the remuneration of the Liquidators (estimated to be approximately S$28,000 (exclusive of GST and disbursements)), subject to the terms and conditions as stated in the letter of engagement, dated 9 October 2017, and that the said remuneration and disbursements incurred be and are hereby paid out of the assets of the Company; and
2. the Liquidators be and are hereby authorised to destroy the books, accounts and documents of the Company and of the Liquidators after expiration of five (5) years from the date of dissolution of the Company pursuant to Section 320(3)(b) of the Act.

By Order of the Board

Ngiam May Ling
Company Secretary
2 February 2018

Notes:

1. A Member entitled to attend and vote at the Extraordinary General Meeting (the '**Meeting**') is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
2. If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
3. The instrument appointing a proxy must be deposited at 50 Raffles Place #32-01 Singapore Land Tower Singapore 048623 not less than seventy-two (72) hours before the time appointed for holding the Meeting.

Personal Data Privacy

By lodging an instrument appointing a proxy(ies) and/or representative(s), a Shareholder (i) consents to the collection, use and disclosure of the Shareholder'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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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 Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the Shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty.