

**CIRCULAR DATED 10 APRIL 2018**

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.**

**IF YOU ARE IN ANY DOUBT AS TO THE CONTENTS HEREIN OR AS TO THE COURSE OF ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR ANY OTHER PROFESSIONAL ADVISER IMMEDIATELY.**

If you have sold or transferred all your issued and fully paid ordinary shares ("**Shares**") in the capital of JEP Holdings Ltd. (the "**Company**") held through The Central Depository (Pte) Limited (the "**CDP**"), you need not forward this Circular to the purchaser or transferee as arrangements will be made by CDP for a separate Circular to be sent to the purchaser or transferee. If you have sold or transferred all your Shares represented by physical share certificate(s), you should immediately forward this Circular, together with the Notice of Extraordinary General Meeting and the accompanying Proxy Form, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

This Circular has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Stamford Corporate Services Pte Ltd (the "**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 Circular.

The SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements made, reports contained or opinions expressed in this Circular.

Terms appearing on the cover of this Circular have the same meanings as defined in this Circular.

The contact person for the Sponsor is Mr. Ng Joo Khin, Tel: 6389 3000 or Email: jookhin.ng@morganlewis.com.



**JEP HOLDINGS LTD.**

(Incorporated in the Republic of Singapore on 12 March 1994)  
(Company Registration No.: 199401749E)

**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO**

**THE PROPOSED SHARE CONSOLIDATION**

**IMPORTANT DATES AND TIMES**

Last date and time for lodgment of Proxy Form	:	23 April 2018 at 10.30 a.m.
Date and time of Extraordinary General Meeting	:	25 April 2018 at 10.30 a.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 10.00 a.m. on the same day and at the same venue)
Place of Extraordinary General Meeting	:	16 Seletar Aerospace Crescent Singapore 797567

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## DEFINITIONS

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In this Circular, the following definitions apply throughout unless otherwise stated:

- “Act” or “Companies Act”** : The Companies Act (Chapter 50) of Singapore, as amended or modified from time to time or re-enactment thereof for the time being in force
- “Adjusted Warrant”** : A Warrant that has been adjusted in accordance with paragraph 2.7 of this Circular
- “Auditors”** : Auditors of the Company, namely Deloitte & Touche LLP
- “Auditors’ Certificate”** : The signed certificate issued by the Auditors of the Company dated 23 March 2018, which states that the adjustments to the Warrants are in accordance with Condition 4 of the Deed Poll
- “Board”** : The board of Directors of the Company for the time being
- “Books Closure Date”** : The time and date, to be determined by the Directors, at and on which the Register of Members and share transfer books of the Company will be closed to determine entitlements of Shareholders to the Consolidated Shares under the Proposed Share Consolidation
- “Catalist”** : The SGX-ST sponsor-supervised listing platform
- “Catalist Rules”** : SGX-ST Listing Manual Section B: Rules of Catalist, as the same may be amended, varied or supplemented from time to time
- “CDP”** : The Central Depository (Pte) Limited
- “Circular”** : This Circular
- “Company”** : JEP Holdings Ltd.
- “Conditions”** : The terms and conditions of the Deed Poll, and each a **“Condition”**
- “Consolidated Shares”** : Shares in the capital of the Company after completion of the Proposed Share Consolidation
- “Constitution”** : The constitution of the Company, as amended from time to time
- “Deed Poll”** : The deed poll dated 29 November 2016 and executed by the Company for the purpose of constituting the Warrants and containing, *inter alia*, provisions for the protection of the rights and interests of the Warrantholders
- “Director(s)”** : Director(s) of the Company as at the date of this Circular
- “Director’s Certificate”** : The certificate signed by a Director setting out particulars of the adjustments to the Warrants, as required under the terms of the Deed Poll
- “Effective Trading Date”** : The date to be determined by the Directors as being the date when the Proposed Share Consolidation will become effective and the date on which the Consolidated Shares will trade on the Catalist of the SGX-ST in board lots of one hundred (100) Consolidated Shares
- “EGM”** : The extraordinary general meeting of the Company, notice of which is set out in this Circular

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## DEFINITIONS

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“EPS”	:	Earnings per Share
“Existing Shares”	:	Shares in the capital of the Company prior to the Proposed Share Consolidation
“FY”	:	Financial year ended or ending on 31 December of each calendar year, as the case may be
“FY2017 Audited Financial Statements”	:	The audited consolidated financial statements of the Group as at and for the financial year ended 31 December 2017
“Group”	:	The Company and its subsidiaries
“Latest Practicable Date”	:	28 March 2018, being the latest practicable date prior to the printing of this Circular
“Market Day”	:	A day on which the SGX-ST is open for trading in securities
“New Consolidated Shares”	:	The new Shares to be allotted and issued from time to time upon the exercise of the Adjusted Warrants after completion of the Proposed Share Consolidation
“New Share Certificates”	:	Physical share certificates in respect of the Consolidated Shares
“NTA”	:	Net tangible assets
“Old Share Certificates”	:	Physical share certificates in respect of the Existing Shares
“Proposed Share Consolidation”	:	The proposed consolidation of every four (4) Existing Shares in the capital of the Company held by Shareholders of the Company as at the Books Closure Date into one (1) Consolidated Share, fractional entitlements to be disregarded
“Proxy Form”	:	The proxy form in respect of the EGM set out in this Circular
“Register of Members”	:	The register of members of the Company
“Securities Account”	:	A securities account maintained by a Depositor with CDP but does not include a securities sub-account maintained with a Depository Agent
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Share”	:	An ordinary share in the share capital of the Company and “Shares” shall be construed accordingly
“Share Registrar” or “Warrant Agent”	:	Boardroom Corporate & Advisory Services Pte. Ltd.
“Shareholders”	:	Registered holders of Shares in the Register of Members of the Company or, where CDP is the registered holder, the term “Shareholders” shall, in relation to such Shares and where the context admits, mean the Depositors who have Shares entered against their names in the Depository Register
“Sponsor”	:	Stamford Corporate Services Pte Ltd
“Substantial Shareholder”	:	Has the meaning ascribed to it under Section 81 of the Companies Act

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## DEFINITIONS

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- “**Warrant Register**” : The Register of Warranholders to be maintained by the Warrant Agent pursuant to the Deed Poll
- “**Warranholders**” : Registered holders of the Warrants, except that where the registered holder is CDP, the term “**Warranholders**” shall, in relation to such Warrants and where the context admits, mean the persons named as Depositors in the Depository Register maintained by CDP whose Securities Accounts are credited with such Warrants
- “**Warrants**” : The warrants issued by the Company pursuant to the Deed Poll

### **Currencies and units of measurements**

- “**S\$**” and “**cents**” : Singapore dollars and cents, respectively
- “**%**” or “**per cent.**” : Per centum or percentage

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the same meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act (Chapter 289) of Singapore.

The terms “**subsidiary**” and “**subsidiaries**” shall have the meanings ascribed to them in the Act.

Words importing the singular number shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender only shall, where applicable, include the feminine and neuter genders. References to persons shall include corporations.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Act, the Securities and Futures Act or the Catalist Rules or any statutory modification thereof and used in this Circular shall, where applicable, have the same meaning assigned to it under the Act, the Securities and Futures Act or the Catalist Rules or any statutory modification thereof, as the case may be.

Any reference to a time of day in this Circular is made by reference to Singapore time unless otherwise stated.

Any discrepancies in this Circular between the sum of the figures stated and the total thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures which precede them.

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## LETTER TO SHAREHOLDERS

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### JEP HOLDINGS LTD.

(Incorporated in the Republic of Singapore on 12 March 1994)  
(Company Registration No.: 199401749E)

#### Directors

Mr. Luong Andy (Executive Chairman)  
Mr. Joe Lau (Executive Director and Chief Executive Officer)  
Mr. Zee Hoong Huay (Executive Director)  
Mr. Wong Gang (Lead Independent Director)  
Mr. Raymond Quek Hiong How (Independent Director)  
Mr. Chan Wai Leong (Non-Executive and Non-Independent Director)  
Mr. Leow Kim Keat (Independent Director)

#### Registered Office

16 Seletar Aerospace  
Crescent  
Singapore 797567

10 April 2018

Dear Sir/Madam:

### THE PROPOSED SHARE CONSOLIDATION

#### 1 INTRODUCTION

The Directors propose to convene an EGM of the Company to be held on 25 April 2018 at 10.30 a.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 10.00 a.m. on the same day and at the same venue) at 16 Seletar Aerospace Crescent, Singapore 797567 to seek Shareholders' approval for the Proposed Share Consolidation pursuant to which the Company proposes to consolidate every four (4) Existing Shares as at a Books Closure Date to be determined into one (1) Consolidated Share, fractional entitlements to be disregarded (as announced by the Company on 12 March 2018).

The purpose of this Circular is to provide Shareholders with information relating to, and to seek their approval for, the proposal to be tabled at the EGM.

#### 2 THE PROPOSED SHARE CONSOLIDATION

##### 2.1 Introduction

On 12 March 2018, the Company announced that it is proposing to undertake the Proposed Share Consolidation pursuant to which the Company proposes to consolidate every four (4) Existing Shares into one (1) Consolidated Share as at a Books Closure Date to be determined by the Directors in their absolute discretion as they deem appropriate, fractional entitlements to be disregarded.

Accordingly, subject to Shareholders' approval being obtained for the Proposed Share Consolidation at the EGM, Shareholders' holdings of the Consolidated Shares arising from the Proposed Share Consolidation will be ascertained on the Books Closure Date. After the Books Closure Date, every four (4) Existing Shares registered in the name, or standing to the credit of the Securities Account, of each Shareholder or Depositor (as the case may be) as at the Books Closure Date will be consolidated into one (1) Consolidated Share, fractional entitlements to be disregarded.

The Proposed Share Consolidation will take effect on the Effective Trading Date. An announcement will be made at the appropriate time of the Effective Trading Date.

**Shareholders should note that the number of Consolidated Shares which they will be entitled to pursuant to the Proposed Share Consolidation, based on their holdings of Existing Shares as at the Books Closure Date, will be rounded down to the nearest whole Consolidated Share and any fractions of a Consolidated Share arising from the Proposed Share Consolidation**

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## LETTER TO SHAREHOLDERS

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will be disregarded. Fractions of a Consolidated Share arising from the Proposed Share Consolidation will be aggregated and dealt with in such manner as the Directors may, in their absolute discretion, deem appropriate in the interests of the Company, including (i) disregarding, or (ii) aggregating and selling the same and retaining the net proceeds for the benefit of the Company.

Affected Shareholders will not be paid for any fractions of a Consolidated Share which are disregarded. A Shareholder who holds less than four (4) Existing Shares as at the Books Closure Date will not be entitled to any Consolidated Shares and will no longer be a Shareholder upon completion of the Proposed Share Consolidation. Such Shareholders who wish to remain as Shareholders upon completion of the Proposed Share Consolidation are advised to purchase additional Existing Shares so as to increase the number of Existing Shares held to a multiple of four (4) Shares as at the Books Closure Date.

Each Consolidated Share will rank *pari passu* in all respects with each other. With effect from 9.00 a.m. on the Effective Trading Date, trading in the Consolidated Shares on the Catalist of the SGX-ST will be in board lots of one hundred (100) Consolidated Shares.

As at the Latest Practicable Date, the Company has an issued and paid-up share capital of S\$46,155,947 comprising 1,502,271,708 Existing Shares. The Company has no treasury shares. On the assumptions that there will be no new Shares issued by the Company up to the Books Closure Date and no fractions of Consolidated Shares arising from the Proposed Share Consolidation, and subject to Shareholders' approval being obtained for the Proposed Share Consolidation, the Company will have an issued and paid-up share capital of S\$46,155,947 comprising 375,567,927 Consolidated Shares following the completion of the Proposed Share Consolidation. On the assumptions that 153,878,462 new Shares are issued by the Company pursuant to the exercise of all the existing Warrants on or before the Books Closure Date and there will be no fractions of Consolidated Shares arising from the Proposed Share Consolidation, and subject to Shareholders' approval being obtained for the Proposed Share Consolidation, the Company will have an issued and paid-up share capital of \$49,233,516 comprising 414,037,542 Consolidated Shares following the completion of the Proposed Share Consolidation.

**The Proposed Share Consolidation will have no impact on the dollar value of the issued and paid-up share capital of the Company. The Proposed Share Consolidation will not involve the diminution of any liability in respect of unpaid capital or the payment to any Shareholder of any paid-up capital of the Company, and has no effect on the Shareholders' funds of the Group. Shareholders will not be required to make any payment to the Company in respect of the Proposed Share Consolidation. The Proposed Share Consolidation will not cause any material changes to the percentage shareholding of each Shareholder, other than non-material changes due to rounding and the disregard of the fractional entitlement.**

### 2.2 Rationale for the Proposed Share Consolidation

The Directors believe that the Proposed Share Consolidation will generally be beneficial to the Company and its Shareholders having taken into consideration the following:

#### 2.2.1 Reduction of volatility of the Share price

As share trading may involve certain minimum fixed expenses (such as minimum brokerage fees), trading in lowly-priced shares may translate to higher transaction costs, relative to the trading price, for each board lot of Shares. In addition, lowly-priced shares are generally more prone to speculation and market manipulation. Given their susceptibility to speculation and market manipulation, lowly-priced shares are generally more volatile as compared to higher-priced shares. The Board believes that the Proposed Share Consolidation may serve to (i) reduce the volatility of its Share price and reduce fluctuations in the Company's market capitalisation; and (ii) reduce the percentage transaction cost for trading in each board lot of Shares.



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### 2.2.2 Increase in the market interest and attractiveness of the Company and its Shares

The Proposed Share Consolidation will rationalise the share capital of the Company by reducing the number of Shares issued and outstanding. It is expected that, all other things being equal, the theoretical trading price and NTA of each Consolidated Share following the decrease in the number of Shares in issue after the Proposed Share Consolidation would be higher than the current trading price and NTA of each Existing Share. In addition, the Proposed Share Consolidation may facilitate corporate actions and also increase market interest and activity in the Shares, and generally make the Shares more attractive to investors, including institutional investors, thus providing a more diverse shareholder base.

**Shareholders should note, however, that there is no assurance that the Proposed Share Consolidation will achieve the above desired results, nor is there assurance that such results (if achieved) can be sustained in the longer term.**

### 2.3 Conditions for the Proposed Share Consolidation

The Proposed Share Consolidation is subject to, *inter alia*:

- (a) the receipt of the listing and quotation notice from the SGX-ST for the dealing in, listing of and quotation for the Consolidated Shares on the Catalist of the SGX-ST; and
- (b) the approval of Shareholders by ordinary resolution of the Proposed Share Consolidation at the EGM of the Company.

An application has been made by the Sponsor, for and on behalf of the Company, for the dealing in, listing of and quotation for the Consolidated Shares, the Adjusted Warrants and the New Consolidated Shares on the Catalist of the SGX-ST. As at the Latest Practicable Date, the Company has yet to receive the listing and quotation notice from the SGX-ST for the dealing in, listing of and quotation for the Consolidated Shares, the Adjusted Warrants and the New Consolidated Shares. An appropriate announcement on the outcome of the application will be made once the listing and quotation notice is issued by the SGX-ST. Any listing and quotation notice which may be issued by the SGX-ST for the listing and quotation of the Consolidated Shares, the Adjusted Warrants and the New Consolidated Shares is not to be taken as an indication of the merits of the Company, its subsidiaries, the Proposed Share Consolidation, the Consolidated Shares, the Adjusted Warrants or the New Consolidated Shares.

Assuming that the abovementioned approvals are duly obtained, the Directors will fix the Books Closure Date and Effective Trading Date at such date and time as they deem appropriate in the interests of the Company and its Shareholders.

An announcement will be made by the Company to notify Shareholders of the Books Closure Date and the Effective Trading Date in due course. The announcement of the Books Closure Date will be made at least five (5) Market Days ahead of the Books Closure Date.

### 2.4 Updating of Register of Members and Depository Register

If Shareholders at the EGM approve the Proposed Share Consolidation, the Shareholders' entitlements of the Consolidated Shares will be determined on the Books Closure Date, based on their shareholdings as at 5.00 p.m. on such date. The Register of Members and the Depository Register will be updated to reflect the number of Consolidated Shares held by Shareholders based on their shareholdings in the Company as at the Books Closure Date and the Consolidated Shares will begin trading in board lots of one hundred (100) Consolidated Shares on the Effective Trading Date.



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## LETTER TO SHAREHOLDERS

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### 2.4.1 Deposit of Share Certificates with CDP

Shareholders who hold Old Share Certificates in their own names and who wish to deposit the same with CDP and have their Consolidated Shares credited to their Securities Accounts maintained with CDP, must deposit their Old Share Certificates with CDP, together with duly executed instruments of transfer in favour of CDP, no later than twelve (12) Market Days prior to the Books Closure Date. After the Books Closure Date, CDP will not accept any Old Share Certificates for deposit.

After the Books Closure Date, CDP will only accept the deposit of New Share Certificates. Shareholders who wish to deposit their Old Share Certificates with CDP after the Books Closure Date must first deliver their Old Share Certificates to the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 for cancellation and issuance of New Share Certificates in replacement thereof as described below.

### 2.4.2 Issue of New Share Certificates

Shareholders who have deposited their Old Share Certificates with CDP at least twelve (12) Market Days prior to the Books Closure Date need not take any action. The Company will make arrangements with CDP to effect the exchange for New Share Certificates pursuant to the Proposed Share Consolidation.

Shareholders who have not deposited their Old Share Certificates as aforesaid or who do not wish to deposit their Old Share Certificates with CDP are advised to forward all their Old Share Certificates to the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623 as soon as possible during normal business hours (9.00 a.m. to 5.00 p.m., Mondays to Fridays) and preferably, not later than five (5) Market Days after they have been notified of the Books Closure Date for cancellation and exchange for New Share Certificates. No receipt will be issued by the Share Registrar upon receipt of any Old Share Certificates. The New Share Certificates will be sent by ordinary mail to the registered addresses of the relevant Shareholders at their own risk within ten (10) Market Days from the Books Closure Date or the date of receipt of the Old Share Certificates, whichever is later.

Shareholders are to deliver their respective Old Share Certificates to the Company's Share Registrar or CDP in accordance with the provisions set out above, only after the Company's announcement of the Books Closure Date.

Shareholders should note that New Share Certificates will not be issued to Shareholders unless their Old Share Certificates have already been tendered to the Share Registrar for cancellation.

Shareholders should notify the Share Registrar if they have lost any of their existing Old Share Certificates or if there is any change in their respective addresses from those reflected in the Register of Members of the Company.

### 2.4.3 Share Certificates not valid for settlement of trades on the Catalist of the SGX-ST

Shareholders who hold Old Share Certificates are reminded that their Old Share Certificates are not valid for settlement of trading in the Consolidated Shares on the Catalist of the SGX-ST, as the Shares are traded under a book-entry (scripless) settlement system, but will continue to be accepted for cancellation and issue of New Share Certificates in replacement thereof for an indefinite period by the Share Registrar. The New Share Certificates will not be valid for delivery for trades done on the Catalist of the SGX-ST although they will continue to be *prima facie* evidence of legal title to Consolidated Shares.

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## LETTER TO SHAREHOLDERS

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### 2.5 Trading Arrangements for the Consolidated Shares and odd lots

#### 2.5.1 Trading arrangements for the Consolidated Shares

Subject to the approval for the Proposed Share Consolidation by Shareholders at the EGM, with effect from 9.00 a.m. on the Effective Trading Date, trading in the Shares will be in board lots of one hundred (100) Consolidated Shares. Accordingly, four (4) Existing Shares as at 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date will represent one (1) Consolidated Share with effect from 9.00 a.m. on the Effective Trading Date. Trading in the Existing Shares will cease after 5.00 p.m. on the Market Day immediately preceding the Effective Trading Date.

#### 2.5.2 Trading arrangements for odd lots

All fractional entitlements arising upon the implementation of the Proposed Share Consolidation will be aggregated and dealt with in such manner as the Directors may, in their absolute discretion, deem appropriate in the interests of the Company, including (i) disregarding, or (ii) aggregating and selling the same and retaining the net proceeds for the benefit of the Company.

The Existing Shares are currently traded in board lots of one hundred (100) Shares in the ready market. Following the completion of the Proposed Share Consolidation, the Securities Accounts maintained with CDP of Shareholders (being Depositors) may be credited with odd lots of the Consolidated Shares (that is, lots other than board lots of one hundred (100) Consolidated Shares). The market for trading of such odd lots of Consolidated Shares may be illiquid.

Shareholders who receive odd lots of Consolidated Shares pursuant to the Proposed Share Consolidation and who wish to trade such odd lots of Consolidated Shares on the SGX-ST can trade with a minimum size of one (1) Consolidated Share on the SGX-ST's unit share market. The unit share market will enable trading in odd lots in any quantity less than one (1) board lot of the underlying shares. As odd lots of Consolidated Shares can be traded on the unit share market of the SGX-ST, no separate arrangement will be made for the trading of such odd lots.

### 2.6 Financial Effects of the Proposed Share Consolidation

For illustrative purposes only and based on the assumptions set out below and the FY2017 Audited Financial Statements, the financial effects of the Proposed Share Consolidation on the Company and the Group are set out below:

#### 2.6.1 Assumptions

For the purpose of this paragraph, the following assumptions apply:

- (a) the computation does not take into account any expenses that may be incurred in relation to the Proposed Share Consolidation;
- (b) for the purposes of illustrating the financial effects on share capital, gearing and NTA per Share, it is assumed that the Proposed Share Consolidation had been completed on 31 December 2017;
- (c) for the purposes of illustrating the financial effects on the EPS of the Group, it is assumed that the Proposed Share Consolidation had been completed on 1 January 2017;
- (d) the 46,913,237 new Existing Shares issued after 31 December 2017 up to the Latest Practicable Date (arising from exercise of the Warrants) were issued on 31 December 2017 for computing the financial effects on NTA and 1 January 2017 for computing the financial effects on EPS;

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## LETTER TO SHAREHOLDERS

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- (e) there will be no fractions of Consolidated Shares arising from the Proposed Share Consolidation; and
- (f) the financial effects of the Proposed Share Consolidation set out below are purely for illustrative purposes only and are neither indicative of the actual financial results of the Proposed Share Consolidation on share capital, NTA per Share, EPS and gearing, nor do they represent the future financial performance and/or position of the Company and/or the Group immediately after the completion of the Proposed Share Consolidation.

### 2.6.2 Share Capital

	<b>As at 31 December 2017</b>	
	<b>Before the Proposed Share Consolidation</b>	<b>After the Proposed Share Consolidation</b>
<b>Issued and paid-up share capital (S\$'000)</b>	46,156	46,156
<b>Number of Shares</b>	1,502,271,708	375,567,927

### 2.6.3 NTA per Share

	<b>As at 31 December 2017</b>			
	<b>Company</b>		<b>Group</b>	
	<b>Before the Proposed Share Consolidation</b>	<b>After the Proposed Share Consolidation</b>	<b>Before the Proposed Share Consolidation</b>	<b>After the Proposed Share Consolidation</b>
<b>NTA (S\$'000)</b>	56,342	56,342	47,245	47,245
<b>Number of Shares</b>	1,502,271,708	375,567,927	1,502,271,708	375,567,927
<b>NTA per Share (cents)</b>	3.75	15.00	3.14	12.58

### 2.6.4 EPS

	<b>FY2017</b>	
	<b>Group</b>	
	<b>Before the Proposed Share Consolidation</b>	<b>After the Proposed Share Consolidation</b>
<b>Earnings attributable to Shareholders (S\$'000)</b>	825	825
<b>Weighted average number of Shares for basic EPS</b>	1,501,295,890	375,323,972
<b>Weighted average number of Shares for diluted EPS</b>	1,656,150,170	414,037,542
<b>EPS - basic (cents)</b>	0.06	0.22
<b>- diluted (cents)</b>	0.05	0.20

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## LETTER TO SHAREHOLDERS

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### 2.6.5 Gearing

The Proposed Share Consolidation will not have any effect on the gearing of the Company and of the Group.

**The proforma analysis above has been prepared solely for illustrative purposes only and does not purport to be indicative or a projection or an estimate of the financial results and financial positions of the Company and the Group immediately after the completion of the Proposed Share Consolidation.**

### 2.7 Adjustments to Warrants

2.7.1 As at the Latest Practicable Date, the Company has 153,878,462 unexercised Warrants. Pursuant to the Conditions, the Proposed Share Consolidation will constitute an event giving rise to adjustments to the exercise price payable for each new Share on the exercise of the Warrants and the number of Warrants.

2.7.2 The adjustments to the Warrants will not result in any material impact on the share capital, NTA per Share and EPS of the Company. Further details of the adjustments have been announced by the Company in its announcement dated 12 March 2018.

2.7.3 In accordance with the provisions of Conditions 4(a)(i) and 4(d)(i) of the Deed Poll:

- (a) the number of unexercised Warrants will be adjusted on the basis that four (4) Warrants will be consolidated into one (1) Adjusted Warrant;
- (b) the existing exercise price of each Warrant will be adjusted from S\$0.020 to S\$0.080; and
- (c) each Adjusted Warrant shall carry the right to subscribe for one (1) New Consolidated Share upon the exercise thereof.

2.7.4 The abovementioned adjustments will be made pursuant to the Conditions set out in the Deed Poll, i.e. the Company had consulted the Auditors and the Auditors have certified that such adjustments will be made in accordance with the relevant Conditions set out in the Deed Poll. Copies of the Deed Poll, the Auditors' Certificate and the Director's Certificate are available for inspection at the office of the Company at 16 Seletar Aerospace Crescent, Singapore 797567.

2.7.5 The adjustments will be effective from the close of the Market Day immediately preceding the date on which the Proposed Share Consolidation becomes effective. Pursuant to Conditions 4(e) and 4(k) of the Deed Poll, any adjustment to the exercise price will be rounded upwards to the nearest one (1) cent and any adjustment to the number of Warrants held by each Warrantholder will be rounded downwards to the nearest whole Warrant.

2.7.6 An announcement will be made by the Company in due course to notify Warrantholders of the books closure date, to be determined by the Directors, at and on which the Warrant Register of the Company will be closed to determine entitlements of Warrantholders to the Adjusted Warrants resulting from the Proposed Share Consolidation.

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## LETTER TO SHAREHOLDERS

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### 3 INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

#### 3.1 Interests of Directors and Substantial Shareholders

The interests of the Directors and the Substantial Shareholders of the Company as at the Latest Practicable Date, based on information as recorded in the Register of Directors' Shareholdings and the Register of Substantial Shareholders maintained under the provisions of the Companies Act, are as follows:

<u>Director</u>	<b>Direct Interest</b>		<b>Deemed Interest</b>	
	<b>Shares</b>	<b>%<sup>(1)</sup></b>	<b>Shares</b>	<b>%<sup>(1)</sup></b>
Luong Andy <sup>(2)</sup>	–	–	429,864,300	28.6
Joe Lau <sup>(3)</sup>	27,171,662	1.8	52,500,000	3.5
Zee Hoong Huay <sup>(4)</sup>	156,384,650	10.4	25,604,000	1.7
Wong Gang	–	–	–	–
Raymond Quek Hiong How	–	–	–	–
Leow Kim Keat	–	–	–	–
Chan Wai Leong	–	–	–	–

  

<u>Substantial Shareholder (other than Directors)</u>	<b>Direct Interest</b>		<b>Deemed Interest</b>	
	<b>Shares</b>	<b>%<sup>(1)</sup></b>	<b>Shares</b>	<b>%<sup>(1)</sup></b>
UMS Holdings Limited <sup>(2)</sup>	429,864,300	28.6	–	–
Ellipsiz Ltd <sup>(5)</sup>	175,364,808	11.7	–	–
Bevrian Pte. Ltd. <sup>(5)</sup>	–	–	175,364,808	11.7
David Lum Kok Seng <sup>(5)</sup>	–	–	175,364,808	11.7

Note:

- (1) Percentages are based on the total issued and paid-up share capital of the Company comprising 1,502,271,708 Shares as at the Latest Practicable Date. The Company has no treasury shares.
- (2) Mr. Luong Andy holds 20.08% of the issued share capital of UMS Holdings Limited, which in turn holds 28.6% of the issued share capital of the Company. Mr. Luong Andy is therefore deemed to be interested in all the Shares held by UMS Holdings Limited in the Company.
- (3) 52,500,000 Shares are registered in the name of Citibank Nominees Singapore Pte. Ltd..
- (4) 25,604,000 Shares are registered in the name of Lee Pui Rong.
- (5) Mr. David Lum Kok Seng is the sole shareholder of Bevrian Pte. Ltd., which in turn holds 60.11% of the issued share capital of Ellipsiz Ltd. Mr. David Lum Kok Seng and Bevrian Pte. Ltd. are therefore deemed to be interested in all the Shares held by Ellipsiz Ltd in the Company.

#### 3.2 Interests in the Proposed Share Consolidation

None of the Directors or controlling Shareholders of the Company have any interest, direct or indirect, in the Proposed Share Consolidation (other than through their respective shareholdings in the Company).

### 4 DIRECTORS' RECOMMENDATION

The Directors, having considered the rationale and terms of the Proposed Share Consolidation as set out in this Circular, are of the opinion that the Proposed Share Consolidation would be beneficial to, and is in the interests of the Company. Accordingly, the Directors recommend that the Shareholders vote at the EGM in favour of the ordinary resolution to approve the Proposed Share Consolidation as set out in the notice of EGM.

### 5 EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out in this Circular, will be held at the time and place as stipulated in the notice of EGM for the purpose of considering and, if thought fit, passing with or without any modifications, the ordinary resolution set out in the notice of EGM.

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## LETTER TO SHAREHOLDERS

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### 6 ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM and who wish to appoint a proxy or proxies to attend and vote on their behalf should complete, sign and return the Proxy Form attached to the notice of EGM in accordance with the instructions printed therein as soon as possible and, in any event, so as to arrive at the registered office of the Company, not later than forty-eight (48) hours before the time fixed for the EGM. The appointment of a proxy by a Shareholder does not preclude him from attending and voting in person at the EGM if he so wishes in place of the proxy.

A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register maintained by CDP at least seventy-two (72) hours before the EGM.

### 7 DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Share Consolidation, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

### 8 DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 16 Seletar Aerospace Crescent, Singapore 797567 during normal business hours from the date of this Circular up to the date of the EGM:

- (a) the Deed Poll;
- (b) the Auditors' Certificate;
- (c) the Director's Certificate;
- (d) the Constitution of the Company; and
- (e) the Annual Report for FY2017.

Yours faithfully

For and on behalf of the  
Board of Directors of  
**JEP HOLDINGS LTD.**

Joe Lau  
Executive Director and Chief Executive Officer

# JEP HOLDINGS LTD.

(Incorporated in the Republic of Singapore on 12 March 1994)  
(Company Registration No.: 199401749E)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of JEP Holdings Ltd. (the “**Company**”) will be held at 16 Seletar Aerospace Crescent, Singapore 797567 on 25 April 2018 at 10.30 a.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 10.00 a.m. on the same day and at the same venue), for the purpose of considering and, if thought fit, passing (with or without any modifications) the following resolution set out below.

All capitalised terms in this Notice which are not defined herein shall have the same meanings ascribed to them in the circular to shareholders of the Company dated 10 April 2018 (the “**Circular**”).

### **ORDINARY RESOLUTION: THE PROPOSED SHARE CONSOLIDATION**

That with effect from the date to be determined by the Directors of the Company and pursuant to the Constitution of the Company, approval be and is hereby given:

- (a) for the proposed consolidation of every four (4) Existing Shares held by Shareholders as at a books closure date to be determined by the Directors (“**Books Closure Date**”) into one (1) Consolidated Share in the manner set out in the Circular, fractional entitlements to be disregarded, and the number of Consolidated Shares which each Shareholder is entitled to resulting from the Proposed Share Consolidation, based on their holdings of Existing Shares as at the Books Closure Date, shall be rounded down to the nearest whole Consolidated Share;
- (b) any fraction of a Consolidated Share which may arise from the Proposed Share Consolidation pursuant to paragraph (a) above shall be disregarded, and all fractions of Consolidated Shares to which holders of the Existing Shares would otherwise be entitled to shall be aggregated and dealt with in such manner as the Directors may, in their absolute discretion, deem appropriate in the interests of the Company, including (i) disregarding the fractional entitlements, or (ii) aggregating and selling the same and retaining the net proceeds for the benefit of the Company;
- (c) the Directors be and are hereby authorised to fix the Books Closure Date and the date on which the Consolidated Shares will trade on the Catalist of the SGX-ST in board lots of one hundred (100) Consolidated Shares in their absolute discretion as they deem appropriate; and
- (d) the Directors of the Company and each of them be and is hereby authorised to do all such acts and things (including without limitation, to execute all such documents as may be required, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms and documents with or to the relevant authorities) as they and/or he may consider necessary, desirable or expedient to give effect to the Proposed Share Consolidation and/or this Ordinary Resolution.

### **By Order of the Board**

Joe Lau  
Executive Director and Chief Executive Officer  
**JEP Holdings Ltd.**

**10 April 2018**



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### Notes:

1. (a) A member who is not a relevant intermediary, is entitled to appoint one or two proxies to attend and vote at the EGM. Where such member's form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend 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 member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

“**relevant intermediary**” has the meaning ascribed to it in Section 181 of the Companies Act, Cap. 50.

2. A proxy need not be a member of the Company.
3. The instrument appointing a proxy or proxies must be deposited at the Company's registered office at 16 Seletar Aerospace Crescent, Singapore 797567, not less than forty-eight (48) hours before the time appointed for the meeting.

### Personal data privacy:

By submitting an instrument appointing a proxy or proxies and/or representative(s) to attend, speak and vote at the EGM 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 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 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, Stamford Corporate Services Pte Ltd (the “**Sponsor**”), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”). The Sponsor (whose effective date of appointment is 13 April 2009) 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. Ng Joo Khin.*

*Telephone number: 6389 3000, Email: [jookhin.ng@morganlewis.com](mailto:jookhin.ng@morganlewis.com)*

# JEP HOLDINGS LTD.

(Company Registration No. 199401749E)  
(Incorporated in the Republic of Singapore)

## IMPORTANT:

1. A relevant intermediary may appoint more than two proxies to attend the Extraordinary General Meeting and vote (please see note below for the definition of "relevant intermediary").
2. For investors who have used their CPF monies to buy JEP Holdings Ltd's shares, this Circular is forwarded to them at the request of the CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.

## EXTRAORDINARY GENERAL MEETING PROXY FORM

(Please see notes overleaf before completing this Form)

I/We\*, \_\_\_\_\_ of  
\_\_\_\_\_ (Address)

being a member/members\* of JEP Holdings Ltd. (the "Company"), hereby appoint:

Name	NRIC / Passport Number	Proportion of Shareholdings (%)	
		No. of shares	%
Address			

and/or\*

Name	NRIC / Passport Number	Proportion of Shareholdings (%)	
		No. of shares	%
Address			

or failing the person, or either or both of the persons, referred to above, the Chairman of the Meeting as my/our\* proxy/proxies\* to vote for me/us\* on my/our\* behalf at the Extraordinary General Meeting (the "Meeting") of the Company to be held at 16 Seletar Aerospace Crescent, Singapore 797567 on Wednesday, 25 April 2018 at 10.30 a.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 10.00 a.m. on the same day and at the same venue) and at any adjournment thereof. I/We\* direct my/our\* proxy/proxies\* to vote for or against the Resolution proposed at the Meeting as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the proxy/proxies\* will vote or abstain from voting at his/her\* discretion. The authority herein includes the right to demand or to join in demanding a poll and to vote on a poll.

(Please indicate your vote "For" or "Against" with a tick  within the box provided.)

Ordinary Resolution	For	Against
To approve the Proposed Share Consolidation		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

\_\_\_\_\_  
Signature(s) of Shareholder(s) /  
Common Seal of Corporate Shareholder

\*Delete where inapplicable

### PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 10 April 2018.



**Notes:**

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. A member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
3. Where a member appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
4. A member who is a relevant intermediary entitled to attend the meeting and vote is entitled to appoint more than two proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than two proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.

“relevant intermediary” means:

- (a) a banking corporation licensed under the Banking Act, Chapter 19 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;
  - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 and who holds shares in that capacity; or
  - (c) the Central Provident Fund Board established by the Central Provident Fund Act, Chapter 36, 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.
5. Completion and return of this instrument appointing a proxy shall not preclude a member from attending and voting at the Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the Meeting.
  6. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 16 Seletar Aerospace Crescent, Singapore 797567 not less than forty-eight (48) hours before the time appointed for the Meeting.
  7. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
  8. 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 meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.

**General:**

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.



