



(Incorporated in Republic of Singapore)
Company Registration No. 200716601W

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Jason Marine Group Limited (the “Company”) will be held at 194 Pandan Loop, #05-27 Pantech Business Hub, Singapore 128383 on Tuesday, 24 July 2012 at 11.00 a.m. to transact the following business:

ORDINARY BUSINESS

- To receive and adopt the Audited Financial Statements for the financial year ended 31 March 2012 and the Reports of the Directors and the Auditors thereon. **(Resolution 1)**
- To declare a first and final one-tier tax exempt dividend of 0.2 Singapore cent per share in respect of the financial year ended 31 March 2012. **(Resolution 2)**
- To approve the Directors’ fees of S\$155,000 for the financial year ended 31 March 2012. (2011: S\$155,000) **(Resolution 3)**
- To re-elect Ms Eileen Tay-Tan Bee Kiew, Director retiring under Article 98 of the Articles of Association of the Company. **(Resolution 4)**
[See Explanatory Note 1]
- To re-appoint Mr Sin Hang Boon as a Director of the Company, who is retiring pursuant to Section 153(6) of the Companies Act, Chapter 50 (the “Companies Act”), to hold such office from the date of this Annual General Meeting until the next Annual General Meeting of the Company. **(Resolution 5)**
[See Explanatory Note 2]
- To re-appoint Messrs BDO LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

SPECIAL BUSINESS

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

7. AUTHORITY TO ALLOT AND ISSUE SHARES

“THAT pursuant to Section 161 of the Companies Act and subject to Rule 806 of the Section B: Rules of Catalist of the SGX-ST Listing Manual (the “Catalist Rules”), authority be and is hereby given to the Directors of the Company to issue and allot new shares (“Shares”) in the capital of the Company (whether by way of rights, bonus or otherwise) and/or 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) 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, PROVIDED ALWAYS that:

- the aggregate number of the Shares to be issued pursuant to such authority (including the Shares to be issued in pursuance of Instruments made or granted pursuant to such authority), does not exceed 100% of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with paragraph (2) below), and provided further that where shareholders of the Company (“Shareholders”) are not given the opportunity to participate in the same on a pro-rata basis (“non pro-rata basis”), then the Shares to be issued under such circumstances (including the Shares to be issued in pursuance of Instruments made or granted pursuant to such authority) shall not exceed 50% of the total number of issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with paragraph (2) below);
- (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited (“SGX-ST”)) for the purpose of determining the aggregate number of the Shares that may be issued under paragraph (1) above, the total number of issued Shares (excluding treasury shares) shall be based on the total number of issued Shares (excluding treasury shares) of the Company at the time such authority was conferred, after adjusting for:
 - new Shares arising from the conversion or exercise of any convertible securities;
 - new Shares arising from the exercise of share options which are outstanding or subsisting at the time such authority was conferred; and
 - any subsequent consolidation or subdivision of the Shares;

and, in relation to an Instrument, the number of Shares shall be taken to be that number as would have been issued had the rights therein been fully exercised or effected on the date of the making or granting of the Instrument;

- in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Listing Manual of the SGX-ST Section B: Rules of Catalist for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Articles of Association of the Company for the time being; and
- (unless revoked or varied by the Company in a general meeting) the authority so conferred shall continue 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.” **(Resolution 7)**
[See Explanatory Note 3]

8. AUTHORITY TO GRANT OPTIONS AND ISSUE SHARES UNDER THE JASON EMPLOYEE SHARE OPTION SCHEME

“THAT pursuant to Section 161 of the Companies Act, approval be and is hereby given to the Directors of the Company to allot and issue from time to time such number of shares in the share capital of the Company pursuant to the exercise of options granted in accordance with the provisions of the Jason Employee Share Option Scheme (the “ESOS”), and, pursuant to the ESOS, to offer and grant options from time to time in accordance with the provisions of the ESOS, provided always that the aggregate number of the ESOS Shares shall not exceed 15% of the total number of issued Shares excluding treasury shares of the Company from time to time.” **(Resolution 8)**
[See Explanatory Note 4]

9. AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE JASON PERFORMANCE SHARE PLAN

“THAT authority be and is hereby given to the Directors of the Company to grant awards in accordance with the Jason Performance Share Plan (the “PSP”) and pursuant to Section 161 of the Companies Act, allot and issue from time to time such number of Shares in the capital of the Company as may be required to be issued pursuant to the vesting of awards under the PSP, provided always that the aggregate number of additional ordinary Shares to be allotted and issued pursuant to the PSP shall not exceed 15% of the total number of issued Shares (excluding treasury shares) in the share capital of the Company from time to time.” **(Resolution 9)**
[See Explanatory Note 5]

10. PROPOSED RENEWAL OF THE SHARE BUYBACK MANDATE

“THAT:

- for the purposes of the Catalist Rules and the Companies Act, the Directors be and are hereby authorised to exercise all the powers of the Company to purchase or otherwise acquire the Shares not exceeding in aggregate the Maximum Limit (as hereinafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
 - market purchase(s) (each a “Market Purchase”) on the Catalist; and/or
 - off-market purchase(s) (each an “Off-Market Purchase”) effected otherwise than on the Catalist in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act;

and otherwise in accordance with all other laws, regulations, including but not limited to, the provisions of the Companies Act and the Catalist Rules as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “Share Buyback Mandate”);

- unless varied or revoked by the members of the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:
 - the date on which the next annual general meeting of the Company (“AGM”) is held or required by law to be held;
 - the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated; or
 - the date on which the authority conferred by the Share Buyback Mandate is varied or revoked;
- in this Resolution:

“Maximum Limit” means the number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this Resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the total number of Shares shall be taken to be the total number of Shares as altered. Any Shares which are held as treasury shares will be disregarded for purposes of computing the 10% limit;

“Relevant Period” means the period commencing from the date on which the last AGM was held and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date of this Resolution; and

“Maximum Price”, in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- in the case of a Market Purchase, 105% of the Average Closing Price (as defined hereinafter); and
- in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price (as defined hereinafter),

where:

“Average Closing Price” means the average of the closing market prices of the Shares over the last 5 consecutive Market Days, on which transactions in the Shares were recorded, before the day on which the purchase or acquisition of Shares was made, or as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant 5 Market Days period;

“day of the making of the offer” means the day on which the Company announces its intention to make an offer for an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price for an Off-Market Purchase calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-market Purchase; and

- the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.” **(Resolution 10)**
[See Explanatory Note 6]

11. OTHER BUSINESS

To transact any other ordinary business that may be properly transacted at an Annual General Meeting of the Company.

BY ORDER OF THE BOARD

Foo Hui Min
Pan Mi Keay
Company Secretaries
9 July 2012

NOTES:

- A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or not more than two proxies to attend and vote in his stead.
- A proxy need not be a member of the Company.
- If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- The instrument appointing a proxy must be deposited at the registered office of the Company at 194 Pandan Loop, #06-05 Pantech Business Hub, Singapore 128383 not later than 48 hours before the time appointed for the Meeting.

STATEMENT PURSUANT TO ARTICLE 59 OF THE COMPANY’S ARTICLES OF ASSOCIATION

- Ms Eileen Tay-Tan Bee Kiew will, upon re-election as Director, continue to serve as Chairperson of the Audit Committee and she will be considered independent for the purposes of Rule 704(7) of the Rules of Catalist.
- Mr Sin Hang Boon will, upon re-appointment as Director, continue to serve as a member of the Audit Committee and he will be considered independent for the purposes of Rule 704(7) of the Rules of Catalist.
- Ordinary Resolution 7, if passed, will empower the Directors of the Company from the date of this Meeting until the date of the next Annual General Meeting, to allot and issue shares in the capital of the Company and/or Instruments (as defined above). The aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted) which the Directors may issue under this Resolution would not exceed 100% of the issued share capital of the Company at the time of passing this Resolution. For issue of shares and convertible securities other than on a pro-rata basis, the aggregate number of shares and convertible securities to be issued shall not exceed 50% of the issued share capital of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company or by the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.
- Ordinary Resolution 8, if passed, will empower the Directors to offer and grant options in accordance with the provisions of the ESOS and to allot and issue new shares in the Company for the exercise of any options already granted and accepted under the ESOS. The aggregate number of new ordinary shares to be issued pursuant to the ESOS, when added to the aggregate number of new ordinary shares issued under any other share-based incentive scheme or plan for the time being in force, must not exceed 15% of the total number of issued Shares (excluding treasury shares) in the share capital of the Company.
- Ordinary Resolution 9, if passed, will empower the Directors to grant share awards in accordance with the PSP and allot and issue new shares in the Company pursuant to the vesting of awards under the PSP up to a number not exceeding 15% of the total number of issued Shares (excluding treasury shares) in the share capital of the Company. The aggregate number of new ordinary shares to be issued pursuant to the PSP, when added to the aggregate number of new ordinary shares issued under any other share-based incentive scheme or plan for the time being in force, must not exceed 15% of the total number of issued Shares (excluding treasury shares) in the share capital of the Company.
- Ordinary Resolution 10, if passed, will empower the Directors of the Company from the date of the above meeting until the date of the next Annual General Meeting to purchase or acquire up to 10% of the issued Shares of the Company as at the date of the passing of this Resolution. Details of the proposed Share Buyback Mandate are set out in the Appendix to this Notice of Annual General Meeting.
 - As at the date of this Notice, the Company has not purchased any share by way of market acquisition for cancellation.
 - The amount of financing required for the Company to further purchase or acquire its shares, and the impact on the Company’s financial position, cannot be ascertained as at the date of this Notice as this will depend on the number of the shares purchased or acquired and the price at which such shares were purchased or acquired.
 - The financial effects of the purchase or acquisition of shares by the Company pursuant to the proposed Share Buyback Mandate on the Group’s audited financial statements for the financial year ended 31 March 2012 are set out in the Appendix to this Notice of Annual General Meeting and are for illustration only.