

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in JLogo Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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JLOGO HOLDINGS LIMITED

聚利寶控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8527)

**(1) PROPOSED GRANT OF GENERAL MANDATES
TO ALLOT AND ISSUE NEW SHARES AND
REPURCHASE BY THE COMPANY OF ITS OWN SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED CHANGE OF AUDITORS;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “**Annual General Meeting**”) of the Company to be held at 1 Fullerton Road, #02-01 One Fullerton, Singapore 049213, on Thursday, 9 May 2019 at 10:00 a.m. is set out on pages 21 to 25 of this circular. A form of proxy for use at the Annual General Meeting is enclosed with this circular.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting (i.e. not later than 10:00 a.m. on Tuesday, 7 May 2019 (Hong Kong Time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

This circular will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcements” page for seven days from the date of its publication and on the website of the Company at www.jlogoholdings.com

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be convened and held 1 Fullerton Road, #02-01 One Fullerton, Singapore 049213 on Thursday, 9 May 2019 at 10:00 a.m. to consider and, if thought fit, approve, among other things, the proposed grant of the General Mandate and the Repurchase Mandate, the proposed re-election of Directors, and the proposed change of auditors
“Articles of Association”	the articles of association of the Company, and the “Article” shall mean an article of the Articles of Association
“Board”	the board of Directors from time to time
“close associate(s)”	has the meaning ascribed to this term under the GEM Listing Rules
“Company”	JLogo Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company from time to time
“GEM”	GEM as operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with new Shares not exceeding 20% of the number of the issued Shares as at the date of passing of the relevant resolution granting of such general mandate by the Shareholders
“Group”	the Company and all of its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	25 March 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular

DEFINITIONS

“PRC”	the People’s Republic of China, which for the purpose of this circular exclude Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan
“Registrar”	the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to exercise the power of the Company to repurchase up to a maximum of 10% of the number of the issued Shares as at the date of passing of the relevant resolution granting of such repurchase mandate by the Shareholders
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“S\$”	Singapore dollars, the lawful currency of Singapore
“%”	per cent.



JLOGO HOLDINGS LIMITED

聚利寶控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8527)

Executive Directors:

Ms. LOW Yeun Ching @Kelly Tan

(Chairlady and Chief Executive Officer)

Mr. Sean LOW Yew Hong (Sean Liu Yaoxiong)

Mr. CHIU Ka Wai

Non-executive Director:

Mr. CAI Da

Independent Non-executive Directors:

Mr. LU King Seng

Mr. LEE Alex Jao Jang

Mr. LIM Yeok Hua

Registered office:

PO Box 1350

Clifton House

75 Fort Street

Grand Cayman KY1-1108

Cayman Islands

*Principal place of business and
headquarters in Singapore:*

151 Chin Swee Road, #02-13

Manhattan House,

Singapore 169876

*Principal place of business
in Hong Kong:*

Room 901, 9/F,

Prosperity Tower,

39 Queen's Road Central,

Central, Hong Kong

29 March 2019

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES
TO ALLOT AND ISSUE NEW SHARES AND
REPURCHASE BY THE COMPANY OF ITS OWN SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED CHANGE OF AUDITORS;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the granting of the General Mandate and the Repurchase Mandate to the Directors, (ii) the re-election of Directors; and (iii) the proposed change of auditors of the Company.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the granting of the General Mandate and the Repurchase Mandate, the re-election of Directors, the proposed change of auditors of the Company and the notice of the AGM.

GENERAL MANDATE AND REPURCHASE MANDATE

At the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandate and the Repurchase Mandate.

General Mandate

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (i.e. the General Mandate) to allot, issue and deal with unissued Shares or underlying shares of the Company (other than by way of rights or pursuant to a share option scheme for eligible persons of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles of Association) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate amount of up to 20% of the issued Shares as at the date of granting of the General Mandate.

In addition, a separate ordinary resolution will further be proposed for extending the General Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company has an aggregate of 500,000,000 Shares in issue. Subject to the passing of the resolutions for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 100,000,000 Shares.

Repurchase Mandate

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the issued Shares as at the date of granting of the Repurchase Mandate.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 50,000,000 Shares.

LETTER FROM THE BOARD

The General Mandate (including the extended General Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate (including the extended General Mandate) and the Repurchase Mandate up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, the Companies Law (Revised) of the Cayman Islands or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the General Mandate (including the extended General Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first (the “**Relevant Period**”).

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the GEM Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

RE-ELECTION OF DIRECTORS

According to Article 112 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his/her appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

Accordingly, Ms. LOW Yeun Ching @Kelly Tan, Mr. Sean LOW Yew Hong (Sean Liu Yaoxiong) and Mr. CHIU Ka Wai as executive Directors, Mr. CAI Da as non-executive Director and Mr. LU King Seng, Mr. LEE Alex Jao Jang and Mr. LIM Yeok Hua as independent non-executive Directors will offer himself/herself for re-election as executive/non-executive/independent non-executive Director (as the case may be) in the AGM.

At the AGM, ordinary resolutions will be proposed to re-elect each of the executive Directors Ms. LOW Yeun Ching @Kelly Tan, Mr. Sean LOW Yew Hong (Sean Liu Yaoxiong) and Mr. CHIU Ka Wai, the non-executive Director, Mr. CAI Da and each of the independent non-executive Directors, Mr. LU King Seng, Mr. LEE Alex Jao Jang and Mr. LIM Yeok Hua as an executive/non-executive/independent non-executive Director (as the case may be).

The nomination committee of the Company has assessed and reviewed each of the independent non-executive Director’s annual written confirmation of independence based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and confirmed that all independent non-executive Directors remain independent.

Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

LETTER FROM THE BOARD

PROPOSED CHANGE OF AUDITORS

As disclosed in the announcement of the Company dated 25 March 2019, Ernst & Young would retire as the auditors of the Company upon expiration of its current term of office at the conclusion of the forthcoming Annual General Meeting. The Board, with recommendation of the audit committee of the Company, proposed to appoint Ernst & Young LLP of Singapore (“EY SG”) as the new auditors of the Company to fill the vacancy arising from the retirement of Ernst & Young at the conclusion of the Annual General Meeting, subject to the approval of the Shareholders at the Annual General Meeting.

The Directors considered that the proposed appointment of EY SG as the auditors of the Company is more cost effective to the Company as the operations of the Company is mainly in Singapore and Malaysia, and hence the Directors consider that the proposed appointment of EY SG as the auditors of the Company is beneficial to the Company and its shareholders as a whole.

Ernst & Young has confirmed that there are no circumstances connected with their retirement which they consider should be brought to the attention of the holders of securities or creditors of the Company in relation to the change of auditors of the Company. The Company and Ernst & Young also confirmed that there is no disagreement between them.

The Board confirms that save as disclosed above, there are no other matters that need to be brought to the attention of the shareholders of the Company in respect of the change of auditors of the Company.

AGM

A notice convening the AGM to be held at 1 Fullerton Road, #02-01 One Fullerton, Singapore 049213, on Thursday, 9 May 2019 at 10:00 a.m. is set out on pages 21 to 25 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate, the re-election of Directors and the change of auditors of the Company.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. not later than 10:00 a.m. on Tuesday, 7 May 2019 (Hong Kong Time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining shareholders who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Friday, 3 May 2019 to Thursday, 9 May 2019, both days inclusive during which period, no transfer of shares will be registered. In order to qualify for attending and voting at the AGM, all transfers of shares accompanied by the relevant share certificates and transfer forms should be lodged for registration with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level, 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable and in any event not later than 4:30 p.m. on Thursday, 2 May 2019.

RECOMMENDATION

The Directors consider the proposed grant of the General Mandate (including the extended General Mandate), the Repurchase Mandate, the proposed re-election of Directors and the proposed change of auditor of the Company are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully
For and on behalf of the Board of
JLogo Holdings Limited
LOW Yeun Ching @Kelly Tan
Chairlady and Chief Executive Officer

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

This Appendix I serves as an explanatory statement given to all Shareholders relating to a resolution to be proposed at the AGM authorising the proposed Repurchase Mandate.

This explanatory statement contains all information pursuant to Rule 13.08 and other relevant provisions of the GEM Listing Rules which is set out as follows:

1. NUMBER OF SHARES WHICH MAY BE REPURCHASED

Exercise in full of the Repurchase Mandate, on the basis of 500,000,000 Shares in issue as at the Latest Practicable Date, would result in 50,000,000 Shares (representing 10% of the number of the issued Shares as at the date of passing of the resolution), being repurchased by the Company during the period prior to the next annual general meeting of the Company following the passing of the resolution approving the Repurchase Mandate.

2. REASONS FOR PROPOSED REPURCHASE OF SHARES

The Directors believe that it is in the interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on GEM. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or its earnings per Share.

The Repurchase Mandate will only be exercised when the Directors believe that such purchases will benefit the Company and the Shareholders as a whole. The Directors have no present intention to repurchase any Shares.

3. SOURCE OF FUNDS

In repurchasing Shares, the Company will only apply funds legally available for such purpose in accordance with its Articles of Association, the laws of the Cayman Islands and the GEM Listing Rules. The laws of the Cayman Islands provide that the amount of capital paid in connection with a repurchase of Shares may only be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the laws of the Cayman Islands. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Shares are repurchased in the manner provided for in the laws of the Cayman Islands. The Company will not purchase the Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

4. EFFECT OF EXERCISING THE REPURCHASE MANDATE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2018) in the event that the Repurchase Mandate is exercised in full at any time during the Relevant Period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge having made all reasonable enquires, any of their respective close associates (as defined in the GEM Listing Rules), has any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders at the AGM.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Articles of Association, the GEM Listing Rules and the applicable laws of the Cayman Islands.

7. THE HONG KONG CODE ON TAKEOVERS AND MERGERS

If, as a result of a repurchase of Shares, pursuant to the Repurchase Mandate, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code.

As a result, a Shareholder, or a group of Shareholders acting in concert (within that term's meaning under the Takeovers Code), depending on the level of increase in the Shareholders' interests, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or 32 of the Takeovers Code.

APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

As at the Latest Practicable Date, to the best knowledge of the Company, the following Shareholder(s) is/are interested in more than 10% of the Shares then in issue. In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the total interests of such Shareholder(s) in the Shares would be increased to approximately the percentage set out in the last column as follows:

Name of Shareholder(s)	Capacity/ Nature of interest	Number of Shares	Approximate percentage of shareholding	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Ms. LOW Yeun Ching @ Kelly Tan ^(Note 1)	Beneficial interest	282,000,000 (L)	56.4%	62.7%
Zhengqi Capital Holdings Limited (正奇資本控股有限公司) ("Zhengqi Capital") ^(Note 2)	Beneficial interest	93,000,000 (L)	18.6%	20.7%
Mr. Cai Da ^(Note 2)	Controlled corporation	93,000,000 (L)	18.6%	20.7%
Ms. Fan Li ^(Note 3)	Interest of spouse	93,000,000 (L)	18.6%	20.7%

(L) denotes long position

Notes:

1. Ms. Low is an executive Director, the chairlady of the Board and the chief executive officer of our Company.
2. Zhengqi Capital is held as to 100% by Mr. Cai Da, who is a non-executive Director, and therefore Mr. Cai Da is deemed to be interested in the 93,000,000 Shares held by Zhengqi Capital, pursuant to the SFO.
3. Ms. Fan Li is the spouse of Mr. Cai, and therefore she is deemed to be interested in the 93,000,000 Shares held by Mr. Cai, through his controlled corporation, Zhengqi Capital, pursuant to the SFO.

The Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any repurchase made under the Repurchase Mandate. However, the Company will not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25% as prescribed by the GEM Listing Rules.

8. NO PURCHASES OF SHARES BY THE COMPANY

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the previous six months preceding the Latest Practicable Date.

9. CORE CONNECTED PERSON

No core connected persons (as defined in the GEM Listing Rules) has notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders at the AGM.

10. SHARE PRICES

The highest and lowest prices at which the Shares were traded on GEM during each of the previous months since the listing of the Shares on GEM were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
May (<i>Note</i>)	1.60	0.71
June	3.79	1.30
July	3.50	1.80
August	2.96	1.75
September	3.10	2.58
October	2.85	2.39
November	2.74	2.33
December	2.74	2.00
2019		
January	2.80	2.05
February	2.52	2.09
March (up to the Latest Practicable Date)	2.22	1.65

Note: The Company is listed on GEM on 9 May 2018.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

Detail of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

(1) Ms. LOW Yeun Ching @Kelly Tan (劉婉貞) (“Ms. Low”)

Ms. Low, aged 55, was appointed as an executive Director on 22 May 2017 and the chairlady of the Board and chief executive officer on 27 July 2017. She is currently the chairlady of the nomination committee and a member of the remuneration committee. She was the founder of our Group and is primarily responsible for corporate strategic planning and overall business development of our Group. Ms. Low is the sister of Mr. Low (as defined below), our executive Director. Ms. Low is the Controlling Shareholder of the Company.

Ms. Low has over 16 years of working experience in the food and beverage industry since she founded the Group in 2002. Prior to founding our Group, she was a flight stewardess at Singapore Airlines Limited and a buyer in a fashion retail company, F J Benjamin Fashions (Singapore) Pte. Ltd., where she was primarily responsible for planning and selecting products to sell for the company’s various fashion brands. She was also a dealer at Lum Chang Securities Pte. Ltd. and Kim Eng Securities Pte. Ltd. in Singapore.

Ms. Low obtained a certificate in management from the Singapore Institute of Management in May 1993. Ms. Low was presented with the “Singapore Enterprise Award 2016” in recognition of the business excellence of our “Central Hong Kong Café” and “Black Society” restaurants.

Ms. Low has entered into a service contract with the Company for a fixed term of three years commencing from 9 May 2018, and will continue thereafter until terminated by not less than three months’ notice in writing served by either party on the other. She is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Ms. Low is currently entitled to an annual remuneration of S\$144,000 and a discretionary bonus and her annual remuneration will be increased to S\$240,000 with effect from 1 April 2019. The remuneration of Ms. Low is determined by the Board having regard to the recommendation of the remuneration committee of the Company and with reference to her qualifications, experience and duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed herein, Ms. Low does not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries and does not have any relationship with any other directors, senior management or substantial of the Company.

As at the Latest Practicable Date, Ms. Low was interested in 282,000,000 Shares, representing approximately 56.4% of the entire issued share capital of the Company. Save as disclosed herein, Ms. Low does not have any interest or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

(2) Mr. Sean LOW Yew Hong (Sean Liu Yaoxiong) (劉耀雄) (“Mr. Low”)

Mr. Low, aged 43, was appointed as an executive Director and the general manager on 27 July 2017. He is primarily responsible for overseeing the overall marketing brand management and business development of our Group. Mr. Low is the brother of Ms. Low, our executive Director, the chairlady of the Board and chief executive officer.

Mr. Low has over seven years of experience in the food and beverage industry. Mr. Low has been the general manager (Greyhound Café) since December 2016, where he was primarily responsible for overseeing the advertising, marketing, office administration and operation of “Greyhound Café” restaurant in Singapore. From January 2011 to January 2013, Mr. Low worked as the business development and IT manager at J W Central, where he was primarily responsible for advertising and marketing the company and overseeing the operations of the “Central Hong Kong Café” restaurants. Mr. Low has been the director of his wholly-owned company, Loaves & Fishes Pte. Ltd. (principally engaged in media design, photography and advertising services) since its incorporation in September 2007. From January 2004 to October 2007, Mr. Low worked as the business development manager at BSBJ, where he was primarily responsible for assisting with the expansion of the franchises and the general day-to-day business administration of the company.

Mr. Low graduated from Temasek Polytechnic Singapore with a diploma in information technology in August 1998. Mr. Low then obtained a bachelor’s degree in business and e-commerce from Monash University in Australia in September 2004 by distance learning.

Mr. Low has entered into a service contract with the Company for a fixed term of three years commencing from 9 May 2018, and will continue thereafter until terminated by not less than three months’ notice in writing served by either party on the other. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Low is currently entitled to an annual remuneration of S\$60,000 and a discretionary bonus and his annual remuneration will be increased to S\$72,000 with effect from 1 April 2019. The remuneration of Mr. Low is determined by the Board having regard to the recommendation of the remuneration committee of the Company and with reference to his qualifications, experience and duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed herein, Mr. Low does not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

As at the Latest Practicable Date, Mr. Low does not have any interest or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

(3) Mr. CHIU Ka Wai (趙家偉) (“Mr. Chiu”)

Mr. Chiu, aged 67, was appointed as an executive Director and the group executive chef (Singapore) on 27 July 2017. He is responsible for overseeing and monitoring the operations of our restaurants in Singapore.

Mr. Chiu has over 42 years of experience in the food and beverage industry. In January 2006, Mr. Chiu joined our Group as the master chef and was redesignated as the group executive chef in January 2017.

From March 1996 to March 2003, he was the owner of Wai Kee Hong Kong Kitchen (principally engaged in restaurant business) in Singapore. From December 1985 to January 2000, Mr. Chiu worked for the Regent Singapore, A Four Seasons Hotel with his last position as the assistant executive Chinese chef at the Summer Palace, where he was primarily responsible for menu design and staff management in the kitchen. From December 1981 to November 1985, he was a senior chef at the Chinese kitchen of Hotel Furama Intercontinental in Hong Kong. From September 1976 to February 1978, Mr. Chiu worked as a chef for Chinese Restaurant & Night Club Ltd. in Hong Kong (principally engaged in restaurant business). From October 1975 to March 1976, Mr. Chiu worked as a chef for Golden Capital Restaurant & Night Club in Hong Kong (principally engaged in restaurant business).

Mr. Chiu has entered into a service contract with the Company for a fixed term of three years commencing from 9 May 2018, and will continue thereafter until terminated by not less than three months’ notice in writing served by either party on the other. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Chiu is currently entitled to an annual remuneration of S\$180,000 and a discretionary bonus. The remuneration of Mr. Chiu is determined by the Board having regard to the recommendation of the remuneration committee of the Company and with reference to his qualifications, experience and duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed herein, Mr. Chiu does not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

As at the Latest Practicable Date, Mr. Chiu does not have any interest or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

(4) Mr. CAI Da (蔡達) (“Mr. Cai”)

Mr. Cai, aged 43, was appointed as a non-executive Director on 27 July 2017. He is responsible for advising on the corporate and business strategies of the Group.

Mr. Cai has been the executive director of Silk Road Energy Services Group Limited (principally engaged in the provision of coal mining services, heat supply services and money lending services, trading of other mineral products and investment holding), a company listed on GEM of the Stock Exchange (Stock Code: 8250) since May 2013 and the chairman of the company since January 2015, where he is primarily responsible for overseeing the overall business development and management of the company. He has also been acting as the chairman of Zhengqi Capital, a company wholly-owned by himself (principally engaged in financial services business), where he is primarily responsible for overseeing the overall business development and management of the company since January 2014.

From February 2015 to May 2016, Mr. Cai was the executive director, chairman and chief executive officer of Chinese Energy Holdings Limited (principally engaged in the provision of management services and factoring services, money lending, investment in financial and investment products and general trading), a company listed on GEM of the Stock Exchange (Stock Code: 8009), where he was primarily responsible for overseeing the overall business development and management of the Company. From September 2011 to August 2014, Mr. Cai was an executive director of Hong Kong Life Sciences and Technologies Group Limited (principally engaged in the businesses of anti-aging stem cell technology, trading, money lending and securities investment), a company listed on GEM of the Stock Exchange (Stock Code: 8085), where he was primarily responsible for overseeing the overall business development and management of the Company.

Apart from the directorship Mr. Cai held in the above listed companies, he also had extensive working experience in various private companies from different business sectors in Hong Kong and PRC, including among others, mining and energy, real estate and tourism. From September 2010 to March 2013 Mr. Cai was the chairman of Shenzhen City Baokuang Development Limited* (深圳市寶礦投資發展有限公司), a company principally invests in the mining sector in the PRC. Mr. Cai also acted as the general manager of Shenzhen Jingjia Investment Development Company Limited* (深圳京嘉投資發展有限公司), a company principally engaged in the development of computer hardware and software technology and construction and design related business in the PRC, from May 2006 to December 2011.

From January 2005 to November 2008, he was the general manager of Changde Jingjia Real Estate Development Company Limited* (常德京嘉置業發展有限公司) (principally engaged in real estate business).

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

From February 2004 to July 2005, Mr. Cai worked as the general manager of Liaoning Xinmin Petroleum Chemical Industry Company Limited* (遼寧新民石油化工有限公司) (principally engaged in manufacturing of petroleum products). From September 2002 to February 2004, Mr. Cai was the general manager of Jia Hao (Lushan) Tourism Development Company Limited* (嘉浩(廬山)旅遊開發有限公司) (principally engaged in tourism business in PRC) and Jia Hao (Lushan) Hotspring Resort Company Limited* (嘉浩(廬山)溫泉渡假村有限公司) (principally engaged in resort business in the PRC). From February 2002 to February 2004, Mr. Cai was the general manager of Lushan International Golf Club Company Limited* (廬山國際高爾夫球會有限公司) (principally engaged in golf club operation in PRC) and Jia Hao (Lushan) Real Estate Development Company Limited (嘉浩(廬山)地產開發有限公司) (principally engaged in real estate business in the PRC).

Mr. Cai has entered into a letter of appointment with the Company for an initial term of three years commencing from 9 May 2018, and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Cai is entitled to a director's fee of S\$20,000 per annum. The remuneration of Mr. Lu is determined by the Board having regard to the recommendation of the remuneration committee of the Company and with reference to his qualifications, experience and duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed herein, Mr. Cai does not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Cai was deemed to be interested in 93,000,000 Shares, representing approximately 18.6% of the entire issued share capital of the Company. Save as disclosed herein, Mr. Cai does not have any interest or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

(5) Mr. LU King Seng (盧慶星) ("Mr. LU")

Mr. Lu, aged 49, was appointed as an independent non-executive Director on 4 April 2018. He is currently the chairman of the audit committee. He is responsible for providing independent judgment on issues of strategy, policy, performance, accountability, key appointments and standard of conduct of the Group.

Mr. Lu has over 23 years of experience in the auditing and financial management industry. Mr. Lu has been and is currently acting as the chief executive officer of Orion Advisory Pte. Ltd. and Orion Business Advisory Pte. Ltd. (principally engaged in providing business management, consultancy and transaction advisory services) since July 2013 and July 2014, respectively where he is mainly responsible for managing the overall business operation and financial management of the companies on a day-to-day basis and making important corporate decisions. He has been and is currently an independent director of Geo Energy Resources Limited (Stock Code: RE4) (principally

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

engaged in coal mining, coal trading and mining services business) and TLV Holdings Limited (Stock Code: 42L) (principally engaged in retail and wholesale jewellery business), both of which are listed on the Singapore Stock Exchange, since September 2012 and August 2015, respectively. From June 2014 to April 2016, he was an independent director of Green Build Technology Limited (Stock Code: Y06) (principally engaged in projects of green transformation for existing building and green lighting and the construction of utility tunnel), a company listed on the Singapore Stock Exchange.

Prior to joining our Group, Mr. Lu worked as the chief financial officer at SinCo Technologies Pte. Ltd. (principally engaged in manufacturing rubber, plastic products and components) from January 2005 to March 2013 where he was primarily responsible for overseeing the financial and accounting function of the company. From November 2002 to December 2004, Mr. Lu worked as an audit manager for Deloitte & Touche LLP in Singapore. From July 2002 to October 2002, Mr. Lu worked for Ernst & Young in Singapore, with his last position as an audit manager. From June 2000 to June 2002, he worked for Arthur Andersen with his last position as a manager of the assurance and business advisory division. From March 1998 to December 1999, Mr. Lu worked as an audit supervisor for KPMG in Singapore. From April 1997 to February 1998, Mr. Lu worked as an audit senior for PricewaterhouseCoopers in Malaysia. From July 1995 to March 1997, Mr. Lu worked as an audit semi-senior for Rubin Winter & Co in London, United Kingdom (principally engaged in the provision of accounting and assurance services).

Mr. Lu has been a Chartered Certified Accountant with the Association of Chartered Certified Accountant since September 1999 and had obtained the Fellow Chartered and Certified Accountant status in September 2004. He has also been a member of the Institute of Certified Public Accountants of Singapore since May 2012. Mr. Lu is also a member of the Singapore Institute of Directors since April 2012.

Mr. Lu has entered into a letter of appointment with the Company for an initial term of three years commencing from 9 May 2018, and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Lu is entitled to a director's fee of S\$40,000 per annum. The remuneration of Mr. Lu is determined by the Board having regard to the recommendation of the remuneration committee of the Company and with reference to his qualifications, experience and duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed herein, Mr. Lu does not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Lu does not have any interest or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

(6) Mr. LEE Alex Jao Jang (李朝昌) (“Mr. Lee”)

Mr. Lee, aged 40, was appointed as an independent non-executive Director on 4 April 2018. He is currently a member of each of the audit committee, remuneration committee and nomination committee. He is responsible for providing independent judgment on issues of strategy, policy, performance, accountability, key appointments and standard of conduct of the Group.

Mr. Lee has over 13 years of experience in the legal industry. Mr. Lee joined JunHe LLP since March 2014 and he is currently a partner of the firm specialising in the practice area of banking and finance, where he provides legal advice to major PRC and international banks and corporates in Hong Kong on their financial needs, ranging from syndicated loans, structured finance and debt placements, as well as on any restructurings and corporate finance needs. From November 2008 to December 2013, he worked as an associate director at the Hong Kong branch of the Australia and New Zealand Banking Group, where he was primarily responsible for advising on loan syndications and debt capital market transactions. From February 2005 to November 2007, Mr. Lee worked as an associate in the international capital markets department of Allen & Overy LLP in London, United Kingdom. From December 2000 to July 2001 and from February 2002 to January 2005, he worked for Allens Arthur Robinson in Sydney, Australia with his last position as a lawyer.

Mr. Lee obtained his bachelor’s degree in commerce, majoring in finance and his bachelor’s degree in law from the University of New South Wales, Australia in April 2000 and October 2001, respectively. Mr. Lee is a qualified solicitor in Hong Kong and New South Wales, Australia since April 2012 and December 2002, respectively.

Mr. Lee has entered into a letter of appointment with the Company for an initial term of three years commencing from 9 May 2018, and will continue thereafter until terminated by not less than three months’ notice in writing served by either party on the other. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Lee is entitled to a director’s fee of S\$30,000 per annum. The remuneration of Mr. Lee is determined by the Board having regard to the recommendation of the remuneration committee of the Company and with reference to his qualifications, experience and duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed herein, Mr. Lee does not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Lee does not have any interest or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

* *For identification purposes only*

(7) Mr. LIM Yeok Hua (林育華) (“Mr. LIM”)

Mr. Lim, aged 70, was appointed as an independent non-executive Director on 4 April 2018. He is currently the chairman of the remuneration committee and a member of each of the audit committee and nomination committee. He is responsible for providing independent judgment on issues of strategy, policy, performance, accountability, key appointments and standard of conduct of the Group.

Mr. Lim has over 32 years of experience in the auditing and financial management industry. Mr. Lim has been and is currently acting as the executive director of Radiant Management Services Pte. Ltd. in Singapore (principally engaged in the provision of management and consultancy services) since June 2006 where he is primarily responsible for overseeing the overall business operation and financial management of the company and developing and implementing business plans for the company. Mr. Lim is currently an independent director of a listed company in Singapore, namely KORI Holdings Limited (Stock Code: 5VC) (principally engaged in building works) since November 2012. He also previously served as the independent director of four other listed companies in Singapore, namely CNMC Goldmine Holdings (Stock Code: 5TP) (principally engaged in gold mining) from September 2011 to April 2012, Trittech Group Limited (Stock Code: 5G9) (principally engaged in engineering products and services) from June 2008 to July 2017 and Manufacturing Integration Technology Ltd (Stock Code: M11) (principally engaged in the provision of integrated automated solutions to semiconductor industry) from November 1999 to April 2005 and from May 2006 to April 2015 and Alpha Energy Holdings Limited (Stock Code: 5TS) (principally engaged in exploration and production projects worldwide) from August 2011 to April 2018.

Prior to joining our Group, Mr. Lim worked as an independent consultant at Radiant Management Services Pte. Ltd. in Singapore (principally engaged in the provision of management and consultancy services) from April 2000 to June 2006. In March 1992, Mr. Lim established his own accounting firm, Lim Y H & Co., in Singapore, where he was the sole proprietor of the firm until March 2000. From March 1969 to March 1972, Mr. Lim worked at the tax evasion department of the Inland Revenue Authority of Singapore.

Mr. Lim has been an accredited tax advisor with the Singapore Institute of Accredited Tax Professionals since September 2010 and a member of the Institute of Singapore Chartered Accountants (formerly known as the Institute of Certified Public Accountants of Singapore) since November 2000. Mr. Lim has also been a member of the Singapore Institute of Directors since April 2000 and a fellow of the Association of Chartered Certified Accountants (formerly known as the Chartered Association of Certified Accountants) in the United Kingdom since March 1985.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

Mr. Lim has entered into a letter of appointment with the Company for an initial term of three years commencing from 9 May 2018, and will continue thereafter until terminated by not less than three months' notice in writing served by either party on the other. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Lim is entitled to a director's fee of S\$30,000 per annum. The remuneration of Mr. Lim is determined by the Board having regard to the recommendation of the remuneration committee of the Company and with reference to her qualifications, experience and duties and responsibilities with the Company and the prevailing market conditions.

As at the Latest Practicable Date, save as disclosed herein, Mr. Lim does not hold any directorship in other public company in the last three years or any other position with the Company or any of its subsidiaries and does not have any relationship with any other directors, senior management or substantial or controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Lim does not have any interest or short position in the Shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

There is no information relating to each of Ms. LOW Yeun Ching @Kelly Tan, Mr. Sean LOW Yew Hong (Sean Liu Yaoxiong), Mr. CHIU Ka Wai, Mr. CAI Da, Mr. LU King Seng, Mr. LEE Alex Jao Jang and Mr. LIM Yeok Hua that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders.



JLOGO HOLDINGS LIMITED

聚利寶控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8527)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of JLogo Holdings Limited (the “**Company**”) will be held at 1 Fullerton Road, #02-01 One Fullerton, Singapore 049213 on Thursday, 9 May 2019 at 10:00 a.m., for the purpose of considering and, if thought fit, passing the following ordinary resolutions with or without amendments:

1. to receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2018;
2.
 - (a) to re-elect LOW Yeun Ching @Kelly Tan as executive Director;
 - (b) to re-elect Sean LOW Yew Hong (Sean Liu Yaoxiong) as executive Director;
 - (c) to re-elect CHIU Ka Wai as executive Director;
 - (d) to re-elect CAI Da as non-executive Director;
 - (e) to re-elect LU King Seng as independent non-executive Director;
 - (f) to re-elect LEE Alex Jao Jang as independent non-executive Director;
 - (g) to re-elect LIM Yeok Hua as independent non-executive Director; and
 - (h) to authorise the board of Directors to fix the Directors’ remuneration;
3. To appoint Ernst & Young LLP as auditors of the Company to fill the vacancy following the retirement of Ernst & Young and to hold office until the conclusion of the next annual general meeting of the Company and to authorise the board of Directors to fix their remuneration;

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4. To, as special business, consider and, if thought fit, pass the following resolution as ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, pursuant to the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20 per cent. of the aggregate number of the issued shares of the Company on the date of the passing of this resolution; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of shares of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate number of shares of the Company in issue on the date of the passing of resolution no. 5),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum amount of Shares that may be issued pursuant to this resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and

NOTICE OF AGM

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law (Revised) of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. To, as special business, consider and, if thought fit, pass the following resolution as ordinary resolution:

“THAT:

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law (Revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

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- (b) the aggregate total number of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the number of the issued Shares as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum amount of Shares that may be issued pursuant to this resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and
 - (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, the Companies Law (Revised) of the Cayman Islands or any other applicable laws of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
6. To, as special business, consider and, if thought fit, pass the following resolution as ordinary resolution:

“**THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the number of the issued shares of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

By order of the Board
JLogo Holdings Limited
LOW Yeun Ching @Kelly Tan
Chairlady and Chief Executive Officer

Hong Kong, 29 March 2019

NOTICE OF AGM

Registered office:

PO Box 1350
Clifton House
75 Fort Street
Grand Cayman KY1-1108
Cayman Islands

Principal place of business and

headquarters in Singapore:

151 Chin Swee Road,
#02-13 Manhattan House,
Singapore 169876

Principal place of business

in Hong Kong:

Room 901, 9/F,
Prosperity Tower,
39 Queen's Road Central,
Central, Hong Kong

Notes:

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the annual general meeting (i.e. not later than 10:00 a.m. on Tuesday, 7 May 2019 (Hong Kong Time)) or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he/she/it so wish and in that event the form of proxy shall be deemed to be revoked.
3. For the purpose of ascertaining shareholders' entitlement to attend and vote at the annual general meeting, the register of members of the Company will be closed from Friday, 3 May 2019 to Thursday, 9 May 2019 (both days inclusive), during which period no transfers of shares will be registered. In order to be eligible to attend and vote at the annual general meeting, all transfer documents accompanied by the relevant share certificates, have to be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Thursday, 2 May 2019.
4. In the case of joint holders of shares, any one of such holders may vote at the annual general meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the annual general meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
5. In relation to the proposed resolution no. 2 above, details of the retiring Directors standing for re-election are set out in Appendix II to this circular.
6. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the granting to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the GEM Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.
7. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to this circular.
8. The annual general meeting is expected to last for no more than 2 hours. Shareholders who attend the annual general meeting shall bear their own travelling and accommodation expenses.