
Issuer & Securities

Issuer/ Manager

JARDINE CYCLE & CARRIAGE LIMITED

Security

JARDINE CYCLE & CARRIAGE LTD - SG1B51001017 - C07

Announcement Details

Announcement Title

Annual General Meeting

Date & Time of Broadcast

01-May-2020 17:00:28

Status

New

Announcement Reference

SG200501MEETT5KQ

Submitted By (Co./ Ind. Name)

Jeffery Tan Eng Heong

Designation

Company Secretary

Financial Year End

31/12/2019

Event Narrative

ANNUAL GENERAL MEETING::VOLUNTARY

Additional Text	Please refer to the following documents attached for more information: <ol style="list-style-type: none">1. Notice of Adjourned Annual General Meeting ("Adjourned AGM")2. Adjourned AGM Proxy Form
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Event Dates

Meeting Date and Time

22/05/2020 11:30:00

Response Deadline Date

19/05/2020 11:30:00

Event Venue(s)

Place

Venue(s)	Venue details
Meeting Venue	The Adjourned AGM will be held by way of electronic means. Therefore, shareholders will not be able to attend the Adjourned AGM in person. Please refer to the attachments for details.

Attachments

[JCCL%20Notice%20of%20Adjourned%20AGM%201%20May%202020.pdf](#)

[JCCL%20Adjourned%20AGM%20Proxy%20Form%20v1%20May%202020.pdf](#)

Total size =99K MB



Jardine Cycle & Carriage

JARDINE CYCLE & CARRIAGE LIMITED

(the "Company")

(Co. Reg. No.: 196900092R)

(Incorporated in the Republic of Singapore)

NOTICE OF ADJOURNED ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the adjourned 51st Annual General Meeting of the Company (the "Adjourned AGM") will be convened and held by way of electronic means on **Friday, 22 May 2020 at 11.30 a.m. (Singapore time)** to transact the business set out in the Company's Notice of Annual General Meeting dated 3 April 2020 (the "Notice of AGM").

Printed copies of the Notice of AGM were previously sent to shareholders on 3 April 2020. The Notice of AGM may be accessed at the AGM 2020 page of the Company's website at the URL <https://www.jcclgroup.com/investor-relations/agm-2020/> by clicking on the hyperlink "Notice of AGM dated 3 April 2020". The Notice of AGM is also available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

By Order of the Board
Jeffery Tan Eng Heong
Company Secretary

Singapore, 1 May 2020

Important Notes to Shareholders on Alternative Arrangements for the Adjourned AGM:

1. The Adjourned AGM is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
2. Printed copies of this Notice of Adjourned AGM will not be sent to members. Instead, this Notice of Adjourned AGM will be sent to members solely by electronic means:
 - (a) via publication on the AGM 2020 page of the Company's website at the URL <https://www.jcclgroup.com/investor-relations/agm-2020/>; and
 - (b) via publication on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
3. **Due to the current Covid-19 restriction orders in Singapore, a member will not be able to attend the Adjourned AGM in person.**

A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Adjourned AGM if such member wishes to exercise his/her/its voting rights at the Adjourned AGM.

Alternative arrangements relating to:

- (a) attendance at the Adjourned AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream);
- (b) submission of questions to the Chairman of the Meeting in advance of the Adjourned AGM, and addressing of substantial and relevant questions at the Adjourned AGM; and

NOTICE OF ADJOURNED ANNUAL GENERAL MEETING

(continued)

(c) voting by appointing the Chairman of the Meeting as proxy at the Adjourned AGM, are set out in notes 4, 5 and 6 below.

4. **Attendance via electronic means:** Members may participate in the Adjourned AGM by:

- (a) watching the live audio-visual webcast of the Adjourned AGM proceedings; or
- (b) listening to the live audio-only stream of the Adjourned AGM proceedings.

Members will need to pre-register at the Company's website for either of these accesses. They may visit the AGM 2020 page of the Company's website at the URL <https://www.jcclgroup.com/investor-relations/agm-2020/> to pre-register. **Full instructions and details are available on the webpage.** The registration deadline is 11.30 a.m. on 19 May 2020.

5. **Submission of questions in advance:** Members may pre-submit any questions they may wish to ask in relation to the resolutions to be tabled at the Adjourned AGM. They may visit the AGM 2020 page of the Company's website at the URL <https://www.jcclgroup.com/investor-relations/agm-2020/> to pre-submit their questions. The submission deadline is 11.30 a.m. on 19 May 2020.

Members who had previously submitted their questions via the 2020 AGM page of the Company's website pursuant to the Company's advisory dated 3 April 2020 **do not need to re-submit their questions.**

The Company will consider all such questions and endeavour to address all substantial and relevant questions received from members prior to, or during, the Adjourned AGM.

6. **Voting by appointing the Chairman of the Meeting as proxy:**

- (a) If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the Adjourned AGM, the member must:
 - (i) **use the new proxy form for the Adjourned AGM** (the "**Adjourned AGM Proxy Form**") to appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Adjourned AGM;
 - (ii) give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Adjourned AGM Proxy Form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid; and
 - (iii) submit the Adjourned AGM Proxy Form to the Company by post or by email (see further details below), at least 72 hours before the time for holding the Adjourned AGM, i.e., by 11.30 a.m. on 19 May 2020.
- (b) The Adjourned AGM Proxy Form can be obtained electronically from the AGM 2020 page of the Company's website at the URL <https://www.jcclgroup.com/investor-relations/agm-2020/>, or from the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of the Adjourned AGM Proxy Form will not be sent to members.
- (c) The Adjourned AGM Proxy Form appointing the Chairman of the Meeting as proxy must be submitted to the Company in either of the following manners:
 - (i) if submitted by post, be lodged with the Company's Share Registrar, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902; or
 - (ii) if submitted electronically, be submitted via email to the Company's Share Registrar at GPD@mncsingapore.com.

NOTICE OF ADJOURNED ANNUAL GENERAL MEETING

(continued)

A member who wishes to submit the Adjourned AGM Proxy Form must complete and sign the form, before submitting it by post to the address provided above or sending it by email (e.g., enclosing a completed and signed PDF copy of the form) to the email address provided above.

In view of the current Covid-19 situation and the related safe distancing measures which may make it difficult for members to submit the completed Adjourned AGM Proxy Forms by post, members are strongly encouraged to submit the completed forms electronically via email.

- (d) For members who had already submitted valid proxy forms appointing the Chairman of the Meeting or other person(s) as proxy(ies) previously which were **deposited/lodged with the Company prior to 13 April 2020**, such members **do not have to submit the Adjourned AGM Proxy Form, provided that:**
- (i) they had indicated in their proxy forms how they wished to vote for or vote against, or abstain from voting, on each resolution; and
 - (ii) they do not withdraw the proxy form.

If these members are verified as members as at 11.30 a.m. on 19 May 2020, the Company shall be entitled to, and will, treat such proxy forms as valid instruments appointing the Chairman of the Meeting as the members' proxy to attend, speak and vote at the Adjourned AGM in accordance with their specified instructions.

- (e) A member may withdraw a proxy form appointing the Chairman of the Meeting or other person(s) as proxy(ies) by sending an email to the Company's Share Registrar at GPD@mncsingapore.com to notify the Company of the withdrawal, at least 72 hours before the time for holding the Adjourned AGM, i.e., by 11.30 a.m. on 19 May 2020.
- (f) Submission by a member of a valid Adjourned AGM Proxy Form appointing the Chairman of the Meeting as proxy at least 72 hours before the time for holding the Adjourned AGM, i.e., 11.30 a.m. on 19 May 2020, will supersede any previous proxy form appointing a proxy(ies) submitted by that member.
- (g) The Chairman of the Meeting, as proxy, need not be a member of the Company.
- (h) Any reference to a time of day is to Singapore time.

7. Persons who hold shares through relevant intermediaries:

- (a) CPF/SRS investors who hold Jardine Cycle & Carriage Limited shares through the respective CPF Agent Banks/SRS Operators (being relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 of Singapore) and who wish to participate in the Adjourned AGM by (a) watching or listening to the Adjourned AGM proceedings via the live audio-visual webcast or the live audio-only stream, and/or (b) submitting questions in advance of the Adjourned AGM, may pre-register at the AGM 2020 page of the Company's website at the URL <https://www.jcclgroup.com/investor-relations/agm-2020/>.

CPF/SRS investors who wish to participate in the Adjourned AGM by appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the Adjourned AGM should contact their respective CPF Agent Banks/SRS Operators by 5.00 p.m. on 12 May 2020 if they wish to appoint the Chairman of the Meeting as proxy. The Adjourned AGM Proxy Form is not valid for use by CPF/SRS investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

NOTICE OF ADJOURNED ANNUAL GENERAL MEETING

(continued)

- (b) Investors who hold Jardine Cycle & Carriage Limited shares via a securities sub-account with a Depository Agent (“DA”) (being a relevant intermediary as defined in Section 181 of the Companies Act, Chapter 50 of Singapore) and who wish to participate in the Adjourned AGM by (a) watching or listening to the Adjourned AGM proceedings via the live audio-visual webcast or the live audio-only stream, and/or (b) submitting questions in advance of the Adjourned AGM, may pre-register at the AGM 2020 page of the Company’s website at the URL <https://www.jcclgroup.com/investor-relations/agm-2020/>. However, such investors should note that they will not be registered unless their DA has written to the Company to confirm that they are a securities sub-account holder with the DA, and that they hold Jardine Cycle & Carriage Limited shares. Such investors should inform their DA that they have pre-registered for the Adjourned AGM webcast/audio stream, and provide their DA with the same name, email address, identification number and contact number as they have provided on the registration page. If such investors wish to appoint the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the Adjourned AGM, they should contact their respective DAs as soon as possible in order for the necessary arrangements to be made by their DAs for such appointment.

8. **Annual Report and Letter to Shareholders:** The Annual Report for the financial year ended 31 December 2019 (“**2019 Annual Report**”) and the Letter to Shareholders dated 3 April 2020 in relation to the renewal of the share purchase mandate and general mandate for interested person transactions (“**Letter to Shareholders**”) may be accessed at the Company’s website as follows:

- (a) the 2019 Annual Report may be accessed at the URL <https://www.jcclgroup.com/investor-relations/annual-reports/> under “2019 Annual Report”; and
- (b) the Letter to Shareholders may be accessed at the URL <https://www.jcclgroup.com/investor-relations/annual-reports/> under “2019 Annual Report” by clicking on the hyperlink “Letter to Shareholders”.

If members are requesting or have requested for a physical copy of the 2019 Annual Report and/or Letter to Shareholders, they should expect a delay. Their requests can only be processed after 1 June 2020 or at such time when permitted by the related safe distancing measures.

9. **Reminder:** Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change its arrangements for the Adjourned AGM at short notice. Members should check the AGM 2020 page of the Company’s website at the URL <https://www.jcclgroup.com/investor-relations/agm-2020/> for the latest updates on the status of the Adjourned AGM.

Personal data privacy:

By submitting a proxy form appointing the Chairman of the Meeting as proxy to attend, speak and vote at the adjourned Annual General Meeting and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy for the adjourned Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the adjourned Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

**Jardine
Cycle & Carriage
Limited**

(Incorporated in the
Republic of Singapore)
Company Registration
No.: 196900092R

Adjourned Annual General Meeting

Proxy Form

IMPORTANT:

1. The adjourned Annual General Meeting ("**Adjourned AGM**") is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Notice of Adjourned AGM dated 1 May 2020 ("**Notice of Adjourned AGM**") will not be sent to members. Instead, the Notice of Adjourned AGM will be sent to members solely by electronic means via publication on the AGM 2020 page of the Company's website at the URL <https://www.jcclgroup.com/investor-relations/aggm-2020/>, and via publication on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
2. **Due to the current Covid-19 restriction orders in Singapore, a member will not be able to attend the Adjourned AGM in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Adjourned AGM if such member wishes to exercise his/her/its voting rights at the Adjourned AGM.**
3. Alternative arrangements relating to (a) attendance at the Adjourned AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), (b) submission of questions to the Chairman of the Meeting in advance of the Adjourned AGM, and addressing of substantial and relevant questions at the Adjourned AGM, and (c) voting by appointing the Chairman of the Meeting as proxy at the Adjourned AGM, are set out in notes 4, 5 and 6 of the Notice of Adjourned AGM.
4. For CPF/SRS investors who have used their CPF/SRS monies to buy **Jardine Cycle & Carriage Limited** shares, this Adjourned AGM Proxy Form is not valid for use by CPF/SRS investors and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS investors should contact their respective Agent Banks/SRS Operators by 5.00 p.m. on 12 May 2020 if they wish to appoint the Chairman of the Meeting as proxy.
5. **Please read the notes overleaf which contain instructions on, inter alia, the appointment of the Chairman of the Meeting as a member's proxy to attend, speak and vote on his/her/its behalf at the Adjourned AGM.**

Personal Data Privacy: By submitting a proxy form, the member accepts and agrees to the personal data privacy terms set out in the Notice of Adjourned AGM dated 1 May 2020.

I/We _____ (NRIC/Passport/UEN No.(s)) _____

of _____

being a member/members of Jardine Cycle & Carriage Limited (the "**Company**") hereby appoint the **Chairman of the Meeting** as my/our proxy, to attend, speak and to vote for me/us and on my/our behalf at the adjourned 51st Annual General Meeting of the Company to be convened and held by way of electronic means on **Friday, 22 May 2020 at 11.30 a.m. (Singapore time)** and at any adjournment thereof, in the manner indicated below.

(Voting will be conducted by poll. If you wish the Chairman of the Meeting as your proxy to cast all your votes "For" or "Against" a resolution, please indicate with an "X" in the "For" or "Against" box provided in respect of that resolution. Alternatively, please indicate the number of votes "For" or "Against" in the "For" or "Against" box provided in respect of that resolution. If you wish the Chairman of the Meeting as your proxy to abstain from voting on a resolution, please indicate with an "X" in the "Abstain" box provided in respect of that resolution. Alternatively, please indicate the number of shares that the Chairman of the Meeting as your proxy is directed to abstain from voting in the "Abstain" box provided in respect of that resolution. In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the Meeting as your proxy for that resolution will be treated as invalid.)

Ordinary Business	For	Against	Abstain
1. Adoption of Audited Financial Statements, Directors' Statement and Auditors' Report			
2. Declaration of Final Dividend			
3. Approval of Directors' Fees for the year ending 31 December 2020			
4. Re-election of the following Directors retiring pursuant to article 94:			
a. Mr Mark Greenberg			
b. Ms Vimala Menon			
c. Mr Anthony Nightingale			
d. Mr Michael Kok			
5. Re-election of Mr Benjamin Birks, a Director retiring pursuant to article 100			
6. Re-appointment of PricewaterhouseCoopers LLP as Auditors			
Special Business	For	Against	Abstain
7. A. Renewal of the Share Issue Mandate			
B. Renewal of the Share Purchase Mandate			
C. Renewal of the General Mandate for Interested Person Transactions			

Dated this day of2020.

.....
Signature(s) of Member(s) or Common Seal

Total number of shares held

Notes:

1. **Due to the current Covid-19 restriction orders in Singapore, a member will not be able to attend the adjourned Annual General Meeting (“Adjourned AGM”) in person.** If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the Adjourned AGM, the member must:
 - (i) use this Adjourned AGM proxy form (“**Adjourned AGM Proxy Form**”) to appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Adjourned AGM;
 - (ii) give specific instructions as to voting, or abstentions from voting, in respect of a resolution in this Adjourned AGM Proxy Form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid; and
 - (iii) submit this Adjourned AGM Proxy Form to the Company by post or by email (see further details below), at least 72 hours before the time for holding the Adjourned AGM, i.e., by 11.30 a.m. on 19 May 2020.
2. This Adjourned AGM Proxy Form may be obtained electronically from the the AGM 2020 page of the Company’s website at the URL <https://www.jcclgroup.com/investor-relations/agm-2020/>, or from the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. Printed copies of this Adjourned AGM Proxy Form will not be sent to members.
3. A member should insert the total number of shares held. If the member has shares entered against his/her/its name in the Depository Register (maintained by The Central Depository (Pte) Limited), he/she/it should insert that number of shares. If the member has shares registered in his/her/its name in the Register of Members (maintained by or on behalf of the Company), he/she/it should insert that number of shares. If the member has shares entered against his/her/its name in the Depository Register and shares registered in his/her/its name in the Register of Members, he/she/it should insert the aggregate number of shares. If no number is inserted, this Adjourned AGM Proxy Form appointing the Chairman of the Meeting as proxy shall be deemed to relate to all the shares held by the member.
4. This Adjourned AGM Proxy Form appointing the Chairman of the Meeting as proxy must be submitted to the Company in either of the following manners:
 - (i) if submitted by post, be lodged with the Company’s Share Registrar, M & C Services Private Limited, at 112 Robinson Road, #05-01, Singapore 068902; or
 - (ii) if submitted electronically, be submitted via email to the Company’s Share Registrar at GPD@mncsingapore.com.

A member who wishes to submit this Adjourned AGM Proxy Form must complete and sign this form, before submitting it by post to the address provided above or sending it by email (e.g., enclosing a completed and signed PDF copy of this form) to the email address provided above.

In view of the current Covid-19 situation and the related safe distancing measures which may make it difficult for members to submit completed Adjourned AGM Proxy Forms by post, members are strongly encouraged to submit the completed forms electronically via email.

5. This Adjourned AGM Proxy Form appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where this form is executed by a corporation, it must be executed either under its seal or under the hand of its officer or attorney duly authorised. Where this form appointing the Chairman of the Meeting as proxy is signed on behalf of the appointor by an attorney, the power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof must (failing previous registration with the Company) if this form appointing the Chairman of the Meeting is submitted by post, be lodged with this form, or if this form appointing the Chairman of the Meeting as proxy is submitted electronically via email, be emailed with this form, failing which this form may be treated as invalid.
6. For members who had already submitted valid proxy forms appointing the Chairman of the Meeting or other person(s) as proxy(ies) previously which were **deposited/lodged with the Company prior to 13 April 2020**, such members **do not have to submit this Adjourned AGM Proxy Form, provided that:**
 - (i) they had indicated in their proxy forms how they wished to vote for or vote against, or abstain from voting, on each resolution; and
 - (ii) they do not withdraw the proxy form.

The Company shall be entitled to, and will, treat such a proxy form as a valid instrument appointing the Chairman of the Meeting as the member’s proxy to attend, speak and vote at the Adjourned AGM.

7. A member may withdraw a proxy form appointing the Chairman of the Meeting or other person(s) as proxy(ies) by sending an email to the Company’s Share Registrar at GPD@mncsingapore.com to notify the Company of the withdrawal, at least 72 hours before the time for holding the Adjourned AGM, i.e., by 11.30 a.m. on 19 May 2020.
8. Submission by a member of a valid Adjourned AGM Proxy Form appointing the Chairman of the Meeting as proxy at least 72 hours before the time for holding the Adjourned AGM, i.e., by 11.30 a.m. on 19 May 2020, will supersede any previous proxy form appointing a proxy(ies) submitted by that member.
9. The Chairman of the Meeting, as proxy, need not be a member of the Company.
10. For CPF/SRS investors who have used their CPF/SRS monies to buy the Company’s shares, this Adjourned AGM Proxy Form is not valid for use by CPF/SRS investors and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS investors should contact their respective Agent Banks/SRS Operators by 5.00 p.m. on 12 May 2020 if they wish to appoint the Chairman of the Meeting as proxy. For investors who hold the Company’s shares via a securities sub-account with a Depository Agent (“DA”) (being a relevant intermediary as defined in Section 181 of the Companies Act, Chapter 50 of Singapore) and wish to appoint the Chairman of the Meeting as proxy to vote on their behalf at the Adjourned AGM, they should contact their respective DAs as soon as possible in order for the necessary arrangements to be made by their DAs for such appointment.
11. Any reference to a time of day is made by reference to Singapore time.

General

The Company shall be entitled to reject the proxy form appointing or treated as appointing the Chairman of the Meeting as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the proxy form (including any related attachment). In addition, in the case of shares entered in the Depository Register, the Company may reject any proxy form appointing or treated as appointing the Chairman of the Meeting as proxy lodged if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the Adjourned AGM, as certified by The Central Depository (Pte) Limited to the Company.