

Raffles Capital Limited

ACN 009 106 049

**Notice of
Extraordinary General Meeting
&
Explanatory Statement**

**The Extraordinary General Meeting to be held at
Level 13, 167 Macquarie Street, Sydney, NSW 2000
on
31 January 2017 at 10.30 am (Sydney time).**

This Notice of Extraordinary General Meeting, Explanatory Statement and Proxy Form should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss the matters of this Notice of Extraordinary General Meeting please do not hesitate to contact Richard Holstein on +61 2 8667 3000.

Notice of Extraordinary General Meeting

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting of Raffles Capital Limited ACN 009 106 049 (the **Company**) will be convened at Level 13, 167 Macquarie Street, Sydney, NSW, 2000, on 31 January 2017 at 10.30 am (Sydney time). If you are unable to attend the meeting, we encourage you to complete and return the enclosed Proxy Form. The completed Proxy Form must be received by the Company at least 48 hours before the commencement of the meeting.

An Explanatory Statement, which accompanies and forms part of this Notice, describes the various matters to be considered.

Terms used in this Notice will, unless the context otherwise requires have the same meaning as explained in the Explanatory Statement.

AGENDA

Resolution 1 – Selective Buy-Back of Jumplus Holdings Limited Shares

To consider and, if thought fit, to pass, pass, with or without amendment, the following resolution as a **special resolution**:

“That, for the purposes of Section 257D(1)(a) of the Corporations Act and for all other purposes, approval be given for the Company to conduct a selective share buy-back of 909,524 Shares from Jumplus Holdings Limited on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard and not count any vote cast (in any capacity) on Resolution 1 by or on behalf of either or both following parties:

- i. Jumplus Holdings Limited; and/or*
- ii. An associate of Jumplus Holdings Limited.*

The Company however, need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 2 – Selective Buy-Back of Tan Thiam Hee Shares

To consider and, if thought fit, to pass, pass, with or without amendment, the following resolution as a **special resolution**:

“That, for the purposes of Section 257D(1)(a) of the Corporations Act and for all other purposes, approval be given for the Company to conduct a selective share buy-back of 909,524 Shares from Tan Thiam Hee on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard and not count any vote cast (in any capacity) on Resolution 2 by or on behalf of either or both following parties:

- i. Tan Thiam Hee; and/or*
- ii. An associate of Tan Thiam Hee.*

The Company however, need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 3 – Selective Buy-Back of Sankaranarayanan Vishwanath Shares

To consider and, if thought fit, to pass, pass, with or without amendment, the following resolution as a **special resolution**:

“That, for the purposes of Section 257D(1)(a) of the Corporations Act and for all other purposes, approval be given for the Company to conduct a selective share buy-back of 1,364,286 Shares from Sankaranarayanan Vishwanath on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

The Company will disregard and not count any vote cast (in any capacity) on Resolution 3 by or on behalf of either or both following parties:

- i. Sankaranarayanan Vishwanath; and/or*
- ii. An associate of Sankaranarayanan Vishwanath.*

The Company however, need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 4 – Approval of Consolidation of Shares of the Company

To consider and, if thought fit, to pass the following as an **ordinary resolution**:

"That, for the purposes of Section 254H of the Corporations Act, and for all other purposes, approval is given for the Share Capital of the Company to be

consolidated through the conversion of every five (5) Shares held by a Shareholder into one (1) share, with any resulting fractions rounded up to the next whole number of shares with consolidation to take effect in accordance with the time table set out in the Explanatory Statement."

Resolution 5 – Approve an Issue of Securities

To consider and, if thought fit, to pass the following as an **ordinary resolution**:

"That, for the purposes of Chapter 2E of the Corporations Act and ASX Listing Rule 10.11 and for all other purposes, approval be given for the Company to issue 3,750,000 shares (on a pre-consolidation basis) (i.e. 750,000 shares on a post-consolidation basis) at an issue price of \$0.04 (4.0 cents) per share (pre-consolidation) to Ms. Abigail Zhang (or nominee) in lieu of \$150,000 relating to a portion of director's fees payable during the financial year 2016 as described in the Explanatory Statement."

Voting Exclusion Statement

The Company will disregard and not count any vote cast (in any capacity) on Resolution 5 by or on behalf of either or both following parties:

- i. Abigail Zhang; and/or*
- ii. An associate of Abigail Zhang.*

The Company however, need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 6 – Approve an Issue of Securities

To consider and, if thought fit, to pass the following as an **ordinary resolution**:

"That, for the purposes of Chapter 2E of the Corporations Act and ASX Listing Rule 10.11 and for all other purposes, approval be given for the Company to issue 1,350,000 shares (on a pre-consolidation basis) (i.e. 270,000 shares on a post-consolidation basis) at an issue price of \$0.04 (4.0 cents) per share (pre-consolidation) to Dr. Charlie In (or nominee) in lieu of \$54,000 relating to a portion of director's fees payable during the financial year 2016 as described in the Explanatory Statement."

Voting Exclusion Statement

The Company will disregard and not count any vote cast (in any capacity) on Resolution 5 by or on behalf of either or both following parties:

- i. Charlie In; and/or*
- ii. An associate of Charlie In.*

The Company however, need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

By order of the Board of Directors

A handwritten signature in dark ink, appearing to be 'Richard Holstein', with a stylized flourish extending to the right.

Richard Holstein
Director
1 January 2017

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's 2017 Extraordinary General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the resolutions in the accompanying Notice of Extraordinary General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Extraordinary General Meeting.

The Explanatory Statement consists of the following sections:

1. Resolutions 1 to 3: Selective Share Buy-Back
2. Resolution 2: Consolidation of Shares of the Company
3. Resolutions 5 and 6: Approve an Issue of Securities to Directors
4. Other information
5. Action to be taken by Shareholders
6. Annexure A - Questions from Shareholders
7. Annexure B – Appointment of Corporate Representative
8. Annexure C – Proxy and voting instructions

Enclosed is the Proxy Form.

1. Resolutions 1 to 3: Selective Share Buy-Back

Background

On 4th April 2016, the Company announced that it had entered into a term sheet to acquire Six Capital a Singapore based forex training and raw data provider. The acquisition required the approval of regulatory authorities and Shareholders (transaction).

Due to the protracted execution time of the transaction, those parties mentioned in Resolutions 1 to 3 (buy-back parties) provided working capital to the Company by the way of share placements. The share placements were announced to the market via the release of an Appendix 3B on 15th March 2016 and 12th December 2015.

The transaction did not proceed and the buy-back parties entered into buy-back agreements to buy-back certain shares as shown in the below table for nil consideration.

Reason for Resolutions 1 to 3

Section 257D(1)(a) of the Corporations Act has the effect that Shareholders must approve the terms of the Buy-Back Agreement by passing a special resolution at a General Meeting of Shareholders, with no votes being cast in favour of Resolutions 1 to 3 by the buy-back parties or any of its Associates, before the Company can complete the buy-back of the Buy-Back Shares under it.

This Resolutions 1 to 3 will be passed by Shareholders as a special resolution if 75% of the votes cast by Shareholders present and eligible to vote (whether in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) are in favour of it.

Summary of Buy-Back Agreement

The key terms of the Buy-Back Agreements are as follows:

- i. The Company will buy-back the Buy-Back Shares off-market as detailed below:

Shareholder	Number of buy-back shares	Consideration	Consideration per share
Sankaranarayanan Vishwanath	1,364,286	Nil	Nil
Tan Thiam Hee	909,524	Nil	Nil
Jumplus Holdings Ltd	909,524	Nil	Nil
	3,183,334	Nil	Nil

- ii. The number of buy-back shares mentioned in Resolutions 1 to 3 are on a pre-consolidation basis;
- iii. The consideration per share in the buy-back agreement is nil;
- iv. The Company's obligation to complete the buy-back of the Buy-Back Shares is conditional on Shareholders approving Resolutions 1 to 3;

- v. If Shareholders approve Resolutions 1 to 3, the Company must buy-back the Buy-Back Shares; and
- vi. The Company must cancel the Buy-Back Shares as soon as practicable after completion of the buy-back.

Impact on Control and Capital Structure after Buy-Back

The buy-back and subsequent cancellation of the Buy-Back Shares will reduce the Company's share capital from 28,000,186 to 24,816,852 Shares.

Accordingly, the buy-back of the Buy-Back Shares will cause each Shareholder's voting power in the Company to increase proportionately to the reduction in the number of Shares on issue as a result of the cancellation of the Buy-Back Shares.

There will not be a significant impact on control of the Company following completion of the buy-back.

Company's Share Price

The Company is suspended from trading and as a result the share buy-back will have no impact on the Company's share price.

Directors' Recommendation

All of the Directors approved the proposal to put Resolutions 1 to 3 to the Shareholders. The Directors unanimously recommend that Shareholders vote in favour of Resolutions 1 to 3.

2. Resolution 4: Consolidation of Shares of the Company

The Company proposes to consolidate its share capital through the consolidation of every five (5) Shares in the Company into one (1) Share in the Company (Share Consolidation). Under Section 254H of the Corporations Act, a Company may consolidate its Shares if the consolidation is approved by an ordinary resolution of Shareholders at a General Meeting. Listing Rule 7.20 provides that if an entity proposes to reorganise its capital, it must advise Shareholders of certain matters, which are set out below.

Reasons for Consolidation

The Company is currently searching for a transaction which will permit trading again on the Australian Securities Exchange (ASX). ASX Listing Rules provide that to comply with ASX's admission and quotation requirements any offer (as part of the transaction) would have to be undertaken at a minimum issue price of 20 cents in cash per security, unless a waiver is applied for and subsequently granted. Therefore, the Directors are of the opinion that a Share Consolidation as mentioned above permits compliance with admission and quotation requirements of a minimum issue price of 20 cents in cash per security.

Effect of Consolidation

Shares

If Resolution 4 is approved, every five (5) Shares on Issue will be consolidated into one (1) Share (subject to rounding). Overall this will result in the current number of Shares on issue reducing from 24,816,852 (after selective buy-back approval – Resolutions 1 to 3) to 4,963,365 (subject to rounding).

As the consolidation applies equally to all of the Company's Shareholders, individual shareholdings will be reduced in the same ratio as the total number of the Company's (subject only to the rounding of fractions). It follows that the consolidation will have no material effect on the percentage interest of each individual Shareholder in the Company.

For example, if a shareholder currently has one million (1,000,0000) shares representing approximately 1% of the issued capital, then if the share consolidation is approved and implemented, the shareholder will have 200,000 shares following the consolidation, still representing the same 1% of the Company's issued capital.

Similarly, the aggregate value of each shareholder's holding (and the Company's market capitalisation) should not materially change – other than minor changes because of rounding

- as a result of the share consolidation alone (that is assuming no other market movements or impacts occur).

If the Shares were trading and if Resolution 4 is approved, the share consolidation can be expected to result in an increase in the company's share price proportional to the consolidation.

Options

As at the date of this Notice of Meeting the Company has no Options.

Tax Implications for Shareholders

The summary in this section is general in nature. In addition, particular taxation implications will depend upon the circumstances of each shareholder. Accordingly, shareholders are encouraged to seek and rely only on their own professional advice in relation to their tax position. Neither the Company nor any of its officers, employees or advisors assumes any liability or responsibility for advising shareholders about the tax consequences for them from the proposed share consolidation.

The Share Consolidation will be undertaken in accordance with section 254H of the Corporations Act. Subject only to rounding, there will be no change to the proportionate interests held by each Shareholder in the Company as a result of the consolidation.

The Share Consolidation will occur through the conversion of every five (5) ordinary shares in the Company into one (1) ordinary share in the Company. No capital gains tax (CGT) event will occur as a result of the Company's Share Consolidation and therefore there will be no taxation implications arising for the Company's Shareholders.

Indicative Timetable for Share Consolidation

If approved by Shareholders, the proposed Share Consolidation will take effect as soon as practicable after the EGM. Below is an indicative timetable.

Event	Date
Entity announces the consolidation	02-January-2017
Notification to ASX that consolidation is approved	31-January-2017
Last day for entity to register transfers on a pre-consolidated basis	03-February-2017
First day for entity to send notice to each holder. First day for entity to register securities on a post-consolidation basis and first day for issuing holding statements.	06-February-2017
Last day for securities to be entered into the holders' security holdings. Last day for sending notice to each holder.	10-February-2017

Trading in the Entity's shares are suspended and will continue to remain suspended until such time the Entity has re-complied with chapters 1 and 2 of the Listing Rules. Accordingly there will be no trading in the Entity's shares until the Entity has been reinstated to official quotation.

No Other Material Information

Other than as set out in this document, and other than information previously disclosed to the Shareholders of the Company, there is no other information that is known to the Company's Directors which may reasonably be expected to be material to the making of a decision by the Company's Shareholders regarding whether or not to vote in favour of the Share Consolidation.

Directors' Recommendation

All of the Directors approved the proposal to put Resolution 4 to the Shareholders. The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

3. Resolutions 5 and 6: Approve an Issue of Securities to Directors

Shareholder approval is sought for the issue of 5,100,000 (pre-consolidation) fully paid ordinary shares (as detailed in the table below) to Directors in lieu of a portion of the cash component payable to Directors as directors' fees.

The Board believe it prudent to conserve cash, in the current market conditions.

ASX Listing Rule 10.11

Under ASX Listing Rule 10.11, a listed company is prohibited from issuing or agreeing to issue equity securities to a related party (which include a Director) without the approval of shareholders. Accordingly, Shareholder's approval is sought for the issue of 5,100,000 (pre-consolidation) shares in lieu of a portion of Directors' fees payable over the past 12 months to the members of the Board. The following information is provided in accordance with ASX Listing Rule 10.13:

- i. the maximum number of Shares which may be issued and allotted pursuant to Resolutions 5 and 6 is 5,100,000 (pre-consolidation) shares;
- ii. the Shares will be issued and allotted no later than one month after the date of the EGM or such later date as approved by ASX;
- iii. being Directors fees the issue price of the Shares proposed to be issued and allotted will be the Directors' fees divided by the number of shares issued as described in the table below;
- iv. the Shares will be issued and allotted to each of the following named Directors (or their nominees) prior to consolidation:

Name of Director	Annual Director Fees	Cash Component	Shares to be Issued (pre-consolidation)	Issue price (pre-consolidation)	Value of Shares to be Issued	Existing Interest in Shares
Abigail Zhang	\$ 180,000	\$30,000	3,750,000	\$0.04	\$150,000	nil
Charlie In	\$ 66,000	\$12,000	1,350,000	\$0.04	\$54,000	nil
	\$ 246,000	\$42,000	5,100,000		\$ 204,000	

- v. shares issued will rank equally on issue with the existing shares; and
- vi. a voting exclusion statement is included in the Notice of Meeting of the EGM.

If Shareholders' approval is given under ASX Listing Rule 10.11, Shareholders' approval is not required under ASX Listing Rule 7.1.

Dr. Charlie In resigned as a Director on 24th November 2016.

Chapter 2E of the Corporations Act

As the allottees of the Directors' fees Shares under Resolutions 5 and 6 are the Directors of the Company, the following disclosure is provided for the purpose of section 219 of the Corporations Act:

- i. *the related parties to whom Resolutions 5 and 6 would permit financial benefits to be given are each of the Directors identified in the table above of this Explanatory Statement;*
- ii. *the financial benefits that will be provided by the Company involve the issue of Shares to the Directors identified in the table above of this Explanatory Statement;*
- iii. *the recommendation of each Director is contained below at Directors' Recommendation of this Explanatory Statement;*
- iv. *the interest of each Director in the outcome of Resolutions 5 and 6 is contained in the table above of this Explanatory Statement; and*
- v. *all other information that is reasonably required by Shareholders in order to decide whether or not it is in the Company's interests to pass Resolutions 5 and 6 and is known to the Company or any of its Director is contained in this Explanatory Statement.*

Directors' Recommendation

All of the Directors approved the proposal to put Resolutions 5 and 6 to the Shareholders. The Directors unanimously recommend that Shareholders vote in favour of Resolutions 5 and 6.

4. Other Information

There is no other information known to the Company that is material to a shareholder's decision on how to vote on the resolutions set out in the Notice. However, should any shareholder be in doubt as to how they should vote on any resolution and/or as to how a resolution may affect them, they should seek advice from their accountant, solicitor or other professional adviser as soon as possible.

Queries as to the lodgment of proxies and other formalities in relation to the meeting should be directed to the Company Secretary.

5. Action to be taken by Shareholders

Enclosed with the Notice of Meeting and this Explanatory Statement is a Proxy Form for use by Shareholders. All Shareholders are invited and encouraged to attend the meeting or, if they are unable to attend in person and are eligible to vote, to complete, sign and return the Proxy Form to the Company in accordance with the instructions contained on the Proxy Form and the Notice of Meeting. Lodgment of a Proxy Form will not preclude a shareholder from attending and voting at the meeting in person.

ANNEXURE A

Questions from Shareholders

This form is provided with the notice of the Extraordinary General Meeting of Raffles Capital Limited ACN 082 752 985 to be held at Level 13, 167 Macquarie Street, Sydney, NSW, on 31st January 2017 at 10.30 a.m. (Sydney Time), to assist Shareholders in asking questions of:

- the Directors of the Company in relation to the management of the Company.

The board of Directors will endeavor to respond to the questions received by Shareholders as the chair of the meeting determines is reasonable given the time available at the meeting.

Name of Shareholder/s:

Questions (please place an X in the box next to the question if your question is directed at the auditor)

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Lodging this form

If you wish to ask questions using this form, you should submit this form as described below by no later than 48 hours before the commencement of the meeting.

By mail: Richard Holstein, Company Secretary,
Raffles Capital Limited
level 13, 167 Macquarie Street
Sydney, NSW 2000
Australia
- or -
Fax: +61 2 8667 3200

Please ensure there is a cover page.

ANNEXURE B

Raffles Capital Limited
ACN 009 106 049

**Appointment of Corporate Representative
Section 250D of the Corporations Act 2001**

Shareholder Details

This is to certify that by a resolution of the Directors of:

.....

(Company),
Insert name of shareholder Company

the Company has appointed:

.....

.....
Insert name of corporate representative

in accordance with the provisions of section 250D of the Corporations Act 2001, to act as the body corporate representative of that Company at the meeting of the members of Raffles Capital Limited to be held at Level 13, 167 Macquarie Street, Sydney, NSW, on 31st January 2017 at 10.30 a.m. (Sydney Time) and at any adjournments of that meeting.

DATED 2017

Please sign here

Executed by the Company)
in accordance with its constituent documents)

.....
Signed by Authorised Representative

.....
Signed by Authorised Representative

.....
Name of Authorised Representative (print)

.....
Name of Authorised Representative (print)

.....
Position of Authorised Representative (print)

.....
Position of Authorised Representative (print)

Instructions for Completion

1. Insert name of appointer Company and the name or position of the appointee (eg John Smith or each Director of the Company).
2. Execute the Certificate following the procedure required by your Constitution or other constituent documents.
3. Print the name and position (e.g. Director) of each Company officer who signs this Certificate on behalf of the Company.
4. Insert the date of execution where indicated.
5. Mail or Deliver the Certificate to the office at Raffles Capital Limited, Level 13, 167 Macquarie Street, Sydney, NSW 2000, Australia - or - Fax: +61 2 8667 3200.

If you wish to appoint the Chairman of the meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the meeting will be your proxy. A proxy need not be a shareholder of the Company.

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company or you may photocopy this form.

To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Votes on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution, your proxy may vote as he or she chooses. If you mark more than one box on a resolution your vote on that resolution will be invalid.

Proxy and Voting Entitlement Instructions

Signing Instructions

You must sign this form as follows in the spaces provided:

- | | |
|--------------------|--|
| Individual: | where the holding is in one name, the holder must sign. |
| Joint Holding: | where the holding is in more than one name, all of the Shareholders should sign. |
| Power of Attorney: | to sign under Power of Attorney, you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it. |
| Companies: | where the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place. |

If a Representative of the Corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate is either included in the Notice or may be obtained from the Company's Share Registry.

RAFFLES CAPITAL LIMITED

(ACN 009 106 049)

**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS
PROXY FORM**

Please complete, sign and return this document to:

To: The Secretary
Raffles Capital Limited
Level 13,
167 Macquarie Street
SYDNEY NSW 2000

fax executed form to: +61 (2) 8667 3200

email executed form to: corporate@rafflescapital.com.au

By 10:30 pm AEST on 29 January 2017.

I / We

being a member of Raffles Capital Limited (the **Company**) appoint:

Name of proxy:

Address of proxy:

Or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my / our proxy to act generally at the Meeting on my / our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of the Company on 31 January 2017 and at any adjournment of or postponement of that Meeting.

The Chairman intends to vote all undirected proxies that he receives in favour of each resolution to be brought before the meeting, except where the Chairman is expressly forbidden to do so, under the *Corporations Act 2001* (Cth).

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If the Chair of the General Meeting is appointed as your proxy, or may be appointed by default, and you do not wish to direct your proxy how to vote as your proxy in respect of Resolutions 1 to 6 please place a mark in this box.

By marking this box, you acknowledge that the Chair of the General Meeting may exercise your proxy even if he has an interest in the outcome of Resolutions 1 to 6 and that votes cast by the Chair of the General Meeting for Resolutions 1 to 6, other than as proxy holder, will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on Resolutions 1 to 6 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 1 to 6.

Items of Business

Please mark ☒ to indicate your directions

PLEASE NOTE: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or poll and your votes will not be counted in computing the required majority.

RESOLUTIONS	FOR	AGAINST	ABSTAIN
Resolution 1 – Special Resolution, Selective Buy-Back of Jumplus Holdings Limited Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Special Resolution, Selective Buy-Back of Tan Thiam Hee Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Special Resolution, Selective Buy-Back of Sankaranarayanan Vishwanath Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Ordinary Resolution to Approve of Consolidation of Shares of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 5 – Ordinary Resolution to Approve an Issue of Securities to Abigail Zhang (or her nominee).

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Resolution 6 – Ordinary Resolution to Approve an Issue of Securities to Charlie In (or his nominee).

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The Chairman of the meeting intends to vote all available proxies in favour of each item of business.

SIGNATURE OF MEMBER (S)

Individual or Member 1

Member 2

Member 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Date: _____

Contact Name: _____ Contact Phone (daytime): _____

Notes on Proxies

1. Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box, your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.
2. A member entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend and vote in his stead pursuant to the Constitution.
3. If a member appoints one proxy only, that proxy shall be entitled to vote on a show of hands, but if a member appoints two proxies neither shall be entitled to vote on a show of hands.
4. Where more than one proxy is appointed, each proxy must be appointed to represent a specific portion of the member's voting rights. Otherwise each proxy may exercise half of your votes.
5. A proxy need not be a security holder of the Company.
6. Signing instructions:

Individual: Where the holding is in one name, the security holder must sign.

Joint Holding: Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry or the Company, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to Section 204A of the *Corporations Act* 2001 (Cth)) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

For your vote to be effective, the completed proxy form must be received by 10:30 am AEST on 29 January 2017.

Please advise of any change of address by completion of the section below:

My new address is:
