



JUMBO GROUP LIMITED
(Company Registration Number 201503401Z)
(Incorporated in the Republic of Singapore)

INVITATION IN RESPECT OF 88,233,000 NEW SHARES COMPRISING:

- (1) 2,000,000 Offer Shares at S\$0.25 for each Offer Share by way of public offer; and**
- (2) 86,233,000 Placement Shares at S\$0.25 for each Placement Share by way of placement, payable in full on application.**

Sponsor and Issue Manager



UNITED OVERSEAS BANK LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number 193500026Z)

Joint Underwriters and Joint Placement Agents



UNITED OVERSEAS BANK LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number 193500026Z)



UOB KAY HIAN PRIVATE LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number 197000447W)



OFFER DOCUMENT DATED 28 OCTOBER 2015

(REGISTERED BY THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (THE "SGX-ST") ACTING AS AGENT ON BEHALF OF THE MONETARY AUTHORITY OF SINGAPORE (THE "AUTHORITY") ON 28 OCTOBER 2015)

This document is important. If you are in any doubt as to the action you should take, you should consult your legal, financial, tax or other professional adviser(s).

Separate from the Invitation (as defined herein), each of Orchid 1 Investments Pte. Ltd. and Mr. Ron Sim Chye Hock (collectively, the "Cornerstone Investors") has entered into a cornerstone subscription agreement with the Company (collectively, the "Cornerstone Subscription Agreements") to subscribe for an aggregate of 72,100,000 new Shares at the Issue Price (the "Cornerstone Shares"), each agreement conditional upon, *inter alia*, the Underwriting and Placement Agreement (as defined herein) and the Management and Sponsorship Agreement (as defined herein) having been entered into and not having been terminated on or prior to the Settlement Date (as defined herein) (the "Cornerstone Tranche").

United Overseas Bank Limited (the "Sponsor") has made an application to the SGX-ST for permission to deal in, and for quotation of, all the ordinary shares (the "Shares") in the capital of Jumbo Group Limited (the "Company") already issued, the new shares (the "New Shares") which are the subject of this Invitation, the Cornerstone Shares, and the new Shares which may be allotted and issued from time to time pursuant to the Jumbo Performance Share Plan (the "Award Shares") or upon the exercise of the options granted or to be granted under the Jumbo Employee Share Option Scheme (the "Option Shares") on Catalist (as defined herein). **The dealing in, and quotation of our Shares will be in Singapore dollars.**

Acceptance of applications for the New Shares will be conditional upon, *inter alia*, the allotment and issue of the New Shares and permission being granted by the SGX-ST for the listing and quotation of all our existing issued Shares, the New Shares, the Cornerstone Shares, the Award Shares and the Option Shares on Catalist. If the admission and listing do not proceed or the completion of the Invitation does not occur because such permission is not granted or for any other reason, monies paid in respect of any application will be returned to you, subject to applicable laws, at your own risk, without interest or any share of revenue or other benefit arising therefrom and you will not have any claim whatsoever against us, the Sponsor and the Issue Manager, or the Joint Underwriters and Joint Placement Agents (as defined herein).

Companies listed on Catalist may carry higher investment risk when compared with larger or more established companies listed on the Main Board of the SGX-ST. In particular, companies may list on Catalist without a track record of profitability and there is no assurance that there will be a liquid market in the Shares or units of Shares traded on Catalist. You should be aware of the risks of investing in such companies and should make the decision to invest only after careful consideration and, if appropriate, consultation with your professional adviser(s).

This Invitation is made in or accompanied by an Offer Document (the "Offer Document") that has been registered by the SGX-ST, acting as agent on behalf of the Authority, on 28 October 2015. We have not lodged or registered this Offer Document in any other jurisdiction.

Neither the Authority nor the SGX-ST has examined or approved the contents of this Offer Document. Neither the Authority nor the SGX-ST assumes any responsibility for the contents of this Offer Document, including the correctness of any of the statements made, opinions expressed or reports contained in this Offer Document. The SGX-ST does not normally review the application for admission but relies on the Sponsor and Issue Manager confirming that the Company is suitable to be listed and complies with the Catalist Rules (as defined herein). Neither the Authority nor the SGX-ST has in any way considered the merits of our existing Shares, the New Shares, the Cornerstone Shares, the Award Shares and the Option Shares.

The registration of the Offer Document by the SGX-ST acting as agent on behalf of the Authority does not imply that the Securities and Futures Act (as defined herein), or any other legal or regulatory requirements, or requirements under the SGX-ST's listing rules, have been complied with.

Investing in our Shares involves risks which are described in the section entitled "Risk Factors" of this Offer Document. After the expiration of six (6) months from the date of registration of this Offer Document, no person shall make an offer of securities, or allot, issue or sell any securities, on the basis of this Offer Document; and no officer or equivalent person or promoter of the Company will authorise or permit the offer of any securities or the allotment, issue or sale of securities, on the basis of this Offer Document.