

## **JARDINE MATHESON HOLDINGS LIMITED**

CERTIFIED A TRUE EXTRACT from the MINUTES OF THE ANNUAL GENERAL MEETING of the shareholders of Jardine Matheson Holdings Limited held on 5th May 2022

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### **"ORDINARY RESOLUTIONS DIRECTORS' MANDATE TO ISSUE NEW SHARES**

RESOLVED THAT:

- (a) the exercise by the Directors during the Relevant Period (for the purposes of this Resolution, 'Relevant Period' being the period from the passing of this Resolution until the earlier of the conclusion of the next Annual General Meeting, or the expiration of the period within which such meeting is required by law to be held, or the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting) of all powers of the Company to allot or issue shares and to make and grant offers, agreements and options which would or might require shares to be allotted, issued or disposed of during or after the end of the Relevant Period up to an aggregate nominal amount of US\$60.0 million, be and is hereby generally and unconditionally approved; and
- (b) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted wholly for cash (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a), otherwise than pursuant to a Rights Issue (for the purposes of this Resolution, 'Rights Issue' being an offer of shares or other securities to holders of shares or other securities on the Register on a fixed record date in proportion to their then holdings of such shares or other securities or otherwise in accordance with the rights attaching thereto (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory)), or the issue of shares pursuant to the Company's share-based long-term incentive plans, shall not exceed US\$8.9 million, and the said approval shall be limited accordingly.

### **SPECIAL RESOLUTIONS AMENDMENT OF COMPANY'S BYE-LAW**

RESOLVED THAT Bye-law 9 of the Company's Bye-laws be amended by the addition of the following words at the end of Bye-law 9: 'and for the purposes of Section 46(3) of the Act where shares of the Company are held by a wholly-owned subsidiary of the Company, the Directors may, with the consent of the holders of the majority of the shares of the class to be cancelled, determine that such shares be selected for cancellation in priority to any other shares of the same class.'

**REDUCTION OF COMPANY'S SHARE CAPITAL**

RESOLVED THAT subject to the passing of Resolution 9 above and conditional upon compliance with Section 46(2) of the Act, the capital of the Company be reduced by cancelling and extinguishing 426,938,280 issued Ordinary Shares of US\$0.25 each in the capital of the Company of which 136,151,977 are registered in the name of Jardine Securities (BVI) Limited and 290,786,303 are registered in the name of Jardine Strategic Limited, being wholly-owned subsidiaries of the Company, on terms that no consideration shall be paid and no amount paid up or credited as paid up on such Ordinary Shares shall be returned to the holder thereof."

Certified A True Extract  
JARDINE MATHESON HOLDINGS LIMITED

A handwritten signature in black ink, appearing to be 'Jonathan Lloyd', written in a cursive style.

Jonathan Lloyd  
Company Secretary

Date: 5th May 2022