

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be convened and held at 10 Collyer Quay, #27-00, Ocean Financial Centre, Singapore 049315 means on Saturday, 14 October 2023 at 11 a.m. (the "AGM") to transact the following business:

## AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 March 2022 and the report of the Auditors thereon.  

**(Resolution 1)**
2. To re-elect Mr. Dennis Goh Hao Kwang, a Director retiring pursuant to Article 97 of the Company's Constitution (See Explanatory Note (i)).  

**(Resolution 2)**
3. To re-elect Mr. Osith Ramanathan, a Director retiring pursuant to Article 97 of the Company's Constitution (See Explanatory Note (ii)).  

**(Resolution 3)**
4. To re-elect Mr. Bambang Sugeng bin Kajairi, a Director retiring pursuant to Article 97 of the Company's Constitution (See Explanatory Note (iii)).  

**(Resolution 4)**
5. To elect Mr. Chan Kern Miang as a Director pursuant to Article 93 of the Company's Constitution (See Explanatory Note (iv)).  

**(Resolution 5)**
6. To approve Directors' fees of S\$176,666.67 for the financial year ending 31 March 2023 ("FY2023") to be paid in arrears (2022:S\$143,500).  

**(Resolution 6)**
7. To approve Directors' fees of S\$102,539.68 for the financial year ending 31 March 2024 ("FY2024") to be paid on a current year basis (2023:S\$176,666.67) (See Explanatory Note (v)).  

**(Resolution 7)**
8. To re-appoint Foo Kon Tan LLP as Auditor and to authorise the Directors to fix their remuneration.  

**(Resolution 8)**
9. To transact any other ordinary business that may properly be transacted at an Annual General Meeting.

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## AS SPECIAL BUSINESS

To consider and, if thought fit, passing the following resolutions:

### 1. SHARE ISSUE MANDATE

That pursuant to Section 161 of the Companies Act 1967 of Singapore (the “**Companies Act**”) and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”), authority be and is hereby given to the Directors of the Company to:

- (a) (i) issue shares in the capital of the Company (“**shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively “**Instruments**”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other Instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro-rata basis to existing shareholders of the Company shall not exceed 20% of the total number of issued shares in the capital of the Company excluding treasury shares (as calculated in accordance with paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under paragraph (1) above, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
  - (i) new shares arising from the conversion or exercise of any Instruments
  - (ii) new shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VII of Chapter 8 of the Listing Manual of the SGX-ST; and
  - (iii) any subsequent bonus issue, consolidation or subdivision of shares;

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Adjustments in accordance with paragraphs (ii) or (iii) above are only to be made in respect of new shares arising from Instruments, convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution.

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier (See Explanatory Note (vi)).

**(Resolution 9)**

By order of the Board

**NG JOO KHIN**  
Company Secretary  
29 September 2023

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## Notes:

1) The Annual General Meeting ("AGM") is being convened, and will be held by way of physical meeting, at 10 Collyer Quay #27-00 Ocean Financial Centre, Singapore 049315. Printed copies of this notice of AGM (the "Notice") and the proxy form and the request form for members to request for a printed copy of the Annual Report 2022 (the "Request Form") will be sent to members. In addition, this Notice, the Annual Report 2022 and the proxy form and the Request Form will be sent to members by electronic means via publication on the Company's website at the URL <http://www.jasperinvests.com/>. This Notice, the 2022 Annual Report, the proxy form and the Request Form will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. Any reference to a time of day is made by reference to Singapore time. There will be no live audio and video webcast for online participation by shareholders.

2) **Submission of Questions.** All members and Investors can submit questions relating to the business of the AGM either (i) via electronic mail to [contact\\_us@jasperinvests.com](mailto:contact_us@jasperinvests.com) or (ii) via post to the Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Rd, #06-03 Robinson 77, Singapore 068896. Questions submitted in this manner must be submitted by 11 a.m. on 6 October 2023. The Company will endeavour to respond to substantial and relevant questions received from members via SGXNET and the Company's website prior to the AGM, or live during the AGM.

All members and Investors will also be able to ask questions relating to the business of the AGM at the AGM.

Where there are substantially similar questions the Company will consolidate such questions; consequently not all questions may be individually addressed.

3) **Voting.**

Members (except a Relevant Intermediary (as defined in Section 181 of the Companies Act 1967 of Singapore)) may cast their votes for each resolution at the AGM or appoint a proxy(ies) to vote at the AGM on their behalf. The accompanying proxy form for the AGM may be accessed at the Company's website at the URL <http://www.jasperinvests.com/> and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. Hard copies of the proxy form have been or will be sent to members at their addresses registered with The Central Depository (Pte) Limited ("CDP").

### Voting via appointment of Chairman of the AGM:

As an alternative to voting in person or through proxy at the AGM, a member (whether individual or corporate and including a Relevant Intermediary) may appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. The accompanying proxy form for the AGM may be accessed at the Company's website at the URL <http://www.jasperinvests.com/> and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. Hard copies of the proxy form have been or will be sent to members at their addresses registered with the CDP.

Where a member (whether individual or corporate) appoints the Chairman of the AGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

Investors who hold shares through Relevant Intermediaries (as defined in Section 181(1C) of the Companies Act) (including CPF/SRS Investors) who wish to participate in the AGM by: (a) attending the AGM; (b) submitting questions in advance of or live at the AGM; and/or (c) voting at the AGM (i) live; or (ii) by appointing the Chairman of the AGM as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven working days before the AGM (i.e. by 5 October 2023) to ensure that their votes are submitted.

4) A proxy need not be a member of the Company.

5) The instrument appointing the proxy must be submitted to the Company in the following manner:

(a) if submitted by post, be deposited at the office of the Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Rd, #06-03 Robinson 77, Singapore 068896; or

(b) if submitted electronically, be submitted via email to [main@zicoholdings.com](mailto:main@zicoholdings.com),

in either case not less than 48 hours before the time set for the holding of the AGM.

6) A member who wishes to submit an instrument of proxy must either use the hard copy of the proxy form sent to him/her/it or first download the proxy form by accessing the Company's website at the URL <http://www.jasperinvests.com/> or the SGX Website at the URL <https://www.sgx.com/securities/company-announcements>, complete and sign the proxy form, before submitting it by post to the address provided above, or by scanning and sending it by email to the email address provided above.

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Members are strongly encouraged to submit completed proxy forms electronically via email.

- 7) Shareholders should note that the manner of conduct of the AGM may be subject to further changes based on the evolving COVID-19 situation, any legislative amendments and any directives or guidelines from government agencies or regulatory authorities. Any changes to the manner of the conduct of the AGM will be announced by the Company on the SGX Website. Shareholders are advised to check the SGX Website and the Company's website regularly for further updates.

## General:

- 1) The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorized in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
- 2) The Company shall be entitled to reject an instrument of proxy or proxies which 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 instrument appointing a of proxy or proxies. In addition, in the case of shares entered in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), the Company may reject an instrument of proxy or proxies if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the Meeting, as certified by CDP to the Company.

## Explanatory Notes:

- (i) Mr. Dennis Goh Hao Kwang is an Interim Independent and Non-Executive Director of the Company who is due to retire by rotation pursuant to Article 97 of the Constitution (in view of the fact that he was initially appointed by the Board of Directors after the last annual general meeting). He is also a member of the Remuneration Committee. Upon his re-election, Mr. Goh will remain as an Independent Non-Executive Director of the Company. Mr. Dennis Goh Hao Kwang is considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
- (ii) Mr. Osith Ramanathan is an Independent Non-Executive Director of the Company who is due to retire by rotation pursuant to Article 97 of the Constitution (in view of the fact that he was initially appointed by the Board of Directors after the last annual general meeting). He is also the Chairman of the Nominating Committee and a member of the Audit Committee and Remuneration Committee. Upon his re-election, Mr. Ramanathan will remain as an Independent Non-Executive Director of the Company. Mr. Osith Ramanathan is considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
- (iii) Mr. Bambang Sugeng bin Kajairi is a Non-Independent and Non-Executive Director of the Company who is due to retire pursuant to Article 97 of the Constitution (in view of the fact that he was initially appointed by the Board of Directors after the last annual general meeting). Upon his re-election, Mr. Kajairi will remain as an Executive Director and Executive Chairman of the Company. Mr. Bambang Sugeng bin Kajairi is not considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
- (iv) As announced on 26 September 2023, the Board of Directors has on the recommendation of the Nominating Committee, proposed the appointment of Mr. Chan Kern Miang pursuant to Article 93 of the Constitution. Mr. Chan, if elected, will serve as a Non-Executive and Non-Independent Director of the Company.

Details on Mr. Chan Kern Miang are as follows:

Mr. Chan Kern Miang, 62

*To be appointed as Non-Executive Non-Independent Director*

Present directorships (as of the date of this Notice of Annual General Meeting):

Listed companies

*None*

Others

*Berlitz Group of Companies, namely:*

*Berlitz Offshore Limited*

*Berlitz Continental Pte Ltd*

*Berlitz Marine Pte Ltd*

*Bes Sincere Pte Ltd*

*Bes Savvy Pte Ltd*

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*Bes Power Pte Ltd*  
*Pes Solar Pte Ltd*  
*Bes Sparkle Pte Ltd*  
*Bes Regent Pte Ltd*  
*Bes Trust Pte Ltd*  
*Berlitz Services Pte Ltd*  
*Bes Trust (Japan) Ltd*

*Metico Marketing Pte Ltd*  
*Link Well International Ltd*  
*Water Wheel Technologies Pte Ltd*  
*Berlitz Offshore Sdn Bhd*  
*Bes Offshore Integrated Sdn Bhd*  
*Blue Ocean Services K Ltd*  
*Aim Marine Assets Ltd*  
*Ace International Marine Ltd*  
*Metico Marine Pte Ltd*  
*Link United International Pte Ltd*  
*W S Resources Pte Ltd*  
*PT Metico Mega Marin*  
*Beetown World Ltd*  
*One Water Group Ltd*  
*Savannah Offshore Ltd Inc*  
*Rising Sun Offshore Ltd*  
*M & A (02) Pte Ltd*  
*M & A (73) Pte Ltd*  
*Oceanica Pte Ltd*  
*Blue Equator Services Ltd*

Past directorships held over the preceding five years:

*PT Red Planet Indonesia TBK*  
*Red Planet Holdings Pte Ltd*  
*Red Planet Holding (Korea) Pte Ltd*  
*Red Planet Hotels Limited*  
*Cahaya Towage Pte Ltd*  
*Wecoy Energy Pte Ltd*  
*Wecoy Lines Pte Ltd*  
*Wecoy Services Pte Ltd*  
*Wecoy Marine Pte Ltd*  
*Wecoy Holdings Pte Ltd*  
*Berlitz Offshore Inc.*  
*Metico Petrochemical Pte Ltd*

Relationships, including immediate family relationships, between Mr. Chan Kern Miang and the Directors of the Company, the Company or its 10% shareholders:

None

Shareholding in the Company and its related corporations:

*As at the date of this Annual Report, Mr. Chan Kern Miang and his family has (through their family investment holding company, Link Well International Ltd) entered into a Subscription Agreement between the Company and Link Well for the issue of a convertible loan note in the principal amount of S\$220,000 (together with interest accrued) convertible into 202,666,667 shares in the capital of the Company.*

- (v) This is to facilitate the payment of Directors' fees during the current financial year in which the fees are incurred. The Directors' fees will be paid quarterly in arrears. The aggregate amount of Directors' fees provided in the resolution is calculated on the assumption that all the Directors will hold office for the whole of FY2024. Should any Director hold office for only part of FY2024 and not the whole of FY2024, the Director's fee payable to him will be appropriately pro-rated.
- (vi) Ordinary Resolution 9, if passed, will authorise the Directors, from the date of this AGM up to the date of the next annual general meeting or the date by which the next annual general meeting is required by law to be held, to issue shares, make or grant instruments (such as warrants or debentures) convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding 50% of

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the total number of issued shares in the capital of the Company, of which up to 20% may be issued other than on a pro rata basis to shareholders. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the total number of issued shares, excluding treasury shares, in the capital of the Company at the time that this Resolution is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities; (b) new shares arising from the exercise of share options or vesting of share awards, provided the options or awards were granted in compliance with Part VII of Chapter 8 of the Listing Manual of the SGX-ST; and (c) any subsequent bonus issue, consolidation or subdivision of shares. Adjustments in accordance with paragraphs (b) or (c) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution.

## PERSONAL DATA PRIVACY

By (a) submitting an instrument appointing the Chairman of the AGM to attend, speak and vote at the AGM and/or any adjournment thereof; (b) registering to attend and/or vote at the AGM; and/or (c) submitting any question prior to or at the AGM in accordance with this Notice, 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 following purposes:

- (i) processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the AGM as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to members (or their corporate representatives) to observe or participate in the proceedings of the AGM;
- (iii) addressing relevant and substantial questions from members received before and during the AGM and if necessary, following up with the relevant members in relation to such questions; and
- (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Photographic, sound, video and/or other data recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a members (such as his/her name, his/her presence at the AGM and any questions he/she may raise or motions he/she may propose/second) may be recorded by the Company for such purpose