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## NOTICE OF ANNUAL GENERAL MEETING

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**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be convened and held by way of electronic means on Tuesday, 22 September 2020 at 9:30 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 year ended 31 March 2020 and the report of the Auditors thereon.  
**(Resolution 1)**
2. To re-elect Mr Rajan Ganapathy, a Director retiring pursuant to Article 97 of the Company’s Constitution (See Explanatory Note (i)).  
**(Resolution 2)**
3. To re-elect Mr Wu Fengji, a Director retiring pursuant to Article 97 of the Company’s Constitution (See Explanatory Note (ii)).  
**(Resolution 3)**
4. To re-elect Mr Heng Aik Yong, a Director retiring by rotation pursuant to Article 91 of the Company’s Constitution (See Explanatory Note (iii)).  
**(Resolution 4)**
5. To approve Directors’ fees of S\$138,000 for the financial year ending 31 March 2021 (“**FY2021**”) to be paid on a current year basis, quarterly in arrears (2020:S\$143,500) (See Explanatory Note (iv)).  
**(Resolution 5)**
6. To re-appoint Foo Kon Tan LLP as Auditor and to authorise the Directors to fix their remuneration.  
**(Resolution 6)**
7. To transact any other ordinary business that may properly be transacted at an Annual General Meeting.

### **AS SPECIAL BUSINESS**

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

## 8. SHARE ISSUE MANDATE

That pursuant to Section 161 of the Companies Act, Chapter 50 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;

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 (v)).

**(Resolution 7)**

By order of the Board

Ng Joo Khin  
Company Secretary  
1 September 2020

Notes:

- 1) The Annual General Meeting (“**AGM**”) is being convened, and will be held, by 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 this notice of AGM (the “**Notice**”) and the 2020 Annual Report will not be sent to members. Instead, this Notice and the 2020 Annual Report will be sent to members by electronic means via publication on the Company’s website at the URL [http://www.jasperinvests.com/investor\\_relations.asp](http://www.jasperinvests.com/investor_relations.asp). This Notice and the 2020 Annual Report will also be made available on the SGX Website at the URL <https://www.sgx.com/securities/company-announcements>.
- 2) **Live Audio and Video Webcast.** The proceedings of the AGM will be broadcast through a “live” webcast (“**Webcast**”) comprising both video (audiovisual) and audio feeds. Please pre-register for the Webcast if you wish to attend the AGM. All members as well as investors who hold shares through relevant intermediaries (as defined in Section 181(1C) of the Companies Act) (“**Investors**”) (including Central Provident Fund (“**CPF**”) and Supplementary Retirement Scheme (“**SRS**”) (“**CPF/SRS Investors**”)), who wish to follow the proceedings of the AGM through the Webcast must pre-register online at URL: <https://globalmeeting.bigbangdesign.co/jasperinvests/> for verification purposes. The website will be open for pre-registration from 9:00 p.m., 7 September 2020 and will close at 2:00 p.m., 20 September] 2020. Following verification, an email will be sent to you on or around 21 September 2020 via the e-mail address provided on pre-registration. Please use the provided access and/or identification credentials to access the Webcast.

If you have any queries on the Webcast viewable online via URL: <https://globalmeeting.bigbangdesign.co/jasperinvests/>, please email [webcast@bigbangdesign.co](mailto:webcast@bigbangdesign.co).

- 3) **Submission of Questions.** Members and Investors will not be able to ask questions “live” via the webcast. All members and Investors can submit questions relating to the business of the AGM via the pre-registration website URL: <https://globalmeeting.bigbangdesign.co/jasperinvests/>. Questions must be submitted not less than 72 hours before the time appointed for the holding of the AGM. 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 during the AGM. Where there are substantially similar questions the Company will consolidate such questions; consequently not all questions may be individually addressed.
- 4) **Voting.** Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the AGM in person. A member (whether individual or corporate) must 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/investor\\_relations.asp](http://www.jasperinvests.com/investor_relations.asp), and will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

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 appoint 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 11 September 2020) to ensure that their votes are submitted.

- 5) The Chairman of the AGM, as proxy, need not be a member of the Company.
- 6) The instrument appointing the Chairman of the AGM as 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 at 8 Robinson Road #03-00 ASO Building, Singapore 048544; 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.

- 7) A member who wishes to submit an instrument of proxy must first download, 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.

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

- 8) 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 (Chapter 289) 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 The Central Depository (Pte) Limited to the Company.

Explanatory Notes:

- (i) Mr Rajan Ganapathy is an Independent, 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). He is also a member of the Audit Committee and the Chairman of the Remuneration Committee and Nominating Committee. Upon his re-election, Mr Ganapathy will remain as an Independent, Non-Executive Director of the Company. Mr Rajan Ganapathy is considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
- (ii) Mr Wu Fengji is a Non-Independent, Non-Executive Director of the Company who is due to 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 Nominating Committee, the Audit Committee and Remuneration Committee. Upon his re-election, Mr Wu will remain as a Non-Independent, Non-Executive Director of the Company. Mr Wu Fengji is not considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
- (iii) Mr Heng Aik Yong is an Executive Director and Acting Chief Executive Officer of the Company who is due to retire by rotation pursuant to Article 91 of the Constitution. Upon his re-election, Mr Heng will remain as an Executive Director and Acting Chief Executive Officer of the Company. Mr Heng Aik Yong is not considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
- (iv) This is to facilitate the payment of Directors' fees during the 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 FY2021. Should any Director hold office for only part of FY2021 and not the whole of FY2021, the Director's fee payable to him will be appropriately pro-rated.
- (v) Ordinary Resolution 7, 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 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**

Where a member of the Company submits an instrument appointing the Chairman of the AGM to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) 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, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof ), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines.