

JASPER INVESTMENTS LIMITED(Incorporated in the Republic of Singapore)
(Co. Reg. No. 198700983H)**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 137 Cecil Street #03-01 Hengda Building, Singapore 069537 on Thursday, 26 July 2018 at 10.00 a.m. to transact the following business:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the year ended 31 March 2018 and the report of the Auditors thereon. **(Resolution 1)**
- To record the retirement of Mr. Phillip Jeffrey Saile, a director retiring pursuant to Article 91 of the Constitution, who has decided not to seek re-election and will retire at the conclusion of the forthcoming Annual General Meeting (See Explanatory Note (i)).
- To re-elect Mr. Heng Aik Yong, a Director who retires by rotation pursuant to Article 97 of the Company's Constitution (See Explanatory Note (ii)). **(Resolution 2)**
- To elect Mr. Koh How Tim as a Director pursuant to Article 93 of the Company's Constitution (See Explanatory Note (iii)). **(Resolution 3)**
- To approve Directors' fees of S\$150,000 for the financial year ending 31 March 2019 ("FY2019") to be paid on a current year basis, quarterly in arrears (2018:S\$143,500) (See Explanatory Note (iv)). **(Resolution 4)**
- To re-appoint Foo Kon Tan LLP as Auditor and to authorise the Directors to fix their remuneration. **(Resolution 5)**
- 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:

Ordinary Resolution**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:

- issue shares in the capital of the Company ("shares") whether by way of rights, bonus or otherwise; and/or
- 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

- 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:

- 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);
- (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:
 - new shares arising from the conversion or exercise of any Instruments;
 - new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution; and
 - any subsequent bonus issue, consolidation or subdivision of shares;
- 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
- (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 6)**

Special Resolution**9. AMENDMENT TO THE CONSTITUTION**

To consider and, if thought fit, approve the amendments proposed to be made to the Constitution as set out in Schedule 1 to the Appendix of this Notice of Annual General Meeting (See Explanatory Note (vi)). **(Resolution 7)**

By order of the Board

Ng Joo Khin
Company Secretary
4 July 2018**Notes:**

- A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
 - A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.

- A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Member of the Company.
- If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- An instrument appointing a proxy must be lodged at the office of the Company at 896 Dunearn Road #04-08C, Singapore 589472 not less than 48 hours before the time fixed for the Annual General Meeting.

Explanatory Notes:

- Mr. Phillip Jeffrey Saile will retire as an Independent Director of the Company at the conclusion of the forthcoming AGM. Upon Mr. Phillip Jeffrey Saile's retirement, he will cease to be a Chairman of the Nominating Committee and members of the Audit and Remuneration Committees.
- Mr. Heng Aik Yong is an 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 the Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee. Upon his re-election, Mr. Heng will remain as an Independent and Non-Executive Director of the Company. Mr. Heng Aik Yong is considered independent for the purpose of Rule 704(8) of the listing manual of the SGX-ST.
- In light of the retirement of Mr. Phillip Jeffrey Saile as a Director of the Company with effect from the conclusion of the forthcoming Annual General Meeting, the Board of Directors has, on the recommendation of the Nominating Committee, proposed the appointment of Mr. Koh How Tim as a replacement for Mr. Saile pursuant to Article 93 of the Constitution. Mr. Koh, if elected, will serve as an Independent and Non-Executive Director of the Company.

Details on Mr. Koh How Tim are as follows:

Mr. Koh How Tim, 59

To be appointed as an Independent and Non-Executive Director

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

Listed companies

None

Others

None

Past directorships held over the preceding five years:

JEP Holdings Ltd

JEP Precision Engineering Pte Ltd

Dolphin Engineering Pte Ltd

Relationships, including immediate family relationships, between Mr. Koh How Tim and the Directors of the Company, the Company or its 10% shareholders:

None

Shareholding in the Company and its related corporations:

None

- 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 FY2019. Should any Director hold office for only part of FY2019 and not the whole of FY2019, the Director's fee payable to him will be appropriately pro-rated.
- Ordinary Resolution 6, if passed, will authorise the Directors, from the date of this Annual General Meeting 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 which are outstanding or subsisting at the time that this Resolution is passed; and (c) any subsequent bonus issue, consolidation or subdivision of shares.
- The Board is proposing certain amendments to be made to the Constitution of the Company in light of the recent changes to the Companies Act, Chapter 50, of Singapore. The proposed amendments, if approved by the Shareholders, will allow electronic transmission of notices and documents to Shareholders and statutory records to be kept in electronic form, resulting in cost savings in view of the number of Shareholders that the Company has. The proposed amendments also seek to address the requirements of the Personal Data Protection Act 2012 of Singapore in respect of the handling of personal data of Shareholders who are individuals. Resolution 8 is required to be passed as a Special Resolution under the Companies Act, Chapter 50, of Singapore. A Special Resolution requires the affirmative vote of not less than 75% of the Shareholders, present and voting (whether in person or by proxy).

PERSONAL DATA PRIVACY

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting 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 proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Annual General Meeting (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 (collectively, the "Purposes"); (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes.