

JASPER INVESTMENTS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 198700983H)

PROPOSED SUBSCRIPTION OF 811,111,111 NEW ORDINARY SHARES IN THE CAPITAL OF JASPER INVESTMENTS LIMITED (THE "SUBSCRIPTION SHARES") AT S\$0.0027 FOR EACH SUBSCRIPTION SHARE TO RAISE GROSS PROCEEDS OF S\$2,190,000

1. BACKGROUND

- 1.1 The Board of Directors (the "**Board**" or the "**Directors**") of Jasper Investments Limited (the "**Company**") and together with its subsidiaries, the "**Group**") wishes to announce that it has entered a subscription agreement dated 20 February 2021 (the "**Subscription Agreement**") with Riau Capital Resources Pte. Ltd. (the "**Subscriber**") for the issue and allotment by the Company to the Subscriber of 811,111,111 new ordinary shares (the "**Subscription Shares**") in the capital of the Company ("**Shares**") on the terms and subject to the conditions of the Subscription Agreement (the "**Subscription**").
- 1.2 Pursuant to the terms of the Subscription Agreement, the Company proposes to raise capital by issuing the Subscription Shares to the Subscriber at an issue price of S\$0.0027 per Subscription Share (the "**Issue Price**"), to raise gross proceeds of S\$2,190,000.
- 1.3 The Subscription Shares shall be allotted and issued pursuant to the general share issue mandate to issue new ordinary shares in the capital of the Company passed by the Company's shareholders ("**Shareholders**") at the Company's annual general meeting held on 22 September 2020 (the "**AGM**").
- 1.4 The Subscription is not underwritten and no placement agent will be appointed for the Subscription. The Subscription will be undertaken pursuant to a private placement exemption under Section 272B of the Securities and Futures Act (Chapter 289) of Singapore. As such, no prospectus or offer information statement will be issued by the Company in connection with the Subscription.

2. INFORMATION ON THE SUBSCRIBER

- 2.1 Details of the Subscriber, the number of Subscription Shares to be subscribed by the Subscriber and the consideration to be paid by the Subscriber are set out below:

Name of Subscriber	Number of Subscription Shares Subscribed	Aggregate Consideration (\$)	Subscription Shares as a % of Existing Issued Share Capital ⁽¹⁾	Subscription Shares as a % of Enlarged Issued Share Capital ⁽²⁾	Total Shareholding as a % of Enlarged Issued Share Capital ⁽³⁾
Riau Capital Resources Pte. Ltd.	811,111,111	2,190,000	18.63	15.70	15.70

Notes:

- (1) Number of Subscription Shares divided by existing issued number of Shares of 4,354,159,724.
(2) Number of Subscription Shares divided by enlarged issued number of Shares of 5,165,270,835.
(3) Existing shareholding (if any) aggregated with the number of Subscription Shares, divided by enlarged issued number of Shares of 5,165,270,835. As at the date of this announcement, the Subscriber does not hold any Shares in the capital of the Company.

- 2.2 The Subscriber is a private company limited by shares incorporated in Singapore. The sole legal and beneficial owner and shareholder of the Subscriber is Mr. Bambang Sugeng Bin

Kajairi, holding 100% of the issued and paid-up share capital of the Subscriber. Established to undertake businesses and investments into projects involving, among others, the trading, supply and transportation of construction materials and aggregates regionally, the Subscriber reached out for an introduction to the Company to discuss potential co-operation and referrals from the Subscriber in the marine logistics and transportation sector after having noted that the Company's business involves such sector. The discussions led to the proposal by the Subscriber to subscribe for the Subscription Shares in order to provide the requisite funding to the Company to meet its working capital and other funding requirements as noted in Paragraph 5 below. The Subscriber has entered into the Subscription Agreement for investment purposes and has represented to the Company that it is subscribing for the Subscription Shares for its own account and that the Subscriber is not holding the Subscription Shares in trust or as nominee for other persons.

- 2.3 Further, the Subscriber has confirmed that it is not currently a person whom the Company is prohibited from issuing shares to, as provided for by Rule 812 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") (the "**Listing Manual**"). It should be noted, however, that on completion of the Subscription, the Subscriber will become a controlling Shareholder of the Company. Notwithstanding that the Subscriber will obtain a controlling interest upon completion of the Subscription, there will be no transfer of controlling interest pursuant to Rule 803 of the Listing Manual as Polaris Nine Private Limited will remain the single largest Shareholder of the Company with a shareholding percentage of approximately 30.79% upon completion of the Subscription.
- 2.4 To the best of the Company's knowledge and based on the confirmation received from the Subscriber, save in relation to the Subscription, none of the Subscriber, its directors and/or its shareholders are existing Shareholders of the Company and none of them has any connection (including business relationship) with the Company, its Directors and/or its substantial Shareholders.

3. THE SUBSCRIPTION

3.1 The Issue Price and Consideration

The Subscriber proposes to subscribe for an aggregate of 811,111,111 Subscription Shares for an aggregate consideration of S\$2,190,000 (the "**Consideration**") at an Issue Price of S\$0.0027. The Consideration shall be paid by the Subscriber to the Company as follows:

- (a) within three (3) weeks from the date of this announcement, the Subscriber shall pay to the Company a non-refundable deposit of S\$200,000; and
- (b) on completion of the Subscription, the Subscriber shall pay the Company the balance of the Consideration in full in immediately available funds to such bank account in Singapore as shall have been notified by the Company to the Subscriber no later than two (2) business days before the date of completion of the Subscription (the "**Completion Date**").

The Issue Price represents a discount of 10% to the volume weighted average price of S\$0.003 for trade(s) done on the Company's shares on the SGX-ST on 18 February 2021 (being the last full market day on which trades were done immediately preceding the date of the Subscription Agreement).

3.2 The Subscription Shares

The existing total number of Shares as at the date of this announcement and prior to the issue of the Subscription Shares is 4,354,159,724. Assuming that all of the 811,111,111 Subscription Shares are issued on completion of the Subscription, the Company's issued and paid-up share capital (excluding treasury shares) will increase to 5,165,270,835 Shares. The Subscription Shares represent approximately 18.63% of the existing issued and paid-up share capital (excluding treasury shares) of the Company as at the date of this announcement and approximately 15.70% of the enlarged issued and paid-up share capital (excluding treasury shares) of the Company after the Subscription.

The Subscription Shares will be allotted and issued pursuant to the general share issue mandate (the “**Share Issue Mandate**”) approved and granted by Shareholders at the AGM. Pursuant to the Share Issue Mandate, Directors have the authority to issue Shares and/or make or grant offers, agreements, or options that might or would require Shares to be issued (collectively, “**Instruments**”), provided that the aggregate number of Shares to be issued (including Shares to be issued pursuant to the Instruments made or granted) does not exceed 50% of the total number of issued Shares (excluding treasury shares) as at the date of the AGM, of which the aggregate number of Shares (including Shares to be issued pursuant to the Instruments made or granted) to be issued other than on a pro rata basis to existing Shareholders shall not exceed 20% of the total number of issued Shares (excluding treasury shares) as at the date of the AGM.

As at the date of the AGM, the total number of issued Shares (excluding treasury shares and subsidiary holdings) was 4,354,159,724. Accordingly, the total number of Shares that may be issued pursuant to the Share Issue Mandate is 2,177,079,862 Shares, of which the maximum number of Shares that can be issued other than on a pro rata basis is 870,831,944 Shares. As at the date of this announcement, no Shares have been issued pursuant to the Share Issue Mandate. As such, the 811,111,111 Subscription Shares that may be issued pursuant to the Subscription falls within the limits of the Share Issue Mandate.

Notwithstanding that the issuance and allotment of the Subscription Shares will result in the Subscriber obtaining a controlling interest in the Company, it will not result in a transfer of controlling interest of the Company pursuant to Rule 803 of the Listing Manual as Polaris Nine Private Limited will remain the single largest shareholder of the Company with a shareholding percentage of approximately 30.79% upon completion of the Subscription.

There is no moratorium imposed on the Subscription Shares.

The Subscription Shares, when issued and delivered, shall be free from all claims, charges, liens and other encumbrances whatsoever and shall rank *pari passu* in all respects with and shall carry all rights similar to the existing Shares except that they will not rank for any dividend, right, allotment or other distributions, the record date for which falls on or before the completion of the Subscription.

3.3 **Conditions**

Completion of the Subscription is conditional upon, *inter alia*:

- (a) the Share Issue Mandate being valid, subsisting and adequate for the purposes of the issue of the Subscription Shares as at the Completion Date;
- (b) approval in-principle for the listing and quotation of the Subscription Shares on the Official List of the SGX-ST being obtained from the SGX-ST and not revoked or amended as at the Completion Date and, where such approval is subject to conditions, such conditions being reasonably acceptable to the Subscriber;
- (c) the issue and subscription of the Subscription Shares not being prohibited by any statute, order, rule or regulation promulgated after the date of the Subscription Agreement by any applicable legislative, executive or regulatory body or authority;
- (d) there having been no occurrence of any event or discovery of any fact rendering any of the warranties in the Subscription Agreement untrue or incorrect in any material respect as at the Completion Date as if they had been given again on the Completion Date; and
- (e) the Company and the Subscriber not being in breach of any of the undertakings and the covenants in the Subscription Agreement as at the Completion Date.

If the conditions set forth in paragraph 3.3(a) and paragraph 3.3(b) above are not satisfied by 19 May 2021 (or such other date as may be mutually agreed between the Company and the Subscriber), the Subscription Agreement shall terminate and the obligations of the Company to

issue the Subscription Shares and the Subscriber to subscribe for the Subscription Shares shall *ipso facto* cease and determine thereafter, and no party shall have any claim against the others for costs, expenses, damages, losses, compensation or otherwise in respect of the Subscription, save for any antecedent breach of the Subscription Agreement or the parties' respective liability for the payment of costs and expenses under the Subscription Agreement.

3.4 Additional Listing Application

The Company will be making an application to the SGX-ST for the listing and quotation of the Subscription Shares on the Official List of the SGX-ST. The Company will make the necessary announcements once the approval-in-principle for the listing and quotation of the Subscription Shares has been obtained from the SGX-ST.

4. FINANCIAL EFFECTS OF THE SUBSCRIPTION

The financial effects of the Subscription set out below are for illustrative purposes only and do not purport to be indicative or a projection of the results and financial position of the Company and the Group after completion of the Subscription.

The financial effects of the Subscription on the Group have been computed based on the latest audited consolidated financial statements of the Group for the financial year ended 31 March 2020 ("**FY2020**") ⁽¹⁾ and the following bases and assumptions:

- (a) the expenses incurred in the Subscription is disregarded for the purposes of calculating the financial effects;
- (b) the financial effect on the consolidated net tangible assets ("**NTA**") per Share of the Group is computed based on the assumption that the Subscription was completed on 31 March 2020; and
- (c) the financial effect on the consolidated loss per Share ("**LPS**") of the Group is computed based on the assumption that the Subscription was completed on 1 April 2019.

Note ⁽¹⁾:

As the reporting currency as of 31 March 2020 was United States Dollars, for the purposes of this announcement, the relevant figures in United extracted from the audited consolidated financial statements of the Group for FY2020 have been translated into Singapore Dollars at an exchange rate of SGD1.00 = USD0.702169 (as quoted by OANDA as at 1 April 2020).

NTA per Share

	Before the Subscription	After adjusting for the Subscription Shares
Net Tangible Assets of the Group (S\$'000)	(310)	(310)
Weighted Average Number of Shares ('000)	4,354,160	5,165,271
NTA per share (Singapore cents)	(0.0071)	(0.0060)

LPS

	Before the Subscription	After adjusting for the Subscription Shares
Loss attributable to equity holders of the Group (S\$'000)	488	488
Number of Shares ('000)	4,354,160	5,165,271
LPS per Share (Singapore cents)	0.0112	0.0094

Net Gearing

The issue and allotment of the Subscription Shares would not have a significant effect on the net gearing of the Group.

5. RATIONALE AND USE OF PROCEEDS

The Company has decided to place the Subscription Shares to the Subscriber so as to raise funds to provide liquidity to the working capital needs of the Group.

The net proceeds from the Subscription (after deducting estimated expenses relating thereto) of approximately S\$2,155,000 (the “**Net Proceeds**”) will be used by the Company in the following estimated proportions:

Use of Proceeds		Percentage Allocation (%)
For working capital needs of the Group	(a) For compliance / regulatory and general corporate expenses (including settlement of outstanding liabilities which are approximately S\$480,000 as of the date of the Subscription Agreement).	40
	(b) For working capital requirements of the Group in undertaking contracts relating to marine logistics and transportation.	60
Total		100

Pending the use of the Net Proceeds from the Subscription as outlined above, the Net Proceeds may be deposited in financial institutions or be used for working capital or any other purpose on a short-term basis.

The Company will make periodic announcements as and when the Net Proceeds are materially disbursed and whether the disbursements are in accordance with the use of proceeds as stated in this announcement.

The Company will also provide a status report on the use of such Net Proceeds in the Company's annual report. Where the Net Proceeds are used for working capital purposes, the Company will provide a breakdown with specific details on how the Net Proceeds have been applied in the Company's announcements and annual report. Where there is any material deviation from the stated use of proceeds, the Company will announce the reasons for such deviation.

6. INTEREST OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors or substantial Shareholders of the Company has any interest, direct or indirect, in the Subscription, save for their interests (if any) by way of their shareholdings and/or directorships, as the case may be, in the Company.

In addition, the Subscriber is not under the control or influence of any of the Company's Directors or substantial Shareholders.

7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Subscription, the Subscription Agreement, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

8. TRADING CAUTION

Shareholders are advised to exercise caution in trading their Shares. There is no certainty or assurance as at the date of this announcement that the proposed allotment and issuance of the Subscription Shares will be completed or that no changes will be made to the terms thereof. Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

9. DOCUMENTS FOR INSPECTION

A copy of the Subscription Agreement is available for inspection during normal business hours at the Company Secretary's office at 10 Collyer Quay #27-00 Ocean Financial Centre, Singapore 049315 for a period of three months from the date of this announcement.

**BY ORDER OF THE BOARD
JASPER INVESTMENTS LIMITED**

Michael Chan Wai Kwong
Independent Chairman

20 February 2021