

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 Level 27, Ocean Financial Centre, 10 Collyer Quay, Singapore 049315 on Tuesday, 26 July 2016 at 9.30 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 2016 and Auditors thereon. **(Resolution 1)**
- To re-elect Mr Phillip Jeffrey Saile, a Director who retires by rotation pursuant to Article 91 of the Company's Constitution (See Explanatory Note (i)). **(Resolution 2)**
- To re-elect Mr Chan Wai Kwong Michael, a Director who retires by rotation pursuant to Article 97 of the Company's Constitution (See Explanatory Note (ii)). **(Resolution 3)**
- To approve Directors' fees of S\$146,000 for the financial year ending 31 March 2017 ("FY2017") to be paid on a current year basis, quarterly in arrears (2016:S\$151,000) (See Explanatory Note (iii)). **(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 ordinary resolutions:

7. APPOINTMENT OF DIRECTOR

To appoint Mr Ow Earnng Hong as a Director pursuant to Article 97 of the Company's Constitution (See Explanatory Note (iv)). **(Resolution 6)**

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

- (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument 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 SGXST) and the Articles of Association 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 7)**

9. ISSUE AND ALLOTMENT OF SHARES PURSUANT TO THE JASPER SHARE OPTION PLAN AND JASPER SHARE INCENTIVE PLAN

That authority be and is hereby given to the Directors to issue and allot shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted or to be granted under the Jasper Share Option Plan and/or vesting of awards granted or to be granted under the Jasper Share Incentive Plan (collectively with the Jasper Share Option Plan, the "Plans") provided that the aggregate number of shares to be issued pursuant to the Plans does not, in aggregate, exceed 15% of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time (See Explanatory Note (vi)). **(Resolution 8)**

By order of the Board

Ng Joo Khin
Company Secretary
11 July 2016

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 registered office of the Company at 10 Shenton Way #12-06 Singapore 079117 not less than 48 hours before the time fixed for the Annual General Meeting.

Explanatory Notes

- Mr Phillip Jeffrey Saile is the Independent Director of the Company. He is also the Chairman of the Nominating Committee and Remuneration Committee, and is a member of Audit Committee.
- Mr Chan Wai Kwong Michael is the Independent Director of the Company. He is also the Chairman of the Audit Committee.
- 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 FY2017. Should any Director hold office for only part of FY2017 and not the whole of FY2017, the Director's fee payable to him will be appropriately pro-rated.
- Mr Simpson Steven Barry, currently the Non-Executive Chairman and Director, has expressed his intention to retire from his position as Chairman and Director of the Company to focus on his other business and, accordingly, has declined to stand for re-election upon his retirement at the conclusion of the forthcoming Annual General Meeting. The Board, on the recommendation of the Nominating Committee, has proposed that Mr Ow Earnng Hong, currently the Chief Operating Officer of the Company, be appointed as the Company's Executive Chairman and Director of the Company upon the retirement of Mr Simpson Steven Barry. Mr Ow will remain as the Chief Operating Officer of the Company in addition to his aforesaid appointment.
- Ordinary Resolution 7, 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.
- Ordinary Resolution 8, if passed, will empower the Directors to issue shares on the exercise of options granted under the Jasper Share Option Plan and the vesting of awards under the Jasper Share Incentive Plan (collectively with the Jasper Share Option Plan, the "Plans") not exceeding (for the entire duration of the Plans) 15% of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time. The Plans will expire on 30 July 2019 unless extended by the Company in general meeting.

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.