

**CIRCULAR DATED 9 DECEMBER 2008**

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.**

This Circular is issued by Jasper Investments Limited. The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any statements made or reports contained or opinions expressed in this Circular.

If you are in any doubt about the contents of this Circular or the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of Jasper Investments Limited, you should immediately forward this Circular, the enclosed Notice of Extraordinary General Meeting and the Proxy Form to the purchaser or to the bank, stockbroker or agent through whom the sale or transfer was effected for onward transmission to the purchaser.



Investments Limited  
(Company Registration No. 198700983H)  
(Incorporated in the Republic of Singapore)

Independent Financial Adviser to the Independent Directors in respect of the  
Interested Person Transactions Mandate



**CIRCULAR TO SHAREHOLDERS**

in relation to

- (A) THE PROPOSED SHARE BUY-BACK MANDATE**
- (B) THE PROPOSED ADOPTION OF A GENERAL MANDATE FOR THE INTERESTED PERSON TRANSACTIONS (AS DEFINED HEREIN)**

**IMPORTANT DATES AND TIME**

Last date and time for lodgement of Proxy Form	:	22 December 2008 at 9.30 a.m.
Date and time of Extraordinary General Meeting	:	24 December 2008 at 9.30 a.m.
Place of Extraordinary General Meeting	:	The Island Suite, Level 2 Marina at Keppel Bay 2 Keppel Bay Vista Singapore 098382

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## DEFINITIONS

In this Circular, the following definitions shall apply throughout unless the context otherwise requires:-

“AIML”	:	Ashmore Investment Management Limited
“Articles”	:	the Articles of Association of the Company
“Associate”	:	shall have the meaning ascribed to it in the Listing Manual as amended from time to time
“Audit Committee”	:	The audit committee of the Company currently comprising Messrs Heng Chiang Meng, Steven Simpson and David Chia
“Auditors”	:	the auditors of the Company for the time being
“Board”	:	the board of directors of the Company for the time being
“CDP”	:	The Central Depository (Pte) Limited
“Companies Act”	:	The Companies Act (Cap. 50) of Singapore, as amended or modified from time to time
“Company”	:	Jasper Investments Limited
“Control”	:	The capacity to dominate decision making, directly or indirectly in relation to the financial and operating policies of the Company
“Controlling Shareholder”	:	A person who holds directly or indirectly 15% or more the aggregate number of Shares, or in fact exercises Control over the Company
“Director”	:	A person holding the office of a director for the time being of the Company
“DMG”, “Independent Financial Adviser” or “IFA”	:	DMG & Partners Securities Pte Ltd
“EGM”	:	The Extraordinary General Meeting of the Company, notice of which is set out on page N-1 of this Circular, to be held on 24 December 2008 at 9.30 a.m.
“Group”	:	The Company together with its subsidiaries
“Group Company”	:	A company within the Group
“IFA Letter”	:	The letter dated 9 December 2008 from the IFA to the Independent Directors (defined below), a copy of which is set out in Appendix I to this Circular
“Independent Directors”	:	The Directors of the Company as at the date of this Circular who have no interests in the Interested Person Transactions, namely Messrs Heng Chiang Meng, Steven Simpson, David Chia and Geoffrey Yeoh

“Interested Persons”	:	Morton Bay, the Funds, AIML, the Other Funds and/or their Associates, being the interested persons to whom the IPT Mandate relates, as more particularly described in paragraph 2.4 of this Circular
“Interested Person Transactions”	:	The categories of transactions with the Interested Persons which fall within the IPT Mandate, as set out in paragraph 2.2 of this Circular
“IPT Mandate”	:	The general mandate for the purposes of Chapter 9 of the Listing Manual, for the companies within the Group, to enter into the Interested Person Transactions, provided that such transactions are on an arm’s length basis, on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders
“Latest Practicable Date”	:	4 December 2008, being the latest practicable date prior to the printing of this Circular
“Listing Manual”	:	The Listing Manual of the SGX-ST, as the same may be amended or modified from time to time
“Market Day”	:	A day on which the SGX-ST is open for trading in securities
“NTA”	:	Net tangible assets
“NTA per Share”	:	Net tangible assets of the Company divided by the number of issued Shares
“Other Funds”	:	The investment funds (excluding Ashmore Global Special Situations Fund 2 Limited, Ashmore Global Special Situations Fund 4 Limited Partnership and Asset Holder PCC No. 2 Limited re Ashmore Asian Recovery Fund) which are managed by AIML and/or its Associates
“Registrar”	:	Registrar of Companies appointed under the Companies Act and includes any Deputy or Assistant Registrar of Companies
“Rights Issue”	:	The renounceable non-underwritten rights issue by the Company as approved by Shareholders at the extraordinary general meeting of the Company which was held on 19 March 2008
“Securities Account”	:	The securities account maintained by a Depositor with CDP but does not include a securities sub-account maintained with a Depository Agent
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Share Buy-Back”	:	The purchase or acquisition of Shares by the Company in accordance with the Companies Act
“Share Consolidation”	:	The Share consolidation exercise as approved by Shareholders at the extraordinary general meeting of the Company which was held on 19 March 2008

“Shareholders”	:	Registered holders of Shares except that where the registered holder is CDP, the term “ <b>Shareholders</b> ” shall, in relation to such Shares and where the context admits, mean the persons named as Depositors in the Depository Register and whose Securities Accounts maintained with CDP are credited with the Shares
“Share Buy-Back Mandate”	:	The mandate to enable the Company to purchase or otherwise acquire its issued Shares
“Shares”	:	Ordinary shares in the capital of the Company
“subsidiaries”	:	shall have the meaning ascribed to it by the Companies Act
“Take-over Code”	:	The Singapore Code on Take-overs and Mergers
“Trading Day”	:	a day on which the Shares are traded on the SGX-ST
“Treasury Shares”	:	Shares which:- <ul style="list-style-type: none"> <li>(a) are purchased by the Company in circumstances in which section 76H of the Companies Act applies; and</li> <li>(b) held by the Company continuously since the Treasury Shares are so purchased</li> </ul>
“%”	:	percentage or per centum
“\$” and “cents”	:	Singapore dollars and cents respectively

The terms “Depositor”, “Depository Agent” and “Depository Register” shall have the meanings ascribed to them respectively in section 130A of the Companies Act.

Words importing the singular shall, where applicable, include the plural and vice versa, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders.

Words importing persons include corporations.

Any reference to any enactment is a reference to that enactment as for the time being amended or re-enacted.

Any word defined under the Companies Act and used in this Circular shall have the meaning assigned to it under the Companies Act.

Any reference to a time of day in this Circular shall be a reference to Singapore time.

## JASPER INVESTMENTS LIMITED

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

### Directors:

Seumas Dawes (*Non-Executive Chairman*)  
Geoffrey Yeoh (*Executive Director*)  
Oscar Spieler (*Non-Executive Director*)  
Heng Chiang Meng (*Independent Director*)  
Steven Simpson (*Independent Director*)  
David Chia (*Independent Director*)

### Registered Office

1 HarbourFront Avenue  
#14-01 Keppel Bay Tower  
Singapore 098632

9 December 2008

To: The Shareholders of Jasper Investments Limited

Dear Sir/Madam,

#### (A) THE PROPOSED SHARE BUY-BACK MANDATE

#### (B) THE PROPOSED ADOPTION OF A GENERAL MANDATE FOR THE INTERESTED PERSON TRANSACTIONS

The Directors are convening the EGM to be held on 24 December 2008 to seek Shareholders' approval for the following proposals:-

- (a) the proposed Share Buy-Back Mandate; and
- (b) the proposed IPT Mandate.

The purpose of this Circular is to provide Shareholders with the relevant information relating to the proposals to be tabled at the EGM.

There is no existing mandate for the Company to purchase its own Shares.

### 1. PROPOSED SHARE BUY-BACK MANDATE

#### 1.1 Introduction

Under the Companies Act, a company may purchase its own shares, stocks and/or preference shares if it is expressly permitted to do so by its articles of association. Article 10B of the Company's Articles expressly permits the Company to, *inter alia*, purchase or otherwise acquire its issued Shares and if the Company so desires, to hold such Shares as Treasury Shares.

Shareholders' approval is being sought for the proposed Share Buy-Back Mandate at the EGM. If the Share Buy-Back Mandate is approved by Shareholders, it will remain in force until the date on which the next annual general meeting of the Company is held or required by law to be held (when the proposed Share Buy-Back Mandate will lapse unless it is renewed) or the date on which share buy-backs are carried out to the full extent mandated, whichever is the earlier unless prior to that, it is varied or revoked by resolution of the Shareholders in general meeting.

## 1.2 Rationale

The proposed Share Buy-Back Mandate will give the Directors the flexibility to purchase the Shares of the Company if and when circumstances permit. The Directors believe that share buy-backs provide the Company and its Directors with a mechanism to facilitate the return of surplus cash over and above its ordinary capital requirements, in an expedient and cost-efficient manner. It also allows the Directors to exercise greater control over the Company's share capital structure, dividend payout and cash reserves.

The proposed Share Buy-Back Mandate will also give the Company the opportunity to buy back Shares when such Shares are under-valued.

The buy back of Shares will only be made when the Directors believe that such buy backs would benefit the Company and its Shareholders.

## 1.3 Authority and Limits on the Share Buy-Back Mandate

The authority and limitations placed on purchases or acquisitions of Shares under the Share Buy-Back Mandate, if approved at the EGM are as follows:

(a) Maximum Number of Shares

The total number of Shares which may be purchased or acquired by the Company pursuant to the Share Buy-Back Mandate is limited to that number of Shares representing not more than 10% of the total number of issued ordinary shares of the Company as at the date of the forthcoming EGM at which the Share Buy-Back Mandate is approved.

For illustrative purposes, on the basis that there are 1,149,529,959 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are issued on or prior to the date of the EGM, not more than 114,952,995 Shares (representing 10% of the total number of issued ordinary shares of the Company as at that date) may be purchased by the Company pursuant to the Share Buy-Back Mandate.

(b) Duration of Authority

Under the Share Buy-Back Mandate, the Company may buy back Shares, at any time and from time to time, on and from the date of the EGM at which the Share Buy-Back Mandate is approved up to:-

- (i) the date on which the next annual general meeting of the Company is held or required by law to be held; or
- (ii) the date on which the purchases or acquisitions of Shares pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated; or
- (iii) the date on which the authority conferred by the Share Buy-Back Mandate is revoked or varied by the Company in general meeting,

whichever is the earliest.

(c) Manner of Share Buy-Backs

Share Buy-Backs may be made by way of:-

- (i) an on-market Share Buy-Back transacted through the SGX-ST's trading system; and/or
- (ii) an off-market Share Buy-Back effected in accordance with an equal access scheme(s).

The Directors may impose such terms and conditions which are not inconsistent with the Share Buy-Back Mandate, the Listing Manual and the Companies Act, as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme or schemes.

(d) Off-market Share Buy-Backs

An off-market Share Buy-Back on an “equal access scheme” must satisfy all the following conditions:-

- (i) the offers under the scheme must be made to every person who holds issued Shares to purchase or acquire the same percentage of their issued Shares;
- (ii) all of those persons have a reasonable opportunity to accept the offers made; and
- (iii) the terms of all the offers are the same except that there shall be disregarded:-
  - (a) differences in consideration attributable to the fact that offers relate to Shares with different accrued dividend entitlements;
  - (b) differences in consideration attributable to the fact that offers relate to Shares with different amounts remaining unpaid; and
  - (c) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

If the Company makes an off-market Share Buy-Back on an equal access scheme, the Company must issue an offer document to all Shareholders containing at least the following information:-

- (i) terms and conditions of the offer;
- (ii) period and procedures for acceptances;
- (iii) reasons for the proposed share buy-back;
- (iv) the consequences, if any, of share purchases by the Company that will arise under the Takeover Code or other applicable takeover rules;
- (v) whether the Share Buy-Back, if made, would have any effect on the listing of the Shares on the SGX-ST; and
- (vi) details of any Share Buy-Back made by the Company in the previous 12 months (whether on-market Share Buy-Backs or off-market Share Buy-Backs), giving the total number of Shares purchased, the purchase price per Share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases.

(e) Maximum Purchase Price to be paid for the Shares

The purchase price (excluding brokerage, commission, applicable goods and services tax and other purchase-related expenses) to be paid for the Shares will be determined by the Directors. However, the purchase price for a Share shall not exceed:-

- (i) in the case of an on-market Share Buy-Back, 5% above the Average Closing Market Price (as defined below) of the Shares; and

- (ii) in the case of an off-market Share Buy-Back pursuant to an equal access scheme, 20% above the Average Closing Market Price of the Shares.

For the above purposes:-

**“Average Closing Market Price”** means the average of the closing market prices of a Share over the last 5 Market Days on which transactions in the Shares were recorded, immediately preceding the day on which an on-market Share Buy-Back was made by the Company or, as the case may be, the date of the making of the offer pursuant to an off-market Share Buy-Back on an equal access scheme, and deemed to be adjusted for any corporate action that occurs after such 5-day period; and

**“date of the making of the offer”** means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from Shareholders, stating therein the relevant terms of the equal access scheme for effecting the off-market Share Buy-Back.

The Listing Manual restricts a listed company from purchasing shares by way of on-market Share Buy-Backs at a price per Share which is more than 5% above the “average closing market price”, being the average of the closing market prices of the Shares over the last five market days on which transactions in the Shares were recorded, before the day on which the purchases were made and deemed to be adjusted for any corporate action that occurs after the relevant five day period.

Although the Listing Manual does not prescribe a maximum price in relation to purchases of shares by way of off-market Share Buy-Backs, the Company has set a cap of 20% above the average closing price of a Share as the maximum price for a Share to be purchased or acquired by way of off-market Share Buy-Backs.

#### 1.4 Funding of Share Buy-Backs

In financing the Share Buy-Backs, the Company may only apply funds legally available in accordance with its Articles of Association and the applicable laws in Singapore. The Company may not buy back its Shares on the SGX-ST for a consideration other than in cash or, in the case of an on-market Share Buy-Back, for settlement otherwise than in accordance with the trading rules of the SGX-ST.

The Company intends to use its internal funds and borrowings to finance the buy-back of Shares. In considering the use of external funding, the Company will take into consideration the availability of external financing and the resulting impact on the prevailing gearing level of the Company and the Group. The Company will only exercise the mandate in the interest of the Company and the Group without causing adverse financial impact to the Company and the Group. **In particular, the Company will have regard to any relevant financial covenants which are applicable to the Company and/or the Group under any agreements for banking and credit facilities which may be granted by a financial institution to the Company and/or the Group from time to time. The Company will not buy back any Shares if such purchases would lead to any breaches of the relevant financial covenants.**

The Companies Act stipulates that any purchases of Shares may be made out of the Company’s capital or profits so long as the Company is solvent. Where the consideration paid by the Company for the Share Buy-Backs is made out of profits, such consideration (excluding related brokerage, goods and services tax, stamp duties and clearance fees) will correspondingly reduce the amount of profits available for the distribution of cash dividends by the Company. However, where the consideration paid by the Company for the Share Buy-Backs is made out of capital, the amount of profits available for the distribution of cash dividends by the Company will not be reduced.

## 1.5 Status of Purchased Shares

The Shares purchased or acquired by the Company under the Share Buy-Back shall be deemed to be cancelled on purchase or acquisition unless held in treasury in accordance with section 76(H) of the Companies Act. The number of Shares held as Treasury Shares cannot at any time exceed 10% of the total number of issued Shares.

Where Shares purchased or acquired by the Company under the Share Buy-Back are cancelled, such Shares will be automatically de-listed by the SGX-ST. Certificates in respect of such cancelled Shares will be cancelled and destroyed by the Company as soon as is reasonably practicable after the Shares have been acquired.

Where Shares purchased or acquired by the Company under the Share Buy-Back are held as Treasury Shares, the Company may at any time:-

- (a) sell the Treasury Shares for cash;
- (b) transfer the Treasury Shares for the purposes of or pursuant to an employees' share scheme;
- (c) transfer the Treasury Shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (d) cancel the Treasury Shares ; or
- (e) sell, transfer or otherwise use the Treasury Shares for such other purposes as may be prescribed.

The Company shall not exercise any right in respect of the Treasury Shares, including:-

- (a) the right to attend or vote at meetings; and
- (b) the right to receive dividend or any other distribution (in cash or otherwise) of its assets (including any distribution of assets to members on a winding up).

The Company may receive allotments of fully paid bonus shares in respect of the Treasury Shares and the Treasury Shares may be sub-divided or consolidated so long as the total value of the Treasury Shares after the subdivision or consolidation is the same as before the subdivision or consolidation, as the case may be.

Any Shares allotted as fully paid bonus shares in respect of the Treasury Shares shall be treated for the purposes of the Companies Act as if they were purchased by the Company at the time they were allotted, in circumstances in which section 76H of the Companies Act applied.

## 1.6 Financial Effects of the Proposed Share Buy-Back

Under the Companies Act, purchases or acquisitions of Shares by the Company may be made out of the Company's capital or profits so long as the Company is solvent. For this purpose, a company is "**insolvent**" if:-

- (a) it is unable to pay its debts as they become due in the normal course of business. The Companies Act further requires the company to be able to pay its debts as they fall due in the normal course of business not only at the time of the purchase or acquisition but also during the period of 12 months after the purchase or acquisition;
- (b) the value of its assets is less than the value of its liabilities (including contingent liabilities), having regard to the most recent financial statements of the company and all other circumstances that the directors or managers of the company know or ought

to know affect or may affect such values. The Companies Act further requires that the value of the company's assets will not be less than the value of its liabilities not only at the time of the purchase or acquisition but also after such purchase or acquisition.

Where the consideration paid by the Company for the purchase or acquisition of Shares (excluding brokerage, commission, goods and services tax and other purchase-related expenses) is made out of available profits, this will correspondingly reduce the amount available for the distribution of cash dividends by the Company. Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

The actual impact of the Share Buy-Back on the financials of the Company and the Group will depend on the exact number of Shares purchased or acquired, the purchase prices at the relevant time of purchase, how the purchase or acquisition is funded, whether the Shares purchased or acquired are held in treasury or immediately cancelled on purchase or acquisition as well as how the Shares held in treasury are subsequently dealt with by the Company in accordance with section 76(K) of the Companies Act.

#### 1.6.1 Information as at the Latest Practicable Date

As at the Latest Practicable Date, the issued capital of the Company comprises 1,149,529,959 Shares.

Purely for illustrative purposes, on the basis of 1,149,529,959 Shares in issue as at the Latest Practicable Date and assuming no further Shares are issued and no Shares are held by the Company as Treasury Shares on or prior to the EGM, the purchase by the Company of 10% of its issued Shares will result in the purchase or acquisition of 114,952,995 Shares.

#### 1.6.2 Illustrative Financial Effects

For illustrative purposes only and on the basis of the assumptions set out in paragraph 1.6.1 above, the financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate on the audited financial statements of the Group based on the financial year ended 31 March 2008 are set out below and assuming the following:

##### (a) On-market share buy-back

For on-market share buy-back, the purchase or acquisition of 114,952,995 Shares at the maximum price of S\$0.1974 (or US\$0.1429 based on the exchange rate of S\$1.381 to US\$1 as at 1 March 2008) for one Share (being the price equivalent to 5% above the average of the closing market prices of the Shares for the five consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 114,952,995 Shares is S\$22.69 million (or US\$16.43 million based on the exchange rate of S\$1.381 to US\$1 as at 1 March 2008).

Shares purchased or acquired by way of on-market purchases are assumed to have been made equally out of capital and were either (i) cancelled or (ii) held as Treasury Shares.

##### (b) Off-market share buy-back

For on-market share buy-back, the purchase or acquisition of 114,952,995 Shares at the maximum price of S\$0.2256 (or US\$0.163 based on the exchange rate of S\$1.381 to US\$1 as at 1 March 2008) for one Share (being the price equivalent to 20% above the average of the closing market prices of the Shares for the five consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 114,952,995 Shares is S\$25.93 million (or US\$18.78 million based on the exchange rate of S\$1.381 to US\$1 as at 1 March 2008).

Shares purchased or acquired by way of off-market purchases are assumed to have been made equally out of capital and were either (i) cancelled or (ii) held as Treasury Shares.

The financial effects on the audited financial accounts of the Group for the financial year ended 31 March 2008 would have been as follows:

### Scenario 1(A)

#### On-market purchases of up to maximum of 10% made entirely out of capital and cancelled.

As at 31 March 2008 (US\$'000)	Group		Company	
	Before Share Buy-Back	After Share Buy-Back	Before Share Buy-Back	After Share Buy-Back
<b>Shareholders' Funds</b>	314,370	297,939	312,983	296,552
<b>Net Assets</b>	314,370	297,939	312,983	296,552
<b>Current Assets</b>	228,798	212,367	191,247	174,816
<b>Current Liabilities</b>	278,624	278,624	1,459	1,459
<b>Total Borrowings</b>	309,631	309,631	-	-
<b>Loss attributable to Shareholders</b>	4,642	4,642	2,300	2,300
<b>No. of issued and paid up shares</b>	1,149,529,959	1,034,576,964	1,149,529,959	1,034,576,964
<b>Weighted average number of Shares</b>	447,039,468	437,460,052	447,039,468	437,460,052
<b>Financial Ratios</b>				
<b>Net Assets per Share (in US cents)</b>	27.35	28.80	27.23	28.66
<b>Gearing (times)</b>	0.98	1.04	-	-
<b>Loss per Share (in US cents)</b>	1.04	1.06	0.51	0.53

Notes:

- (1) The Company's Rights Issue and Share Consolidation are assumed to have been completed on 1 March 2008.
- (2) Share purchases pursuant to the proposed Share Buy-Back Mandate are assumed to have taken place on 1 March 2008.
- (3) "Shareholders' Funds" mean the aggregate amount of issued share capital, other reserves and retained profits.
- (4) "Net Assets" as disclosed above excludes minority interests.
- (5) "Total Borrowings" mean the aggregate borrowings from banks and financial institutions.
- (6) "Gearing" represents the ratio of Total Borrowings to Shareholders' Funds.
- (7) "Loss per Share" is calculated based on the loss attributable to Shareholders divided by the weighted average number of issued and paid-up Shares.
- (8) An exchange rate of S\$1.381 to US\$1 has been used.

## Scenario 1(B)

**On-market purchases of up to maximum of 10% made entirely out of capital and held as Treasury Shares.**

As at 31 March 2008 (US\$'000)	Group		Company	
	Before Share Buy-Back	After Share Buy-Back	Before Share Buy-Back	After Share Buy-Back
<b>Shareholders' Funds</b>	314,370	314,370	312,983	312,983
<b>Shares held in treasury</b>	-	(16,431)	-	(16,431)
<b>Net Assets</b>	314,370	297,939	312,983	296,552
<b>Current Assets</b>	228,798	212,367	191,247	174,816
<b>Current Liabilities</b>	278,624	278,624	1,459	1,459
<b>Total Borrowings</b>	309,631	309,631	-	-
<b>Loss attributable to Shareholders</b>	4,642	4,642	2,300	2,300
<b>No. of issued and paid up shares</b>	1,149,529,959	1,034,576,964	1,149,529,959	1,034,576,964
<b>Weighted average number of Shares</b>	447,039,468	437,460,052	447,039,468	437,460,052

### Financial Ratios

<b>Net Assets per Share (in US cents)</b>	27.35	28.80	27.23	28.66
<b>Gearing (times)</b>	0.98	1.04	-	-
<b>Loss per Share (in US cents)</b>	1.04	1.06	0.51	0.53

Notes:

- (1) The Company's Rights Issue and Share Consolidation are assumed to have been completed on 1 March 2008.
- (2) Share purchases pursuant to the proposed Share Buy-Back Mandate are assumed to have taken place on 1 March 2008.
- (3) "Shareholders' Funds" mean the aggregate amount of issued share capital, other reserves and retained profits.
- (4) "Net Assets" as disclosed above excludes minority interests.
- (5) "Total Borrowings" mean the aggregate borrowings from banks and financial institutions.
- (6) "Gearing" represents the ratio of Total Borrowings to Shareholders' Funds.
- (7) "Loss per Share" is calculated based on the loss attributable to Shareholders divided by the weighted average number of issued and paid-up Shares.
- (8) An exchange rate of S\$1.381 to US\$1 has been used.

## Scenario 2(A)

Off-market purchases of up to maximum of 10% made entirely out of capital and cancelled.

As at 31 March 2008 (US\$'000)	Group		Company	
	Before Share Buy-Back	After Share Buy-Back	Before Share Buy-Back	After Share Buy-Back
Shareholders' Funds	314,370	295,591	312,983	294,204
Net Assets	314,370	295,591	312,983	294,204
Current Assets	228,798	210,019	191,247	172,468
Current Liabilities	278,624	278,624	1,459	1,459
Total Borrowings	309,631	309,631	-	-
Loss attributable to Shareholders	4,642	4,642	2,300	2,300
No. of issued and paid up shares	1,149,529,959	1,034,576,964	1,149,529,959	1,034,576,964
Weighted average number of Shares	447,039,468	437,460,052	447,039,468	437,460,052
<b>Financial Ratios</b>				
Net Assets per Share (in US cents)	27.35	28.57	27.23	28.44
Gearing (times)	0.98	1.05	-	-
Loss per Share (in US cents)	1.04	1.06	0.51	0.53

Notes:

- (1) The Company's Rights Issue and Share Consolidation are assumed to have been completed on 1 March 2008.
- (2) Share purchases pursuant to the proposed Share Buy-Back Mandate are assumed to have taken place on 1 March 2008.
- (3) "Shareholders' Funds" mean the aggregate amount of issued share capital, other reserves and retained profits.
- (4) "Net Assets" as disclosed above excludes minority interests.
- (5) "Total Borrowings" mean the aggregate borrowings from banks and financial institutions.
- (6) "Gearing" represents the ratio of Total Borrowings to Shareholders' Funds.
- (7) "Loss per Share" is calculated based on the loss attributable to Shareholders divided by the weighted average number of issued and paid-up Shares.
- (8) An exchange rate of S\$1.381 to US\$1 has been used.

## Scenario 2(B)

**Off-market purchases of up to maximum of 10% made entirely out of capital and held as Treasury Shares.**

As at 31 March 2008 (US\$'000)	Group		Company	
	Before Share Buy-Back	After Share Buy-Back	Before Share Buy-Back	After Share Buy-Back
<b>Shareholders' Funds</b>	314,370	314,370	312,983	312,983
<b>Shares held in treasury</b>	-	(18,779)	-	(18,779)
<b>Net Assets</b>	314,370	295,591	312,983	294,204
<b>Current Assets</b>	228,798	210,019	191,247	172,468
<b>Current Liabilities</b>	278,624	278,624	1,459	1,459
<b>Total Borrowings</b>	309,631	309,631	-	-
<b>Loss attributable to Shareholders</b>	4,642	4,642	2,300	2,300
<b>No. of issued and paid up shares</b>	1,149,529,959	1,034,576,964	1,149,529,959	1,034,576,964
<b>Weighted average number of Shares</b>	447,039,468	437,460,052	447,039,468	437,460,052
<b>Financial Ratios</b>				
<b>Net Assets per Share (in US cents)</b>	27.35	28.57	27.23	28.44
<b>Gearing (times)</b>	0.98	1.05	-	-
<b>Loss per Share (in US cents)</b>	1.04	1.06	0.51	0.53

Notes:

- (1) The Company's Rights Issue and Share Consolidation are assumed to have been completed on 1 March 2008.
- (2) Share purchases pursuant to the proposed Share Buy-Back Mandate are assumed to have taken place on 1 March 2008.
- (3) "Shareholders' Funds" mean the aggregate amount of issued share capital, other reserves and retained profits.
- (4) "Net Assets" as disclosed above excludes minority interests.
- (5) "Total Borrowings" mean the aggregate borrowings from banks and financial institutions.
- (6) "Gearing" represents the ratio of Total Borrowings to Shareholders' Funds.
- (7) "Loss per Share" is calculated based on the loss attributable to Shareholders divided by the weighted average number of issued and paid-up Shares.
- (8) An exchange rate of S\$1.381 to US\$1 has been used.

**Shareholders should note that the financial effects illustrated above are for illustrative purposes only. In particular, it is important to note that the above analyses are based on the latest audited accounts of the Company and the Group as at 31 March 2008, and is not necessarily representative of the future financial performance of the Group. Although the proposed Share Buy-Back Mandate would authorise the Company to buy**

**back up to 10% of the Company's issued Shares as at the date that the Share Buy-Back Mandate is obtained, the Company may not necessarily buy back or be able to buy back 10% of the issued Shares in full.**

#### **1.7 Taxation**

Shareholders who are in doubt as to their respective tax positions or any tax implications should consult their own tax advisors to take into account the tax law applicable, whether in or outside Singapore, to their particular situations.

#### **1.8 Reporting Requirements**

Within 30 days of the passing of a Shareholder's resolution to approve or renew the proposed Share Buy-Back Mandate, the Company shall lodge a copy of such resolution with the Registrar.

The Company shall lodge with the Registrar a notice of Share Buy-Back within 30 days of such Share Buy-Back. Such notification shall include the date of the purchases, the number of Shares purchased by the Company, the number of Shares cancelled, the number of Treasury Shares held, the Company's issued share capital before and after the purchases, the amount of consideration paid by the Company for the purchases and such other particulars as may be required in the prescribed form.

#### **1.9 Listing Manual**

The Listing Manual specifies that a listed company shall notify the SGX-ST of any on-market share purchases not later than 9.00 a.m. on the Market Day following the day on which the on-market share purchase was made, and of any off-market share purchases not later than 9.00 a.m. on the second Market Day after the close of acceptance of the offer for the off-market share purchase. The notification of such share purchases to the SGX-ST shall be in such form and shall include such details that the SGX-ST may prescribe. The Company shall make arrangements with its stockbrokers to ensure that they provide the Company in a timely fashion the necessary information which will enable the Company to make the notifications to the SGX-ST.

#### **1.10 Suspension of buy back of Shares**

As the Company would be considered an "insider" in relation to any Share Buy-Back, the Company will not buy Shares after a price sensitive development has occurred or has been the subject of a decision until such time as the price sensitive information has been publicly announced. In particular, the Company will not buy Shares during the period commencing one (1) month before the announcement of the Company's annual and half-year results and during the period commencing two (2) weeks before the announcement of the Company's quarterly results, as the case may be, and ending on the date of announcement of the relevant results.

#### **1.11 Listing status on SGX-ST**

The Listing Manual provides that a listed company shall ensure that at least 10% of a class of its listed securities is at all times held by the public.

As at the Latest Practicable Date, approximately 26.2% of the issued share capital of the Company is held in the hands of the public. Assuming that the Share Buy-Back was carried out on the Latest Practicable Date, and the Company bought back a maximum number of 114,952,995 Shares, approximately 18% of the issued share capital of the Company (excluding Treasury Shares) will be held in the hands of the public.

The Directors will use their best efforts to ensure that the Company does not effect Share Buy-Backs if it would result in the number of Shares remaining in the hands of the public falling to such a level as to adversely affect the listing status of the Company.

## 1.12 Takeover Implications under The Singapore Code on Take-overs and Mergers

Appendix 2 of the Take-over Code contains the Share Buyback Guidance Note applicable as at the Latest Practicable Date. The take-over implications arising from any purchase or acquisition by the Company of its Shares are set out below.

### Obligation to Make a Take-over Offer

Pursuant to Appendix 2 of the Take-over Code, any increase in the percentage of voting rights held by a shareholder and persons acting in concert with him resulting from a Share Buy-Back by the Company will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code.

Under Rule 14 of the Take-over Code, a Shareholder and persons acting in concert with the Shareholder will incur an obligation to make a mandatory takeover offer if, *inter alia*, he and persons acting in concert with him increase their voting rights in the Company to 30% or more or, if they, together holding between 30% and 50% of the Company's voting rights, increase their voting rights in the Company by more than 1% in any period of 6 months.

Consequently, depending on the number of Shares purchased or acquired by the Company and the number of issued Shares at that time, a Shareholder or group of Shareholders acting in concert with each other could obtain or consolidate effective control of the Company and could become obliged to make a take-over offer under Rule 14 of the Take-over Code.

### Persons Acting in Concert

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of shares in a company to obtain or consolidate effective control of that company. Unless the contrary is established, the following persons, *inter alia*, will be presumed to be acting in concert, namely:

- (a) a company with its parent company, subsidiaries, its fellow subsidiaries, any associated companies of the aforesaid companies, and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights, and any company whose associated companies include any of the aforesaid companies. For this purpose, a company is an associated company of another company if the second company owns or controls at least 20% but not more than 50% of the voting rights of the first-mentioned company;
- (b) a company with any of its directors (together with their close relatives, related trusts as well as companies controlled by any of the directors, their close relatives and related trusts);
- (c) a company with any of its pension funds and employee share schemes;
- (d) a person with any investment company, unit trust or other fund in respect of the investment account which such person manages on a discretionary basis;
- (e) a financial or other professional adviser (including a stockbroker), with its clients in respect of the shareholdings of the adviser and the persons controlling, controlled by or under the same control as the adviser and all the funds which the adviser manages on a discretionary basis, where the shareholding of the adviser and any of those funds in the client total 10% or more of the client's equity share capital;
- (f) directors of a company, together with their close relatives, related trusts and companies controlled by any of them, which is subject to an offer or where there have reason to believe a bona fide offer for their company may be imminent;

- (g) partners; and
- (h) an individual, his close relatives, his related trusts, and any person who is accustomed to act according to his instructions and companies controlled by any of the aforesaid persons and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights.

For this purpose, ownership or control of at least 20% but not more than 50% of the voting rights of a company will be regarded as the test of associated company status.

The circumstances under which Shareholders, including Directors, and persons acting in concert with them respectively will incur an obligation to make a takeover offer under Rule 14 after a purchase of Shares by the Company are set out in Appendix 2 of the Take-over Code.

In general terms, the effect of Appendix 2 of the Take-over Code is that:

- (a) unless exempted, Directors and persons acting in concert with them will incur an obligation to make a take-over offer under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring its ordinary shares, the voting rights of such Directors and their concert parties would increase to 30% or more, or if the voting rights of such Directors and their concert parties fall between 30% and 50% of the Company's voting rights, the voting rights of such Directors and their concert parties would increase by more than 1% in any period of six months;
- (b) a Shareholder who is not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 of the Take-over Code if, as a result of the Company purchasing or acquiring its ordinary shares, the voting rights of such Shareholder in the Company would increase to 30% or more, or if such Shareholder holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholder would increase by more than 1% in any period of six months. Such Shareholder need not abstain from voting in respect of the resolution authorising the Share Buy-Back Mandate.

Based on substantial Shareholders' notifications received by the Company as at the Latest Practicable Date which is set out in paragraph 3 of this Circular, none of the substantial Shareholders would become obliged to make a take-over offer for the Company under Rule 14 of the Take-over Code as a result of the purchase by the Company of the maximum limit of 10% of its issued Shares.

**Shareholders who are in doubt as to whether they would incur any obligation to make a takeover offer as a result of any purchase of Shares by the Company pursuant to the Share Buy-Back Mandate are advised to consult their professional advisers and/or the Securities Industry Council before they acquire any Shares in the Company during the period when the Share Buy-Back Mandate is in force.**

## **2. THE PROPOSED ADOPTION OF A GENERAL MANDATE FOR THE INTERESTED PERSON TRANSACTIONS**

### **2.1 Chapter 9 of the Listing Manual**

- 2.1.1 Chapter 9 of the Listing Manual governs transactions by a listed company, as well as transactions by its subsidiaries and associated companies that are considered to be at risk, with the listed company's interested persons. When this Chapter applies to a transaction and the value of that transaction alone or in aggregation with all other transactions conducted with the same interested person during the financial year exceeds certain materiality thresholds, the listed company is required to make an immediate announcement, or make an immediate announcement and seek its shareholders' approval for that transaction.

- 2.1.2 Except for certain transactions which, by reason of the nature of such transactions, are not considered to put the listed company at risk to its interested person and hence are excluded from the ambit of Chapter 9, immediate announcement and shareholders' approval would be required in respect of transactions with interested persons if certain financial thresholds (which are based on the value of the transaction as compared with the listed company's latest audited consolidated NTA are reached or exceeded. In particular, shareholders' approval is required for an interested person transaction of a value equal to, or exceeds:
- (a) 5% of the listed company's latest audited consolidated NTA; or
  - (b) 5% of the listed company's latest audited consolidated NTA, when aggregated with all other transactions entered into with the same interested person (as such term is construed under Chapter 9 of the Listing Manual) during the same financial year.
- 2.1.3 However, Chapter 9 of the Listing Manual permits a listed company to seek a mandate from its shareholders for recurrent transactions with interested persons of a revenue or trading nature or those necessary for its day-to-day operations such as the purchase and sale of supplies and materials that may be carried out with the listed company's interested persons.

## 2.2 Scope of the Proposed IPT Mandate

The proposed IPT Mandate will cover transactions involving the provision of financial assistance by the Interested Person(s) to companies within the Group, which may include (i) the borrowing of money from the Interested Persons, and (ii) the provision of guarantees, indemnities or security by the Interested Persons in favour of the Group's creditors, in respect of borrowings which are incurred by the Group. The Group may seek financial assistance from the Interested Persons in cases where there are insufficient funds for the Group's operations.

The cost of borrowing will be based on the prevailing rates of interest had the relevant company within the Group borrowed from the market. Commission rates (if any) which are charged by the Interested Persons for the provision of such guarantees or indemnities, will be benchmarked against commission rates quoted by financial institutions.

As any interest payable by the Group Companies to the Interested Persons would be no less favourable than what is offered in the market, the provision of financial assistance by the Interested Persons would also enable the Group Companies ready access to funds in an expedient manner to meet the Group Companies' liquidity and working capital needs.

The IPT Mandate does not cover any transaction between a Group Company and any Interested Person that is below S\$100,000 in value, as the threshold and aggregation requirements of Chapter 9 of the Listing Manual do not apply to such transactions.

## 2.3 Classes of Interested Persons

The proposed IPT Mandate will apply to the transactions set out in paragraph 2.2 above proposed to be carried out with the following classes of Interested Persons: -

- (a) Morton Bay (Holdings) Pte Ltd ("**Morton Bay**"), which is a Controlling Shareholder;
- (b) Ashmore Global Special Situations Fund 2 Limited, Ashmore Global Special Situations Fund 4 Limited Partnership and Asset Holder PCC No. 2 Limited re Ashmore Asian Recovery Fund (together known as the "**Funds**"), which are substantial shareholders of Morton Bay;
- (c) AIML, being the manager of the Funds;
- (d) the Other Funds; and
- (e) any Associate of Morton Bay, the Funds, AIML and the Other Funds.

Transactions with Interested Persons which do not fall within the ambit of the IPT Mandate shall be subject to the relevant provisions of Chapter 9 of the Listing Manual.

## **2.4 Rationale for the Proposed IPT Mandate**

The Directors believe that the proposed IPT Mandate is in the interests of the Group for the following reasons:-

- (a) Given the present credit crunch in the financial markets, many financial institutions have either stopped providing fresh loans or are imposing more stringent conditions and higher pricing for new loans.

To assist the Group in tiding over these challenging times, the Directors are of the opinion that it may be more expedient on certain occasions to secure financial support from the Interested Persons for the Group's operations.

As it is expected that such funding from the Interested Persons may be recurrent during this financial year and that the interest payable on the loan(s) to be extended by the Interested Persons may exceed 5% of the Group's latest audited NTA for the current financial year, the Company is proposing to table the IPT Mandate for approval by shareholders (other than the Interested Persons, who would have to abstain from voting on the resolution to be proposed in respect of the IPT Mandate).

The Company believes that having an IPT Mandate in place at this critical juncture would enable it to tap on the financial support from the Interested Persons as and when the need arises.

- (b) If the Company is constantly required to seek Shareholders' approval for transactions with the Interested Persons, the Company would have to expend administrative time and resources as well as incur additional expenses associated therewith. The proposed IPT Mandate would allow such resources and time to be channelled towards the Company's other objectives.

The IPT Mandate and the renewal thereof on an annual basis, is intended to facilitate the Interested Person Transactions which the Directors envisage are likely to be transacted with some frequency from time to time with the Interested Persons, provided that they are carried out at arm's length and on normal commercial terms and are not prejudicial to the interests of the Company and its minority Shareholders.

## **2.5 Review Procedures for the Interested Person Transactions**

To ensure that the Interested Person Transactions are conducted on an arm's length basis, on normal commercial terms consistent with the Group's usual business practices and on terms which are generally no more favourable than those extended to unrelated third parties, procedures have been established by the Group. As a general practice, the relevant company within the Group will only enter into an Interested Person Transaction if the terms offered by an Interested Person are no less favourable than terms offered by third parties.

The borrowing of funds from any Interested Person should be at rates and on conditions no less favourable than those quoted by financial institutions.

In relation to the provision of guarantees, indemnities or security by the Interested Persons in favour of the Group's creditors, in respect of borrowings which are incurred by the Group, any commission rates (if any) which are chargeable by the Interested Persons for the provision of such guarantees or indemnities, shall be at rates no less favourable than that quoted by financial institutions.

Pursuant to the above, the Company will require that quotations be obtained from such Interested Person and at least two financial institutions for loan and commission rates, as

the case may be, for an equivalent amount, and for the equivalent period, of the funds to be borrowed or guarantees, indemnities or security to be issued.

In cases where for any reason, quotations from less than two financial institutions or no quotations are received from financial institutions, the Audit Committee shall take such necessary steps which would include but is not limited to (i) reviewing available recent terms and conditions of comparable transactions and (ii) relying on corroborative inputs from market practitioners in order to determine that the terms and conditions provided by the Interested Persons are fair and reasonable.

All Interested Person Transactions must be reviewed and approved by the Audit Committee before they are entered into by the relevant Group Company.

## **2.6 General Administrative Procedures for the Interested Person Transactions**

The Company will also implement the following administrative procedures in respect of proposed Interested Person Transactions:-

- (a) A register will be maintained by each company within the Group to record all Interested Person Transactions which are entered into pursuant to the IPT Mandate. The annual internal audit plan shall incorporate a review of all Interested Person Transactions entered into pursuant to the IPT Mandate.
- (b) The internal or external Auditors of the Company will review annually the established guidelines and procedures for the Interested Person Transactions to ensure compliance. The results of these reviews will be reported to the Audit Committee.
- (c) On the basis of these annual reviews by the internal or external Auditors and in the event the Audit Committee is of the view that the guidelines and procedures as stated above are not sufficient to ensure that the Interested Person Transactions will be on normal commercial terms and will not be prejudicial to the minority Shareholders, the Company will revert to Shareholders for a fresh mandate based on new guidelines and procedures for transactions with the Interested Persons.
- (d) The Audit Committee has the overall responsibility for determining the review procedures with the authority to delegate to individuals within the Company as they deem appropriate. For the purpose of the approval process, if any member of the Audit Committee has an interest in a transaction to be reviewed by the Audit Committee, he will abstain from any decision making by the Audit Committee in respect of the transaction. Accordingly, where any member of the Audit Committee has an interest in the transaction to be reviewed by the Audit Committee, the approval of that transaction will be undertaken by the remaining member(s) of the Audit Committee.

## **2.7 Validity Period of the IPT Mandate**

If approved by the Shareholders at the EGM, the IPT Mandate will take effect from the date of receipt of Shareholders' approval, and will (unless revoked or varied by the Company in general meeting) continue in force until the next Annual General Meeting of the Company and will apply to the Interested Person Transactions which are entered into from the date of receipt of Shareholders' approval.

Approval from Shareholders will be sought for the renewal of the IPT Mandate at each subsequent Annual General Meeting of the Company, subject to review by the Audit Committee of its continued application to the Interested Person Transactions.

## **2.8 Disclosure to Shareholders**

The Company will announce the aggregate value of transactions conducted with the Interested Persons pursuant to the IPT Mandate for each financial period on which the Company is

required to report on pursuant to the Listing Manual and within the time required for the announcement of such report in accordance with Rule 920(1)(a)(ii) of the Listing Manual.

Disclosure will also be made in the annual report of the Company of the aggregate value of the Interested Person Transactions conducted pursuant to the IPT Mandate during the current financial year, and in the annual reports for the subsequent financial years during which the IPT Mandate is in force in accordance with Rule 920(1)(a)(i) of the Listing Manual.

## 2.9 Independent Financial Adviser's Opinion

DMG has been appointed as the independent financial adviser to the Independent Directors to opine on whether the review procedures set out in paragraph 2.5 of this Circular are sufficient to ensure that the Interested Person Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

Having considered, *inter alia*, the review procedures for the Interested Person Transactions set up by the Company, the rationale for the IPT Mandate and the benefits accruing to the Company arising from the IPT Mandate, DMG is of the opinion that the review procedures proposed by the Company, as set out in paragraph 2.5 of this Circular, if adhered to, are sufficient to ensure that the Interested Person Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders. Their letter to the Independent Directors dated 9 December 2008 is reproduced in Appendix I of this Circular.

## 2.10 Statement of the Audit Committee

Having considered, *inter alia*, the terms, the rationale for and the benefits of the IPT Mandate, the Audit Committee is satisfied that the review procedures proposed by the Company, as set out in paragraph 2.5 of this Circular, for determining the transaction prices of the Interested Person Transactions are sufficient to ensure that the Interested Person Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

## 3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The interests of the Directors and substantial Shareholders, direct or indirect, in the Shares as recorded in the Register of Directors' Shareholding and the Register of Substantial Shareholders respectively as at the Latest Practicable Date are set out below:-

	Direct Interest		Deemed Interest		Total Interest	
	Number of Shares	% <sup>(1)</sup>	Number of Shares	% <sup>(1)</sup>	Number of Shares	% <sup>(1)</sup>
<b>Directors</b>						
Seumas Dawes	-	-	-	-	-	-
Geoffrey Yeoh	320,000	0.03	4,252,500	0.37	4,572,500	0.40
Oscar Spieler	-	-	-	-	-	-
Heng Chiang Meng	480,000	0.04	-	-	480,000	0.04
Steven Simpson	142,000	0.01	-	-	142,000	0.01
David Chia	100,000	0.01	-	-	100,000	0.01
<b>Substantial Shareholders</b>						
Morton Bay (Holdings) Pte Ltd	843,043,127	73.34	-	-	843,043,127	73.34
Ashmore Global Special Situations Fund 2 Limited <sup>(2)</sup>	-	-	843,043,127	73.34	843,043,127	73.34

	Direct Interest		Deemed Interest		Total Interest	
	Number of Shares	% <sup>(1)</sup>	Number of Shares	% <sup>(1)</sup>	Number of Shares	% <sup>(1)</sup>
Ashmore Global Special Situations Fund 4 Limited Partnership <sup>(2)</sup>	-	-	843,043,127	73.34	843,043,127	73.34
Asset Holder PCC No. 2 Limited re Ashmore Asian Recovery Fund <sup>(2)</sup>	-	-	843,043,127	73.34	843,043,127	73.34
Ashmore Investment Management Limited <sup>(3)</sup>	-	-	843,043,127	73.34	843,043,127	73.34

**Notes:-**

- (1) The percentage shareholding interest is based on the issued share capital of 1,149,529,959 Shares as at the Latest Practicable Date.
- (2) Ashmore Global Special Situations Fund 2 Limited, Ashmore Global Special Situations Fund 4 Limited Partnership and Asset Holder PCC No. 2 Limited re Ashmore Asian Recovery Fund (together known as the "Funds") are deemed to be interested in the Shares held by Morton Bay by virtue of them being Controlling Shareholders of Morton Bay.
- (3) Ashmore Investment Management Limited is deemed to be interested in the Shares held by Morton Bay by virtue of the investment and management powers vested in it as investment manager for the Funds.

#### **4. DIRECTORS' RECOMMENDATIONS**

##### **4.1 Proposed Share Buy-Back Mandate**

The Directors are of the opinion that the proposed Share Buy-Back Mandate is in the best interests of the Company and accordingly recommend that Shareholders vote in favour of Ordinary Resolution No. 1 (relating to the proposed Share Buy-Back Mandate) to be proposed at the EGM.

##### **4.2 Proposed Adoption of the IPT Mandate**

- (a) The Independent Directors having considered, *inter alia*, the terms, the rationale and the benefits of the IPT Mandate and the advice of the Independent Financial Adviser, are of the view that the IPT Mandate is in the interests of the Company. Accordingly, they recommend that Shareholders vote in favour of the Ordinary Resolution No. 2 relating to the IPT Mandate to be proposed at the EGM.
- (b) As Mr Seumas Dawes and Mr Oscar Spieler are nominees of AIML, both of them have abstained from making any recommendation on the proposed IPT Mandate.

#### **5. EXTRAORDINARY GENERAL MEETING**

The EGM, notice of which is set out on page N-1 of this Circular, will be held on 24 December 2008, at 9.30 a.m., at The Island Suite, Level 2 Marina at Keppel Bay, 2 Keppel Bay Vista, Singapore 098382 for the purpose of considering and, if thought fit, passing with or without any modifications, the Resolutions as set out in the Notice of EGM.

#### **6. ACTION TO BE TAKEN BY SHAREHOLDERS**

##### **6.1 Appointment of Proxies**

If a Shareholder is unable to attend the EGM and wishes to appoint a proxy to attend and vote on his behalf, he should complete, sign and return the attached Proxy Form in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach

the registered office of the Company at 1 HarbourFront Avenue, #14-01 Keppel Bay Tower, Singapore 098632, not later than 9.30 a.m. on 22 December 2008. Completion and return of the Proxy Form by a Shareholder will not prevent him from attending and voting at the EGM if he so wishes.

## **6.2 When Depositor regarded as Shareholder**

A Depositor shall not be regarded as a Shareholder entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register at least 48 hours before the EGM.

Shareholders who are unable to attend the EGM and who wish to appoint a proxy to attend on their behalf are requested to complete, sign and return the Proxy Form attached to this Circular in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the registered office of the Company not less than 48 hours before the time fixed for the EGM. The completion and lodgment of the Proxy Form by a Shareholder will not prevent him from attending and voting at the EGM in person if he so wishes.

A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register at least 48 hours before the EGM.

## **7. ABSTENTION FROM VOTING**

Morton Bay, the Funds, AIML, the Other Funds and their respective Associates will abstain from voting their Shares (if any) in respect of Ordinary Resolution No. 2 which relates to the proposed adoption of the IPT Mandate at the forthcoming EGM.

Further, each of the persons mentioned in the first paragraph of this section 7, Mr Seumas Dawes and Mr Oscar Spieler (both of whom are nominees of AIML), will also decline to accept appointment to act as proxies for other Shareholders at the EGM unless the Shareholder concerned shall have given specific instructions as to the manner in which his votes are to be cast.

## **8. CONSENT**

The IFA has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name, the IFA Letter and all references thereto, in the form and context in which they appear in this Circular.

## **9. DIRECTORS' RESPONSIBILITY STATEMENT**

This Circular has been seen and approved by all Directors who collectively and individually accept responsibility for this Circular and confirm, after having made all reasonable enquiries, that to the best of their knowledge and belief, the facts stated and opinions expressed (excluding those expressed by DMG in the IFA Letter) in this Circular are fair and accurate in all material respects as at the Latest Practicable Date and that there are no material facts the omission of which would make any statement in this Circular misleading. However, in respect of the IFA Letter, the sole responsibility of the Directors has been to ensure that the facts stated with respect to the Group are fair and accurate in all material respects.

**10. DOCUMENTS AVAILABLE FOR INSPECTION**

The following documents may be inspected at the registered office of the Company at 1 HarbourFront Avenue, #14-01 Keppel Bay Tower, Singapore 098632, during normal business hours from the date hereof up to and including the date of the EGM:-

- (a) the Memorandum and Articles of Association of the Company;
- (b) the letter from the IFA; and
- (c) the annual report of the Company for the financial year ended 31 March 2008.

Yours faithfully,  
For and on behalf of the Board of Directors

Geoffrey Yeoh

**LETTER FROM THE IFA TO THE INDEPENDENT DIRECTORS**

**LETTER FROM DMG & PARTNERS SECURITIES PTE LTD TO  
THE INDEPENDENT DIRECTORS IN RESPECT OF THE PROPOSED IPT MANDATE**

**9 December 2008**

The Independent Directors of  
Jasper Investments Limited  
1 HarbourFront Avenue  
#14-01 Keppel Bay Tower  
Singapore 098632

Dear Sirs,

**THE PROPOSED ADOPTION OF THE PROPOSED IPT MANDATE FOR INTERESTED PERSON  
TRANSACTIONS**

***For the purpose of this letter, capitalised terms not otherwise defined shall have the meaning given to them in the Circular dated 9 December 2008 to the Shareholders of Jasper Investments Limited.***

**1. INTRODUCTION**

This letter has been prepared for inclusion in the circular dated 9 December 2008 (the "Circular") to be issued in relation to the proposed adoption of a general mandate for interested person transactions by Jasper Investments Limited (the "Company").

Morton Bay (Holdings) Pte Ltd ("Morton Bay") is currently the single largest and Controlling Shareholder of the Company, holding 73.34% of the Company's issued and paid-up share capital.

Ashmore Global Special Situations Fund 2 Limited, Ashmore Global Special Situations 4 Limited Partnership and Asset Holder PCC No. 2 Limited (together known as the "Funds") being substantial shareholders of Morton Bay, are deemed to be "associates" of Morton Bay under the Listing Manual and considered as "interested persons" of the Group as provided in the Listing Manual. Ashmore Investment Management Limited ("AIML") is a fund management company. By virtue of the investment and management powers vested in it as investment manager for the Funds and the fact that it manages other funds besides the Funds ("Other Funds"), AIML and the Other Funds are also considered as "interested persons" of the Group for the purpose of the Proposed IPT Mandate (as defined below).

It is envisaged that from time to time, there may be certain transactions which are recurrent or necessary for the day-to-day operations of the Group involving the provision of financial assistance by the Interested Persons to companies within the Group. Hence, it is proposed that the Company obtains a general mandate under Chapter 9 of the Listing Manual ("Chapter 9") for the Group which is an entity at risk to enter into the Interested Person Transactions (as set out in section 2.2 of the Circular) with the Interested Persons (the "Proposed IPT Mandate").

DMG & Partners Securities Pte Ltd ("DMG") has, in accordance with the requirements of Chapter 9 of the SGX-ST Listing Manual, been appointed as the independent financial adviser

to the Independent Directors to opine as to whether the methods or procedures for determining whether the transaction terms of the Interested Person Transactions are sufficient to ensure that the Interested Person Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

This letter will form an integral part of the Circular. Unless otherwise defined or the context otherwise requires, all terms defined in the Circular shall have the same meaning herein.

## **2. TERMS OF REFERENCE**

DMG has, in accordance with Chapter 9 of the Listing Manual, been appointed as the Independent Financial Adviser to the Directors who are considered to be independent for the purposes of the Proposed IPT Mandate (the "Independent Directors").

This letter sets out DMG's opinion on whether the review procedures for determining the transaction terms of the Interested Person Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

DMG is neither a party to the negotiations in relation to the Interested Person Transactions nor were we involved in the deliberations leading up to the decision of the Directors to consider entering into the Interested Person Transactions or to seek approval for the Proposed IPT Mandate. We do not, by this letter, warrant the merits of the Interested Person Transactions and/or the Proposed IPT Mandate other than to form an opinion, for the purposes of Chapter 9, on whether the review procedures set up by the Company to determine the transaction terms pursuant to the Interested Person Transactions are adequate to ensure that the Interested Person Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders. We have not conducted a comprehensive review of the business, operations or financial condition of the Company and/or its subsidiaries and/or the Interested Persons.

For the purpose of arriving at our opinion in respect of the Proposed IPT Mandate, we have, as the Independent Financial Advisor to the Independent Directors, taken into account the current review procedures set up by the Company for determining transaction terms for the Interested Person Transactions but have not evaluated and have not been requested to comment on the strategic or commercial merits or risks of the Interested Person Transactions and/or the Proposed IPT Mandate or the prospects or earnings potential of the Company and/or its subsidiaries, and such evaluation shall remain the sole responsibility of the audit committee of the Company.

We were also not required or authorised to obtain, and we have not obtained, any quotation or transacted prices or terms from third parties for products or services similar to those which are to be covered by the Proposed IPT Mandate, and therefore are not able to, and will not compare the Interested Person Transactions to similar transactions with third parties.

In the course of our evaluation of the Proposed IPT Mandate, we have relied on, and assumed without independent verification, the accuracy and completeness of published information relating to the Company and/or its subsidiaries. We have also relied on information provided and representations made by the Directors. We have not independently verified such information or any representation or assurance made by them, whether written or verbal, and accordingly cannot and do not accept any responsibility for, the accuracy, completeness or adequacy of such information, representation or assurance. We have nevertheless made such reasonable enquiries and exercised our judgment as we deemed necessary on the reasonable use of such information and have found no reason to doubt the accuracy or reliability of the information.

For the purpose of our opinion, we have relied on publicly available information collated by us, information set out in the Circular, and information (including representations, opinions, facts and statements) provided to us by the Directors, management and employees of the Company. We have relied on the assurances of the Directors and management of the Company that they jointly and severally accept full responsibility for the accuracy, truth, completeness and adequacy of such information and they have confirmed to us that, upon making all reasonable inquiries and to the best of their respective knowledge, information and belief, all material information in connection with the Proposed IPT Mandate have been disclosed to us, that such information is true, complete, accurate and fair in all material respects and that there is no other information or fact, the omission of which would cause any information disclosed to or relied upon by us or the facts of or in relation to the Proposed IPT Mandate to be inaccurate, untrue, incomplete, unfair or misleading in any material respect.

Our opinion, as set out in this letter, is based upon the market, economic, industry, monetary and other applicable conditions subsisting on, and the information made available to us, as of the Latest Practicable Date. Such conditions may change significantly over a relatively short period of time. We assume no responsibility to update, revise or reaffirm our opinion in light of any subsequent development after the Latest Practicable Date that may affect our opinion contained herein. Shareholders should take note of any announcements relevant to the Interested Person Transactions and/or the Proposed IPT Mandate, which may be released by the Company after the Latest Practicable Date.

In arriving at our opinion, we have not had regard to the specific investment objectives, financial situation, tax position, risk profile or unique needs and constraints of any individual Shareholder. As each Shareholder would have different investment objectives and profiles, we would advise the Independent Directors to recommend that any individual Shareholder who may require specific advice in relation to his or her investment objectives or portfolio should consult his or her stockbroker, bank manager, solicitor, accountant or other professional advisor immediately.

The Company has been separately advised by its advisors in the preparation of the Circular (other than our letter set out in this Circular). We have no role or involvement and have not provided any advice, financial or otherwise, whatsoever in the preparation, review and verification of the Circular (other than our letter set out in this Circular). Accordingly, we take no responsibility for and express no views, express or implied, on the contents of the Circular (other than our letter set out in this Circular).

Our opinion in respect of the Proposed IPT Mandate should be considered in the context of the entirety of this letter and the Circular. The recommendation made by the Independent Directors to the minority Shareholders in relation to the Proposed IPT Mandate shall remain the sole responsibility of the Independent Directors.

### **3. THE PROPOSED IPT MANDATE**

#### **3.1 Overview of Listing Manual Requirements for Interested Person Transactions**

Chapter 9 applies to transactions between a party that is an entity at risk and a counter party that is an interested person. The objective of Chapter 9 (as stated in Rule 901 of the Listing Manual) is to guard against the risk that interested persons could influence a listed company, its subsidiaries or associated companies to enter into transactions with interested persons that may adversely affect the interests of the listed company or its shareholders. The aforementioned terms “entity at risk”, “interested person” and “associated companies” as well as other terms used in Chapter 9 are defined below.

- (a) An “entity at risk” means:
  - (i) the listed company;

- (ii) a subsidiary of the listed company that is not listed on the SGX-ST or an approved exchange; or
  - (iii) an associated company of the listed company that is not listed on the SGX-ST or an approved exchange, provided that the listed company and/or its subsidiaries (the “listed group”), or the listed group and its interested person(s), has or have control over the associated company.
- (b) An “associated company” of a listed company means a company in which at least 20% but not more than 50% of its shares are held by the listed company or the listed group.
  - (c) An “approved exchange” means a stock exchange that has rules which safeguard the interests of shareholders against interested person transactions according to similar principles to Chapter 9.
  - (d) An “interested person” means a director, chief executive officer or controlling shareholder of the listed company or an associate of such director, chief executive officer or controlling shareholder.
  - (e) An “associate” in relation to an interested person who is a director, chief executive officer or controlling shareholder of the listed company (being an individual) means an immediate family member (that is, the spouse, child, adopted child, step-child, sibling or parent) of such director, chief executive officer or controlling shareholder; the trustees of any trust of which the director and/or his immediate family, or the chief executive officer and/or his immediate family or the controlling shareholder and/or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and any company in which the director and/or his immediate family, or the chief executive officer and/or his immediate family or the controlling shareholder and/or his immediate family has or have an aggregate interest (directly or indirectly) of 30% or more; and, where a controlling shareholder of the listed company is a corporation, its “associate” means its subsidiary or holding company or fellow subsidiary or a company in which it and/or such other companies taken together have (directly or indirectly) an interest of 30% or more.
  - (f) A “chief executive officer” of a listed company means the most senior executive officer who is responsible under the immediate authority of the board of directors for the conduct of the business of the listed company.
  - (g) A “controlling shareholder” of a listed company means a person who holds directly or indirectly 15% or more of the voting rights in the listed company; or a person who in fact exercises control over the listed company.
  - (h) An “interested person transaction” means a transaction between an entity at risk and an interested person.

#### Materiality Thresholds, Disclosure Requirements And Shareholders’ Approval

Except for certain transactions which, by reason of the nature of such transactions, are not considered to put the listed company at risk to its interested persons and are hence excluded from the ambit of Chapter 9, immediate announcement and shareholders’ approval would be required in respect of transactions with interested persons if certain financial thresholds (which are based on the value of the transaction as compared with the listed company’s latest audited consolidated NTA) are reached or exceeded.

### Immediate Announcement

An immediate announcement is required where the interested person transaction is of a value equal to, or more than, 3% of the listed group's latest audited NTA. Where the aggregate value of all the transactions entered into with the same interested person during the same financial year amounts to 3% or more of the listed group's latest audited NTA, the issuer must make an announcement of the latest transaction and all future transactions entered into with the same interested person during that financial year.

### Shareholders' Approval

Shareholders' approval is required where the interested person transaction is of a value equal to, or more than:

- (a) 5% of the listed group's latest audited NTA; or
- (b) 5% of the listed group's latest audited NTA, when aggregated with other transactions entered into with the same interested person during the same financial year.

However, a transaction which has been approved by shareholders, or is the subject of aggregation with another transaction that has been approved by shareholders, need not be included in any subsequent aggregation.

The above requirements for immediate announcement and for shareholders' approval do not apply to any transaction below S\$100,000.

Chapter 9 permits a listed company to seek a general mandate from its shareholders for recurrent transactions with interested persons of a revenue or trading nature or those necessary for its day-to-day operations, but not in respect of the purchase or sale of assets, undertakings or businesses.

## **3.2 Evaluation of the review procedures for the Proposed IPT Mandate**

In evaluating and arriving at our opinion on whether the review procedures for the Interested Person Transactions for purposes of the Proposed IPT Mandate, as set out in section 2.5 of the Circular, are sufficient to ensure that the Interested Person Transactions will be carried out at arm's length, on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders, we have taken into consideration the following:

- (a) the scope of the Proposed IPT Mandate as set out in section 2.2 of the Circular;
- (b) the classes of Interested Persons involved in the Proposed IPT Mandate as set out in section 2.3 of the Circular;
- (c) the rationale for the Proposed IPT Mandate as set out in section 2.4 of the Circular;
- (d) the review procedures for the Interested Person Transactions contemplated under the Proposed IPT Mandate as set out in section 2.5 of the Circular; and
- (e) the general administrative procedures for the Interested Person Transactions contemplated under the Proposed IPT Mandate as set out in section 2.6 of the Circular.

## **3.3 Validity Period of the Proposed IPT Mandate**

The Independent Directors should note that, if approved by the minority Shareholders at the EGM, the Proposed IPT Mandate will take effect from the passing of the resolution in relation

to the Proposed IPT Mandate at the EGM, and will (unless revoked or varied by the Company in a general meeting) continue in force until the next annual general meeting of the Company. Approval from Shareholders will be sought for the renewal of the Proposed IPT Mandate at the next annual general meeting and at each subsequent annual general meeting of the Company, subject to satisfactory review by the Audit Committee of its continued application to transactions with interested persons.

The Company will seek a fresh mandate from the Shareholders based on new review procedures if the review procedures as outlined in section 2.5 and 2.6 of the Circular are no longer appropriate or adequate to ensure that the Interested Person Transactions will be transacted on normal commercial terms and are not prejudicial to the Company and its minority Shareholders.

### 3.4 Disclosure of the Aggregate Value of Transactions

We understand that the Company will announce the aggregate value of transactions conducted pursuant to the Proposed IPT Mandate for the relevant financial periods which the Company is required to report on pursuant to Rule 705 of the Listing Manual and within the time required for the announcement of such reports.

Disclosure will also be made in the Company's annual report of the aggregate value of transactions conducted pursuant to the Proposed IPT Mandate during the financial year, and in the annual reports for subsequent financial years that the Proposed IPT Mandate continues in force, in accordance with the requirements of Chapter 9.

The name of interested persons and the corresponding aggregate value of the Interested Person Transactions will be presented in the following format:

Name of interested person	Aggregate value of all interested person transactions during the financial year under review (excluding transactions less than \$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920 of the Listing Manual)	Aggregate value of all interested person transactions conducted under shareholders' mandate pursuant to Rule 920 of the Listing Manual (excluding transactions less than \$100,000)
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### 3.5 Scope of the Proposed IPT Mandate

The Independent Directors should note that any transaction between any company within the Company and classes of interested persons which does not fall within the ambit of the Proposed IPT Mandate shall be subject to the relevant provisions of Chapter 9 and/or other applicable provisions of the Listing Manual.

The Proposed IPT Mandate will not cover any Interested Person Transactions which have a value below S\$100,000 as the threshold and aggregation requirements under Chapter 9 do not apply to such transactions.

## 4 RECOMMENDATION

In arriving at our opinion in respect of the Proposed IPT Mandate, we have considered, *inter alia*, the review procedures set up by the Company, the role of the Audit Committee in enforcing the Proposed IPT Mandate and the rationale for and benefits of the Proposed IPT Mandate.

Having regard to the considerations set out in this letter and the information available to us as at the Latest Practicable Date, we are of the opinion that the review procedures set up by the Company for determining transaction terms of the Interested Person Transactions are

sufficient to ensure that the Interested Person Transactions will be carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders.

This letter is addressed to the Independent Directors for their benefit and for the purpose of their consideration of the Proposed IPT Mandate. The recommendation made by them to the minority Shareholders in relation to the Proposed IPT Mandate shall remain the sole responsibility of the Independent Directors.

Whilst a copy of this letter may be reproduced in the Circular, neither the Company nor the Directors may reproduce, disseminate or quote this letter (or any part thereof) for the purpose of any matter which does not relate to the Proposed IPT Mandate at any time and in any manner without the prior written consent of DMG in each specific case. This letter is governed by, and construed in accordance with, the laws of Singapore, and is strictly limited to the matters stated herein and does not apply by implication to any other matter. Nothing herein shall confer or be deemed or is intended to confer any right of benefit to any third party and the Contracts (Rights of Third Parties) Act, Chapter 53B of Singapore and any amendments thereto shall not apply.

Yours faithfully  
For and on behalf of  
**DMG & Partners Securities Pte Ltd**

**Brendan Goh**  
Director  
Head of Corporate Finance

**James Kho**  
Senior Vice President  
Corporate Finance

# JASPER INVESTMENTS LIMITED

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

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Jasper Investments Limited (the “**Company**”) will be held on 24 December 2008 at 9.30 a.m. at The Island Suite, Level 2, Marina at Keppel Bay, 2 Keppel Bay Vista, Singapore 098382 for the purpose of considering and, if thought fit, passing with or without any modifications, the following Resolutions:-

### Ordinary Resolution 1:

#### **Proposed Share Buy-Back Mandate**

That:-

(a) for the purposes of Sections 76C and 76E of the Companies Act (Cap. 50) of Singapore (the “**Companies Act**”), the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire issued ordinary shares (“**Share Buy-Backs**”) in the capital of the Company (“**Shares**”) not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:-

- (i) on-market Share Buy-Backs (each an “**On-market Share Buy-Back**”) transacted on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”); and/or
- (ii) off-market Share Buy-Backs (each an “**Off-market Share Buy-Back**”) effected otherwise than on the SGX-ST in accordance with any equal access schemes as may be determined or formulated by the directors of the Company (“**Directors**”) as they consider fit, which schemes shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with the applicable provisions of the Companies Act and the Listing Manual, be and is hereby authorised and approved generally and unconditionally (the “**Share Buy-Back Mandate**”);

(b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:-

- (i) the date on which the next annual general meeting of the Company (“**AGM**”) is held or required by law to be held;
- (ii) the date on which the Share Buy-Backs are carried out to the full extent mandated; or
- (iii) the date on which the authority conferred by the Share Buy-Back Mandate is revoked or varied by the Company in general meeting;

(c) in this Resolution:-

“**Prescribed Limit**” means 10% of the total number of Shares as at the date of passing of this Resolution unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered (excluding any treasury shares that may be held by the Company from time to time);

“**Relevant Period**” means the period commencing from the date on which the last AGM was held and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date of this Resolution;

“**Maximum Price**” in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commissions, stamp duties, applicable goods and services tax and other related expenses) to be paid for a Share, which shall not exceed:-

- (i) in the case of an On-market Share Buy-Back, 5% above the average of the closing market prices of the Shares over the last 5 market days on the SGX-ST on which transactions in the Shares were recorded, immediately preceding the day of the On-market Share Buy-Back by the Company, and deemed to be adjusted for any corporate action that occurs after such 5-day period; and
  - (ii) in the case of an Off-market Share Buy-Back pursuant to an equal access scheme, 20% above the average of the closing market prices of the Share over the last 5 market days on the SGX-ST on which transactions in the Shares were recorded, immediately preceding the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders, stating the purchase price for each Share and the relevant terms of the equal access scheme for effecting the Off-market Share Buy-Back, and deemed to be adjusted for any corporate action that occurs after such 5-day period; and
- (d) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary or expedient to give effect to the transactions contemplated by this Resolution.

## **Ordinary Resolution 2:**

### **Proposed Adoption of a General Mandate for the Interested Person Transactions**

That:-

- (a) approval be and is hereby given for the Company, its subsidiaries and associated companies or any of them to enter into any of the transactions falling within the categories of Interested Person Transactions described in the Company's circular to Shareholders dated 9 December 2008 ("**Circular**"), with any party who is of the class or classes of Interested Persons described in the Circular, provided that such transactions are made on normal commercial terms in accordance with the guidelines and procedures for review and administration of the Interested Person Transactions as described in the Circular (the "**IPT Mandate**");
- (b) the IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue to be in force until the conclusion of the next Annual General Meeting of the Company;
- (c) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the SGX-ST Listing Manual which may be prescribed by the SGX-ST from time to time; and
- (d) the Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the IPT Mandate and/or this Resolution.

By Order of the Board

Lee Mee Kium  
Company Secretary

Singapore, 9 December 2008

Notes:-

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. The instrument appointing the proxy must be deposited at the Company's registered office at 1 HarbourFront Avenue, #14-01 Keppel Bay Tower, Singapore 098632, not less than 48 hours before the time fixed for holding the Meeting.
3. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.

# JASPER INVESTMENTS LIMITED

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

## PROXY FORM FOR EXTRAORDINARY GENERAL MEETING

### IMPORTANT:

1. For investors who have used their CPF monies to buy Jasper Investments Limited shares, this Circular to Shareholders is forwarded to them at the request of the CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF investors who wish to attend the Meeting as an observer must submit their requests through their CPF Approved Nominees within the time frame specified. If they also wish to vote, they must submit their voting instructions to the CPF Approved Nominees within the time frame specified to enable them to vote on their behalf.

\*I/We \_\_\_\_\_ (Name)

of \_\_\_\_\_ (Address)

being a member/members of the above named Company, hereby appoint Mr/Mrs/Ms

Name	Address	NRIC/ Passport Number	Proportion of Shareholdings (%)

\*and/or (delete as appropriate)

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or, both of whom failing, the Chairman of the Extraordinary General Meeting as my/our proxy/proxies to attend and to vote for me/us and on my/our behalf and, if necessary, to demand a poll, at the Extraordinary General Meeting of the Company to be held on 24 December 2008 at 9.30 a.m. at The Island Suite, Level 2, Marina at Keppel Bay, 2 Keppel Bay Vista, Singapore 098382 and at any adjournment thereof.

(Please indicate with an "X" in the spaces provided whether you wish your vote(s) to be cast for or against the Resolutions to be proposed at the Meeting as indicated hereunder. In the absence of specific directions, the proxy/proxies will vote or abstain as he/they may think fit, as he/they will on any other matter arising at the Meeting).

	Ordinary Resolutions	To be used on a show of hands		To be used in the event of a poll	
		For	Against	Number of Votes for**	Number of Votes against**
1.	To approve the Share Buy-Back Mandate				
2.	To approve the IPT Mandate				

\*\* If you wish to exercise all your votes "For" or "Against", please tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2008

Total Number of Shares in	No. of Shares
(a) CDP Register	
(b) Register of Members	

\_\_\_\_\_  
Signature(s) of Member(s) or Common Seal

**IMPORTANT - (Please see overleaf for Notes).**

**Notes:**

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 130A of the Companies Act, Chapter 50) you should insert that number of Shares. If you have Shares registered in your name in the Register of Members of the Company, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the shares held by you.
2. A Member entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxies to attend and vote instead of him.  
  
Completion and return of this instrument appointing a proxy shall not preclude a member from attending and voting at the Meeting. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the Meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy, to the Meeting.
3. The instrument appointing a proxy or proxies must be deposited at the Registered Office of the Company at 1 HarbourFront Avenue, #14-01 Keppel Bay Tower, Singapore 098632, not less than 48 hours before the time set for the Meeting.
4. Where a Member appoints two proxies, the appointments shall be invalid unless he specifies the proportion (expressed as a percentage of the whole) of his holding to be represented by each proxy.
5. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised 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 any officer or attorney duly authorised.
6. A corporation which is a Member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the meeting, in accordance with Section 179 of the Companies Act, Chapter 50.
7. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instruments appointing a proxy or proxies. In addition, in the case of members whose Shares are entered against their names in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if such members are not shown to have Shares entered against their names in the Depository Register 48 hours before the time appointed for holding the Meeting as certified by The Central Depository (Pte) Limited to the Company.

