

**JASPER INVESTMENTS LIMITED**

(Incorporated in the Republic of Singapore)  
(Co. Reg. No. 198700983H)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the 21st Annual General Meeting of the Company will be held at Room 801, Level 8, NTUC Centre, One Marina Boulevard, Singapore 018989 on Wednesday, 30 July 2008 at 9.30 a.m. for the following purposes:

**AS ORDINARY BUSINESS**

1. To receive and adopt the Audited Accounts of the Company for the year ended 31 March 2008 together with the reports of the Directors and Auditors thereon.
2. To re-elect Mr Geoffrey Yeoh, a Director who retires by rotation pursuant to Article 91 of the Company's Articles of Association.
3. To re-elect the following Directors, each of whom retires pursuant to Article 97 of the Company's Articles of Association:
  - (i) Seumas Dawes
  - (ii) Oscar Spieler
  - (iii) David Chia
4. To approve Directors' fees of S\$295,000 for the year ended 31 March 2008. (2007: S\$290,000)
5. To re-appoint Foo Kon Tan Grant Thornton as Auditors and to authorise the Directors to fix their remuneration.
6. To transact any other ordinary business that may properly be transacted at an Annual General Meeting.

**AS SPECIAL BUSINESS**

7. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"That authority be and is hereby given to the Directors of the Company to:

- (a) (i) issue shares in the capital of the Company ("shares") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided that:

- (1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
  - (2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
    - (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
    - (ii) any subsequent bonus issue, consolidation or subdivision of shares;
  - (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the Singapore Exchange Securities Trading Limited for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited) and the Articles of Association for the time being of the Company; and
  - (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."
8. To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"That authority be and is hereby given to the Directors to issue such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted or to be granted under the Jasper Share Option Scheme 1999 ("Scheme") and/or the vesting of awards granted or to be granted under the Jasper Performance Plan ("Plan") provided that the aggregate number of shares to be issued pursuant to the Scheme and the Plan does not, in aggregate, exceed 15% of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time."

By order of the Board

Tan Soon Soo / Lee Mee Kium

Joint Company Secretaries

14 July 2008

**Notes:**

1. A member entitled to attend and vote at the Annual General 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. An instrument appointing a proxy must be lodged at the registered office of the Company at 30 Raffles Place #20-01, Chevron House, Singapore 048622 not less than 48 hours before the time fixed for the Annual General Meeting.

**ADDITIONAL INFORMATION RELATING TO ITEMS OF ORDINARY AND SPECIAL BUSINESS**

**Item 2** Another Director, Dr Thio Su Mien, who is also retiring by rotation at this Annual General Meeting pursuant to Article 91 of the Articles of Association, will not be seeking re-election. Dr Thio, who is the Chairman of the Remuneration and Nominating Committees and also a member of the Audit Committee, is an independent Director.

**Item 3** Mr David Chia is an independent Director.

**Item 7** Ordinary Resolution 7 is to empower the Directors, from the date of this Annual General Meeting up to the date of the next Annual General Meeting, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which not more than 20% may be issued other than on a pro-rata basis to shareholders. For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares) will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time that this Resolution is passed, after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time that this Resolution is passed, and any subsequent bonus issue, consolidation or subdivision of shares.

**Item 8** Ordinary Resolution 8 is to authorise the issue of shares on the exercise of options granted under the Jasper Share Option Scheme and the vesting of awards under the Jasper Performance Plan not exceeding (for the entire duration of the Scheme and the Plan respectively) 15% of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time. The Scheme and the Plan will respectively expire on 24 August 2009 unless extended by the Company in general meeting.