

**JASPER INVESTMENTS LIMITED**  
(Incorporated in the Republic of Singapore)  
(Company registration number 198700983H)

**1. INTRODUCTION**

The Board of Directors of Jasper Investments Limited (**Company**) wishes to announce that, together with the other shareholders of Resource Holdings Limited (**Resource**), it has on 11 October 2009 entered into a sale and purchase agreement (the **Share Sale Agreement**) with Keller Holdings Limited (**Purchaser**), a wholly owned subsidiary of Keller Group plc, and pursuant to which the Company has agreed to sell all of its 45% equity interest in Resource to the Purchaser for cash (the **Disposal**). The other shareholders of Resource have also agreed to sell their balance 55% equity interest in Resource to the Purchaser.

**2. BACKGROUND INFORMATION**

Resource is a company incorporated in Singapore and has at the date of the Share Sale Agreement, an issued share capital of 157,500,000 ordinary shares. The Company is the registered holder of 70,875,000 ordinary shares in Resource.

Resource is an associated company engaged in foundation and engineering services. It is a non-core entity of the Company. The Company is a passive investor in Resource and is not involved in the management of Resource. It also does not have any board representation on Resource.

The sale of Resource to the Purchaser was through a tender process conducted by a financial advisor engaged by all the shareholders of Resource, Pricewaterhousecoopers Corporate Finance Pte Ltd (**PwCCF**).

**3. CERTAIN SALIENT TERMS OF THE SHARE SALE AGREEMENT**

Unless otherwise defined in this announcement, terms used in this section are as defined in the Share Sale Agreement.

The salient terms of the Share Sale Agreement are as follows.

Sale Shares:	<p>The Sale Shares (which comprise of all 157,500,000 of the total outstanding ordinary shares in the capital of Resource) will be sold free from all encumbrances and together with all rights attaching to them.</p> <p>The Company will sell all its 70,875,000 ordinary shares in Resource to the Purchaser on a several basis.</p>
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<p>Purchase Consideration:</p>	<p>The total consideration for the Sale Shares (<b>Purchase Consideration</b>) payable to the Vendors shall be an amount in cash equal to the sum of:</p> <ul style="list-style-type: none"> <li>(a) the Initial Consideration;</li> <li>(b) the Additional Amount (if any); and</li> <li>(c) the Contingent Amount (if any).</li> </ul> <p>The Initial Consideration shall be the sum of S\$70.5 million.</p> <p>Upon payment of the Initial Consideration, full legal and beneficial title of the Sale Shares shall pass to the Purchaser on Completion free from all Encumbrances, and the Vendors shall not have any right, interest, claim or lien over or in respect of the Sale Shares notwithstanding that any other amount may be payable by the Purchaser to the Vendors or such relevant Vendors under the Share Sale Agreement.</p> <p>Upon completion of the Disposal (<b>Completion</b>), the Purchaser shall pay the Company the sum of S\$31.725 million, being the Company's 45% share of the Initial Consideration.</p> <p><u>Additional Amount:</u></p> <p>If the Net Profit achieved for Resource and its subsidiaries (the <b>Resource Group</b>) from 1 April 2009 to 31 March 2010 is more than S\$10,000,000, the Purchaser shall pay an additional amount equivalent to thirty five per cent. (35%) of the Net Profit to the Vendors. The Company will receive its 45% share of this.</p> <p><u>Contingent Amount:</u></p> <p>If the aggregate of the earnings before interest, tax and amortisation achieved for the Resource Group from 1 April 2010 to 31 March 2013 (<b>Aggregate EBITA</b>) is more than S\$24,000,000, the Purchaser shall pay to the Vendors an additional amount based on an agreed formula.</p> <p>In relation to the Company, this amount would be equivalent to approximately 8.7 per cent. of the Relevant Sum (where Relevant sum is defined as Aggregate EBITA less S\$24,000,000) but not exceeding S\$5.23 million.</p>
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<p>Conditions precedent:</p>	<p>Completion of the Share Sale Agreement is conditional on the fulfilment, <i>inter alia</i>, of the following conditions (the <b>Conditions Precedent</b>):-</p> <ul style="list-style-type: none"> <li>(a) the Warranties being and remaining true and accurate and not misleading or completely fulfilled, as the case may be;</li> <li>(b) the execution of the Management Agreements by the Management Vendors and Resource;</li> <li>(c) each of the Vendors having obtained all necessary consents, approvals and waivers (whether governmental, corporate or otherwise) for the sale and transfer of its Sale Shares to the Purchaser and such consents, approvals and waivers not having been amended or revoked, and if any such consents, approvals or waivers are subject to conditions, such conditions being acceptable to the Purchaser.</li> </ul> <p>If the conditions precedent set out above are not satisfied or duly waived on or before 30 October 2009, or such other date as the parties may agree in writing, the Purchaser or the Vendors, as the case may be, may terminate the Share Sale Agreement and neither the Vendors nor the Purchaser shall have any claim against the other save as provided in the Share Sale Agreement.</p>
<p>Warranties:</p>	<p>The Share Sale Agreement contains the usual title and operational warranties and indemnities. There are also warranties and indemnities given by the Management Vendors. The indemnities are provided on a several basis.</p>
<p>Undertakings:</p>	<p>The Company has undertaken to the Purchaser:</p> <ul style="list-style-type: none"> <li>(a) to convene an extraordinary general meeting (<b>EGM</b>) by no later than 31 December 2009 (or such other date as agreed in writing by the Purchaser) for purpose of passing resolution(s) to ratify the completion of the sale of its Sale Shares; and</li> <li>(b) to use its best endeavours to procure that Morton Bay (Holdings) Pte Ltd, the majority shareholder of the Company holding more than 50% shares in the Company, (i) maintains an interest of not less than 50% of the total number of issued ordinary shares of the Company on or prior to the date of the EGM, and (ii) votes in favour of the resolution(s) to be passed at the EGM.</li> </ul>

Completion:	<p>Subject to fulfilment of all the Conditions Precedent, Completion will take place 2 Business Days from the satisfaction of the Conditions Precedent (or such other date as the Parties may agree in writing).</p> <p>The Purchaser shall not be required to complete the purchase of the Sale Shares from any one Vendor or make any payment under the Share Sale Agreement unless the sale of all the Sale Shares by all Vendors to the Purchaser is completed simultaneously.</p>
Project related Indemnity:	<p>Each of the Vendors agrees to indemnify the Purchaser on a several liability basis, against all or any losses on completion of performance of a certain ongoing construction contract in excess of S\$1,200,000.</p>

#### 4. PURCHASE CONSIDERATION

The Purchase Consideration was arrived at on a willing-buyer willing-seller basis by way of a tender process.

#### 5. RATIONALE FOR THE DISPOSAL

In December 2007, the Company completed the acquisition of a majority interest in Neptune Marine Oil & Gas Ltd (***Neptune Marine***). Neptune Marine owns and operates oil rigs for deep sea drilling, serving oil and gas exploration and production companies under medium and long-term contracts.

The acquisition of Neptune Marine marked a fundamental shift in the Company's strategic focus as it had identified with the offshore marine industry, supporting oil and gas exploration and production activities as its core business. In line with the shift in its strategic focus, the Company has been looking to divest its non-core businesses and to realign its resources on the core business of offshore drilling.

The Company has a 45% equity interest in Resource which is in the business of providing foundation and engineering services. Resource is a non-core asset of the Company and the Disposal is carried out as part of the Company's process to divest its non-core assets.

## 6. USE OF PROCEEDS

The net proceeds, a minimum amount of which is S\$30.84 million (or approximately US\$22.03 million based on prevailing exchange rate), arising from the Disposal will be used to reduce the debt of the Company and its subsidiaries (**Group**), fund general working capital purposes and/or such other purposes as the board of directors of the Company may deem fit.

## 7. FINANCIAL EFFECTS OF THE DISPOSAL

For illustrative purposes only, the financial effects of the Disposal on the Net Asset Value (**NAV**) and the Earnings Per Share (**EPS**) of the Company, based on the audited financial statements of the Group and the Company for the financial year ended 31 March 2009 are set out below, and assuming the following:

- (a) the Disposal had been effected on 31 March 2009;
- (b) the renounceable non-underwritten rights issue as approved by shareholders of the Company at its extraordinary general meeting held on 17 March 2009 is assumed to have been completed on 1 March 2009;
- (c) an exchange rate of S\$1.40 to US\$1 has been used; and
- (d) a total consideration of US\$24.8 million (after deducting fees and expenses) due to the Company has been assumed in the calculation below.

### NAV

	<b>Before Disposal</b>	<b>After Disposal</b>
NAV (in US\$'000)	354,717	369,057
Number of Shares	1,845,702,160	1,845,702,160
NAV per share (in US\$ cents)	19.22	20.00

### EPS

	<b>Before Disposal</b>	<b>After Disposal</b>
Loss attributable to shareholders (in US\$'000)	19,059	4,719
Weighted average number of shares	1,140,628,048	1,140,628,048
Loss per share (in US\$ cents)	1.67	0.41

Assuming a total consideration of US\$24.8 million (after deducting fees and expenses), the Company is expected to reap a gain from disposal amounting to approximately US\$14.34 million from the Disposal. This will have a positive impact on the Group's NAV and profitability for the current financial year.

## 8. RELATIVE FIGURES UNDER RULE 1006

Based on the consolidated audited accounts of the Group as at 31 March 2009, the relative figures for the Disposal computed on the bases set out in Rule 1006(a) to (d) of the SGX-ST Listing Manual (*Listing Manual*) are as follows:

<b>Rule 1006</b>	<b>Disposal US\$'000</b>	<b>Group (excluding minority interests) US\$'000</b>	<b>Relative Figures %</b>
(a) Net asset value of the assets to be disposed of, compared with the Group's net asset value.	10,424	296,297	3.52
(b) Net profits attributable to the assets to be disposed of as compared with the Group's net profit for FY2008	Negative figure <sup>(i)</sup>		Negative figure <sup>(i)</sup>
(c) Aggregate value of the consideration to be received for the asset to be disposed of as compared with the Company's market capitalization as at 9 October 2009, being the latest available full Market Day immediately preceding the date of this announcement.	24,764 <sup>(iii)</sup>	191,162	12.95
(d) The number of Consideration Shares to be issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue	Not applicable to a disposal		Not applicable to a disposal

Notes:

- (i) The Group suffered a net loss of US\$38.5 million for FY2009. The figure computed pursuant to Rule 1006(b) is a negative figure and thus Rule 1006(b) is not applicable.
- (ii) An exchange rate of S\$1.40 to US\$1 has been used.
- (iii) A total consideration of approximately US\$24.8 million (after deducting fees and expenses) due to the Company has been assumed in the above calculation.

As the relative figure under Rule 1006(b) is a negative figure, the Company had, pursuant to Rule 1007, consulted with the SGX-ST. SGX-ST had on 7 October 2009 informed the Company that the Disposal would require the approval of the shareholders of the Company (**Shareholders**) in a general meeting pursuant to Rule 1014 of the Listing Manual.

## 9. THE APPLICATION FOR WAIVER

The Company had applied for a waiver of the requirement set out in Rule 1014(2) of the Listing Manual in respect of the Disposal.

The proposed sale of Resource was carried out by way of a tender process managed by its financial advisor, PwCCF. The highest bidder in the tender process had indicated their interest only in acquiring 100% equity interest of Resource. It is the intention of the Purchaser and the vendors to complete the transaction as soon as possible and any delay in the completion may compromise the successful completion of the proposed sale of Resource.

There are limited opportunities for a minority shareholder of an unlisted company to dispose of its interest in that company and the proposed sale of Resource presents a good opportunity for the Company to dispose of its non-core business. The Company may not be able to proceed with the Disposal (as part of the sale of Resource by way of tender) if the completion takes place after the Company has obtained shareholders' approval. The Board of Directors of the Company is of the unanimous view that the Disposal will be beneficial and not prejudicial to the Company and its shareholders.

On 8 October 2009, the Company obtained approval from SGX-ST for a waiver of Rule 1014(2) of the Listing Manual to enable (a) the Company to enter into the Share Sale Agreement and (b) to complete the Disposal. SGX-ST's approval is subject to the following conditions:

- (i) the Company announcing the waiver, the reasons for seeking the waiver and the conditions as required under Rule 107 of the Listing Manual;
- (ii) a unanimous confirmation from the Board of Directors of the Company that the disposal of Resource will be beneficial and not prejudicial to the Company and its shareholders; and
- (iii) the controlling and majority shareholder of the Company giving an irrevocable undertaking to the Company to vote in favour of any shareholders' resolution to ratify the completion of the Disposal

Subject to completion of the Disposal taking place, the Company will thereafter convene an extraordinary general meeting (**EGM**) to seek shareholders' ratification for the Disposal.

**10. IRREVOCABLE UNDERTAKING**

Pursuant to a letter of undertaking dated 9 October 2009 (**Letter of Undertaking**), Morton Bay Holdings (Pte) Ltd (which currently holds not less than 50% equity interest in the Company), has undertaken to the Company to vote in favour of the resolutions at the EGM of the Company to approve and/or ratify the Disposal.

**11. INTEREST OF DIRECTORS AND CONTROLLING SHAREHOLDERS**

Save as disclosed, none of the Directors or controlling shareholders of the Company has any interest, direct or indirect in the Disposal.

**12. DOCUMENTS AVAILABLE FOR INSPECTION**

A copy each of the Share Sale Agreement and the Letter of Undertaking are available for inspection during normal business hours at the registered office of the Company at 1 HarbourFront Avenue #14-01, Keppel Bay Tower, Singapore 098632 for a period of 3 months from the date of this announcement.

**13. CAUTIONARY STATEMENT**

As there is no assurance that the proposed Disposal will proceed to Completion, shareholders are advised to refrain from taking any action which may be prejudicial to their interests before seeking advice from their brokers, bank managers, solicitors or other professional advisers (as appropriate).

By Order of the Board of  
Jasper Investments Limited

Lee Mee Kium  
Company Secretary

11 October 2009