

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 23rd Annual General Meeting of the Company will be held at GV Vivocity 1 HarbourFront Walk #02-30 Vivocity Singapore 098585 on Wednesday, 28 July 2010 at 9.30 a.m. to transact the following business:

As Ordinary Business

- To receive and adopt the Audited Financial Statements of the Company for the year ended 31 March 2010 together with the reports of the Directors and Auditors thereon.
- To re-elect Mr Jeffrey Dera, a Director who retires pursuant to Article 97 of the Company's Articles of Association.
- To appoint Ms Tan Yee Long as a Director of the Company.
- To approve Directors' fees of S\$205,000.00 for the year ended 31 March 2010. [2009: S\$270,000]
- To re-appoint Foo Kon Tan Grant Thornton LLP as Auditor and to authorise the Directors to fix their remuneration.
- To transact any other ordinary business that may properly be transacted at an Annual General Meeting.

As Special Business

To consider and, if thought fit, passing with or without modifications the following ordinary resolutions:

7. ISSUE OF NEW SHARES

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

- (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):

- (i) by way of renounceable rights issues on a *pro rata* basis to shareholders of the Company ("Renounceable Rights Issues") does not exceed 100% of the total number of issued shares, excluding treasury shares, in the capital of the Company (as calculated in accordance with paragraph (3) below); and

- (ii) otherwise than by way of Renounceable Rights Issues ("Other Share Issues") 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 paragraph (3) below), of which the aggregate number of shares to be issued other than on a *pro-rata* basis to shareholders of the Company 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 paragraph (3) below);

- (2) the Renounceable Rights Issues and Other Share Issues shall not, in aggregate, exceed 100% of the total number of issued shares, excluding treasury shares, in the capital of the Company (as calculated in accordance with paragraph (3) below);

- (3) (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 paragraphs (1)(i) and (1)(ii) 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 that this Resolution is passed, 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;

- (4) 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

- (5) (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. ISSUE PRICE FOR NEW SHARES

"That, contingent on the passing of the Ordinary Resolution in item 8 above ("Resolution 7"), authority be and is hereby given to the Directors to fix the issue price for shares in the capital of the Company which may be issued by way of placement pursuant to the 20% sub-limit for Other Share Issues on a non *pro rata* basis referred to in Resolution 7, at a discount exceeding 10% but not more than 20% of the price as determined in accordance with the Listing Manual of the Singapore Exchange Securities Trading Limited."

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

"That authority be and is hereby given to the Directors to issue and allot shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted or to be granted under the Jasper Share Option Plan and/or the vesting of awards granted or to be granted under the Jasper Executive Performance 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."

10. RENEWAL OF 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 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 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 of the passing of this Resolution and expiring on the date the next Annual General Meeting 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."

11. RENEWAL OF IPT MANDATE

"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 letter to Shareholders dated 12 July 2010, with any party who is of the class or classes of Interested Persons described in the letter, 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 letter (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
12 July 2010

Notes:

- 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.
- An instrument appointing a proxy must be lodged 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 fixed for the Annual General Meeting.

Additional information relating to items of Ordinary and Special Business

Item 2 *Mr Seumas Dawes and Mr Oscar Spieler retire by rotation pursuant to Article 91 of the Articles of Association of the Company at this Annual General Meeting and are not seeking re-election. Mr Dawes is the Non-Executive Chairman of the Company and is also Chairman of the Remuneration Committee. Oscar Spieler is a member of the Audit and Remuneration Committees.*

Item 3 *Ms Tan Yee Long is a lawyer by training. From 1982 to 2009, Ms Tan was a partner in Freshfields Bruckhaus Deringer, working in their offices in Singapore, Hongkong and London. Ms Tan's core experience encompassed specialized finance and banking, as well as mergers and acquisitions and strategic investments. Ms Tan holds an LLB (Honours), Second Upper from the National University of Singapore. She is a solicitor in England & Wales and is also a member of the New York State Bar.*

Item 8 *This ordinary resolution empowers 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 (i) 100% for Renounceable Rights Issues, and (ii) 50% for Other Share Issues of which up to 20% may be issued other than to a *pro rata* basis to shareholders, and provided that the total number of shares which may be issued pursuant to (i) and (ii) shall not exceed 100% of the issued shares, excluding treasury shares, in the capital of the Company. 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 (a) 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 (b) any subsequent bonus issue, consolidation or subdivision of shares.*

The authority for 100% Renounceable Rights Issues is proposed pursuant to the SGX news release of 19 February 2009 which introduced further measures to accelerate and facilitate listed issuers' fund raising efforts ("SGX News Release").

Item 9 *This ordinary resolution empowers the Directors to fix the issue price for shares that may be issued by way of placement pursuant to the 20% sub-limit for Other Share Issues on a non *pro rata* basis (referred to in the Ordinary Resolution in item 6 above) at a discount exceeding 10% but not more than 20% of the price as determined in accordance with the Listing Manual of the Singapore Exchange Securities Trading Limited. This Resolution is proposed pursuant to the SGX News Release.*

Item 10 *This ordinary resolution is to authorise the issue of shares on the exercise of options granted under the Jasper Share Option Plan and the vesting of awards under the Jasper Executive 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 Plan will respectively expire on 30 July 2019 unless extended by the Company in general meeting.*

Item 11 *This ordinary resolution renews the Share Buy Back Mandate and will authorise the Directors, from time to time, to purchase the Company's issued ordinary shares subject to and in accordance with the terms set out in the Letter dated 12 July 2010 accompanying this Notice, the SGX-ST Listing Manual and such other laws and regulations as may for the time being applicable. Please refer to the letter to Shareholders appended to the Annual Report for details.*

Item 12 *This ordinary resolution relates to the renewal of a mandate given by Shareholders on 30 July 2009 allowing the Company, its subsidiaries and associated companies to enter into transactions with interested persons as defined in Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited. Please refer to the letter to Shareholders appended to the Annual Report for details.*