

## MEETING SCHEDULE FOR AGM

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*\* Asterisks denote mandatory information*

<b>Name of Announcer *</b>	JACKSPEED CORPORATION LIMITED
<b>Company Registration No.</b>	199300300W
<b>Announcement submitted on behalf of</b>	JACKSPEED CORPORATION LIMITED
<b>Announcement is submitted with respect to *</b>	JACKSPEED CORPORATION LIMITED
<b>Announcement is submitted by *</b>	CHEW KOK LIANG
<b>Designation *</b>	JOINT COMPANY SECRETARY
<b>Date &amp; Time of Broadcast</b>	07-Jun-2013 18:01:29
<b>Announcement No.</b>	00089

## >> ANNOUNCEMENT DETAILS

*The details of the announcement start here ...*

<b>Date *</b>	26 Jun 2013
<b>Time *</b>	10: 00: AM
<b>Company *</b>	JACKSPEED CORPORATION LIMITED
<b>Venue *</b>	PLEASE REFER TO THE ATTACHMENT
<b>Attachments</b>	<a href="#">📎 Jackspeed_AGM-EGM.pdf</a> Total size =56K (2048K size limit recommended)



**JACKSPEED CORPORATION LIMITED**  
(Incorporated in the Republic of Singapore)  
(Company Registration No. 199300300W)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Jackspeed Corporation Limited (the "Company") will be held at 47 Loyang Drive, Singapore 508955 on Wednesday, 26 June 2013 at 10.00 a.m. for the following purposes:

**AS ORDINARY BUSINESS**

- To receive and adopt the Directors' Report and the Audited Accounts of the Company and the Group for the year ended 28 February 2013 together with the Directors' Report thereon. **(Resolution 1)**
- To re-elect the following Directors of the Company retiring pursuant to Article 107 of the Articles of Association of the Company:
  - Mr Yap Kian Peng **(Resolution 2)**
  - Mr Lo Yew Seng **(Resolution 3)**[See Explanatory Note (i)]
- To approve the payment of Directors' fees of S\$134,000 for the year ended 28 February 2013. (2012: S\$99,000). **(Resolution 4)**
- To re-appoint RSM Chio Lim LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 5)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

**AS SPECIAL BUSINESS**

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

- Authority to issue shares in the capital of the Company pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited**  
That pursuant to Section 161 of the Companies Act, Cap. 50 ("Companies Act") and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company be authorised and empowered to:
  - issue shares in the Company ("shares") whether by way of rights, bonus or otherwise; and/or
  - make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, 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 of the Company 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 of the Company while this Resolution was in force,  
(the "Share Issue Mandate")  
provided that:
  - the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed fifty per centum (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 and Instruments to be issued other than on a *pro rata* basis to existing shareholders of the Company shall not exceed twenty per centum (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);
  - subject to such calculation as may be prescribed by the SGX-ST for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraph (1) above, the total number of issued shares and Instruments shall be based on the number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
    - new shares arising from the conversion or exercise of the Instruments or any convertible securities;
    - new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and
    - any subsequent bonus issue, consolidation or subdivision of shares;
  - in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association of the Company; and
  - unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) 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 earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.  
[See Explanatory Note (ii)] **(Resolution 6)**

By Order of the Board

Chew Kok Liang/Chua Sze Chyi  
Joint Company Secretaries  
Singapore, 10 June 2013

**Explanatory Notes:**

- Mr Yap Kian Peng will, upon re-election as Director of the Company, remain as Executive Chairman and a member of the Nominating Committee.  
Mr Lo Yew Seng will, upon re-election as a Director of the Company, remain as a Chairman of the Remuneration Committee and a member of the Audit Committee and will be considered independent.
- Resolution 6, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until the date 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, 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 up to 20% may be issued other than on a *pro rata* basis to existing shareholders of the Company.  
For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time this Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Resolution is passed and any subsequent consolidation or subdivision of shares.

**Notes:**

- A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 47 Loyang Drive, Singapore 508955 not less than forty-eight (48) hours before the time appointed for holding the Meeting.

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that an EXTRAORDINARY GENERAL MEETING of Jackspeed Corporation Limited (the "Company") will be held at 47 Loyang Drive, Singapore 508955 on Wednesday, 26 June 2013 at 10.30 a.m. (or as soon as practicable immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be convened at 10.00 a.m. on the same day and at the same venue) for the purpose of considering and, if thought fit, passing with or without modifications, the following Resolutions, which will be proposed as Ordinary Resolutions:

**ORDINARY RESOLUTION 1**

**THE PROPOSED ADOPTION OF THE JACKSPEED SHARE AWARD SCHEME**

That:

- a share award scheme to be known as the Jackspeed Share Award Scheme (the "ESAS"), substantially in the form set out in the rules of the ESAS, the details and rules a summary of which are set out in the Circular to Shareholders dated 10 June 2013, under which awards ("ESAS Awards") of fully-paid ordinary shares in the capital of the Company ("Shares"), their equivalent cash value or combinations thereof will be granted, free of payment, to selected employees of the Company and its subsidiaries, including directors of the Company and its subsidiaries, be and is hereby approved and adopted;
- the Directors of the Company be and is hereby authorised:-
  - to establish and administer the ESAS; and
  - to modify and/or amend the ESAS from time to time and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the ESAS;
- the Directors of the Company be and is hereby authorised to grant the ESAS Awards in accordance with the provisions of the ESAS and to allot, issue, transfer and/or deliver from time to time such number of fully paid-up Shares as may be required to be issued or delivered pursuant to the Vesting of ESAS Awards under the ESAS, provided that the aggregate number of Shares to be issued or delivered pursuant to the ESAS and pursuant to all other share option or other share schemes of the Company shall not exceed fifteen per cent. (15%) of the total number of issued shares of the Company (excluding treasury shares) at any time and from time to time; and
- the Directors of the Company be and are hereby authorised to do all such acts and things (including executing all such documents as may be required) as they may consider necessary or desirable to give effect to these resolutions.

**ORDINARY RESOLUTION 2**

**THE PROPOSED SHARE PURCHASE MANDATE**

That:

- for the purposes of Section 76C and 76E of the Companies Act, Chapter 50 (the "Companies Act"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company ("Shares") not exceeding in aggregate the Maximum Percentage (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
  - on-market purchase(s) on the Singapore Exchange Securities Trading Limited ("SGX-ST"); and/or
  - off-market purchase(s) is effected otherwise than on the SGX-ST in accordance with any equal access scheme(s) as may be determined or formulated by the Directors of the Company as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Purchase Mandate");
- unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase 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 earliest of:
  - the date on which the next annual general meeting of the Company ("AGM") is held or required by law to be held;
  - the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated; or
  - the date on which the authority conferred by the Share Purchase Mandate is varied or revoked by Shareholders in general meeting;
- in this Resolution:  
"Maximum Percentage" means that number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares as at that date);  
"Maximum Price" in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed:
  - in the case of a market purchase of a Share, 105% of the Average Closing Price of the Shares; and
  - in the case of an off-market purchase of a Share, 120% of the Average Closing Price of the Shares;"Average Closing Price" means the average of the closing market prices of a Share over the last five (5) Market Days on which the Shares are transacted on the SGX-ST or, as the case may be, such securities exchange on which the Shares are listed or quoted, immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the off-market purchase, and deemed to be adjusted, in accordance with the rules of the SGX-ST, for any corporation action that occurs after the relevant five-day period; and  
"date of the making of the offer" means the date on which the Company makes an offer for the purchase or acquisition of Shares from holder of Shares, stating therein the relevant terms of the equal access scheme for effecting the off-market purchase;
- the Directors of the Company 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 expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

By Order of the Board

Chew Kok Liang/Chua Sze Chyi  
Joint Company Secretaries  
Singapore, 10 June 2013

**Notes:-**

- A member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint one proxy or two proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
- The instrument appointing a proxy or proxies must be deposited at the Registered Office of the Company at 47 Loyang Drive, Singapore 508955 not less than 48 hours before the time appointed for holding the Extraordinary General Meeting.
- The instrument appointing a proxy or proxies must be under the hand of the appointor or his/her 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 common seal or under the hand of any officer or attorney duly authorised.