

**Extraordinary/ Special General Meeting::Voluntary****Issuer & Securities**

<b>Issuer/ Manager</b>	JACKSPEED CORPORATION LIMITED
<b>Security</b>	JACKSPEED CORPORATION LIMITED - SG1075914679 - J17

**Announcement Details**

<b>Announcement Title</b>	Extraordinary/ Special General Meeting
<b>Date &amp; Time of Broadcast</b>	09-Jun-2017 17:12:44
<b>Status</b>	New
<b>Announcement Reference</b>	SG170609XMETNDVE
<b>Submitted By (Co./ Ind. Name)</b>	Chew Kok Liang
<b>Designation</b>	Company Secretary

**Event Narrative**

<b>Narrative Type</b>	<b>Narrative Text</b>
Additional Text	Please refer to the attached - Notice of Extraordinary General Meeting

**Event Dates**

<b>Meeting Date and Time</b>	27/06/2017 11:00:00
<b>Response Deadline Date</b>	25/06/2017 11:00:00

**Event Venue(s)**

<b>Place</b>	
<b>Venue(s)</b>	<b>Venue details</b>
Meeting Venue	Nordic Conference Room, 1st Floor, No. 3 International Business Park, Nordic European Centre, Singapore 609927

<b>Attachments</b>	<a href="#">Jackspeed Corporation Limited - Notice of EGM.PDF</a> <a href="#">Jackspeed Corporation Limited - Circular - Proposed Issuance and Subscription.PDF</a> Total size =209K
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<b>Related Announcements</b>	<a href="#">27/06/2017 17:41:54</a>
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## JACKSPEED CORPORATION LIMITED

Company Registration No. 199300300W  
(Incorporated In the Republic of Singapore)

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Jackspeed Corporation Limited (the "Company") will be held at Nordic Conference Room, 1st Floor, No. 3 International Business Park, Nordic European Centre, Singapore 609927 on Tuesday, 27 June 2017 at 10.00 a.m. for the following purposes:-

#### AS ORDINARY BUSINESSES

- To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company and the Group for the year ended 28 February 2017 together with the Auditors' Report thereon.  
**(Resolution 1)**
- To declare a first and final dividend (tax exempt one-tier) of S\$0.01 per ordinary share for the financial year ended 28 February 2017.  
**(Resolution 2)**
- To re-elect Ms Chua Sze Chyi as Director of the Company who is retiring pursuant to Regulation 107 of the Constitution of the Company.  
[See Explanatory Note (i)]  
**(Resolution 3)**
- To note the retirement of Mr Lo Yew Seng, a Director who is retiring pursuant to Regulation 107 of the Constitution of the Company and will not be seeking for re-election.  
Upon the retirement of Mr Lo Yew Seng, he will be relinquishing his position as Independent Director, Chairman of the Audit Committee and a member of Nominating and Remuneration Committees.  
**(Resolution 4)**
- To approve the payment of Directors' fees of S\$265,000 for the year ended 28 February 2017 (2016: S\$265,000).  
**(Resolution 4)**
- To re-appoint Messrs 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.  
**(Resolution 5)**

#### AS SPECIAL BUSINESSES

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

#### 8. 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 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "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 Instruments made or granted by the Directors of the Company while this Resolution was in force,  
provided that:-

- the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall be limited as follows:-
  - without prejudice to sub-paragraph (1)(B) below, the aggregate number of shares to be issued shall not exceed 50 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 (4) below), of which the aggregate number of shares to be issued other than on a *pro rata* basis to shareholders of the Company shall not exceed 20 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 (4) below) ("**General Limit**");
  - in addition to the General Limit, the aggregate number of shares to be issued by way of renounceable rights issues on a *pro rata* basis ("**Renounceable Rights Issues**") shall not exceed 50 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 (4) below) ("**Additional Limit**");
  - where an issue of shares is to be issued by way of Renounceable Rights Issues, that issue shall first use the Additional Limit, and in the event that the Additional Limit has been fully used and is insufficient to satisfy that issue, that issue may use the General Limit, but only to the extent of the then remaining General Limit;
  - where an issue of shares is to be issued otherwise than by way of Renounceable Rights Issue, that issue may only use the General Limit, but only to the extent of the then remaining General Limit;
  - an issue of shares that is not for a financing purpose may only use the General Limit, but the number of such shares that may be issued shall be limited to the numerical number of the then remaining Additional Limit;
- the General Limit and the Additional Limit shall not, in aggregate exceed 100 per centum (100%) of the total number of issue shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (4) below);
- no shares shall be issued pursuant to this Resolution after 31 December 2018, if on that date the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) exceeds 50 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 (4) below);
- (subject to such calculation as may be prescribed by the SGX-ST for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1)(A) and (1)(B) 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:-
  - new shares arising from the conversion or exercise of 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 authority 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 Constitution of the Company; and
- unless revoked or varied by the Company in a general meeting, such authority 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 earlier.  
[See Explanatory Note (ii)]  
**(Resolution 6)**

#### 9. Authority to issue shares under the Jackspeed Share Award Scheme

That pursuant to Section 161 of the Companies Act, the Directors of the Company be authorised and empowered to offer and grant awards ("**Awards**") in accordance with the provision of the Jackspeed Share Award Scheme ("**ESAS**") and to issue and/or deliver from time to time such number of shares in the capital of the Company (excluding treasury shares) as may be required to be issued and/or delivered pursuant to the ESAS shall not exceed 15% of the total number of issued shares (excluding treasury shares) in the capital of the Company, but subject to the aggregate number of shares available under all schemes including share award/share plans must not exceed 15% of the total number of issued shares (excluding treasury shares) from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, 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 earlier.  
[See Explanatory Note (iii)]  
**(Resolution 7)**

#### 10. Renewal of Share Purchase Mandate

- That:-
- for the purposes of Sections 76C and 76E of the Companies Act, as may be amended or modified from time to time, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued and fully paid ordinary shares in the Company ("**Shares**") not exceeding in aggregate 10% of the total number of issued Shares of the Company (excluding any shares which are held as treasury shares) and subject to the Companies Act, as at the date of the passing of this Resolution, at such price or prices 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:
    - on-market purchase(s) (each a "**Market Purchase**") transacted on the SGX-ST through the SGX-ST's trading system, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
    - off-market purchase(s) (each an "**Off-Market Purchase**") effected pursuant to an equal access scheme in accordance with Section 76C of the Companies Act,  
and otherwise in accordance with all other laws, regulations and listing 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**").
  - Purchases or acquisitions of Shares may be made, at any time and from time to time, on and from the date of the passing of this Resolution and up to the earliest of:-
    - the date on which the next Annual General Meeting of the Company is held or required by law to be held;
    - the date on which purchases or acquisitions of Shares are carried out to the full extent mandated; or
    - the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by shareholders in general meeting.
  - in this Resolution:-

"**Maximum Price**", in relation to a Share to be purchased or acquired, means an amount (excluding brokerage, commission, applicable goods and services tax and other related expenses) not exceeding:-

    - in the case of a Market Purchase, 105% of the Average Closing Price (as defined hereinafter) of the Shares; and
    - in the case of an Off-Market Purchase, 120% of the Average Closing Price (as defined hereinafter) of the Shares,  
For the above purposes:-  
"**Average Closing Price**" means the average of the closing market prices of Shares 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 corporate 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 be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.  
[See Explanatory Note (iv)]  
**(Resolution 8)**

By Order of the Board

Chua Sze Chyi/Chew Kok Liang  
Joint Company Secretaries

12 June 2017  
Singapore

#### Explanatory Notes:-

- Ms Chua Sze Chyi will, upon re-election as Director of the Company, remain as an Executive Director and will be considered non-independent.
- The Ordinary Resolution 6, in item 8 above, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting ("**AGM**") of the Company, or the date by which the next AGM 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 the aggregate of (i) 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 shareholders of the Company (the General Limit) and (ii) additional 50% for Renounceable Rights Issues, of the total number of issued shares (excluding treasury shares) in the capital of the Company (the Additional Limit), 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) at the time Ordinary Resolution 6 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 when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.  
The authority for the Additional Limit is proposed pursuant to SGX-ST Practice Note 8.3 which became effective on 13 March 2017 until 31 December 2018 by which date no further shares shall be issued pursuant to this Resolution, if on that date the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) exceeds 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company (the "**Enhanced Rights Issue Limit**"). The Enhanced Rights Issue Limit is aimed at helping companies raise funds expediently for expansion activities or working capital. It is subject to the condition that the Company complies with applicable legal requirements including but not limited to provisions in the Companies Act requiring the Company to seek shareholders' approval and disclosure requirements under the Listing Manual on the use of the proceeds as and when the funds are materially disbursed and a status report on the use of proceeds in the Annual Report; and limitations in any existing mandate from shareholders.  
The Board is of the view that the Enhanced Rights Issue Limit is in the interests of the Company and its shareholders.  
The Enhanced Rights Issue Limit will be exercised only if the Directors believe that to do so would be likely to promote the success of the Company for the benefit of shareholders as a whole.
- The Ordinary Resolution 7, in item 9 above, if passed, will empower the Directors of the Company, from the date of this Annual General Meeting until 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 in the Company pursuant to the vesting of awards under the ESAS and other share-based incentive schemes of the Company up to a number not exceeding in total (for the entire duration of the ESAS) 15% of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time, but subject to the aggregate number of shares available under all schemes including share award/share plans must not exceed 15% of the total number of issued shares (excluding treasury shares) from time to time.
- The Ordinary Resolution 8, in item 10 above, if passed, relates to the renewal of the mandate, which was first approved by the Shareholders on 26 June 2013 and was renewed at the previous annual general meetings of the Company, authorising the Company to purchase its own Shares. Please refer to the Circular dated 12 June 2017 accompanying the Notice of Annual General Meeting for more information.

#### Notes:-

- A member of the Company (other than a Relevant Intermediary\*), entitled to attend, speak and vote at a meeting of the Company, is entitled to appoint not more than two (2) proxies to attend, speak and vote in his/her stead. Where such member appoints two (2) proxies, the appointments shall be invalid unless he/she specifies the proportion of his or her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
  - A Member who is a Relevant Intermediary\* is entitled to appoint more than two (2) proxies to attend, speak and vote at the meeting of the Company may appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number or class of shares shall be specified).
- A proxy need not be a member of the Company.
- A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 221 Henderson Road, #06-15 Singapore 159557 not less than 48 hours before the time appointed for holding the Meeting.  
\* A Relevant Intermediary is:-
  - a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
  - a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
  - the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

#### PERSONAL DATA PRIVACY

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (and/or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (and/or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (and/or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (and/or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (and/or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

#### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of the Company will be held at Nordic Conference Room, 1st Floor, No. 3 International Business Park, Nordic European Centre, Singapore 609927 on 27 June 2017 at 11 a.m. (or as soon as practicable immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be convened on the same day and at the same venue) for the purpose of considering and, if thought fit, passing with or without amendment, the ordinary resolution as set out below.

All capitalised terms in the resolution below and defined in the circular dated 12 June 2017 to the shareholders of the Company (the "**Circular**") shall, unless otherwise defined herein, have the respective meanings ascribed thereto in the Circular.

#### ORDINARY RESOLUTION 1: THE PROPOSED SUBSCRIPTION OF 50,208,700 SUBSCRIPTION SHARES AT THE SUBSCRIPTION PRICE OF S\$0.11385 PER SUBSCRIPTION SHARE TO CHUA KENG WOON (THE "SUBSCRIPTION")

That:

- approval be and is hereby given for the allotment and issue of 50,208,700 new ordinary shares in the capital of the Company (the "**Subscription Shares**") to Chua Keng Woon (the "**Subscriber**") at a subscription price of S\$0.11385 per Subscription Share on the terms and subject to the conditions of the subscription agreement dated 10 March 2017 entered into between the Company and Robert Stone (the "**Subscription Agreement**");
- pursuant to Rule 803 of the Listing Manual, approval be and is hereby given for the acquisition of a controlling interest in the Company by the Subscriber arising from the allotment and issuance of the Subscription Shares to the Subscriber; and
- any of the Directors be and is hereby authorised to complete and to do all acts and things as they may consider necessary or expedient for the purposes of and to give effect to this Ordinary Resolution 1 (including any amendment to the Subscription Agreement and execution of any other documents) as they shall think fit and in the interests of the Company.

#### BY ORDER OF THE BOARD

Chew Kok Liang/Chua Sze Chyi  
Company Secretaries

12 June 2017

#### Notes:

- A member entitled to attend and vote at the EGM is entitled to appoint a proxy or proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
- Where a member (other than a Relevant Intermediary\*) appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies.
- A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).
- A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. The appointment of proxy must be executed under seal or the hand of its duly authorised officer or attorney in writing.
- The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 221 Henderson Road #06-15 Henderson Building Singapore 159557, at least 48 hours before the time fixed for the EGM.  
\* A Relevant Intermediary is:
  - a banking corporation licensed under the Banking Act (Chapter 19) of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
  - a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Chapter 289) of Singapore and who holds shares in that capacity; or
  - the Central Provident Fund Board established by the Central Provident Fund Act (Chapter 36) of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

#### Personal Data Protection:

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

**CIRCULAR DATED 12 JUNE 2017**

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

**If you are in doubt as to 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 your shares in the capital of Jackspeed Corporation Limited (the “**Company**”), you should immediately forward this Circular, the Notice of Extraordinary General Meeting and the accompanying Proxy Form to the purchaser, transferee, the bank, stockbroker or other agent through whom the sale or transfer was affected for onward transmission to the purchaser or transferee.

In-principle approval has been obtained from the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for the listing of and quotation for the Subscription Shares (as defined herein) on the Official List of the Main Board of the SGX-ST subject to certain conditions. The in-principle approval granted by the SGX-ST is not to be taken as an indication of the merits of the Subscription (as defined herein), the Subscription Shares, the Company and/or its Subsidiaries (as defined herein).

The SGX-ST assumes no responsibility for the contents of this Circular, including the accuracy or correctness of any of the statements made, opinions expressed, or reports contained in this Circular.



**CIRCULAR TO SHAREHOLDERS**

**IN RELATION TO**

**THE PROPOSED ISSUANCE AND SUBSCRIPTION FOR 50,208,700 NEW ORDINARY SHARES IN THE SHARE CAPITAL OF JACKSPEED CORPORATION LIMITED (THE “SUBSCRIPTION SHARES”) TO CHUA KENG WOON (THE “SUBSCRIBER”) AT THE SUBSCRIPTION PRICE OF S\$0.11385 PER SUBSCRIPTION SHARE (THE “SUBSCRIPTION”)**

**IMPORTANT DATES AND TIMES**

Last date and time for lodgement of Proxy Form	:	25 June 2017 at 11 a.m.
Date and time of Extraordinary General Meeting	:	27 June 2017 at 11 a.m. (or as soon as practicable immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be convened on the same day and at the same venue)
Place of Extraordinary General Meeting	:	Nordic Conference Room, 1st Floor, No. 3 International Business Park, Nordic European Centre, Singapore 609927

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## DEFINITIONS

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In this Circular, the following definitions apply throughout unless otherwise stated:–

<i>“Board”</i>	:	The board of Directors of the Company
<i>“Business Day”</i>	:	A day (other than Saturday, Sunday, and a gazetted public holiday) on which commercial banks are open for business in Singapore
<i>“CDP”</i>	:	The Central Depository (Pte) Limited
<i>“Circular”</i>	:	This circular to Shareholders dated 12 June 2017
<i>“Companies Act”</i>	:	The Companies Act, Chapter 50 of Singapore, as may be amended or modified from time to time
<i>“Company”</i>	:	Jackspeed Corporation Limited, a company incorporated in Singapore
<i>“Completion Date”</i>	:	The date of completion of the Subscription
<i>“Controlling Shareholder”</i>	:	A person who:  (a) holds directly or indirectly 15% or more of the total number of issued Shares excluding treasury shares (unless the SGX-ST determines that such a person is not a Controlling Shareholder of the Company); or  (b) in fact exercises control over the Company
<i>“Directors”</i>	:	The directors of the Company as at the date of this Circular
<i>“EGM”</i>	:	An extraordinary general meeting of the Company
<i>“Enlarged Share Capital”</i>	:	Has the meaning ascribed to it at paragraph 2.2 of this Circular
<i>“Existing Share Capital”</i>	:	Has the meaning ascribed to it at paragraph 2.2 of this Circular
<i>“FY2017”</i>	:	Financial year ended 28 February 2017
<i>“Group”</i>	:	The Company and its Subsidiaries
<i>“Latest Practicable Date”</i>	:	29 May 2017, being the latest practicable date prior to the printing of this Circular
<i>“Listing Manual”</i>	:	The Listing Manual of the SGX-ST, as may be amended or modified from time to time

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## DEFINITIONS

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<i>“Market Day”</i>	:	A day on which the SGX-ST is open for trading in securities
<i>“Register of Members”</i>	:	The principal register of members (duly registered holders of Shares)
<i>“Securities Account”</i>	:	The securities account maintained by a Depositor with CDP, but does not include a securities sub-account maintained with a Depository Agent
<i>“SFA”</i>	:	The Securities and Futures Act (Chapter 289) of Singapore, as may be amended, modified or supplemented from time to time
<i>“SGX-ST”</i>	:	Singapore Exchange Securities Trading Limited
<i>“Shareholders”</i>	:	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
<i>“Shares”</i>	:	Ordinary shares in the capital of the Company
<i>“Subscriber”</i>	:	Mr Chua Keng Woon
<i>“Subscription”</i>	:	The proposed issuance and subscription of 50,208,700 Subscription Shares at the Subscription Price of S\$0.11385 each to the Subscriber
<i>“Subscription Agreement”</i>	:	The subscription agreement entered into on 10 March 2017 between the Company and the Subscriber
<i>“Subscription Price”</i>	:	The price of S\$0.11385 for each Subscription Share
<i>“Subscription Shares”</i>	:	The 50,208,700 new Shares to be allotted and issued by the Company to the Subscriber pursuant to the Subscription
<i>“Substantial Shareholder”</i>	:	A person who has an interest in not less than 5% of the issued voting shares of the Company
<i>“\$”, “S\$” and “cents”</i>	:	Singapore dollar and cents respectively
<i>“%” or “per cent.”</i>	:	Per centum or percentage

The terms **“Depositor”** and **“Depository Register”** shall have the meanings ascribed to them respectively in Section 81SF of the SFA. The term **“treasury shares”** shall have the meaning ascribed to it in the Companies Act.

The term **“Subsidiary”** shall have the meaning ascribed to it in Section 5 of the Companies Act.

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## DEFINITIONS

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Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing one gender shall, where applicable, include the other genders. References to persons shall, where applicable, include corporations and limited liability partnerships.

Any reference in this Circular 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, the Listing Manual or any statutory modification thereof and used in this Circular shall, where applicable, have the meaning assigned to it under the Companies Act, the Listing Manual or any modification thereof, as the case may be, unless otherwise provided.

All timings referred to in this Circular are made by reference to Singapore time.

References to “**paragraph**” are to the paragraphs of this Circular, unless otherwise stated.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any discrepancies in figures included in this Circular between the amounts listed and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them.



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## LETTER TO SHAREHOLDERS

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### JACKSPEED CORPORATION LIMITED

(Company Registration No. 199300300W)  
(Incorporated in the Republic of Singapore)

#### Directors:

Chin Yew Choong David (Independent Non-Executive Chairman)  
Yap Kian Peng (Executive Deputy Chairman/Chief Executive Officer)  
Chua Sze Chyi (Executive Director/Group Financial Controller)  
Lo Yew Seng (Independent Director)  
Toh Tiong San (Independent Director)

#### Registered Office:

221 Henderson Road  
#06-15  
Henderson Building  
Singapore 159557

12 June 2017

To: The Shareholders of  
JACKSPEED CORPORATION LIMITED

Dear Sir/Madam

### THE PROPOSED SUBSCRIPTION OF 50,208,700 SUBSCRIPTION SHARES AT THE SUBSCRIPTION PRICE OF S\$0.11385 PER SUBSCRIPTION SHARE TO CHUA KENG WOON (THE "SUBSCRIPTION")

#### 1. INTRODUCTION

The Directors are convening an EGM to be held on 27 June 2017 to seek Shareholders' approval for the Subscription in accordance with Rule 803 of the Listing Manual.

The purpose of this Circular is to provide Shareholders with information relating to the Subscription to be tabled at the EGM to be held on 27 June 2017, notice of which is set out on pages N-1 to N-2 of this Circular.

An application was made by the Company to the SGX-ST for the listing of and the quotation for the Subscription Shares. The Company had on 26 May 2017 received the in-principle approval from the SGX-ST for the listing of and quotation for the Subscription Shares on the SGX-ST (the "AIP"), subject to the conditions as set out in paragraph 2.7 of this Circular.

The AIP is not to be taken as an indication of the merits of the Subscription, the Subscription Shares, the Company, its Subsidiaries and their securities. The SGX-ST takes no responsibility for the correctness of any statements made, opinions expressed or reports contained in this Circular.

#### 2. THE SUBSCRIPTION

##### 2.1 Background

On 10 March 2017, the Company announced that it had entered into the Subscription Agreement with the Subscriber, pursuant to which the Subscriber had agreed to subscribe for, and the Company agreed to allot and issue, up to 50,208,700 Subscription Shares to the Subscriber at the Subscription Price, on the terms and subject to the conditions of the Subscription Agreement.

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## LETTER TO SHAREHOLDERS

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There is no introducer or placement agent appointed for the Subscription. The Subscription Shares will be issued pursuant to Section 272B of the SFA. As such, no prospectus or offer information statement will be issued by the Company in connection with the Subscription.

### 2.2 Subscription Shares

The Subscription Shares shall be issued free from all claims, charges, liens and other encumbrances whatsoever and shall rank, *pari passu*, in all respects with the Shares, save that the Subscription Shares will not rank for any dividends, rights, allotments or other distributions, the record date for which falls on or before the date of completion of the Subscription.

The Subscription Shares to be issued to the Subscriber represent approximately 20% of the existing issued share capital of the Company of 251,043,579 Shares (the “**Existing Share Capital**”) and approximately 16.67% of the enlarged share capital of the Company of 301,252,279 Shares (the “**Enlarged Share Capital**”).

### 2.3 Subscription Price

The Subscription Price represents a discount of approximately 10% to the volume-weighted average price of S\$0.1265 for each Share for trades done on the SGX-ST on 7 March 2017 (being the last full Market Day prior to the signing of the Subscription Agreement).

The Subscription Price was agreed upon based on arm’s length negotiations between the Subscriber and the Company.

### 2.4 Details on the Subscriber

The Subscriber is a retired Singapore national and an individual investor who has expressed an interest in investing in the Company. The Subscriber had approached the Company to express his interest to subscribe for Shares for his financial investment purposes. The Subscriber does not intend to appoint any nominee to the Board, and has no intention of influencing the management of, or exercising control over, the Company. As at the Latest Practicable Date, the Subscriber holds 40,000 Shares, which represent approximately 0.02% of the Existing Share Capital. Save for the Shares held by the Subscriber, the Subscriber does not hold any interest in any investment or any directorship in the Company or businesses in competition with the Group.

The Subscriber has no connection with the Company, its Directors and Substantial Shareholders (including any business relationship), and is not a person to whom the Company is prohibited from issuing Shares to, as provided for by Rule 812 of the Listing Manual.

Upon completion of the Subscription, and assuming that the Company does not allot and issue additional Shares up to the completion of the Subscription, the Subscriber will acquire a controlling interest in the Company, as he will hold an aggregate of 50,248,700 Shares, and approximately 16.68% of the Enlarged Share Capital.

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## LETTER TO SHAREHOLDERS

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### 2.5 Authority to Issue the Subscription Shares

#### Rule 803 of the Listing Manual

Pursuant to Rule 803 of the Listing Manual, an issuer must not issue securities to transfer a controlling interest without prior approval of shareholders in general meeting.

Upon completion of the Subscription, the Subscriber will acquire a controlling interest in the Company, as he will hold an aggregate of 50,248,700 Shares, and approximately 16.68% of the Enlarged Share Capital. As such, the Company will be seeking Shareholders' approval for the Subscription at an EGM to be convened, notice of which is set out on pages N-1 to N-2 of this Circular, pursuant to Rule 803 of the Listing Manual.

### 2.6 Conditions Precedent

Completion of the Subscription is conditional upon the following:

- 2.6.1 the AIP for the admission of all the Subscription Shares to the Official List of the SGX-ST, and the listing and quotation of all the Subscription Shares on the SGX-ST being obtained from the SGX-ST and not being revoked or amended and, to the extent that any conditions for the listing and quotation of the Subscription Shares on the Main Board of the SGX-ST are required to be fulfilled on or before the Completion Date, they are so fulfilled on or before that date to the satisfaction of the SGX-ST or waived by the SGX-ST;
- 2.6.2 the allotment, issue, and subscriptions of the Subscription Shares not being prohibited (except where relevant waivers have been obtained from the relevant authorities in Singapore and the SGX-ST, where applicable) by any statute, order, rule, regulation or directive promulgated or issued after the date of the Subscription Agreement by any legislative, executive or regulatory body or authority of Singapore or elsewhere which is applicable to the Company or the Subscriber;
- 2.6.3 on the Completion Date, the representations and warranties of the Subscriber herein being true, accurate, and correct in all respects as if made on the Completion Date, with reference to the then existing facts and circumstances; and
- 2.6.4 any other corporate or regulatory approval required for the transactions contemplated herein being obtained,

collectively, the "**Conditions Precedent**".

If the Completion Date does not occur on or before 31 August 2017, the Subscriber shall be entitled to terminate the Subscription Agreement, in which event, the Subscription Agreement shall *ipso facto* cease and terminate, and in that event, the parties thereto shall be released and discharged from their respective obligations hereunder and no party shall have any claim against the other for costs, expenses, damages, losses, compensation or otherwise arising from the Subscription Agreement, and the Company shall release to the Subscriber any monies held as deposit under the Subscription Agreement.

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## LETTER TO SHAREHOLDERS

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### 2.7 SGX-ST Conditions

On 26 May 2017, the Company received the AIP in respect of the Subscription, subject to, *inter alia*, the following conditions:

**2.7.1** compliance with the SGX-ST's listing requirements; and

**2.7.2** Shareholders' approval for the Subscription being obtained at the EGM.

The AIP is not to be taken as an indication of the merits of the Subscription, the Subscription Shares, the Company, its Subsidiaries and their securities. The SGX-ST takes no responsibility for the accuracy or correctness of any statements or opinions made or reports contained in this Circular.

### 3. RATIONALE AND USE OF PROCEEDS

**3.1** The rationale for the Subscription is for the Company to raise funds for general working capital purposes.

**3.2** The aggregate Subscription Price payable by the Subscriber is S\$5,716,260.50 (the "**Subscription Consideration**"). The estimated net proceeds from the Subscription is S\$5,650,000, after deducting estimated fees and expenses of approximately S\$66,000 (the "**Net Proceeds**"). The Company intends to utilise the Net Proceeds in the following proportion:

<b>Use of Net Proceeds</b>	<b>Proportion of Net Proceeds (%)</b>	<b>Approximate Amount (S\$'000)</b>
Working Capital <sup>(1)</sup>	100	5,650

**Note:**

(1) The Company intends to use approximately 70% of the net proceeds for purchase of raw materials and inventories for the Group, and approximately 30% of the net proceeds for employee payroll costs for the Group.

**3.3** Pending deployment of the Net Proceeds for such purposes, the Net Proceeds may be placed in deposits with financial institutions or invested in short-term money market instruments or used for any other purposes on a short-term basis as the Directors may in their absolute discretion deem fit in the interests of the Group.

**3.4** The Company will make periodic announcements on the utilisation of the Net Proceeds as and when the Net Proceeds are materially disbursed, and will provide a status report on the use of the Net Proceeds in the annual report of the Company. Where the Net Proceeds have been used for working capital, the Company will provide a breakdown with specific details on how the Net Proceeds have been applied in the announcements and annual reports.

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## LETTER TO SHAREHOLDERS

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3.5 The Board further refers to the Company's announcements to Shareholders dated 2 March 2016. The Company was placed on the watch-list (the "**Watch-list**") due to the minimum trading price entry criterion with effect from 3 March 2016. The failure to meet the requirements of the Listing Manual will result in the delisting of the Company from the Main Board in 36 months from 3 March 2016. The Company believes that the Subscription will benefit any future potential share consolidation for the Company in that the ratio of such share consolidation will not have to be set excessively high to achieve the minimum trading price should the price of the Shares increase. By increasing the number of Shares in issuance, the Subscription may also allow the number of Shares in issue subsequent to any future share consolidation to be liquid. The Group is also actively considering various options to meet the requirements of Rule 1314(2) of the Listing Manual for its removal from the Watch-list within 36 months from 3 March 2016 and will update Shareholders in due course.

### 4. FINANCIAL EFFECTS

4.1 The financial effects of the Subscription as presented herein are purely for illustrative purposes only and are not projections of the actual future financial performance or financial position of the Group after the Subscription. The financial effects have been computed based on the following bases and assumptions:

4.1.1 the audited consolidated financial statements of the Group for the financial year ended 28 February 2017;

4.1.2 the effect of the Subscription on the net tangible asset ("**NTA**") per Share is computed based on the issued share capital of 251,043,579 Shares prior to the Subscription and the assumption that the Subscription was completed on 28 February 2017; and

4.1.3 the effect of the Subscription on the earnings per share ("**EPS**") is computed based on the weighted average number of 251,043,579 Shares prior to the Subscription and 301,252,279 Shares after completion of the Subscription, on the assumption that the Subscription was completed on 1 March 2016.

### 4.2 Share Capital

	The Company	
	Before Completion of the Subscription	After completion of the Subscription
Share capital (S\$)	31,208,315	36,858,315
Number of issued and paid-up Shares	251,043,579	301,252,279

### 4.3 NTA

	The Group	
	Before Completion of the Subscription	After completion of the Subscription
NTA (S\$'000)	40,303	45,953
Number of issued and paid-up Shares	251,043,579	301,252,279
NTA per Share (Singapore cents)	16.05	15.25

## LETTER TO SHAREHOLDERS

### 4.4 Earnings

	The Group	
	Before Completion of the Subscription	After completion of the Subscription
Earnings (S\$'000)	4,368	4,368
Number of issued and paid-up Shares	251,043,579	301,252,279
EPS (Singapore cents)	1.74	1.45

### 4.5 Gearing

	The Group	
	Before Completion of the Subscription	After completion of the Subscription
Total debts (S\$'000)	31,914	31,914
Total tangible net worth <sup>(1)</sup> (S\$'000)	40,303	45,953
Gearing (times)	0.79	0.69

**Note:**

(1) Total tangible net worth is calculated as total equity less non-controlling interest, less intangible assets.

## 5. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The interests of Directors and the Substantial Shareholders of the Company as at the Latest Practicable Date, and the effects of the Subscription on the shareholding structure of the Company, are set out below:

	Shareholding pre-Subscription <sup>(1)</sup>				Shareholding post-Subscription <sup>(2)</sup>				
	Direct interest		Indirect interest		Direct interest		Indirect interest		
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%	
<b>Directors</b>									
Chin Yew Choong David	–	–	–	–	–	–	–	–	–
Yap Kian Peng	–	–	–	–	–	–	–	–	–
Lo Yew Seng	–	–	–	–	–	–	–	–	–
Toh Tiong San	–	–	–	–	–	–	–	–	–
Chua Sze Chyi	–	–	–	–	–	–	–	–	–
<b>Substantial Shareholders</b>									
Cheng Kwee Kiang	111,230,561	44.31	–	–	111,230,561	36.92	–	–	–
Yip Tai Him	14,222,427	5.67	–	–	14,222,427	4.72	–	–	–
<b>Placee</b>									
Chua Keng Woon	40,000	0.02	–	–	50,248,700	16.68	–	–	–

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## LETTER TO SHAREHOLDERS

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**Notes:**

- (1) As a percentage of the total number of issued Shares as at the Latest Practicable Date comprising 251,043,579 Shares.
- (2) As a percentage of the total number of issued Shares (excluding any treasury shares) comprising 301,252,279 Shares, assuming all the Subscription Shares are issued.

To the best of the Directors' knowledge, none of the Substantial Shareholders, as well as their respective associates, has any interest, whether direct or indirect, in the Subscription.

Save for their respective interests in the Shares, if any, none of the Directors and their respective associates, has any interest, whether direct or indirect, in the Subscription.

### **6. DIRECTORS' RECOMMENDATION**

The Directors, having considered, *inter alia*, (i) the cash balance of the Group of S\$12.7 million, (ii) the current assets and current liabilities of the Group of S\$40.0 million and S\$40.7 million respectively as at 28 February 2017, and (iii) the rationale for the Subscription, are of the opinion that the Subscription is in the best interests of the Group as it will increase the resources available to the Group, further improving its cash flow, and enable the Group to pursue business opportunities as and when they arise, and accordingly recommend that Shareholders vote in favour of the resolution in relation to the Subscription as set out in the Notice of the EGM.

### **7. EXTRAORDINARY GENERAL MEETING**

The EGM, notice of which is set out on pages N-1 to N-2 of this Circular, will be held on 27 June 2017 at 11 a.m. (or as soon as practicable immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be convened on the same day and at the same venue) at Nordic Conference Room, 1st Floor, No. 3 International Business Park, Nordic European Centre, Singapore 609927 for the purpose of considering and, if thought fit, passing with or without any modifications, the ordinary resolution as set out in the Notice of EGM.

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

Shareholders who are unable to attend the EGM and wish to appoint a proxy to attend and vote at the EGM on their behalf, should 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 at 221 Henderson Road #06-15 Henderson Building Singapore 159557 not later than 48 hours before the time fixed for the EGM. The completion and return of a proxy form by a Shareholder will not prevent him from attending and voting in person at the EGM 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 he is shown to have Shares entered against his name in the Depository Register, as certified by the CDP, as at 72 hours before the EGM.

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## LETTER TO SHAREHOLDERS

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### 9. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Subscription, the Company and its Subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

### 10. DOCUMENTS FOR INSPECTION

The following documents are available for inspection at the registered office of the Company at 221 Henderson Road #06-15 Henderson Building Singapore 159557, during normal business hours from the date of this Circular up to and including the date of the EGM:

- (a) the Subscription Agreement; and
- (b) the annual report of the Company for FY2017.

Yours faithfully  
For and on behalf of the Board of Directors of  
**JACKSPEED CORPORATION LIMITED**

Yap Kian Peng  
Executive Deputy Chairman/Chief Executive Officer



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### JACKSPEED CORPORATION LIMITED

(Company Registration No. 199300300W)  
(Incorporated in the Republic of Singapore)

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (“**EGM**”) of the Company will be held at Nordic Conference Room, 1st Floor, No. 3 International Business Park, Nordic European Centre, Singapore 609927 on 27 June 2017 at 11 a.m. (or as soon as practicable immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be convened on the same day and at the same venue) for the purpose of considering and, if thought fit, passing with or without amendment, the ordinary resolution as set out below.

All capitalised terms in the resolution below and defined in the circular dated 12 June 2017 to the shareholders of the Company (the “**Circular**”) shall, unless otherwise defined herein, have the respective meanings ascribed thereto in the Circular.

#### **ORDINARY RESOLUTION 1: THE PROPOSED SUBSCRIPTION OF 50,208,700 SUBSCRIPTION SHARES AT THE SUBSCRIPTION PRICE OF S\$0.11385 PER SUBSCRIPTION SHARE TO CHUA KENG WOON (THE “SUBSCRIPTION”)**

That:

- (a) approval be and is hereby given for the allotment and issue of 50,208,700 new ordinary shares in the capital of the Company (the “**Subscription Shares**”) to Chua Keng Woon (the “**Subscriber**”) at a subscription price of S\$0.11385 per Subscription Share on the terms and subject to the conditions of the subscription agreement dated 10 March 2017 entered into between the Company and Robert Stone (the “**Subscription Agreement**”);
- (b) pursuant to Rule 803 of the Listing Manual, approval be and is hereby given for the acquisition of a controlling interest in the Company by the Subscriber arising from the allotment and issuance of the Subscription Shares to the Subscriber; and
- (c) any of the Directors be and is hereby authorised to complete and to do all acts and things as they may consider necessary or expedient for the purposes of and to give effect to this Ordinary Resolution 1 (including any amendment to the Subscription Agreement and execution of any other documents) as they shall think fit and in the interests of the Company.

#### **BY ORDER OF THE BOARD**

Chew Kok Liang/Chua Sze Chyi  
Company Secretaries

12 June 2017

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### Notes:

- (1) A member entitled to attend and vote at the EGM is entitled to appoint a proxy or proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
- (2) Where a member (other than a Relevant Intermediary\*) appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies.
- (3) A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).
- (4) A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. The appointment of proxy must be executed under seal or the hand of its duly authorised officer or attorney in writing.
- (5) The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 221 Henderson Road #06-15 Henderson Building Singapore 159557, at least 48 hours before the time fixed for the EGM.

\* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act (Chapter 19) of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Chapter 289) of Singapore and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Chapter 36) of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

### Personal Data Protection:

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

# JACKSPEED CORPORATION LIMITED

(Company Registration No. 199300300W)  
(Incorporated in the Republic of Singapore)

## PROXY FORM EXTRAORDINARY GENERAL MEETING

(Please see notes overleaf before completing this Form)

### IMPORTANT

1. An investor who holds shares under the Central Provident Fund Investment Scheme ("CPF Investor") and/or the Supplementary Retirement Scheme ("SRS Investors") (as may be applicable) may attend and cast his vote(s) at the Meeting in person. CPF and SRS Investors who are unable to attend the Meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the Meeting.
2. This Proxy Form is not valid for use by CPF and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

\*I/We \_\_\_\_\_ (Name), \_\_\_\_\_ (NRIC/Passport No.)  
of \_\_\_\_\_ (Address)  
being \*a member/members of **JACKSPEED CORPORATION LIMITED** (the "Company"), hereby appoint:

Name	NRIC/Passport Number	Proportion of Shareholdings (%)	
		No. of shares	%
Address			

\*and/or (delete as appropriate)

Name	NRIC/Passport Number	Proportion of Shareholdings (%)	
		No. of shares	%
Address			

as \*my/our proxy/proxies to vote for \*me/us on \*my/our behalf, at the extraordinary general meeting (the "Extraordinary General Meeting") of the Company to be held at Nordic Conference Room, 1st Floor, No. 3 International Business Park, Nordic European Centre, Singapore 609927 on 27 June 2017 at 11 a.m. (or as soon as practicable immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be convened on the same day and at the same venue) and at any adjournment thereof. \*I/We direct \*my/our \*proxy/proxies to vote for or against the Resolution proposed at the Extraordinary General Meeting as indicated hereunder. In the absence of specific directions, the \*proxy/proxies will vote or abstain from voting as \*he/they may think fit, as \*he/they will on any other matter arising at the Extraordinary General Meeting.

NO.	ORDINARY RESOLUTION	No. of Votes 'For'++	No. of Votes 'Against'++
1.	To approve the proposed issuance and subscription of an aggregate of 50,208,700 subscription shares at the subscription price of S\$0.11385 for each subscription share to Chua Keng Woon		

++ (If you wish to exercise all your votes "For" or "Against", please indicate with an "X" within the box provided. Alternatively, please indicate the number of votes as appropriate.)

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017.

Total Number of Shares Held	
CDP Register	
Register of Members	

\_\_\_\_\_  
Signature(s) of Member(s)  
and/or Common Seal of Corporate Shareholder

**IMPORTANT: PLEASE READ NOTES ON THE REVERSE.**

**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 81SF of the Securities and Futures Act (Chapter 289) of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, 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 of the Company (other than a Relevant Intermediary\*), entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company.
3. Where a member (other than a Relevant Intermediary\*) appoints two proxies, the appointments shall be invalid unless he/she specifies the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy.
4. A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).
5. Subject to note 9, completion and return of this instrument appointing a proxy shall not preclude a member from attending and voting at the Extraordinary General 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 Extraordinary General Meeting.
6. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 221 Henderson Road #06-15 Henderson Building Singapore 159557 not less than forty-eight (48) hours before the time appointed for the Extraordinary General Meeting.
7. 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 an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
8. 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 Extraordinary General Meeting, and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
9. An investor who holds shares under the Central Provident Fund Investment Scheme (“**CPF Investor**”) and/or the Supplementary Retirement Scheme (“**SRS Investors**”) (as may be applicable) may attend and cast his vote(s) at the Extraordinary General Meeting in person. CPF and SRS Investors who are unable to attend the Extraordinary General Meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Extraordinary General Meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the Extraordinary General Meeting.

\* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act (Chapter 19) of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Chapter 289) of Singapore and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Chapter 36) of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

**General:**

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 instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the Extraordinary General Meeting, as certified by The Central Depository (Pte) Limited to the Company.

**Personal Data Protection:**

By attending the Extraordinary General Meeting and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 12 June 2017.



