

CIRCULAR DATED 3 JUNE 2016

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of Jackspeed Corporation Limited (the “**Company**”), you should immediately forward this Circular to the purchaser, transferee, the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this Circular.



CIRCULAR TO SHAREHOLDERS
IN RELATION TO
THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

This Circular is circulated to Shareholders of the Company together with the Company’s Annual Report. The purpose of this Circular is to provide Shareholders with information pertaining to, and to explain the rationale, for the proposed renewal of the Share Purchase Mandate (as defined in this Circular) to be tabled at the Annual General Meeting of the Company (“**2016 AGM**”) to be held at Nordic Conference Room, 1st Floor, No. 3 International Business Park, Nordic European Centre, Singapore 609927 on Monday, 20 June 2016 at 10 a.m..

The Notice of the Annual General Meeting and the Proxy Form are enclosed with the Annual Report.

CONTENTS

DEFINITIONS.....	ii
LETTER TO SHAREHOLDERS	1
1. INTRODUCTION	1
2. THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE.....	1
3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS.....	18
4. SHARES PURCHASED OR ACQUIRED DURING THE PAST 12 MONTHS.....	18
5. TAX IMPLICATIONS.....	18
6. DIRECTORS' RECOMMENDATION.....	19
7. DIRECTORS' RESPONSIBILITY STATEMENT	19
8. ABSTENTION FROM VOTING.....	19
9. DOCUMENTS FOR INSPECTION	19

DEFINITIONS

For the purposes of this Circular, the following definitions apply throughout where the context admits:

<i>“AGM”</i>	:	The annual general meeting of the Company
<i>“Board”</i>	:	The Board of Directors of the Company
<i>“CDP”</i>	:	The Central Depository (Pte) Limited
<i>“Circular”</i>	:	This circular to Shareholders dated 3 June 2016
<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>“Constitution”</i>	:	The Constitution of the Company, as may be amended or modified from time to time
<i>“Directors”</i>	:	The directors of the Company as at the date of this Circular
<i>“EGM”</i>	:	The extraordinary general meeting of the Company held on 26 June 2013
<i>“EPS”</i>	:	Earnings per Share
<i>“ESAS”</i>	:	The Jackspeed Share Award Scheme, as modified or altered from time to time, details of which are provided in the circular to shareholders dated 10 June 2013
<i>“FY2016”</i>	:	Financial year ended 29 February 2016
<i>“Group”</i>	:	The Company and its Subsidiaries
<i>“Latest Practicable Date”</i>	:	23 May 2016, 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
<i>“Market Day”</i>	:	A day on which the SGX-ST is open for trading in securities
<i>“Market Purchase”</i>	:	An on-market purchase of Shares by the Company effected on the SGX-ST through one or more duly licensed stockbrokers or dealers appointed by the Company for the purpose

DEFINITIONS

“NTA”	:	Net tangible assets
“Relevant Period”	:	The period commencing from the date on which the last AGM was held and expiring on the conclusion of the next AGM or on the date by which such AGM is required to be held, whichever is the earlier, after the date the resolution relating to the Share Purchase Mandate is passed
“ROE”	:	Return on equity
“Securities Account”	:	The securities accounts maintained by a Depositor with CDP, but does not include a securities sub-account maintained with a Depository Agent
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Share Purchase Mandate”	:	The general mandate to enable the Company to purchase or otherwise acquire its issued Shares
“Shareholders”	:	Registered holders of Shares except that where the registered holder of CDP, the term “ Shareholders ” 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
“Shares”	:	Ordinary shares in the capital of the Company
“SIC”	:	Securities Industry Council of Singapore
“Substantial Shareholder”	:	A person who has an interest in not less than 5% of the issued voting shares of the Company
“Take-over Code”	:	The Singapore Code on Take-overs and Mergers, as may be amended or modified from time to time
“Treasury Share(s)”	:	A Share that was or is treated as having been acquired and held by the Company and has been held continuously by the Company since it was so acquired and has not been cancelled
“S\$”, “\$” and “cents”	:	Singapore dollars and cents, respectively
“%”	:	Percentage or per centum

DEFINITIONS

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

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

Any reference in this Circular to any statute or enactment is a reference to that statute or enactment as for the time being amended or re-enacted. Any term defined under the Companies Act, the Listing Manual, the Take-over Code 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, the Take-over Code or any statutory modification thereof, as the case may be, unless otherwise provided.

Any reference to a time of day and dates in this Circular is made by reference to Singapore time and dates, unless otherwise stated.

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.

LETTER TO SHAREHOLDERS

JACKSPEED CORPORATION LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199300300W)

Directors:

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

Registered Office:

221 Henderson Road
#06-15
Henderson Building
Singapore 159557

3 June 2016

To: The Shareholders of
JACKSPEED CORPORATION LIMITED

Dear Sir/Madam

THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

1. INTRODUCTION

- 1.1 The Directors are convening an AGM of the Company to be held on 20 June 2016 to seek the approval of the Shareholders for the proposed renewal of the Share Purchase Mandate.
- 1.2 We refer to (a) the Notice of the AGM dated 3 June 2016 (the “**Notice of AGM**”) convening the AGM to be held on 20 June 2016 and (b) Ordinary Resolution No. 9 under the heading of “Special Business” set out in the Notice of AGM.
- 1.3 The purpose of this Circular is to provide Shareholders with information relating to the above-mentioned proposal to be tabled at the 2016 AGM.
- 1.4 The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in this Circular.

2. THE PROPOSED RENEWAL OF THE SHARE PURCHASE MANDATE

2.1 The Share Purchase Mandate

Any purchase or acquisition of Shares by the Company would have to be made in accordance with, and in the manner prescribed by the Companies Act, the Constitution and the Listing Manual and such other laws and regulations as may, for the time being, be applicable.

It is a requirement of the Companies Act that before a company purchases or acquires its own shares, its constitution must expressly permit the company to purchase or otherwise acquire the shares issued by it. Article 16 of the Constitution empowers the Company to purchase or otherwise acquire any of its issued Shares on such terms as the Company may

LETTER TO SHAREHOLDERS

think fit and in the manner prescribed by the Companies Act. It is also a requirement that a company which wishes to purchase or acquire its own shares should obtain approval of its shareholders to do so at a general meeting of the shareholders.

At the EGM of the Company held on 26 June 2013, Shareholders had approved the Share Purchase Mandate to enable the Company to purchase or otherwise acquire the issued shares on the terms of that mandate. The Share Purchase Mandate was subsequently last renewed at the AGM of the Company held on 22 June 2015. The rationale for, the authority and limitations on, and the financial effects of, the Share Purchase Mandate were set out in the Company's circular to Shareholders dated 10 June 2013. As the Share Purchase Mandate will expire on the date of the 2016 AGM, being 20 June 2016, the Directors propose that the Share Purchase Mandate be renewed at the forthcoming AGM.

Approval is being sought from Shareholders at the 2016 AGM for the renewal of the Share Purchase Mandate. If approved, the authority conferred by the renewed Share Purchase Mandate will take effect from the date of the 2016 AGM and continue in force until the date on which the next AGM is held or required by law or by the Constitution of the Company to be held, unless prior thereto, purchases or acquisitions of Shares by the Company pursuant to the renewed Share Purchase Mandate have been carried out to the full extent mandated, or the authority conferred by the renewed Share Purchase Mandate is revoked or varied by Shareholders in a general meeting. The Share Purchase Mandate will be put to Shareholders for renewal at each subsequent AGM of the Company.

2.2 Rationale for the Share Purchase Mandate

The rationale for the Company to undertake the purchase or acquisition of its Shares is as follows:

- (a) In line with international practice, the Share Purchase Mandate will provide the Company with greater flexibility in managing its capital and maximising return to its Shareholders. To the extent that the Company has capital and surplus funds which are in excess of its financial needs, taking into account its growth and expansion plans, the Share Purchase Mandate will facilitate the return of excess cash and surplus funds to Shareholders in an expedient, effective and cost-efficient manner;
- (b) In managing its business, the Group strives to increase Shareholders' value by improving, *inter alia*, the ROE and a share purchase is one way by which the ROE may be enhanced;
- (c) Share purchases may help mitigate short-term market volatility in the Company's share price, offset the effects of short-term speculation and bolster Shareholder confidence;
- (d) Insofar as it is permitted by law, the Share Purchase Mandate will permit the Directors to undertake Shares purchases which will enable the Directors to utilise the Shares which are purchased or acquired and held as treasury shares to satisfy the Company's obligation to furnish Shares to participants under the ESAS, thus giving the Company greater flexibility to select the method of providing Shares to its employees which would be most beneficial to the Company and its Shareholders;
- (e) All things being equal, purchases or acquisitions of Shares pursuant to the Share Purchase Mandate will result in a lower number of issued Shares being used for the

LETTER TO SHAREHOLDERS

purpose of computing EPS, if the purchased Shares are subsequently cancelled or during the period such Shares are held as treasury shares. Therefore, Share purchases under the Share Purchase Mandate will improve the Company's EPS, which in turn is expected to have a positive impact on the fundamental value of the Shares;

- (f) Shares purchased under the Share Purchase Mandate will enable the Directors to utilise the Shares which are purchased or acquired and held as treasury shares to be sold for cash or transferred as consideration for the acquisition of shares in or assets of another company or assets of a person, which may be less dilutive than if new Shares were issued for this purpose; and
- (g) The Share Purchase Mandate will provide the Company the flexibility to undertake share repurchases at any time, subject to market conditions, during the period when the Share Purchase Mandate is in force.

The purchase or acquisition of Shares will only be undertaken if it can benefit the Company and Shareholders. Shareholders should note that purchases or acquisitions of Shares pursuant to the Share Purchase Mandate may not be carried out to the full limit as authorised. No purchase or acquisition of Shares will be made in circumstances which would have or may have a material adverse effect on the liquidity and capital adequacy position of the Group as a whole.

2.3 Authority and Limits of the Share Purchase Mandate

The authority and limitations placed on purchases or acquisitions of Shares by the Company under the Share Purchase Mandate (if renewed at the 2016 AGM) are summarised below:

2.3.1 Maximum Number of Shares

Only Shares which are issued and fully paid-up may be purchased or acquired by the Company. The total number of Shares which may be purchased or acquired by the Company pursuant to the Share Purchase Mandate shall not exceed ten per cent. (10%) of the total number of issued Shares of the Company (excluding any Shares which are held as treasury shares) as at the date of the 2016 AGM at which the renewal of the Share Purchase Mandate is approved.

Based on 251,043,579 issued Shares as at the Latest Practicable Date, the purchase by the Company of up to the maximum limit of 10% of its issued Shares will result in the purchase or acquisition of 25,104,000 Shares (rounded down to the nearest 1,000 Shares).

2.3.2 Duration of Authority

Purchases or acquisitions of Shares may be made, at any time and from time to time, on and from the date of the AGM, at which the Share Purchase Mandate is approved, up to the earliest of:

- (a) the date on which the next AGM is held or required by law to be held;

LETTER TO SHAREHOLDERS

- (b) 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
- (c) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by Shareholders in general meeting.

The Share Purchase Mandate may be renewed at each AGM or other general meetings of the Company.

2.3.3 Manner of Purchases or Acquisitions of Shares

Purchases or acquisitions of Shares may be made by way of:

- (a) on-market purchase(s) (“**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
- (b) off-market purchase(s) (“**Off-Market Purchase**”) effected pursuant to an equal access scheme in accordance with Section 76C of the Companies Act.

The Directors may impose such terms and conditions which are not inconsistent with the Share Purchase Mandate, the Listing Manual and the Companies Act, as they consider fit in the interests of the Company in connection with or in relation to any equal access scheme or schemes.

Under the Companies Act, an Off-Market Purchase must, however, satisfy all the following conditions:

- (i) offers for the purchase or acquisition of Shares shall be made to every person who holds Shares to purchase or acquire the same percentage of their Shares;
- (ii) all of the abovementioned persons shall be given a reasonable opportunity to accept the offers made; and
- (iii) the terms of all the offers shall be the same, except that there shall be disregarded:
 - (aa) differences in consideration attributable to the fact that offers relate to Shares with different accrued dividend entitlements;
 - (ab) differences in consideration attributable to the fact that offers relate to Shares with different amounts remaining unpaid (if applicable); and
 - (ac) differences in the offers introduced solely to ensure that each person is left with a whole number of Shares.

Under the Listing Manual, if the Company wishes to make an Off-Market Purchase in accordance with an equal access scheme, it will issue an offer document containing the following information:

- (1) the terms and conditions of the offer;

LETTER TO SHAREHOLDERS

- (2) the period and procedures for acceptances;
- (3) the reasons for the proposed share purchase;
- (4) the consequences, if any, of share purchases by the Company that will arise under the Take-over Code or other applicable take-over rules;
- (5) whether the share buy-backs, if made, could affect the listing of the Company's equity securities on the SGX-ST;
- (6) details of any share buy-backs made by the Company in the previous 12 months (whether by way of Market Purchases or Off-Market Purchases in accordance with an equal access scheme), giving the total number of the shares purchased, the purchase price per share or the highest and lowest prices paid for the purchases, where relevant, and the total consideration paid for the purchases; and
- (7) whether the shares purchased by the Company will be cancelled or kept as treasury shares.

2.3.4 Purchase Price

The purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) to be paid for the Shares will be determined by the Directors. The purchase price to be paid for the Shares as determined by the Directors must not exceed:

- (a) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
- (b) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price of the Shares,

in each case, excluding related expenses of the purchase, or acquisition (the "**Maximum Price**").

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.

LETTER TO SHAREHOLDERS

2.4 Status of Purchased Shares

Shares purchased or acquired by the Company are deemed cancelled immediately on purchase or acquisition (and all rights and privileges attached to the Shares will expire on such cancellation), unless such Shares are held by the Company as treasury shares.

Under the Companies Act, where Shares purchased or acquired by the Company are cancelled, the Company shall:

- (a) reduce the amount of its share capital where the Shares were purchased or acquired out of the capital of the Company;
- (b) reduce the amount of its profits where the Shares were purchased or acquired out of the profits of the Company; or
- (c) reduce the amount of its share capital and profits proportionately where the Shares were purchased or acquired out of both the capital and the profits of the Company,

by the total amount of the purchase price paid by the Company for the Shares cancelled, which shall include any expenses (including brokerage or commission) incurred directly in such purchase or acquisition of Shares.

Shares which are cancelled will be automatically delisted by the SGX-ST, and certificates (if any) in respect thereof will be cancelled and destroyed by the Company as soon as reasonably practicable following such cancellation. The total number of issued Shares will be diminished by the number of Shares purchased or acquired by the Company and which are not held as treasury shares.

2.5 Treasury Shares

Under the Companies Act, Shares purchased or acquired by the Company may be held or dealt with as treasury shares. Certain of the provisions on treasury shares under the Companies Act are summarised below:

2.5.1 Maximum holdings

The number of Shares held as treasury shares cannot at any time exceed 10% of the total number of issued Shares.

2.5.2 Voting and other rights

The Company cannot exercise any right in respect of treasury shares. In particular, the Company cannot exercise any right to attend or vote at meetings and for the purposes of the Companies Act, the Company shall be treated as having no right to vote and the treasury shares shall be treated as having no voting rights.

In addition, no dividend may be paid, and no other distribution of the Company's assets may be made, to the Company in respect of treasury shares. However, the allotment of shares as fully paid bonus shares in respect of treasury shares is allowed. A subdivision or consolidation of any treasury shares into treasury shares of a smaller amount is also allowed so long as the total value of the treasury shares after the subdivision or consolidation is the same as before.

LETTER TO SHAREHOLDERS

2.5.3 Disposal and Cancellation

Where Shares are held as treasury shares, the Company may at any time (but subject always to the Take-over Code):

- (a) sell the treasury shares for cash;
- (b) transfer the treasury shares for the purposes of or pursuant to an employees' share scheme;
- (c) transfer the treasury shares as consideration for the acquisition of shares in or assets of another company or assets of a person;
- (d) cancel the treasury shares; or
- (e) sell, transfer or otherwise use the treasury shares for such other purposes as may be prescribed by the Minister for Finance.

Under the Listing Manual, the Company must immediately announce any sale, transfer, cancellation and/or use of treasury shares held by it stating the following:-

- (i) date of the sale, transfer, cancellation and/or use;
- (ii) purpose of such sale, transfer, cancellation and/or use;
- (iii) number of treasury shares sold, transferred, cancelled and/or used;
- (iv) number of treasury shares before and after such sale, transfer, cancellation and/or use;
- (v) percentage of the number of treasury shares against the total number of shares outstanding in a class that is listed before and after such sale, transfer, cancellation and/or use; and
- (vi) value of the treasury shares if they are used for a sale or transfer, or cancelled.

2.6 **Source of Funds**

The Company intends to use internal sources of funds, external borrowings or a combination of internal resources and external borrowings to finance the purchases or acquisition of the Shares. The Directors do not propose to exercise the Share Purchase Mandate in such a manner and to such an extent that the liquidity and capital adequacy position of the Group would be materially affected.

2.7 **Solvency Test**

The Companies Act permits any purchase or acquisition of shares to be made out of a company's capital or profits so long as the company is solvent. For this purpose, a company is "solvent" if at the time of the payment, the following conditions are satisfied:

- (a) there is no ground on which the company could be found to be unable to pay its debts;

LETTER TO SHAREHOLDERS

- (b) if:
- (i) it is intended to commence winding up of the company within the period of 12 months immediately after the date of the payment, the company will be able to pay its debts in full within the period of 12 months after the date of commencement of the winding up; or
 - (ii) it is not intended so to commence winding up, the company will be able to pay its debts as they fall due during the period of 12 months immediately after the date of the payment; and
- (c) the value of the company's assets is not less than the value of its liabilities (including contingent liabilities) and will not, after the proposed purchase or acquisition, become less than the value of its liabilities (including contingent liabilities).

2.8 Financial Effects

The financial effects arising from a purchase or acquisition of Shares pursuant to the Share Purchase Mandate on the Group and the Company will depend on, *inter alia*, whether the Shares are purchased or acquired out of profits and/or capital of the Company, the number of Shares purchased or acquired, the consideration paid for such Shares and whether the Shares purchased or acquired are held in treasury or cancelled. The financial effect on the Group and the Company, based on the audited financial statements of the Group and the Company will depend, *inter alia*, on the factors set out below:

2.8.1 Purchase or Acquisition out of Profits and/or Capital

Under the Companies Act, purchases or acquisitions of Shares by the Company may be made out of the Company's profits and/or capital so long as the Company is solvent.

Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of profits, such consideration (excluding brokerage, commission, applicable goods and services tax and other related expenses) will correspondingly reduce the amount available for the distribution of cash dividends by the Company.

Where the consideration paid by the Company for the purchase or acquisition of Shares is made out of capital, the amount available for the distribution of cash dividends by the Company will not be reduced.

Based on the audited financial statements of the Company for FY2016, the Company had accumulated losses of approximately S\$131,000 as at 29 February 2016. Accordingly, in respect of the Share Purchase Mandate sought at the 2016 AGM, it is expected that any purchase or acquisition of Shares will be made out of capital and not out of profits.

2.8.2 Number of Shares Acquired or Purchased

Based on 251,043,579 issued Shares as at the Latest Practicable Date and assuming that no further Shares are issued and no Shares are held by the Company as treasury shares on or prior to the 2016 AGM, the purchase or acquisition by the

LETTER TO SHAREHOLDERS

Company of up to the maximum limit of 10% of the total number of its issued Shares will result in the purchase or acquisition of 25,104,000 Shares (rounded down to the nearest 1,000 Shares).

2.8.3 Maximum Price Paid for Shares Acquired or Purchased

The financial effects of the purchase or acquisition of Shares by the Company set out in this section are on the basis of the purchase or acquisition of 25,104,000 Shares (rounded down to the nearest 1,000 Shares) made entirely out of the capital of the Company.

In the case of Market Purchase by the Company and assuming that the Company purchases or acquires 25,104,000 Shares at the Maximum Price of S\$0.0999 per Share (being the price equivalent to 5% above the Average Closing Price of the Shares immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 25,104,000 Shares is approximately S\$2,508,000 (excluding brokerage, commission, applicable goods and services tax and other related expenses).

In the case of Off-Market Purchases by the Company and assuming that the Company purchases or acquires 25,104,000 Shares at the Maximum Price of S\$0.1141 per Share (being the price equivalent to 20% above the Average Closing Price of the Shares for the five (5) consecutive Market Days on which the Shares were traded on the SGX-ST immediately preceding the Latest Practicable Date), the maximum amount of funds required for the purchase or acquisition of the 25,104,000 Shares is approximately S\$2,864,000 (excluding brokerage, commission, applicable goods and services tax and other related expenses).

2.8.4 Illustrative Financial Effects

It is not possible for the Company to realistically calculate or quantify the financial effects of Share purchases or acquisitions that may be made pursuant to the Share Purchase Mandate as the resultant effect would depend on, *inter alia*, the aggregate number of Shares purchased or acquired, the price paid for such Shares and whether the Shares purchased or acquired are held in treasury or cancelled.

For illustrative purposes only, based on the basis of the assumptions set out above, and based on audited financial statements of the Company and the Group for FY2016, and assuming that (i) Share purchases are made to the extent aforesaid; (ii) such Shares purchases are funded wholly by internal resources within the Group; and (iii) the Company had purchased 25,104,000 Shares (representing 10% of the Shares in issue as at the Latest Practicable Date and rounded down to the nearest 1,000 Shares) on 29 February 2016 by way of Shares purchases made entirely out of capital, the financial effects of the purchase or acquisition of Shares by the Company pursuant to the Share Purchase Mandate on the audited financial statements of the Company and Group for FY2016 would have been as follows:

LETTER TO SHAREHOLDERS

(A) Market Purchases

Purchases made entirely out of capital

	GROUP			COMPANY		
	Before Share Purchase	After Market Purchase	Purchased Shares held as Treasury Shares	Before Share Purchase	After Market Purchase	Purchased Shares held as Treasury Shares
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
As at 29 February 2016						
Share capital	31,208	28,700	31,208	31,208	28,700	31,208
Reserves	5,914	5,914	5,914	(147)	(147)	(147)
Treasury shares	–	–	(2,508)	–	–	(2,508)
Total Shareholders' funds⁽¹⁾	37,122	34,614	34,614	31,061	28,553	28,553
NTA ⁽²⁾	36,220	33,712	33,712	31,061	28,553	28,553
Current assets	33,165	30,657	30,657	14,078	13,578	13,578
Current liabilities	26,107	26,107	26,107	3,836	3,836	3,836
Total borrowings ⁽⁶⁾	20,951	20,951	20,951	493	2,501	2,501
Cash and cash equivalents ⁽⁶⁾	8,372	5,864	5,864	1,217	717	717
Net profit attributable to Shareholders	7,351	7,351	7,351	5,309	5,309	5,309
Number of Shares (in '000)						
Issued and paid-up capital	251,044	225,940	225,940	251,044	225,940	225,940
Financial Ratios						
NTA per Share (cent) ⁽³⁾	14.43	14.92	14.92	12.37	12.64	12.64
Gearing ratio (times) ⁽⁴⁾	0.56	0.61	0.61	0.02	0.09	0.09
Current ratio (times) ⁽⁵⁾	1.27	1.17	1.17	3.67	3.54	3.54
EPS (cent)	2.93	3.25	3.25	2.11	2.35	2.35

LETTER TO SHAREHOLDERS

(B) Off-Market Purchases

Purchases made entirely out of capital

	GROUP			COMPANY		
	Before Share Purchase	After Off-Market Purchase	Purchased Shares held as Treasury Shares	Before Share Purchase	After Off-Market Purchase	Purchased Shares held as Treasury Shares
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
As at 29 February 2016						
Share capital	31,208	28,344	31,208	31,208	28,344	31,208
Reserves	5,914	5,914	5,914	(147)	(147)	(147)
Treasury shares	–	–	(2,864)	–	–	(2,864)
Total Shareholders' funds⁽¹⁾	37,122	34,258	34,258	31,061	28,197	28,197
NTA ⁽²⁾	36,220	33,356	33,356	31,061	28,197	28,197
Current assets	33,165	30,301	30,301	14,078	13,578	13,578
Current liabilities	26,107	26,107	26,107	3,836	3,836	3,836
Total borrowings ⁽⁷⁾	20,951	20,951	20,951	493	2,857	2,857
Cash and cash equivalents ⁽⁷⁾	8,372	5,508	5,508	1,217	717	717
Net profit attributable to Shareholders	7,351	7,351	7,351	5,309	5,309	5,309
Number of Shares (in '000)						
Issued and paid-up capital	251,044	225,940	225,940	251,044	225,940	225,940
Financial Ratios						
NTA per Share (cent) ⁽³⁾	14.43	14.76	14.76	12.37	12.48	12.48
Gearing ratio (times) ⁽⁴⁾	0.56	0.61	0.61	0.02	0.10	0.10
Current ratio (times) ⁽⁵⁾	1.27	1.16	1.16	3.67	3.54	3.54
EPS (cent)	2.93	3.25	3.25	2.11	2.35	2.35

Notes:

- (1) Total Shareholders' funds exclude non-controlling interests.
- (2) NTA refers to net assets less intangible assets and non-controlling interests.
- (3) NTA per Share is computed based on the NTA (i.e. net assets less intangible assets and non-controlling interests) divided by the number of Shares issued. Based on the number of Shares issued as at the Latest Practicable Date and adjusted for the effect of the Share purchases or acquisitions.
- (4) Gearing ratio equals to total borrowings divided by total Shareholders' funds.
- (5) Current ratio equals to current assets divided by current liabilities.
- (6) Total borrowings for the Company and its cash and cash equivalents have been adjusted to take into account the assumption that the purchase(s) of Shares are funded by the Company's cash and cash equivalents (S\$500,000) and additional borrowings from subsidiaries (S\$2,008,000).
- (7) Total borrowings for the Company and its cash and cash equivalents have been adjusted to take into account the assumption that the purchase(s) of Shares are funded by the Company's cash and cash equivalents (S\$500,000) and additional borrowings from subsidiaries (S\$2,364,000).

LETTER TO SHAREHOLDERS

Shareholders should note that the financial effects, based on the respective aforementioned assumptions, are for illustrative purposes only. In particular, it is important to note that it is not possible for the Company to realistically calculate or quantify the impact of purchases or acquisitions that may be made pursuant to the Share Purchase Mandate on the NTA per Share and EPS as the resultant effect would depend on the factors such as the aggregate number of Shares purchased, the purchase price paid at the relevant time, and the amount (if any) borrowed by the Company to fund the purchases or acquisitions. The above analysis is based on historical numbers as at 29 February 2016, and is not necessarily representative of future financial performance.

It should also be noted that purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate would only be made in circumstances where it is considered to be in the best interest of the Company, and the purchases or acquisitions of Shares may not be carried out to the full 10% as mandated. Further, the Directors would emphasise that they do not propose to carry out Share Purchase to such an extent that would, or in circumstances that might, result in a material adverse effect on the financial position of the Company or the Group, or results in the Company being delisted from the SGX-ST. The Company will take into account both financial and non-financial factors (for example, share market conditions and the performance of the Shares) in assessing the relative impact of a Share purchase before execution.

2.9 Listing Rules

The Listing Manual specifies that a listed company shall report all purchases or acquisitions of its shares to the SGX-ST not later than 9.00 a.m.:

- (a) in the case of a Market Purchase, on the Market Day following the day of purchase or acquisition of any of its shares; and
- (b) in the case of an Off-Market Purchase under an equal access scheme, on the second Market Day after the close of acceptances of the offer.

Such announcement (which must be in the form of Appendix 8.3.1 to the Listing Manual) must include, *inter alia*, the details of the date of the purchase, the total number of shares purchased, the number of shares cancelled, the number of shares held as treasury shares, the purchase price per share or the highest and lowest prices paid for such shares, as applicable, and the total consideration (including stamp duties and clearing charges) paid or payable for the shares, the number of shares purchased as at the date of announcement (on a cumulative basis), the number of issued shares (excluding treasury shares) after the purchase and the number of treasury shares held after the purchase.

The Listing Manual does not expressly prohibit any purchase or acquisition of its own shares by a listed company during any particular time or times. However, as the Company would be regarded as an “insider” in relation to any proposed purchase or acquisition of its issued Shares, the Company will not undertake any purchase or acquisition of Shares pursuant to the Share Purchase Mandate at any time after a price-sensitive development has occurred or has been the subject of a decision of the Directors until such time as the price-sensitive information has been publicly announced or disseminated in accordance with the requirements of the Listing Manual.

LETTER TO SHAREHOLDERS

In particular, in line with Rule 1207(19)(c) of the Listing Manual, the Company and its officers should not and will not deal in the Company's securities during the period commencing one (1) month before the announcement of the Company's half year and full year financial statements.

The Listing Manual requires a listed company to ensure that at least 10% of any class of its listed securities (excluding treasury shares, preference shares and convertible equity securities) be held by the public (as defined under the Listing Manual). The word "public" is defined in the Listing Manual as persons other than directors, chief executive officer, Substantial Shareholders, or controlling shareholders of the listed company and its subsidiaries, as well as the associates of such persons. As at the Latest Practicable Date, approximately 40.59% of the total number of issued Shares are held by the public. Accordingly, the Company is of the view that there is a sufficient number of Shares in issue held by public Shareholders which would permit the Company to undertake purchases or acquisitions of its Shares through Market Purchases up to the full 10% limit pursuant to the Share Purchase Mandate without affecting the listing status of the Shares on the SGX-ST, and that the number of Shares remaining in the hands of the public will not fall to such a level as to cause market illiquidity or to affect orderly trading.

2.10 Take-over Implications

Appendix 2 of the Take-over Code contains the Share Buy-Back Guidance Note. Certain take-over implications arising from any purchase or acquisition by the Company of its Shares pursuant to the Share Purchase Mandate are set out below.

2.10.1 Obligation to make a take-over offer

If, as a result of any purchase or acquisition by the Company of its Shares under the Share Purchase Mandate, the proportionate interest of a Shareholder and persons acting in concert with him in the voting capital of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 14 of the Take-over Code. If such increase results in the change of effective control, or, as a result of such increase, a Shareholder or group of Shareholders acting in concert obtains or consolidates effective control of the Company, such Shareholder or group of Shareholders acting in concert could become obliged to make a take-over offer for the Company under Rule 14 of the Take-over Code.

2.10.2 Persons Acting in Concert

Under the Take-over Code, persons acting in concert comprise individuals or companies who, pursuant to an agreement or understanding (whether formal or informal), co-operate, through the acquisition by any of them of shares in a company, to obtain or consolidate effective control of that company.

Unless the contrary is established, the following individuals will, *inter alia*, be presumed to be acting in concert:

- (a) a company with any of its directors, together with their close relatives, related trusts and any companies controlled by any of the directors, their close relatives and related trust;

LETTER TO SHAREHOLDERS

- (b) a company with its parent company, subsidiaries, its fellow subsidiaries, any associated companies of the above companies, any company whose associated companies include any of the above companies and any person who has provided financial assistance (other than a bank in the ordinary course of business) to any of the above for the purchase of voting rights. For this purpose, a company is an associated company of another company if the second company owns or controls at least 20% but not more than 50% of the voting rights of the first-mentioned company;
- (c) a company with any of its pension funds and employee share schemes;
- (d) a person with any investment company, unit trust or other fund whose investments an associate manages on a discretionary basis, but only in respect of the investment account which the associate manages;
- (e) a financial or other professional adviser, including a stockbroker, with its client in respect of the shareholdings of the adviser and the persons controlling, controlled by or under the same control as the adviser and all the funds which the adviser manages on a discretionary basis, where the shareholdings of the adviser and any of those funds in the client total 10% or more of the client's equity share capital;
- (f) directors of a company, together with their close relatives, related trusts and companies controlled by any of them, which is subject to an offer or where they have reason to believe a bona fide offer for their company may be imminent;
- (g) partners; and
- (h) an individual, his close relatives, his related trusts, and any person who is accustomed to act according to his instructions, companies controlled by any of the above persons, and any person who has provided financial assistance (other than a bank in its ordinary course of business) to any of the above for the purchase of voting rights.

The circumstances under which Shareholders of the Company, including Directors and persons acting in concert with them respectively, will incur an obligation to make a take-over offer under Rule 14 of the Take-over Code after a purchase or acquisition of Shares by the Company are set out in Appendix 2 of the Take-over Code.

2.10.3 Effect of Rule 14 and Appendix 2 of the Take-over Code

In general terms, the effect of Rule 14 and Appendix 2 of the Take-over Code is that, unless exempted, Directors and persons acting in concert with them will incur an obligation to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring its issued Shares, the percentage of voting rights of such Directors and the persons acting in concert with them would increase to 30% or more, or in the event that such Directors and the persons acting in concert with them hold between 30% and 50% of the Company's voting rights, the voting rights of such Directors and the persons acting in concert with them would increase by more than 1% in any period of six (6) months.

LETTER TO SHAREHOLDERS

Under Appendix 2 of the Take-over Code, a Shareholder who is not acting in concert with the Directors will not be required to make a take-over offer under Rule 14 if, as a result of the Company purchasing or acquiring its Shares, the voting rights of such Shareholder in the Company would increase to 30% or more, or, if such Shareholders holds between 30% and 50% of the Company's voting rights, the voting rights of such Shareholders would increase by more than 1% in any period of six (6) months. Such a Shareholder need not abstain from voting in respect of the Ordinary Resolution authorising the Share Purchase Mandate.

Shareholders are advised to consult their professional advisers and/or the Securities Industry Council ("SIC") at the earliest opportunity as to whether an obligation to make a take-over offer would arise by reason of any Share purchases by the Company.

Mr Yap Kian Peng ("**Mr Yap**"), the Executive Deputy Chairman and Chief Executive Officer of the Company, is involved in a number of business ventures with Mr Cheng Kwee Kiang ("**Mr Cheng**"). Mr Yap participated in the negotiations of Mr Cheng's acquisition of an initial stake in the Company of approximately 23% of the total Shares in December 2010 ("**Initial Acquisition**") and was recommended by Mr Cheng to join the Board shortly after the Initial Acquisition. Subsequent to the Initial Acquisition, Mr Yap also participated in the negotiations of some of the further acquisitions of Shares by Mr Cheng. In view of the above, Mr Yap and Mr Cheng are deemed under the Take-over Code to be parties acting in concert with each other.

Based on 251,043,579 Shares in issue as at the Latest Practicable Date, the exercise in full of the Share Purchase Mandate would result in the purchase or acquisition of 25,104,000 Shares and consequently the aggregate shareholding of Mr Cheng and Mr Yap would increase approximately from 44.31% to 49.23% of the total number of issued Shares (excluding treasury shares).

Accordingly, under the Take-over Code, Mr Yap and his concert party Mr Cheng would, unless exempted, become obliged to make a general offer under the Take-over Code for the Shares not owned by them, if as a result of the exercise of the Share Purchase Mandate, their interest in the voting rights of the Company increases by more than 1% within a six (6) month period.

Section 3(a) of Appendix 2 of the Take-over Code provides, *inter alia*, that for a market acquisition under section 76E of the Companies Act or an off-market acquisition on an equal access scheme under section 76C of the Companies Act by a listed company, directors and persons acting in concert with them will be exempted from the requirement to make an offer under Rule 14, subject to the following conditions:

- (a) the circular to shareholders on the resolution to authorise a buy-back to contain advice to the effect that by voting for the buy-back resolution, shareholders are waiving their right to a general offer at the required price (as determined in accordance with Appendix 2 of the Take-over Code) from directors and parties acting in concert with them who, as a result of the Company buying back its Shares, would increase their voting rights to 30% or more, or, if they together hold between 30% and 50% of the Company's voting rights, would increase their voting rights by more than 1% in any period of six

LETTER TO SHAREHOLDERS

(6) months; and the names such directors and persons acting in concert with them, their voting rights at the time of the resolution and after the proposed buy-back to be disclosed in the same circular;

- (b) the resolution to authorise a share buy-back to be approved by a majority of those shareholders present and voting at the meeting on a poll who could not become obliged to make an offer as a result of the share buy-back;
- (c) directors and/or persons acting in concert with them to abstain from voting for and/or recommending shareholders to vote in favour of the resolution to authorise the share buy-back;
- (d) within seven (7) days after the passing of the resolution to authorise a buy-back, each of the directors to submit to the SIC a duly signed form as prescribed by the SIC;
- (e) directors and/or persons acting in concert with them not to have acquired and not to acquire any shares between the date on which they know that the announcement of the share buy-back proposal is imminent and the earlier of:
 - (i) the date on which the authority of the share buy-back expires; and
 - (ii) the date on which the Company announces it has bought back such number of Shares as authorised by shareholders at the latest general meeting or it has decided to cease buying back its Shares, as the case may be,

if such acquisitions, taken together with the buy-back, would cause their aggregate voting rights to increase to 30% or more; and

- (f) directors and/or persons acting in concert with them, together holding between 30% and 50% of the company's voting rights, not to have acquired and not to acquire any shares between the date on which they know that the announcement of the share buy-back proposal is imminent and the earlier of:
 - (i) the date on which the authority of the share buy-back expires; and
 - (ii) the date on which the Company announces it has bought back such number of Shares as authorised by shareholders at the latest general meeting or it has decided to cease buying back its Shares, as the case may be,

if such acquisitions, taken together with the buy-back, would cause their aggregate voting rights to increase by more than 1% in the preceding six (6) months.

LETTER TO SHAREHOLDERS

It follows that where the aggregate voting rights held by a director and persons acting in concert with him increase by more than 1% solely as a result of the share buy-back and none of them has acquired any shares during the Relevant Period defined above, then such director and/or persons acting in concert with him would be eligible for SIC's exemption from the requirement to make a general offer under Rule 14, or where such exemption had been granted, would continue to enjoy the exemption.

Therefore, subject to the above conditions as stipulated in Section 3(a) of Appendix 2 of the Take-over Code, Mr Yap and his concert party Mr Cheng will be exempted under Appendix 2 from the requirement to make a general offer under Rule 14 of the Take-over Code in the event that their aggregate percentage of total voting rights in the Company increase by more than one per cent. (1%) in any six (6) month period solely as a result of the Company buying back its Shares under the Share Purchase Mandate.

If the Company ceases to buy back its Shares under the Share Purchase Mandate and the increase in the aggregate percentage of total voting rights held by Mr Yap and his concert party Mr Cheng at such time is less than one per cent. (1%) in any six (6) month period, the Mr Yap and his concert party Mr Cheng may acquire further voting rights in the Company. However, any increase in their percentage of voting rights as a result of the Company's Share purchases will be taken into account together with any Company Shares acquired by Mr Yap and his concert party Mr Cheng (by whatever means) in determining whether they have increased their aggregate voting rights in the Company by more than one per cent. (1%) in any six (6) month period.

Shareholders should therefore note that by voting in favour of the resolution to approve the Share Purchase Mandate, they will be waiving their rights to a general offer at the required price by Mr Yap and his concert party, Mr Cheng, in the circumstances set out above.

Save as disclosed, the Directors confirm that they are not aware of any facts or factors which suggest or imply that any particular person(s) and/or Shareholder(s) are, or may be regarded as, parties acting in concert such that their respective interests in voting shares in the capital of the Company should or ought to be consolidated, and consequences under the Take-over Code would ensue as a result of a purchase of Shares by the Company pursuant to the Share Purchase Mandate.

Shareholders are advised to consult their professional advisers and/or the SIC at the earliest opportunity as to whether an obligation to make a take-over offer would arise by reason of any Share purchases by the Company.

LETTER TO SHAREHOLDERS

3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

Based on the Register of Directors' Shareholdings and the Register of Substantial Shareholders, as at the Latest Practicable Date, the shareholding interests of the Directors and the Substantial Shareholders are set out below:

Directors	Before Shares Purchases				After Shares Purchases
	Direct Interest (No. of Shares)	Deemed Interest (No. of Shares)	Total Interest		Total Interest
			No. of Shares	% ⁽¹⁾	% ⁽²⁾
Chin Yew Choong David	–	–	–	–	–
Yap Kian Peng	–	–	–	–	–
Lo Yew Seng	–	–	–	–	–
Toh Tiong San	–	–	–	–	–
Chua Sze Chyi	–	–	–	–	–
Substantial Shareholders					
Cheng Kwee Kiang	111,230,561	–	111,230,561	44.307	49.230
Aapico Investment Pte. Ltd. ⁽³⁾	37,522,427	–	37,522,427	14.947	16.607

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 225,939,579 Shares, assuming that the Company purchases the maximum number of 25,104,000 Shares under the Share Purchase Mandate.
- (3) Aapico Investment Pte. Ltd. is a Singapore incorporated company and a wholly-owned subsidiary of Aapico Hitech Public Company Limited (“**Aapico Hitech**”), a Thailand incorporated company listed on the Stock Exchange of Thailand. As of 31 December 2015, the major shareholders holding more than 5% interest in Aapico Hitech are Mr Yeap Swee Chuan and family (39.85%), and Sojitz Corporation (15.76%). Except for Mr Yeap Swee Chuan and family and Sojitz Corporation, the Directors and Substantial Shareholders of the Company have no direct or indirect interest in Aapico Hitech. As of 31 March 2015, the only shareholder holding more than 5% interest in Sojitz Corporation is Japan Trustee Services Bank, Ltd. (11.85%).

Save as disclosed in this Circular, the Directors and the Substantial Shareholders of the Company do not have any interest, whether direct or indirect, in the Shares.

4. SHARES PURCHASED OR ACQUIRED DURING THE PAST 12 MONTHS

As at the Latest Practicable Date, the Company has not made any purchase or acquisition of any Shares during the twelve (12) months preceding the Latest Practicable Date.

5. TAX IMPLICATIONS

Shareholders who are in doubt as to their respective tax positions, or the tax implications of Share purchases by the Company, or to who may be subject to tax whether in or outside Singapore should consult their own professional advisers.

LETTER TO SHAREHOLDERS

6. DIRECTORS' RECOMMENDATION

Save for Mr Yap Kian Peng, who will abstain from making any recommendations to the Shareholders in respect of Ordinary Resolution 9, the remaining Directors are of the opinion that the proposed renewal of the Share Purchase Mandate is in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of Ordinary Resolution 9, being the Ordinary Resolution relating to the proposed renewal of the Share Purchase Mandate.

7. 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 proposed renewal of the Share Purchase Mandate, 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 the 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 the Circular in its proper form and context.

8. ABSTENTION FROM VOTING

Mr Yap Kian Peng and his concert parties, who are Shareholders, will abstain from voting at the 2016 AGM in respect of the Ordinary Resolution 9 relating to the proposed renewal of the Share Purchase Mandate in view of the take-over consequences set out in this Circular and would not accept nominations as proxy or otherwise for voting at the 2016 AGM in respect of the said Ordinary Resolution 9.

9. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection at the office of the Company's Share Registrar, M & C Services Private Limited, 112 Robinson Road, #05-01, Singapore 068902 during normal business hours from the date hereof up to and including the date of the 2016 AGM:

- (a) the Constitution of the Company;
- (b) the Annual Report of the Company for FY2016.

Yours faithfully

For and on behalf of the Board of Directors of
JACKSPEED CORPORATION LIMITED

Yap Kian Peng
Executive Deputy Chairman/Chief Executive Officer