

ANNUAL GENERAL MEETING::VOLUNTARY

Issuer & Securities

Issuer/ Manager

JACKSPEED CORPORATION LIMITED

Security

JACKSPEED CORPORATION LIMITED - SG1075914679 - J17

Announcement Details

Announcement Title

Annual General Meeting

Date & Time of Broadcast

09-Jun-2021 18:02:28

Status

New

Announcement Reference

SG210609MEETO79X

Submitted By (Co./ Ind. Name)

Siau Kuei Lian

Designation

Company Secretary

Financial Year End

28/02/2021

Event Narrative

Narrative Type	Narrative Text
Additional Text	Please refer to the attachment - Notice of Annual General Meeting dated 10 June 2021

Event Dates

Meeting Date and Time

25/06/2021 09:30:00

Response Deadline Date

23/06/2021 09:30:00

Event Venue(s)

Place

Venue(s)	Venue details
Meeting Venue	The AGM will be held by electronic means. Shareholders will not be able to attend the AGM in person.

Attachments

[Notice of Annual General Meeting.pdf](#)

Total size =167K MB

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Jackspeed Corporation Limited (the “**Company**”) will be held by way of electronic means on Friday, 25 June 2021 at 9.30 a.m. for the following purposes:

AS ORDINARY BUSINESSES

1. To receive and adopt the Directors’ Statements and Audited Financial Statements of the Company for the financial year ended 28 February 2021 together with the Auditors’ Report thereon.

(Resolution 1)

2. To re-elect the following Directors of the Company who are retiring pursuant to Regulation 107 of the Constitution of the Company:

(i) Ms Chua Sze Chyi

(Resolution 2)

(ii) Mr Chin Yew Choong David

(Resolution 3)

[See Explanatory Note (i)]

3. Pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) which will take effect from 1 January 2022, Shareholders to approve the continued appointment of Mr Chin Yew Choong David as an Independent Director, and that upon due approval, the approval shall remain in force until the earlier of: (a) the retirement or resignation of the Director; or (b) the conclusion of the third AGM from the aforesaid approval.

(Resolution 4)

[See Explanatory Note (ii)]

4. Contingent upon the passing of Ordinary Resolution 4 and pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022, Shareholders, excluding the directors, the chief executive officer and their associates, to approve the continued appointment of Mr Chin Yew Choong David as an Independent Director, and that upon due approval, the approval shall remain in force until the earlier of: (a) the retirement or resignation of the Director; or (b) the conclusion of the third AGM from the aforesaid approval.

(Resolution 5)

[See Explanatory Note (ii)]

5. To approve the payment of Directors’ fees of up to S\$265,000 for the year ending 28 February 2022 to be paid quarterly in arrears (FY2021: S\$265,000).

(Resolution 6)

6. 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 7)

7. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

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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 SGX-ST**

That pursuant to Section 161 of the Companies Act, Cap. 50 ("**Companies Act**") and Rule 806 of the Listing Manual of the SGX-ST, the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the Company ("**shares**") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force,

(the "**Share Issue Mandate**")

provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a pro-rata basis to existing shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued shares and Instruments shall be based on the number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
 - (a) new shares arising from the conversion or exercise of the Instruments or any convertible securities;
 - (b) new shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) any subsequent bonus issue, consolidation or subdivision of shares;

Adjustments in accordance with 8(2)(a) or 8(2)(b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of passing of the Share Issue Mandate.

- (3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the rules, guidelines and measures issued by the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments, whichever is earlier.

(Resolution 8)

[See Explanatory Note (iii)]

By Order of the Board

Chua Sze Chyi / Siau Kuei Lian
Joint Company Secretaries

10 June 2021
Singapore

Explanatory Notes:

- (i) Ms Chua Sze Chyi will, upon re-election as Director of the Company, remain as Non-Executive Director and a member of Nominating Committee and will be considered non-independent. Please refer to Table A of the Corporate Governance Report on page 30 to page 31 in the Annual Report for the detailed information required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.

Mr Chin Yew Choong David will, upon re-election as Director of the Company, remain as Non-Executive Chairman, Chairman of Remuneration Committee, and a member of Audit Committee and Nominating Committee. He will be considered as independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. Please refer to Table A of the Corporate Governance Report on page 30 to page 31 in the Annual Report for the detailed information required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.

- (ii) Pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022, Mr Chin Yew Choong David, having served on the Board beyond nine (9) years from the date of his first appointment, will not be considered as an Independent Director on 1 January 2022 unless his appointment as an Independent Director is approved in separate resolutions by (A) all Shareholders and (B) Shareholders, excluding the directors, the chief executive officer and their associates. The Company is seeking at this AGM to obtain the required approval in separate resolutions by (A) by all Shareholders and (B) Shareholders, excluding the directors, the chief executive officer and their associates prior to 1 January 2022 as required for his continued appointment as an Independent Director. Resolutions 4 and 5, if passed, will enable Mr Chin Yew Choong David to continue his appointment as an Independent Director (unless the appointment has been changed subsequent to the AGM) pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST and to Provisions 2.1 of the Code of Corporate Governance 2018 and the approval shall remain in force until the earlier of (a) his retirement or resignation; or (b) the conclusion of the third AGM of the Company. Resolution 5 is conditional upon Resolution 4 being duly approved, else the aforesaid director will be designated as Non-Independent Director with effect from the date of the AGM and the Company will consider other alternative including refreshment of the Board.

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- (iii) The Ordinary Resolution 8, in item 8 above, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until the date of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to 20% may be issued other than on a pro rata basis to existing shareholders of the Company.

For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards which were issued and outstanding or subsisting at the time when this Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

Notes:

1. A Member of the Company (including a Relevant Intermediary*) entitled to vote at the Annual General Meeting (the “**Meeting**”) must appoint Chairman of the Meeting to act as proxy and direct the vote at the Meeting.
2. The instrument appointing the Chairman of the Meeting as the proxy 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 holding the Meeting.
3. The instrument appointing the Chairman of the Meeting as the proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the proxy form 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 proxy form 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.
4. An investor who holds shares under the Central Provident Fund Investment Scheme (“**CPF Investor**”) and/or the Supplementary Retirement Scheme (“**SRS Investor**”) (as may be applicable) and wishes to appoint Chairman of the Meeting as their proxy should approach their respective CPF/SRS Approved Nominees (CPF Agent Banks or SRS Operators) to submit their votes at least seven (7) working days before the Meeting.

*A Relevant Intermediary is:

- (a) 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
- (b) 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
- (c) 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

By submitting an instrument appointing the Chairman of the Meeting as the proxy to attend, speak and vote at the 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.

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IMPORTANT AGM NOTICE ON COVID-19

Due to the current COVID-19 situation and the related elevated safe distancing measures in Singapore, a member will not be able to attend the AGM in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM.

To comply with the joint announcement released by Singapore Exchange Regulation, the Accounting and Corporate Regulatory Authority and the Monetary Authority of Singapore on the updated guidance on general meetings on 1 October 2020, the Company reserves the right to take appropriate measures to minimise the risk of Shareholders and others attending by limiting the number of attendees in the AGM. During the AGM, the Company will duly comply with measures provided by Ministry of Health, by no means exhaustive, safe distancing, conducting temperature checks, refusal of entry of attendees exhibiting fever or flu-like symptoms, and requiring the signing of health declaration forms (which may also be used for the purposes of contact tracing, if required).

The annual report of the AGM may be accessed at the Company's website at <https://www.jackspeed.com>, and will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>.

Shareholders may participate at the AGM by taking note of the following steps:

1. **Registration for Live Webcast**

Shareholders who wish to participate in the AGM via live webcast must register by sending the following details via the Registration Portal at <http://jackspeed.avaleasemgdwebinar.com> with your full name (as per CDP/CPF/SRS/Script-based account records), NRIC/Passport No./Company Registration No., contact number and email address, no later than **9.30 a.m. on 23 June 2021** to enable the Company to verify their status as shareholders.

Following the verification, authenticated shareholders will receive an email no later than **9.30 a.m. on 24 June 2021** which will contain user ID and password details, as well as the link to access the live webcast (the "**Confirmation Email**"). Shareholders who do not receive the Confirmation Email by **9.30 a.m. on 24 June 2021** but have registered by the deadline should contact our Investor Relations team at (65) 6238 0386 or investoradmin@jackspeed.com.

2. **Shareholders' Queries and Answers (Q&A)**

Shareholders will not be able to ask questions during the live webcast, therefore it is important for shareholders to register and submit their questions in advance of the AGM.

If shareholders have any questions in relation to any of the resolutions tabled for approval at the AGM, shareholders may send their queries in advance, **by 9.30 a.m. on 22 June 2021**, via email to our Investor Relations team at investoradmin@jackspeed.com and provide their particulars, including their full name as per CDP/CPF/SRS account records, NRIC/Passport No./Company Registration No., contact number and email address for verification purpose.

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The Company will address the substantial queries from shareholders prior to, or at the AGM and upload the Company's responses on the SGXNet. The Company is unable to take on questions through the live webcast proceedings. The minutes of the AGM, which include responses to substantial queries from the shareholders which are addressed during the AGM, shall thereafter be published on SGXNet and the Company's website, within one month from the conclusion of the AGM.

Shareholders, who would have been able to be appointed as proxies by relevant intermediaries under Section 181(1C) of the Companies Act, including CPF and SRS investors, should approach their respective agents, such as CPF Agent Banks and SRS Operators, to submit their questions in relation to any resolution set out in the Notice of AGM prior to the AGM.

3. **Proxy Voting**

Shareholders who wish to vote on any or all of the resolutions at the AGM must appoint the Chairman of the AGM as their proxy by completing the proxy form attached to the Notice of AGM.

Shareholder must submit the completed and signed proxy form by:

- (i) Depositing at the Registered Office of the Company at 221 Henderson Road, #06-15 Henderson Building, Singapore 159557

or

- (ii) Email it to investoradmin@jackspeed.com,

not less than forty-eight (48) hours before the time appointed for holding the AGM of the Company. Any incomplete proxy forms will be treated as invalid and rejected by the Company.

A member who wishes to submit an instrument of proxy must download, complete and sign the proxy form, before submitting it by post to the above, or before scanning and sending it by email to the email address provided above.

For CPF or SRS investors who wish to appoint the chairperson as their proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the general meetings.

Due to the constantly evolving COVID-19 situation, the Company will closely monitor the situation and reserve the right to change our arrangements for the AGM at short notice. Shareholders should check SGXNet and the above URL for the latest updates of the AGM. The Company apologises for any inconvenience caused and seek the understanding and cooperation of all Shareholders in enabling the Company to hold its AGM with the optimum safe distancing measures amidst the current COVID-19 pandemic.