



[Print this page](#)

Miscellaneous	
* Asterisks denote mandatory information	
Name of Announcer *	SINGAPORE POST LIMITED
Company Registration No.	199201623M
Announcement submitted on behalf of	SINGAPORE POST LIMITED
Announcement is submitted with respect to *	SINGAPORE POST LIMITED
Announcement is submitted by *	Leong Chee Sian (Ms)
Designation *	Company Secretary
Date & Time of Broadcast	07-Jun-2006 06:49:15
Announcement No.	00003

**>> Announcement Details**

The details of the announcement start here ...

Announcement Title *	Notice of Annual General Meeting/Notice of Books Closure/Notice of Extraordinary General Meeting
Description	Attached are the announcements made by Singapore Post Limited on the above.
<b>Attachments:</b>	 <a href="#">NoticeAGM-Ann070606.pdf</a>  <a href="#">NoticeEGM-Ann070606.pdf</a> Total size = <b>58K</b> (2048K size limit recommended)

[Close Window](#)

**SINGAPORE POST LIMITED**  
(Incorporated in the Republic of Singapore)  
Company Registration Number: 199201623M

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE 14TH ANNUAL GENERAL MEETING of the Company will be held at 10 Eunos Road 8, Singapore Post Centre, SingPost Pavilion (Theatrette) #05-30, Singapore 408600 on Friday, 30 June 2006 at 10.30 a.m. to transact the following businesses:-

**ORDINARY BUSINESS**

1. To receive and adopt the Audited Accounts for the financial year ended 31 March 2006 and the Directors' Report and the Auditors' Report thereon. (Resolution 1)
2. To declare a final tax exempt 1-tier dividend of 1.75 cents per ordinary share in respect of the financial year ended 31 March 2006. (Resolution 2)
3. To re-elect the following directors who retire by rotation in accordance with Article 91 of the Company's Articles of Association and who, being eligible, offer themselves for re-election:
  - (a) Mr Lim Ho Kee<sup>(1)</sup> (Resolution 3)
  - (b) Mr Kenneth Michael Tan Wee Kheng<sup>(1)</sup> (Resolution 4)
  - (c) Mr Keith Tay Ah Kee<sup>(1)</sup> (Resolution 5)

Mr Kenneth Tan and Mr Keith Tay will, upon re-election as directors of the Company, remain as members of the Audit Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
4. To approve directors' fees payable by the Company of S\$438,099 for the financial year ended 31 March 2006 (2005: S\$323,066). (Resolution 6)
5. To appoint Auditors and to authorise the directors to fix their remuneration. (Resolution 7)
6. To transact any other business of an Annual General Meeting.

<sup>(1)</sup> Detailed information about these directors can be found in the "Corporate Governance Report" section of the Company's Annual Report 2005/06.

## SPECIAL BUSINESS

7. To consider and, if thought fit, to pass with or without any amendments the following resolutions as ordinary resolutions:-

- a) That authority be and is hereby given to the directors to:
- (i) (1) issue shares in the capital of the Company ("shares") whether by way of rights, bonus or otherwise; and/or
  - (2) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,
- at any time and upon such terms and conditions and for such purposes and to such persons as the directors may in their absolute discretion deem fit; and
- (ii) (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 is in force,

provided that:-

- (I) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50 per cent of the issued shares in the capital of the Company (as calculated in accordance with sub-paragraph (II) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 10 per cent of the issued shares in the capital of the Company (as calculated in accordance with sub-paragraph (II) below);
- (II) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited ("SGX-ST")) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (I) above, the percentage of issued shares shall be based on the number of issued shares in the capital of the Company at the time this Resolution is passed, after adjusting for:
  - (1) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this Resolution is passed; and
  - (2) any subsequent consolidation or sub-division of shares;
- (III) 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 Articles of Association for the time being of the Company; and

(IV) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

(Resolution 8)

b) That approval be and is hereby given to the directors to offer and grant options ("Options") in accordance with the provisions of the Singapore Post Share Option Scheme ("Share Option Scheme") and to allot and issue from time to time such number of shares as may be required to be issued pursuant to the exercise of the Options under the Share Option Scheme, provided that the aggregate number of shares to be issued pursuant to the Share Option Scheme shall not exceed 5 per cent of the total number of issued shares in the capital of the Company from time to time.

(Resolution 9)

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

**Leong Chee Sian (Ms)**

Company Secretary

Singapore

7 June 2006

#### **STATEMENT PURSUANT TO ARTICLE 52(C) OF THE ARTICLES OF ASSOCIATION OF THE COMPANY**

**Resolution 8** is to empower the directors to issue shares in the capital of the Company and to make or grant instruments (such as warrants or debentures) convertible into shares, and to issue shares in pursuance of such instruments, up to an amount not exceeding in total 50 per cent of the issued shares in the capital of the Company, with a sub-limit of 10 per cent for issues other than on a pro rata basis to shareholders. The 10 per cent sub-limit for non-pro rata share issues is lower than the 20 per cent sub-limit allowed under the Listing Manual of the Singapore Exchange Securities Trading Limited and the Articles of Association of the Company. The Company is seeking approval from shareholders for a lower sub-limit for non-pro rata share issues as it does not anticipate that it will require a higher sub-limit before the next Annual General Meeting. For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares shall be based on the issued shares in the capital of the Company at the time that Resolution 8 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting as at the time that Resolution 8 is passed, and (b) any subsequent consolidation or subdivision of shares.

**Resolution 9** is to empower the directors to offer and grant options, and to issue shares in the capital of the Company, pursuant to the Singapore Post Share Option Scheme (the "Share Option Scheme") provided that the aggregate number of shares to be issued does not exceed 5 per cent of the total number of issued shares in the capital of the Company for the time being. Although the Rules of the Share Option Scheme provide that the maximum number of shares which may be issued under the Share Option Scheme is limited to 10 per cent of the total number of issued shares in the capital of the Company, Resolution 9 provides for a lower limit, namely, 5 per cent of the total number of issued shares in the capital of the Company, as the Company does not anticipate that it will require a higher limit before the next Annual General Meeting.

#### **NOTES**

A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote instead of him and such proxy need not be a member of the Company. Every instrument of proxy shall be deposited at the registered office of the Company at 10 Eunos Road 8, Singapore Post Centre, Singapore 408600 (Attention: Secretariat) not less than 48 hours before the time appointed for the Annual General Meeting.

#### **NOTICE OF BOOKS CLOSURE**

NOTICE IS ALSO HEREBY GIVEN THAT the Transfer Book and Register of Members of the Company will be closed on 7 July 2006 for the preparation of dividend warrants. Duly completed registrable transfers of ordinary shares in the capital of the Company ("Shares") received by the Company's Registrar, M & C Services Private Limited of 138 Robinson Road, #17-00 The Corporate Office, Singapore 068906, up to 5 p.m. on 6 July 2006 will be registered to determine members' entitlements to the proposed final dividend.

Members whose Securities Accounts with The Central Depository (Pte) Limited are credited with Shares at 5 p.m. on 6 July 2006 will be entitled to the proposed final net dividend. Payment of the dividend, if approved by members at the 14th Annual General Meeting, will be made on 18 July 2006.

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

**Leong Chee Sian (Ms)**

Company Secretary

Singapore

7 June 2006

**SINGAPORE POST LIMITED**  
(Incorporated in the Republic of Singapore)  
Company Registration Number: 199201623M

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Singapore Post Limited (the "**Company**") will be held at 10 Eunos Road 8, Singapore Post Centre, SingPost Pavilion (Theatrette) #05-30, Singapore 408600 on 30 June 2006 at 11.00 a.m. (or as soon thereafter following the conclusion or adjournment of the 14th Annual General Meeting of the Company to be held at 10.30 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the following Resolutions, of which Resolution 1 will be proposed as a Special Resolution and Resolutions 2 and 3 will be proposed as Ordinary Resolutions:

**Resolution 1: Special Resolution**  
**The Proposed Alterations to the Articles of Association**

THAT the Articles of Association of the Company be altered in the manner as set out in Appendix A to the Circular to Shareholders dated 7 June 2006 (the "**Circular**").

**Resolution 2: Ordinary Resolution**  
**The Proposed Renewal of the Shareholders Mandate for Interested Person Transactions**

THAT:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual ("**Chapter 9**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), for the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9), or any of them, to enter into any of the transactions falling within the types of interested person transactions described in Appendix B to the Circular with any party who is of the class of interested persons described in Appendix B to the Circular, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions;
- (b) the approval given in paragraph (a) above (the "**Shareholders Mandate**") shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company; and
- (c) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the Shareholders Mandate and/or this Resolution.

**Resolution 3: Ordinary Resolution**  
**The Proposed Renewal of the Share Purchase Mandate**

THAT:

(a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 (the “**Companies Act**”), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company (“**Shares**”) not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:

- (i) market purchase(s) on the SGX-ST and/or any other stock exchange on which the Shares may for the time being be listed and quoted (“**Other Exchange**”); and/or
- (ii) off-market purchase(s) (if effected otherwise than on the SGX-ST or, as the case may be, Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST or, as the case may be, Other Exchange as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”);

(b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:

- (i) the date on which the next Annual General Meeting of the Company is held; and
- (ii) the date by which the next Annual General Meeting of the Company is required by law to be held;

(c) in this Resolution:

“**Average Closing Price**” means the average of the last dealt prices of a Share for the five consecutive market days on which the Shares are transacted on the SGX-ST or, as the case may be, Other Exchange immediately preceding the date of 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 listing rules of the SGX-ST for any corporate action which occurs after the relevant five-day period;

“**date of the making of the offer**” means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from holders of Shares, stating therein the purchase price (which shall not be more than the Maximum Price) for each Share and the relevant terms of the equal access scheme for effecting the off-market purchase;

“**Maximum Limit**” means that number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares as at that date); and

“**Maximum Price**” in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a market purchase of a Share, 105% of the Average Closing Price of the Shares; and
  - (ii) in the case of an off-market purchase of a Share pursuant to an equal access scheme, 110% of the Average Closing Price of the Shares; and
- (d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

By Order of the Board

Leong Chee Sian (Ms)  
Company Secretary

Singapore  
7 June 2006



**Notes:**

1. A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company.
2. The instrument appointing the proxy that has been executed by a member must be lodged at the registered office of the Company at 10 Eunos Road 8, Singapore Post Centre, Singapore 408600 (Attention: Secretariat), not less than 48 hours before the time appointed for the Extraordinary General Meeting. The sending of a Proxy Form by a member does not preclude him from attending and voting in person at the Extraordinary General Meeting if he finds that he is able to do so. In such event, the relevant Proxy Forms will be deemed to be revoked.
3. The amount of financing required for the Company to purchase or acquire its Shares, and the impact on the Company's financial position, cannot be ascertained as at the date of this Notice as these will depend on the number of Shares purchased or acquired, whether the purchase or acquisition is made out of profits or capital, the price at which such Shares were purchased or acquired and whether the Shares purchased or acquired are held in treasury or cancelled.

Although the Share Purchase Mandate (if approved by Shareholders) will permit the Company to purchase or acquire up to 10% of its issued Shares (excluding treasury shares), based on the audited financial statements of the Company and the Group for the financial year ended 31 March 2006, the purchase or acquisition of up to 10% of its issued Shares would result in negative shareholders' funds. As such, it is envisaged that the Directors would not have exercised the Share Purchase Mandate up to the maximum permitted 10% limit based on the audited financial statements for the financial year ended 31 March 2006. The illustrative financial effects shown in paragraph 4.7 of the Company's Circular to Shareholders dated 7 June 2006 are therefore based on a purchase or acquisition of Shares by the Company of up to 3% of its issued Shares which, based on the number of issued and paid-up Shares as at 9 May 2006 (the "**Latest Practicable Date**") and assuming no further Shares are issued and no Shares are held by the Company as treasury shares on or prior to the Extraordinary General Meeting, is 57,363,471 Shares. A 3% buyback (and not any other percentage) was assumed so that a positive shareholders' funds could be maintained solely for the purposes of these illustrative financial effects.

In the case of market purchases by the Company and assuming that the Company purchases or acquires the 57,363,471 Shares at the Maximum Price of S\$1.1949 for one Share (being the price equivalent to 5% above the average of the last dealt prices of the Shares for the five 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 57,363,471 Shares is S\$68,544,000. In the case of off-market purchases by the Company and assuming that the Company purchases or acquires the 57,363,471 Shares at the Maximum Price of S\$1.2518 for one Share (being the price equivalent to 10% above the average of the last dealt prices of the Shares for the five 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 57,363,471 Shares is S\$71,808,000.

The financial effects of the purchase or acquisition of such Shares by the Company pursuant to the proposed Share Purchase Mandate on the audited financial statements of the Group and the Company for the financial year ended 31 March 2006 based on these assumptions are set out in paragraph 4.7 of the Company's Circular to Shareholders dated 7 June 2006.