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MEETING SCHEDULE FOR EGM

* Asterisks denote mandatory information

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|---|-----------------------------|
| 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 * | Genevieve Tan McCully (Mrs) |
| Designation * | Company Secretary |
| Date & Time of Broadcast | 07-Jun-2012 06:34:03 |
| Announcement No. | 00005 |

>> Announcement Details

The details of the announcement start here ...

| | |
|-----------|---|
| Date * | 29 Jun 2012 |
| Time * | 10:45:AM |
| Company * | SINGAPORE POST LIMITED |
| Venue * | 10 EUNOS ROAD 8 SINGAPORE POST CENTRE SINGPOST PAVILION (THEATRETTE) #05-30 SINGAPORE 408600 |

Attachments
 [NoticeofEGM.pdf](#)

 Total size = **31K**
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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 Friday, 29 June 2012 at 10.45 a.m. (or so soon thereafter following the conclusion or adjournment of the 20th 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 which will be proposed as Ordinary Resolutions:

Resolution 1: 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 the Appendix to the Company's Circular to Shareholders dated 7 June 2012 (the "**Circular**") with any party who is of the class of interested persons described in the Appendix 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 2: 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 of Singapore (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 earliest of:

- (i) the date on which the next Annual General Meeting of the Company is held;
- (ii) the date by which the next Annual General Meeting of the Company is required by law to be held; and
- (iii) the date on which purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

- (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.

Resolution 3: Ordinary Resolution

The Proposed Adoption of the Singapore Post Share Option Scheme 2012

THAT:

- (a) the Singapore Post Share Option Scheme (the “**Existing Scheme**”) be and is hereby terminated, provided that such termination shall be without prejudice to the rights of the holders of options accepted and outstanding under the Existing Scheme as at the date of termination;
- (b) a new share option scheme to be known as the “Singapore Post Share Option Scheme 2012” (the “**New Scheme**”), the rules of which, for the purpose of identification, have been subscribed to by the Chairman of the Meeting, under which options (“**Options**”) to acquire Shares will be granted to selected employees (including executive directors) and non-executive directors of the Company and its subsidiaries, details of which are set out in the Circular , be and is hereby approved and adopted; and
- (c) the Directors of the Company be and are hereby authorised:
- (i) to establish and administer the New Scheme;
 - (ii) to modify and/or alter the New Scheme at any time and from time to time, provided that such modifications and/or alterations are effected in accordance with the provisions of the New Scheme; and
 - (iii) to grant Options in accordance with the provisions of the New Scheme and to allot and issue from time to time such number of Shares as may be required to be allotted and issued pursuant to the exercise of Options under the New Scheme, provided that the aggregate number of new Shares to be issued pursuant to the New Scheme shall not exceed 5% of the total number of issued Shares (excluding treasury shares) in the capital of the Company from time to time,

and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the New Scheme.

BY ORDER OF THE BOARD

Genevieve Tan McCully (Mrs)

Company Secretary

Singapore

7 June 2012

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. In relation to Resolution 2 relating to the proposed renewal of the Share Purchase Mandate, the Company intends to use internal and external sources of funds to finance its purchase or acquisition of Shares. 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.

Based on the existing issued shares of the Company as at 10 May 2012 (the "**Latest Practicable Date**"), and disregarding the 42,824,000 shares held in treasury as at the Latest Practicable Date, and assuming no further Shares are issued, and no Shares are purchased or acquired by the Company, or held as treasury shares, on or prior to the Extraordinary General Meeting, the purchase by the Company of 10% of its issued Shares will result in the purchase or acquisition of 188,883,061 Shares.

In the case of market purchases by the Company and assuming that the Company purchases or acquires the 188,883,061 Shares at the Maximum Price of S\$1.0731 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 188,883,061 Shares is S\$202,690,413.

In the case of off-market purchases by the Company and assuming that the Company purchases or acquires the 188,883,061 Shares at the Maximum Price of S\$1.1242 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 188,883,061 Shares is S\$212,342,337.

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 2012 based on these assumptions are set out in paragraph 3.7 of the Circular.

4. In relation to Resolution 3 relating to the proposed adoption of the New Scheme, although the rules of the New Scheme provide that the maximum number of new Shares which may be issued under the New Scheme is limited to 10% of the total number of issued Shares (excluding treasury shares), Resolution 3 provides for a lower limit, namely, 5% of the total number of issued Shares (excluding treasury shares), as the Company does not anticipate that it will require a higher limit before the next Annual General Meeting.