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Miscellaneous	
* Asterisks denote mandatory information	
Name of Announcer *	THAKRAL CORPORATION LTD
Company Registration No.	199306606E
Announcement submitted on behalf of	THAKRAL CORPORATION LTD
Announcement is submitted with respect to *	THAKRAL CORPORATION LTD
Announcement is submitted by *	Tan Ping Ping
Designation *	Company Secretary
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Announcement Title \*

Description

**Attachments**

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# THAKRAL CORPORATION LTD

(Company Registration No. 199306606E)  
(Incorporated In The Republic of Singapore with limited liability)

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Sixteenth Annual General Meeting of Thakral Corporation Ltd (the "Company") will be held at Galleria Ballroom, Level 3, Grand Copthorne Waterfront Hotel, 392 Havelock Road, Singapore 169663 on Thursday, 30 April 2009 at 10.00 a.m. for the following purposes:

### AS ORDINARY BUSINESS

- To receive and adopt the Directors' Report and the Audited Accounts of the Company for the year ended 31 December 2008 together with the Auditors' Report thereon. **(Resolution 1)**
- To re-elect the following Director retiring pursuant to Article 94(2) of the Company's Articles of Association:-  
Mr. Jasvinder Singh Thakral **(Resolution 2)**  
Mr. Heng Chiang Meng, who is retiring pursuant to Article 94(2), has signified that he will not be offering himself for re-election.
- To re-elect the following Directors retiring pursuant to Article 76 of the Company's Articles of Association:-  
Mr. Ting Sii Tien @ Yao Sik Tien **(Resolution 3)**  
Mr. Jaginder Singh Pasricha **(Resolution 4)**
- To pass the following Ordinary Resolutions pursuant to Section 153(6) of the Companies Act, Cap. 50:-  
"That pursuant to Section 153(6) of the Companies Act, Cap. 50, Mr. Kartar Singh Thakral be re-appointed a Director of the Company to hold office until the next Annual General Meeting."  
[see Explanatory Note (i)] **(Resolution 5)**  
"That pursuant to Section 153(6) of the Companies Act, Cap. 50, Mr. Natarajan Subramaniam be re-appointed a Director of the Company to hold office until the next Annual General Meeting."  
[see Explanatory Note (i)] **(Resolution 6)**  
Mr. Natarajan Subramaniam will, upon re-election as Director of the Company, remain as the Chairman of the Audit Committee and will be considered independent for the purposes of Rule 704(8) of Listing Manual of the Singapore Exchange Securities Trading Limited.
- To approve the payment of Directors' fees of S\$390,000 for the year ending 31 December 2009, to be paid quarterly in arrears. (31 December 2008 : S\$670,000) **(Resolution 7)**
- To re-appoint Deloitte & Touche LLP as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 8)**
- To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

### AS SPECIAL BUSINESS

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

- "That authority be and is hereby given to the Directors of the Company to:
  - issue ordinary shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
  - make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) 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
- (notwithstanding the authority conferred by this Resolution 9 may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution 9 was in force, provided that:
  - the aggregate number of Shares to be issued pursuant to this Resolution 9 (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution 9) does not exceed 50% of the issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) 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 9) does not exceed 20% of the issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with paragraph (2) below); and
  - (subject to such manner of calculation as may be prescribed by Singapore Exchange Securities Trading Limited ("SGX-ST")), for the purpose of determining the aggregate number of Shares that may be issued under paragraph (1) above, the percentage of issued Shares (excluding treasury shares) shall be based on the number of issued Shares (excluding treasury shares) in the capital of the Company at the time this Resolution 9 is passed, after adjusting for:
    - new Shares arising from the conversion or exercise of any convertible securities or Share options or vesting of Share awards which are outstanding or subsisting at the time this Resolution 9 is passed; and
    - any subsequent bonus issue, consolidation or sub-division of Shares;
- in exercising the authority conferred by this Resolution 9, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Listing Manual of the SGX-ST for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Articles of Association for the time being of the Company; and
- (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution 9 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."  
[see Explanatory Note (ii)] **(Resolution 9)**
- "That, subject to the approval of the general mandate to issue Shares set out in Resolution 9, authority be and is hereby given to the Directors of the Company to:
  - issue Shares whether by way of rights, bonus or otherwise; and/or
  - make or grant 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 it; and
- (notwithstanding the authority conferred by this Resolution 10 may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution 10 was in force, provided that:
  - the aggregate number of Shares to be issued pursuant to this Resolution 10 on a *pro rata* basis to shareholders of the Company by way of a renounceable issue (other than a bonus issue) (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution 10) does not exceed 100% (or such other limit permitted by the SGX-ST from time to time) of the issued Shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), and in determining whether such 100% limit has been reached, all Shares to be issued pursuant to this Resolution 10 or Resolution 9 (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution 10 or Resolution 9) shall be taken into account (unless the SGX-ST's prevailing regulations and requirements otherwise provide);
  - (subject to such manner of calculation as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of Shares that may be issued under paragraph (1) above, the percentage of issued Shares (excluding treasury shares) shall be based on the number of issued Shares (excluding treasury shares) in the capital of the Company at the time this Resolution 10 is passed, after adjusting for:
    - new Shares arising from the conversion or exercise of any convertible securities or Share options or vesting of Share awards which are outstanding or subsisting at the time this Resolution 10 is passed; and
    - any subsequent bonus issue, consolidation or sub-division of Shares;
- in exercising the authority conferred by this Resolution 10, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Listing Manual of the SGX-ST for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Articles of Association for the time being of the Company; and
- (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution 10 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."  
[see Explanatory Note (iii)] **(Resolution 10)**
- "That without prejudice to the generality of, and pursuant and subject to the approval of the general mandate to issue Shares set out in Resolution 9, authority be and is hereby given to the Directors of the Company to issue Shares other than on a *pro rata* basis to shareholders of the Company, at a discount to the weighted average price of the Shares for trades done on the SGX-ST for the full market day on which the placement or subscription agreement is signed (or if not available, the weighted average price based on the trades done on the preceding market day), exceeding 10% but not more than 20%, 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, provided that:
  - in exercising the authority conferred by this Resolution 11, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Listing Manual of the SGX-ST for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Articles of Association for the time being of the Company; and
  - (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution 11 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."  
[see Explanatory Note (iv)] **(Resolution 11)**

### 11. Authority to allot and issue shares under the Thakral Corporation Employees' Share Option Scheme 2001

"That pursuant to Section 161 of the Companies Act, Cap. 50, the Directors be authorised and empowered to allot and issue shares in the capital of the Company to all the holders of options granted by the Company, whether granted during the subsistence of this authority or otherwise, under the Thakral Corporation Employees' Share Option Scheme 2001 ("the Scheme") upon the exercise of such options and in accordance with the terms and conditions of the Scheme, provided always that the aggregate number of additional ordinary shares to be allotted and issued pursuant to the Scheme, together with the aggregate number of shares to be issued pursuant to the Thakral Corporation Employees' Share Performance Plan 2001, shall not exceed fifteen per centum (15%) of the total number of issued shares in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the Company's next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier."  
[See Explanatory Note (v)] **(Resolution 12)**

### 12. Authority to allot and issue shares under the Thakral Corporation Employees' Share Performance Plan 2001

"That pursuant to Section 161 of the Companies Act, Cap. 50, the Directors be authorised and empowered to allot and issue fully paid shares in the capital of the Company as may be required to be issued pursuant to the awards under the Thakral Corporation Employees' Share Performance Plan 2001 (the "Plan") provided always that the aggregate number of additional ordinary shares to be allotted and issued pursuant to the Plan, together with the aggregate number of shares to be issued pursuant to the Thakral Corporation Employees' Share Option Scheme 2001, shall not exceed fifteen per centum (15%) of the total number of issued shares in the capital of the Company from time to time and that such authority shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the Company's next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier."  
[See Explanatory Note (vi)] **(Resolution 13)**

By Order of the Board

Tan Ping Ping  
Secretary  
Singapore, 15 April 2009

### Explanatory Notes:

- The effect of the Ordinary Resolutions 5 and 6 proposed in item 4 above, is to re-appoint directors who are over 70 years of age.
- The Ordinary Resolution 9 is to empower the Directors, from the date of the passing of Ordinary Resolution 9 to the date of the next Annual General Meeting, 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% of the issued Shares (excluding treasury shares) in the capital of the Company, with a sub-limit of 20% of the issued Shares (excluding treasury shares) for issues other than on a *pro rata* basis to shareholders. For the purpose of determining the aggregate number of Shares that may be issued, the percentage of issued Shares shall be based on the number of issued Shares (excluding treasury shares) in the capital of the Company at the time that Ordinary Resolution 9 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 at the time that Ordinary Resolution 9 is passed, and (b) any subsequent bonus issue, consolidation or sub-division of Shares. In exercising the authority conferred by Ordinary Resolution 9, the Company shall comply with the requirements of the SGX-ST (unless waived by the SGX-ST), all applicable legal requirements and the Company's Articles of Association. Rule 806 of the SGX-ST Listing Manual presently allows a listed issuer to seek a general mandate from shareholders for *inter alia* issuance of new shares and convertible securities on a *pro rata* basis amounting to not more than 50% of its issued share capital (excluding treasury shares).
- Ordinary Resolution 10 is to empower the Directors, from the date of the passing of Ordinary Resolution 10 to the date of the next Annual General Meeting, 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 100% of the issued Shares (excluding treasury shares) in the capital of the Company, on a *pro rata* basis to shareholders by way of a renounceable issue. For the purpose of determining the aggregate number of Shares that may be issued, Shares issued pursuant to Ordinary Resolution 9 shall also be counted in determining whether the 100% limit has been reached, and the percentage of issued Shares shall be based on the number of issued Shares (excluding treasury shares) in the capital of the Company at the time that Ordinary Resolution 10 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 at the time that Ordinary Resolution 10 is passed, and (b) any subsequent bonus issue, consolidation or sub-division of Shares. In exercising the authority conferred by Ordinary Resolution 10, the Company shall comply with the requirements of the SGX-ST (unless waived by the SGX-ST), all applicable legal requirements and the Company's Articles of Association. On 19 February 2009, the SGX-ST released a press release of new measures effective on 20 February 2009 (the "Press Release"); the new measures include allowing issuers to issue up to 100% of its issued share capital via a *pro rata* renounceable rights issue, subject to the condition that the issuer makes periodic announcements on the use of the proceeds as and when the funds are materially disbursed and provides a status report on the use of proceeds in its annual report. The Press Release states that this new measure will be in effect until 31 December 2010 when it will be reviewed by the SGX-ST.
- Ordinary Resolution 11 is to empower the Directors, pursuant to the general mandate to issue Shares set out in Ordinary Resolution 9, to issue Shares other than on a *pro rata* basis to shareholders of the Company, at a discount to the weighted average price of the Shares on the SGX-ST for the full market day on which the placement or subscription agreement is signed (or if not available, the weighted average price based on the trades done on the preceding market day), exceeding 10% but not more than 20%. In exercising the authority conferred by Ordinary Resolution 11, the Company shall comply with the requirements of the SGX-ST (unless waived by the SGX-ST), all applicable legal requirements and the Company's Articles of Association. Rule 811(1) of the SGX-ST Listing Manual presently provides that an issue of Shares must not be priced at more than 10% discount to the weighted average price for trades done on the SGX-ST for the full market day on which the placement or subscription agreement is signed (or if not available, the weighted average price based on the trades done on the preceding market day). The Press Release also included a new measure allowing issuers to undertake placements of new shares using the general mandate to issue shares, priced at discounts of up to 20%, subject to the conditions that the issuer seeks shareholders' approval in a separate resolution at a general meeting to issue new shares on a non *pro rata* basis at a discount exceeding 10% but not more than 20%, and the general share issue mandate resolution is not conditional on this resolution. Ordinary Resolution 11 has been included following this new measure. The Press Release states that this new measure will also be in effect until 31 December 2010 when it will be reviewed by the SGX-ST.
- The Ordinary Resolution 12 proposed in item 11 above, if passed, will empower the Directors of the Company, from the date of the above Meeting until the next Annual General Meeting or the date by which the next Annual General Meeting is required by law to be held or when varied or revoked by the Company in general meeting, whichever is the earlier, to allot and issue shares in the Company pursuant to the exercise of the options under the Scheme of up to a number not exceeding in total fifteen per centum (15%) of the total number of issued shares of the Company from time to time.
- The Ordinary Resolution 13 proposed in item 12 above, if passed, will empower the Directors of the Company, from the date of the above Meeting until the next Annual General Meeting or when varied or revoked by the Company in general meeting, whichever is the earlier, to allot and issue shares in the Company together with the Scheme.

### Notes

- A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint not more than 2 proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
- The instrument appointing a proxy must be deposited at the Registered Office of the Company at 20 Upper Circular Road, #03-06 The Riverwalk, Singapore 058416 not less than 48 hours before the time appointed for holding the Meeting.