

Company Announcement



Boustead Singapore Limited
(Co. Reg. No. 197501036K)

67 Ubi Avenue 1, #02-01
StarHub Green
Singapore 408942

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Boustead Singapore Limited (the "Company") will be held at Brooke, Meyer & Frankel Room, Level 3, Grand Mercure Roxy Singapore, 50 East Coast Road, Roxy Square, Singapore 428769 on Friday, 26 July 2013 at 3.00 pm (or as soon after the conclusion or adjournment of the Extraordinary General Meeting of the Company to be held at 2.30 pm on the same day and at the same place) to transact the following businesses:

As Ordinary Business

- 1) To receive the audited financial statements for the year ended 31 March 2013 and the Report of the Directors and the Independent Auditors' Report. **Resolution 1**
- 2) To approve a final tax-exempt (one-tier) dividend of 3.0 cents per ordinary share for the year ended 31 March 2013. **Resolution 2**
- 3) To approve a special tax-exempt (one-tier) dividend of 2.0 cents per ordinary share for the year ended 31 March 2013. **Resolution 3**
- 4) To re-elect Mr Chong Ngien Cheong retiring under Article 94 of the Company's Articles of Association. **Resolution 4**

Note:

Mr Chong Ngien Cheong will, upon re-election as a director of the Company, remain as the Chairman of the Nominating Committee and member of the Audit Committee and Remuneration Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

- 5) To re-elect the following directors retiring under Article 98 of the Company's Articles of Association.
 - a) Mr Wong Yu Loon **Resolution 5**
 - b) Ms Sri Widati Ernawan Putri **Resolution 6**
- 6) To re-elect Mr John Lim Kok Min retiring pursuant to Section 153(6) of the Singapore Companies Act. **Resolution 7**

Note:

Mr John Lim Kok Min will, upon re-election as a director of the Company, remain as the Chairman of the Audit Committee and member of the Nominating Committee and Remuneration Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

7) To approve the payment of directors' fees of S\$319,000 (2012: S\$270,000) for the financial year ended 31 March 2013. **Resolution 8**

8) To appoint Messrs PricewaterhouseCoopers LLP as auditors of the Company in place of the retiring auditors, Messrs Deloitte & Touche LLP, to hold office until the next Annual General Meeting and to authorise the directors to fix their remuneration. **Resolution 9**

[See Explanatory Note 1]

As Special Business

To consider and, if thought fit to pass with or without modifications, the following ordinary resolutions:

9) Authority to allot and issue shares pursuant to Section 161 of Singapore Companies Act **Resolution 10**

That authority be and is hereby given to the directors of the Company to:

- i) a) issue shares in the capital of the Company ("shares") whether by way of rights, bonus or otherwise; and/or
- b) 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 was 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 fifty per cent (50%) of the total number of issued shares (excluding treasury 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 twenty per cent (20%) of the total number of issued shares (excluding treasury 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 total number of issued shares (excluding treasury shares) in the capital of the Company at the time this resolution 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 this resolution is passed; and
 - b) any subsequent bonus issue or consolidation or subdivision 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.

[See Explanatory Note 2]

10) Authority to allot and issue shares under Boustead Share Option Scheme 2001 **Resolution 11**

That authority be and is hereby given to the directors to allot and issue from time to time such number of ordinary shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted under the Boustead Share Option Scheme 2001.

[See Explanatory Note 3]

11) Authority to grant awards under Boustead Restricted Share Plan 2011 **Resolution 12**

That authority be and is hereby given to the directors of the Company to grant awards in accordance with the provisions of the Boustead Restricted Share Plan 2011 and to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the grant of awards under the Boustead Restricted Share Plan 2011, provided that the aggregate number of new shares to be issued pursuant to the Boustead Restricted Share Plan 2011 shall not exceed ten per cent (10%) of the issued ordinary share capital of the Company (excluding treasury shares) from time to time.

[See Explanatory Note 4]

12) Authority to allot and issue shares under Boustead Scrip Dividend Scheme **Resolution 13**

That subject to and contingent upon the passing of special resolution on the amendments to the articles of association, authority be and is hereby given to the directors of the Company to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the application of the Boustead Scrip Dividend Scheme.

[See Explanatory Note 5]

13) To transact any other business of the Company which may arise.

Notice of Books Closure and Dividend Payment Date

NOTICE IS HEREBY GIVEN that the Transfer Books and Register of Members of the Company will be closed on 5 August 2013 for the purpose of determining shareholders' entitlements to the final and special dividends to be paid on 23 September 2013, subject to and contingent upon shareholders' approval for the proposed dividends being obtained at the forthcoming Annual General Meeting of the Company.

Duly completed transfers received by the Company's Registrar, Boardroom Corporate & Advisory Services Pte Ltd at 50 Raffles Place, #32-01, Singapore Land Tower, Singapore 048623 up to 5.00 pm on 2 August 2013 will be registered before entitlements to the dividends are determined.

By Order of the Board

Alvin Kok
Company Secretary
11 July 2013

Explanatory Notes on Special Business to be Transacted

- 1) The Ordinary Resolution 9 is to approve the appointment of Messrs PricewaterhouseCoopers LLP as the auditors of the Company in place of the retiring auditors, Messrs Deloitte & Touche LLP, and to authorise the directors to fix their remuneration. Detailed information relating to this resolution is set out in the Circular relating to the Proposed Change of Auditors dated 11 July 2013.
- 2) The Ordinary Resolution 10 is to enable the directors to issue shares in the Company up to 50% of the total number of issued shares excluding treasury shares in the capital of the Company (in the case of issuance other than on a *pro-rata* basis to existing shareholders, such aggregate number of shares not to exceed 20% of the total number of issued shares excluding treasury shares in the capital of the Company) for such purposes as they consider to be in the interests of the Company.
- 3) The Ordinary Resolution 11 is to allow the directors to issue shares pursuant to the Boustead Share Option Scheme 2001.
- 4) The Ordinary Resolution 12 is to allow the directors to grant awards and issue shares pursuant to the Boustead Restricted Share Plan 2011.
- 5) The Ordinary Resolution 13 is to allow the directors to issue shares pursuant to the Boustead Scrip Dividend Scheme.

Notes:

- 1) A shareholder of the Company entitled to attend and vote at the Annual General Meeting of the Company ("AGM") may appoint not more than two (2) proxies to attend and vote in his/her stead. A shareholder of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a shareholder of the Company.
- 2) If a proxy is to be appointed, the instrument appointing a proxy must be duly deposited at the registered office of the Company at 67 Ubi Avenue 1, #02-01, StarHub Green, Singapore 408942 not later than 48 hours before the time appointed for the holding of the AGM.

- 3) The instrument appointing a proxy must be signed by the appointer or his attorney duly authorised in writing. Where the instrument appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
- 4) A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 48 hours before the time fixed for holding the AGM in order for the Depositor to be entitled to attend and vote at the AGM.

About Boustead Singapore Limited

Established in 1828, Boustead Singapore Limited is a progressive global Infrastructure-Related Engineering Services and Geo-Spatial Technology Group listed on the Singapore Exchange. Focusing on the engineering and development of key infrastructure supporting economic growth in the public and private sectors of emerging markets, our strong suite of Engineering Services comprises: Energy-Related Engineering, Water & Wastewater Engineering and Real Estate Solutions.

Under our Geo-Spatial Technology arm, we provide professional services and exclusively distribute Esri geo-spatial technology – the world’s leading geographic information systems – to major markets across Australia and South East Asia. Our location intelligence solutions are essential to effectively plan, deploy and manage key infrastructure and resources in countries.

With a vast global network stretching across Asia, Australia, Europe, Africa and the Americas, Boustead is ready to serve the world. To date, Boustead has undertaken infrastructure-related projects in 84 countries globally.

In 2008 and 2009, Boustead was recognised in the prestigious Forbes Asia 200 Best Under A Billion as one of the Asia Pacific’s 200 best public-listed corporations under US\$1 billion in revenue. Boustead is also listed on the MSCI Global Small Cap Index for Singapore and the FTSE ST Small Cap Index.

Visit us at www.boustead.sg.

Contact Information

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