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Miscellaneous

* Asterisks denote mandatory information

Name of Announcer *	ELEC & ELTEK INT CO LTD
Company Registration No.	199300005H
Announcement submitted on behalf of	ELEC & ELTEK INT CO LTD
Announcement is submitted with respect to *	ELEC & ELTEK INT CO LTD
Announcement is submitted by *	Claudia Heng
Designation *	Company Secretary
Date & Time of Broadcast	18-Mar-2010 17:23:21
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>> Announcement Details

The details of the announcement start here ...

Announcement Title *

Description

Attachments

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Elec & Eltek 依利安達

Elec & Eltek International Company Limited

(Incorporated in the Republic of Singapore)

Company Registration Number 199300005H

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the members of Elec & Eltek International Company Limited (the “**Company**”) will be held on 5 April 2010 at the STI Auditorium, 168 Robinson Road, Level 9 Capital Tower, Singapore 068912 at 2.30 p.m. (or as soon as practicable immediately following the conclusion or adjournment of the Annual General Meeting to be held at 2.00 p.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing (with or without any modification), the following resolutions:

ORDINARY RESOLUTIONS

Resolution 1: The Proposed Renewal of the Share Purchase Mandate

RESOLVED THAT:

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

- (i) off-market purchases (each, an “**Off-Market Share Purchase**”) effected in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act; and/ or
- (ii) on-market purchases (each an “**On-Market Share Purchase**”) on the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”),

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST 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 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 Ordinary Resolution, and expiring on the earlier of:

- (i) the date on which the next Annual General Meeting of the Company is held or required by law or the Articles of Association of the Company to be held; or
- (ii) the date on which the purchase of Shares by the Company pursuant to the Share Purchase Mandate is carried out to the full extent mandated.

(c) In this Ordinary Resolution 1:

“**Prescribed Limit**” means ten per cent. (10%) of the issued ordinary share capital of the Company as at the date of the passing of this Ordinary Resolution (excluding Treasury Shares); and

“**Maximum Price**” in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of an On-Market Share Purchase, one hundred and five per cent. (105%) of the Average Closing Price (as hereinafter defined); and
- (ii) in the case of an Off-Market Share Purchase, one hundred and twenty per cent. (120%) of the Average Closing Price (as hereinafter defined),

where:

“Average Closing Price” means the average of the closing market prices of a Share over the last five (5) Market Days (**“Market Day”** being a day on which the SGX-ST is open for securities trading), on which transactions in the Shares were recorded, immediately preceding the date of making the On-Market Share Purchase or, as the case may be, the date of making an announcement for an offer pursuant to the Off-Market Share Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five (5) Market Days.

- (d) The Directors and/or each and any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Ordinary Resolution 1.

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

RESOLVED THAT:

- (a) Approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual of the SGX-ST, for the Company, its Subsidiaries and Associated Companies, or any of them, to enter into any transactions falling within the types of Interested Person Transactions, particulars of which are set out in the Circular to Shareholders dated 18 March 2010, (the **“Circular”**) with any person who falls within the class of Interested Persons described in the Circular, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for Interested Person Transactions as set out in the Circular (the **“IPT Mandate”**);
- (b) The IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the next Annual General Meeting of the Company is held or is required by law or the Articles of Association of the Company to be held;
- (c) The Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Listing Manual which may be prescribed by SGX-ST from time to time; and
- (d) The Directors be and are hereby authorised to do all such acts and things (including, without limitation, executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the IPT Mandate and/or this Ordinary Resolution 2.

By Order of the Board

Claudia Heng Nguan Leng
Company Secretary

Singapore
18 March 2010

Notes:

1. Terms and expressions not defined herein shall have the same meanings ascribed to them in the Circular to Shareholders dated 18 March 2010.
2. In accordance with Section 76C of the Act, the sources of funds to be used for the Share Purchase and the financial effects that the Share Purchase would have on the Company are stated under Sections 2.6 and 2.7 respectively, from pages 11 to 15 of the Circular.
3. A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one proxy or two proxies (or in the case of a corporation, appoint its authorised representative or proxy) to attend and vote on his behalf. Such proxy(ies) need not be a member of the Company.
4. The instrument or form appointing a proxy(ies), duly executed, must be deposited at the Company's registered office at 80 Raffles Place #33-00 UOB Plaza 1 Singapore 048624, not less than forty-eight (48) hours before the time appointed for holding the Extraordinary General Meeting in order for the proxy to be entitled to attend and vote at the Extraordinary General Meeting.