

 [Print this page](#)
MEETING SCHEDULE FOR AGM

* Asterisks denote mandatory information

| | |
|---|------------------------|
| Name of Announcer * | METRO HOLDINGS LIMITED |
| Company Registration No. | 197301792W |
| Announcement submitted on behalf of | METRO HOLDINGS LIMITED |
| Announcement is submitted with respect to * | METRO HOLDINGS LIMITED |
| Announcement is submitted by * | Tan Ching Chek |
| Designation * | Company Secretary |
| Date & Time of Broadcast | 01-Jul-2013 07:37:34 |
| Announcement No. | 00014 |

>> Announcement Details

The details of the announcement start here ...

| | |
|-----------|---|
| Date * | 17 Jul 2013 |
| Time * | 10:30:AM |
| Company * | METRO HOLDINGS LIMITED |
| Venue * | MANDARIN BALLROOM, 6TH FLOOR MAIN TOWER, MANDARIN ORCHARD SINGAPORE, 333 ORCHARD ROAD, SINGAPORE 238867 |

Attachments
 [NoticeofAGM.pdf](#)

 Total size = **78K**
 (2048K size limit recommended)

[Close Window](#)

NOTICE OF ANNUAL GENERAL MEETING AND NOTICE OF BOOKS CLOSURE DATE

NOTICE IS HEREBY GIVEN that the Fortieth Annual General Meeting of the Company will be held at Mandarin Ballroom, 6th Floor Main Tower, Mandarin Orchard Singapore, 333 Orchard Road, Singapore 238867 on 17 July 2013 at 10.30 a.m. for the purpose of transacting the following business:

ORDINARY BUSINESS:

- To receive and adopt the Directors' Report and Audited Financial Statements for the year ended 31 March 2013 and the Independent Auditor's Report thereon. **(Resolution 1)**
- To declare the payment of a first and final tax exempt (one tier) dividend of 2.0 cents per ordinary share for the year ended 31 March 2013. **(Resolution 2)**
- To declare the payment of a special tax exempt (one tier) dividend of 2.0 cents per ordinary share for the year ended 31 March 2013. **(Resolution 3)**
- To re-appoint Mr Phua Bah Lee, who is retiring under Section 153(6) of the Companies Act, Cap. 50 to hold office from the date of this Annual General Meeting until the next Annual General Meeting. [to refer to explanatory note (a)] **(Resolution 4)**
- To re-appoint Lt-Gen (Retd) Winston Choo Wee Leong, who is retiring under Section 153(6) of the Companies Act, Cap. 50, to hold office from the date of this Annual General Meeting until the next Annual General Meeting. [to refer to explanatory note (b)] **(Resolution 5)**
- To re-appoint Mr Jopie Ong Hie Koan, who is retiring under Section 153(6) of the Companies Act, Cap. 50 to hold office from the date of this Annual General Meeting until the next Annual General Meeting. [to refer to explanatory note (c)] **(Resolution 6)**
- To re-elect Mr Gerald Ong Chong Keng, a Director retiring pursuant to Article 94 of the Company's Articles of Association. [to refer to explanatory note (d)] **(Resolution 7)**
- To approve the Directors' Fees of \$464,000 for the year ended 31 March 2013. (2012: \$412,226). **(Resolution 8)**
- To re-appoint Ernst & Young LLP as the Company's Auditor and to authorise the Directors to fix their remuneration. **(Resolution 9)**
- To transact any other business of an Annual General Meeting.

SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

11. Share Issue Mandate

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

- issue 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

(b) (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 while this Resolution was in force, provided that:

- 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% of the total number of 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) does not exceed 20% of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of shares (excluding treasury 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:
 - new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding at the time this Resolution is passed; and
 - any subsequent bonus issue, consolidation or subdivision of shares;
- in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the Singapore Exchange Securities Trading Limited for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited) 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 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. [to refer to explanatory note (e)] **(Resolution 10)**

NOTICE IS HEREBY GIVEN that the Transfer Books and Register of Members of the Company will be closed on 24 July 2013 for the purpose of determining shareholders' entitlements to the proposed first and final dividend and special dividend (the "Proposed Dividends") for the year ended 31 March 2013.

Duly completed transfers received by the Company's Registrar, Tricor Barbinder Share Registration Services, 80 Robinson Road, #02-00, Singapore 068898 up to the close of business at 5:00 p.m. on 23 July 2013 will be registered before shareholders' entitlements to the Proposed Dividends are determined.

Shareholders (being Depositors) whose securities accounts with The Central Depository (Pte) Limited are credited with shares as at 5:00 p.m. on 23 July 2013 will rank for the Proposed Dividends.

The Proposed Dividends, if approved at the Fortieth Annual General Meeting of the Company to be held on 17 July 2013, will be paid on 1 August 2013.

By Order of the Board

Tan Ching Chek and Lee Chin Yin
 Joint Company Secretaries

Singapore
 1 July 2013

Explanatory Notes:

- Mr Phua Bah Lee, if re-appointed, will continue to serve as the Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee. Mr Phua Bah Lee is considered by the Board of Directors as an Independent Director.
- Lt-Gen (Retd) Winston Choo Wee Leong, if re-appointed, will continue to serve as the Chairman of the Board, Chairman of the Nominating Committee and a member of the Remuneration Committee. Lt-Gen (Retd) Winston Choo Wee Leong, is considered by the Board of Directors as an Independent Director.
- Mr Jopie Ong Hie Koan, the Group Managing Director, if re-appointed, will continue to serve as the Group Managing Director and a member of the Nominating Committee.
- Mr Gerald Ong Chong Keng, if re-elected, will continue to serve as a member of the Audit, Remuneration and Nominating Committees. Mr Gerald Ong Chong Keng is considered by the Board of the Directors as a Non-Independent Director.
- The proposed ordinary resolution 10 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 to issue shares in the Company up to the limits as specified in the resolution for such purposes as they consider would be in the interests of the Company. This authority will continue in force until the next Annual General Meeting of the Company, unless previously revoked or varied at a 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 in his stead. A proxy need not be a member of the Company.
- If a proxy is to be appointed, the form of proxy must be deposited at the registered office of the Company, 391A Orchard Road #19-00 Tower A, Ngee Ann City Singapore 238873 not less than 48 hours before the Annual General Meeting.
- The form of proxy must be signed by the appointer or his attorney duly authorised in writing. In the case of joint shareholders, all holders must sign the form of proxy.