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Miscellaneous	
* Asterisks denote mandatory information	
Name of Announcer *	MIDDLE EAST DEVT SPORE LTD.
Company Registration No.	196600189D
Announcement submitted on behalf of	MIDDLE EAST DEVT SPORE LTD.
Announcement is submitted with respect to *	MIDDLE EAST DEVT SPORE LTD.
Announcement is submitted by *	Chew Kok Liang
Designation *	Company Secretary
Date & Time of Broadcast	06-Oct-2009 20:23:39
Announcement No.	00109

>> Announcement Details
The details of the announcement start here ...

Announcement Title *

Description

Please see attached.

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Stamford Corporate Services Pte Ltd (the "Sponsor"), for compliance with the relevant rules of Singapore Exchange Securities Trading Limited (the "Exchange"). The sponsor has not independently verified the contents of this announcement.

This announcement has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Mr Ng Joo Khin:
 Telephone: 6389 3000
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Attachments

 [MEDS_Notice_of_AGM_2009.pdf](#)
 Total size = **42K**
 (2048K size limit recommended)

MIDDLE EAST DEVELOPMENT SINGAPORE LTD.

(Company Registration No. 196600189D)

(Incorporated in Singapore)

(the "Company")

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Middle East Development Singapore Ltd. ("the Company") will be held at 30 Toh Guan Road #07-01, ODC Districentre, Singapore 608840 on the 23rd day of October 2009 at 9.30 a.m. for the following purpose:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and Audited Accounts of the Company and for the Group for the financial year ended 30 June 2009 and the Auditors' Report thereon.

Resolution 1

2. To approve the payment of Directors' fees of \$130,000.00 for the financial year ended 30 June 2009 (2008: \$123,333.00).

Resolution 2

3. To re-elect the following Directors of the Company retiring pursuant to Articles 107 and 117 of the Articles of Association of the Company:

Mr Kim Leng Choon (Retiring under Article 107)

Resolution 3

Mr Tan Song Koon (Retiring under Article 107)

Resolution 4

Madam Wang Yuzhu (Retiring under Article 117)

Resolution 5

Mr Yu Qingyi (Retiring under Article 117)

Resolution 6

[See Explanatory Note (1)]

4. To re-appoint Messrs Deloitte & Touche LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.

Resolution 7

5. To transact any other business of the Company which may properly be transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

6. **Authority to issue shares in the capital of the Company pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806 of the SGX-ST Listing Manual – Section B: Rules of Catalist**

That pursuant to Section 161 of the Companies Act, Cap. 50, and Rule 806 of the SGX-ST Listing Manual - Section B: Rules of Catalist, the Directors of the Company be authorised and empowered to:-

- (a) (i) issue shares in the Company ("shares") whether by way of rights, bonus or otherwise; and/or
- (ii) 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) options, 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 of the Company while this Resolution was in force,

(the “**Share Issue Mandate**”)

provided that:-

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) 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 and Instruments to be issued other than on a pro-rata basis to existing shareholders of the Company shall not exceed fifty per centum (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);
- (2) (subject to such calculation as may be prescribed by the Singapore Exchange Securities Trading Limited) for the purpose of determining the aggregate number of shares and Instruments that may be issued under sub-paragraph (1) above, the percentage of issued shares and Instruments shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:-
 - (i) new shares arising from the conversion or exercise of the Instruments or any convertible securities;
 - (ii) new shares arising from exercising share options or vesting of share awards outstanding and subsisting at the time of passing this Resolution; and
 - (iii) any subsequent bonus issue, consolidation or subdivision of shares;
- (3) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the SGX-ST Listing Manual – Section B: Rules of Catalyst for the time being in force (unless such compliance has been waived by the Singapore Exchange Securities Trading Limited) and the Articles of Association of the Company; and
- (4) unless revoked or varied by the Company in general meeting, the Share Issue Mandate 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)]

Resolution 8

7. **Authority to issue shares and Instruments other than on a pro rata basis at a discount not exceeding 20 per centum (20%)**

That notwithstanding Rule 811 of the SGX-ST Listing Manual – Section B: Rules of Catalyst, and subject to and pursuant to the Share Issue Mandate being obtained in **Resolution 8** above, approval be and is hereby given to the Directors of the Company to issue shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to the Share Issue Mandate) other than on a pro rata basis at an issue price per share as the Directors of the Company may in their absolute discretion deem fit, provided that such price shall not represent

a discount of more than 20 per centum (20%) to the weighted average price per share determined in accordance with the requirements of the SGX-ST.

[See Explanatory Note (3)]

Resolution 9

8. Authority to issue options under the Hitchins Employees' Share Option Scheme

That pursuant to Section 161 of the Companies Act, Cap. 50, the Directors of the Company be authorized and empowered to offer and grant options under the Hitchins Employees' Share Option Scheme (the "Scheme"), and to 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 exercise of the options under the Scheme, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Scheme and other share-based incentive schemes shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company at any time and from time to time and such authority shall, unless revoked or varied by the Company in a general meeting, 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 earlier.

[See Explanatory Note (4)]

Resolution 10

9. Authority to issue shares under the Middle East Development Singapore Share Plan

That pursuant to Section 161 of the Companies Act, Cap. 50, the Directors of the Company be authorised and empowered to offer and grant awards under the Middle East Development Singapore Share Plan (the "Plan") and to 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 vesting of awards under the Plan, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the Plan and other share-based incentive schemes shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company at any time and from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, 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 earlier.

[See Explanatory Note (5)]

Resolution 11

By Order of the Board

Chew Kok Liang
Company Secretary

Date: 7 October 2009

Explanatory Notes:

1. Mr Tan Song Koon, upon re-election as a Director of the Company, will remain as Chairman of the Audit Committee and a member of both the Nominating and the Remuneration Committees. He is considered an independent director for the purposes of Rule 704(7) of the SGX-ST Listing Manual - Section B: Rules of Catalyst.
2. The Ordinary Resolution 8 above, if passed, will empower the Directors of the Company from the date of this Meeting until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, 100% of the total number of issued shares (excluding treasury shares) in the capital of the Company, of which up to 50% may be issued other than on a pro-rata basis to existing shareholders of the Company.
3. The Ordinary Resolution 9 above, if passed, will empower the Directors of Company to issue shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to the Share Issue Mandate) other than on a pro-rata basis at a discount of not more than 20% to the weighted average price per share determined in accordance with the requirements of the SGX-ST.

The maximum discount of 20% is proposed pursuant to the SGX-ST's news release of 19 February 2009 which took effect on 20 February 2009 to introduce further measures to accelerate and facilitate the fund raising efforts of listed issuers.

4. The proposed ordinary resolution 10, if passed, will empower the Directors of the Company, from the date of this Meeting until 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company pursuant to the exercise of options granted or to be granted under the Scheme and such other share-based incentive scheme up to a number not exceeding in total (for the entire duration of the Scheme) fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time.
5. The proposed ordinary resolution 11, if passed, will empower the Directors of the Company, from the date of this Meeting until 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company pursuant to the vesting of awards under the Plan and such other share-based incentive scheme up to a number not exceeding in total (for the entire duration of the Plan) fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time.

Notes:

1. A member entitled to attend and vote at the Annual General Meeting (the "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.
2. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 133 Cecil Street #08-02, Keck Seng Tower, Singapore 069535 not less than forty-eight (48) hours before the time appointed for holding the Meeting.