

[Print this page](#)**Miscellaneous**

* Asterisks denote mandatory information

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|---|---------------------------|
| Name of Announcer * | YHI INTERNATIONAL LIMITED |
| Company Registration No. | 200007455H |
| Announcement submitted on behalf of | YHI INTERNATIONAL LIMITED |
| Announcement is submitted with respect to * | YHI INTERNATIONAL LIMITED |
| Announcement is submitted by * | Gwendolyn Gn |
| Designation * | Company Secretary |
| Date & Time of Broadcast | 08-Apr-2009 12:37:20 |
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>> Announcement Details

The details of the announcement start here ...

Announcement Title *

NOTICE OF ANNUAL GENERAL MEETING

Description

Attachments [YHINoticeofAGM.pdf](#)Total size = **65K**
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YHI INTERNATIONAL LIMITED

(Company Registration No: 200007455H)

(Incorporated in the Republic of Singapore on 26 August 2000)

YHI NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of YHI International Limited (the "Company") will be held at Jurong Country Club, Ficus 2 & 3, Level 2, 9 Science Centre Road, Singapore 609078 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 financial year ended 31 December 2008 together with the Auditor's Report thereon. **Resolution 1**
- To declare a first and final tax exempt dividend of 1.00 Singapore cent per ordinary share for the financial year ended 31 December 2008 (2007: 1.35 Singapore cents). **Resolution 2**
- To re-elect the following Directors retiring pursuant to Article 107 of the Company's Articles of Association:
Mr Tay Tiang Guan **Resolution 3**
Mr Henry Tan Song Kok **Resolution 4**
Mr Henry Tan Song Kok will, upon re-election as a Director of the Company, remain as a member of the Remuneration and Nominating Committees and Chairman of the Audit Committee and will be considered independent for the purposes of Rule 704(6) of the Listing Manual of the Singapore Exchange Securities Trading Limited.
- To approve the payment of Directors' fees of S\$135,000 for the financial year ended 31 December 2008 (2007: S\$135,000). **Resolution 5**
- To re-appoint PricewaterhouseCoopers LLP, Certified Public Accountants as Auditor of the Company and to authorise the Directors to fix their remuneration. **Resolution 6**
- 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:

- Authority to allot and issue shares
"That, pursuant to Section 161 of the Companies Act, Cap. 50 and Rule 806(2) of the Listing Manual of the Singapore Exchange Securities Trading Limited, authority be and is hereby given to the Directors of the Company to:-
(a) allot and issue shares in the Company; and
(b) issue convertible securities and any shares in the Company pursuant to convertible securities
(whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes and to such persons as the Directors shall in their absolute discretion deem fit, provided that the aggregate number of shares (including any shares to be issued pursuant to the convertible securities) in the Company to be issued pursuant to such authority:-
(i) shall not exceed fifty per cent (50%) of the issued share capital of the Company (excluding treasury shares) at the time this Resolution is passed and that the aggregate number of shares in the Company to be issued other than on a pro-rata basis to the existing shareholders of the Company shall not exceed twenty per cent (20%) of the issued share capital of the Company (excluding treasury shares) at the time this Resolution is passed; and
(ii) notwithstanding paragraph (i) above, where the share capital is to be allotted via a pro-rata renounceable rights issue, shall not exceed one hundred per cent (100%) of the issued share capital of the Company (excluding treasury shares) at the time this Resolution is passed.
That unless revoked or varied by the Company in a general meeting, such authority shall continue in full force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting is required by law to be held, whichever is the earlier, except that the Directors shall be authorised to allot and issue new shares pursuant to the convertible securities notwithstanding that such authority has ceased.
For the purposes of this Resolution and Rule 806(3) of the Listing Manual, the percentage of issued share capital is based on the issued share capital of the Company at the time this Resolution is passed after adjusting for:-
(i) new shares arising from the conversion or exercise of convertible securities;
(ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with the rules of the Listing Manual; and
(iii) any subsequent bonus issue, consolidation or subdivision of shares."
[See Explanatory Note (i)] **Resolution 7**
- Authority to grant options and issue shares under the YHI Share Option Scheme
"That the Directors of the Company be and are hereby authorised to offer and grant options and share awards in accordance with the YHI Share Option Scheme (the "Scheme") and to issue such shares as may be required to be issued pursuant to the exercise of the options under the Scheme provided always that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed 15 per cent (15%) of the issued share capital of the Company from time to time." [See Explanatory Note (ii)] **Resolution 8**

BY ORDER OF THE BOARD

Gn Jong Yuh Gwendolyn
Company Secretary

Singapore
08 April 2009

Explanatory Notes:

- The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors from the date of this Meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company. The aggregate number of shares (including any shares issued pursuant to the convertible securities) which the Directors may allot and issue under this Resolution (a) shall not exceed fifty per cent (50%) of the issued share capital (as defined in Resolution 7) of the Company.

For issues of shares other than on a pro-rata basis to all shareholders, the aggregate number of shares to be issued shall not exceed twenty per cent (20%) of the issued share capital (as defined in Resolution 7) of the Company.

For issue of shares via a pro-rata renounceable rights issue, the aggregate number of shares to be issued shall not exceed one hundred per cent (100%) of the issued share capital (as defined in Resolution 7) of the Company. This is one of the new measures introduced by the Singapore Exchange Limited, in consultation with the Monetary Authority of Singapore, on 20 February 2009 to accelerate and facilitate listed issuers' fund raising efforts and will be in effect until 31 December 2010.

This authority will, unless previously revoked or varied at a general meeting, expire at 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. However, notwithstanding the cessation of this authority, the Directors are empowered to issue shares pursuant to any convertible securities issued under this authority.

- The Ordinary Resolution 8 proposed in item 8 above, if passed, will empower the Directors of the Company, to grant options and to allot and issue shares upon the exercise of such options in accordance with the Scheme.

Note:

- A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or two proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
- If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- The instrument appointing a proxy must be deposited at the registered office of the Company at No. 2 Pandan Road, Singapore 609254 not less than forty-eight (48) hours before the time appointed for holding the Annual General Meeting.