

REPL::ANNUAL GENERAL MEETING::VOLUNTARY

Issuer & Securities

Issuer/ Manager

ASIAPHOS LIMITED

Security

ASIAPHOS LIMITED - SG2G24997246 - 5WV

Announcement Details

Announcement Title

Annual General Meeting

Date & Time of Broadcast

24-Apr-2020 12:36:43

Status

Replacement

Announcement Reference

SG200415MEETC42W

Submitted By (Co./ Ind. Name)

Ngiam May Ling

Designation

Company Secretary

Financial Year End

31/12/2019

Event Narrative

Narrative Type	Narrative Text
Additional Text	The Company's announcement on the conduct of the Annual General Meeting to be held on 8 May 2020 and the revised Proxy Form are attached.
Disclaimer	This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("Sponsor"), Asian Corporate Advisors Pte. Ltd., in accordance with Rules 226(2)(b) and 753(2) of the Singapore Exchange Securities Trading Limited ("Exchange") Listing Manual Section B: Rules of Catalist for compliance with the relevant rules of the Exchange. The Sponsor has not independently verified the contents of this announcement including the correctness of any of the figures used, statements or opinions made.
Disclaimer	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.
Disclaimer	The contact person for the Sponsor is Mr. Liau H.K.. Telephone number: 6221 0271

Event Dates

Meeting Date and Time

08/05/2020 14:30:00

Response Deadline Date

06/05/2020 14:30:00

Event Venue(s)

Place

Venue(s)	Venue details
Meeting Venue	-

Attachments

[AsiaPhos%20-%20Conduct%20of%20AGM%20-%202024%20Apr%20-%20Final.pdf](#)

[AsiaPhos%20-%20Revised%20Proxy%20Form%20-%202024%20Apr%20-%20Final.pdf](#)

Total size =441K MB

Related Announcements

Related Announcements

[15/04/2020 18:26:04](#)

[15/04/2020 07:33:49](#)

CONDUCT OF ANNUAL GENERAL MEETING TO BE HELD ON 8 MAY 2020 AT 2.30PM

1. **BACKGROUND:** AsiaPhos Limited (the “**Company**”) refers to:

- (a) the Notice of Annual General Meeting dated 15 April 2020 (the “**Notice of AGM**”) (to convene the Annual General Meeting of the Company (the “**AGM**”) to be held at Edelweiss Room (Level 3), Aperia, 10 Kallang Avenue, Singapore 339510 on 8 May 2020 at 2.30pm;
- (b) the COVID-19 (Temporary Measures) Act 2020 passed by Parliament on 7 April 2020 which enables the Minister for Law by order to prescribe alternative arrangements for companies in Singapore to, *inter alia*, conduct general meetings, either wholly or partly, by electronic communication, video conferencing, tele-conferencing or other electronic means; and
- (c) the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the “**Order**”) which was gazetted on 13 April 2020, and which sets out the alternative arrangements in respect of, *inter alia*, general meetings of companies. On the same day, the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation issued a news release which contained a checklist to guide listed and non-listed entities on the conduct of general meetings during the period when elevated safe distancing measures are in place.

2. **DATE, TIME AND CONDUCT OF AGM**

The Board wishes to announce that the AGM will be convened and held **partly by way of electronic means at 2.30pm on 8 May 2020** to transact the business set out in the Notice of AGM.

Our Board Chairman, Mr Goh Yeow Tin and our Chief Executive Officer and Executive Director, Dr Ong Hian Eng, will conduct the proceedings of the AGM and address substantial and relevant questions which shareholders have submitted in advance.

The Company will also endeavour to address follow-up questions from shareholders raised during the AGM proceedings. (***Please use the ‘raise hand’ function within Webex (the audio-visual platform) to type your questions.***)

SHAREHOLDERS WILL NOT BE ABLE TO ATTEND THE AGM IN PERSON.

SHAREHOLDERS WILL BE TO ATTEND THE AGM BY OBSERVING AND/OR LISTENING TO THE PROCEEDINGS OF THE AGM THROUGH EITHER LIVE AUDIO-VISUAL WEBCAST OR LIVE AUDIO-ONLY STREAM (VIA CISCO ‘WEBEX MEETINGS’ WEBCASTING LINK).



3. PRE-REGISTRATION FOR LIVE AUDIO-VISUAL WEBCAST AND LIVE AUDIO-ONLY STREAM

Shareholders will be able to watch the AGM proceedings through a live audio-visual webcast via their mobile phones, tablets or computers or listen to these proceedings through a live audio-only stream via telephone.

In order to do so, shareholders must pre-register at the website at the URL <https://bit.ly/asiaphos> by **2.30pm on 5 May 2020** to enable the Company to verify their status as shareholders. Following the verification, authenticated shareholders will receive an email by 9am on 7 May 2020.

The email will contain user ID and password, as well as the details to access the live audio-video webcast and live audio-only stream of the AGM proceedings.

Shareholders who have registered by 2.30pm on 5 May 2020 but have not received the email by 9am on 7 May 2020, should contact the Company's Investor Relations team via website enquiry at the URL <http://asiaphos.com/contact.php>, or by telephone at 62923119, or by email to cosec@asiaphos.com.

- **For Corporations:** Corporations must authorise its corporate representative by way of certificate of appointment of corporate representative. The authorised corporate representative must pre-register by following the steps set out above under this paragraph.
- **For Shareholders through Relevant Intermediaries:** Investors who hold their shares through relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 of Singapore ("Relevant Intermediaries") and who wish to attend the AGM should approach their respective Relevant Intermediaries to indicate their intention to attend the AGM by **9am on 27 April 2020** in order to allow sufficient time for their respective Relevant Intermediaries to pre-register on their behalf by **2.30pm on 5 May 2020**.
- **For Relevant Intermediaries:** Relevant Intermediaries shall provide to the Company a list of attendees ("**Attendees**") and relevant information that pertain to the Attendees.

Relevant Intermediaries shall also inform all Attendees to pre-register by following the steps set out above under this paragraph.

4. SUBMISSION OF QUESTIONS IN ADVANCE

Shareholders who pre-register to watch the live audio-visual broadcast or listen to the live audio-only stream may also submit questions related to the resolutions to be tabled for approval at the AGM:

- All questions must be submitted by **2.30pm on 5 May 2020**:
 - via the pre-registration website at the URL <https://bit.ly/asiaphos>; or



- by email to the Company, via Company's website Enquiry Form with the URL <http://asiaphos.com/contact.php>.

When sending in their questions by email, shareholders are also required to provide the following details:

- full name;
- address; and
- the manner in which the shares in the Company are held (e.g., via CDP or SRS).

Shareholders who hold their shares through Relevant Intermediaries and who wish to submit questions should approach their respective Relevant Intermediaries to submit their questions by **9am on 27 April 2020** in order to allow sufficient time for their respective Relevant Intermediaries to submit their questions on their behalf by **2.30pm on 5 May 2020**.

The Company will address substantial questions relating to the resolutions to be tabled for approval at the AGM as received from shareholders either before or during the AGM.

The Company will, within one month after the date of the AGM, publish the minutes of the AGM on SGXNET and the Company's website, and the minutes will include the responses to the questions referred to above.

5. PROXY VOTING

As the Company's constitution does not allow online voting, shareholders will not be able to vote online on the resolutions to be tabled for approval at the AGM. Instead, if shareholders (whether individual or corporate) wish to exercise their votes, they must submit a proxy form to appoint the Chairman of the AGM to vote on their behalf:

Where shareholders (whether individual or corporate) appoint the Chairman of the AGM as their proxy, they must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

- The proxy form can be submitted to the Company in hard copy form or by email:
 - If sent by post, the proxy form must be lodged at the registered office of the Company at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, **Attention: Share Registrar of AsiaPhos Limited**; or
 - if by email, the proxy form must be received by the Company at cosec@asiaphos.com.

in either case, at least 48 hours before the time for holding the AGM.

Shareholders who hold their shares through Relevant Intermediaries (including SRS Investors) and who wish to vote by appointing the Chairman of AGM as proxy should approach their respective Relevant Intermediaries to indicate their intention to vote by **9am on 27 April 2020** in order to allow sufficient time for their respective Relevant Intermediaries to submit their votes on their behalf by **2.30pm on 6 May 2020**.



In view of the current Covid-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

6. NOTICE OF AGM AND PROXY FORM (“ORIGINAL PROXY FORM”)

In view of the above, shareholders are to note that the information under the sections titled “Notes” and “Precautionary Measures at the AGM” of the Notice of AGM are no longer relevant and should be disregarded.

Shareholders are also to note that the personal data privacy statement in the Notice of AGM is to be disregarded and replaced by the personal data privacy statement in the new proxy form, which will replace the Original Proxy Form.

In line with the provisions under the Order, no printed copies of the new proxy form will be despatched to shareholders. A copy of the new proxy form has been uploaded on SGXNET today and may be found at the URL <https://www.sgx.com/securities/company-announcements>, and is also available on the Company’s website at the URL <https://www.http://www.asiaphos.com/announcements.php>.

7. FURTHER INFORMATION

Shareholders who wish to remotely observe the AGM proceedings are reminded that the AGM is private. **Invitation to shareholder to attend the AGM via audio-visual webcast and audio-only stream shall not be forwarded to anyone who is not a shareholder of the Company or who is not authorised to attend the AGM. RECORDING OF THE AGM PROCEEDINGS in whatever form is also STRICTLY PROHIBITED.**

The Company seeks shareholders’ patience and understanding during the AGM proceedings in the event of any technical disruptions.

IMPORTANT REMINDER:

The Company would like to remind shareholders that, with the constantly evolving COVID-19 situation, the Company may be required to change its AGM arrangements at short notice. Shareholders should check the Company’s website at the URL <http://asiaphos.com> and the SGXNET website at the URL <https://www.sgx.com/securities/company-announcements>.

The Board wishes to thank shareholders for their kind support.

BY ORDER OF THE BOARD

Dr. Ong Hian Eng
 Executive Director
 AsiaPhos Limited
 24 April 2020



*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("**Sponsor**"), Asian Corporate Advisors Pte. Ltd., in accordance with Rules 226(2)(b) and 753(2) of the Singapore Exchange Securities Trading Limited ("**Exchange**") Listing Manual Section B: Rules of Catalyst for compliance with the relevant rules of the Exchange. The Sponsor has not independently verified the contents of this announcement including the correctness of any of the figures used, statements or opinions made.*

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. Liao H.K.
Telephone number: 6221 0271*



ASIAPHOS LIMITED
(Company Registration No. 201200335G)
(Incorporated in the Republic of Singapore)

REVISED PROXY FORM

IMPORTANT:

1. The Annual General Meeting (the "**Meeting**") is being convened and will be held partly by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. The Notice of Meeting has been published on 15 April 2020 on the Company's website at the URL <https://asiaphos.com>, and made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to attendance at the Meeting via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the Meeting, addressing of substantial and relevant questions at the Meeting and voting by appointing the Chairman of the Meeting as proxy at the Meeting, are set out in the accompanying Company's announcement dated 24 April 2020. This announcement may be accessed at the Company's website at the URL <https://asiaphos.com> and is also available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
3. **Due to the current Covid-19 restriction orders in Singapore, a member will not be able to attend the Meeting in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Meeting if such member wishes to exercise his/her/its voting rights at the Meeting.**
4. SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective SRS Operators to submit their votes by **9am on 27 April 2020**.
5. By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out in this proxy form.
6. **Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of the Chairman of the Meeting as a member's proxy to attend, speak and vote on his/her/its behalf at the Meeting.**

I/We (Name) _____ (NRIC/Passport/UEN No.) _____
of (Address) _____

being a member/members of AsiaPhos Limited (the "**Company**"), hereby appoint the **Chairman of the Meeting** as *my/ our proxy, to attend, speak and vote for *me/ us and on *my/ our behalf, at the Meeting of the Company to be convened and held partly by **LIVE AUDIO-VISUAL WEBCAST AND LIVE AUDIO-ONLY STREAM** on Friday, 8 May 2020 at 2.30 p.m. and at any adjournment thereof in the following manner:

No.	Resolutions Relating to:	Number of Votes For ^	Number of Votes Against ^	Number of votes Abstaining^
As Ordinary Business				
1	Adoption of Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2019			
2	Re-election of Mr Goh Yeow Tin as a Director of the Company			
3	Re-election of Dr Ong Hian Eng as a Director of the Company			
4	Approval of Directors' fees amounting to S\$120,000 for the financial year ending 31 December 2020, payable quarterly in arrears			
5	To appoint Foo Kon Tan LLP as the Company's Auditors in place of the retiring Auditors, Ernst & Young LLP and to authorise the Directors to fix their remuneration			
As Special Business				
6	Authority to issue ordinary shares in the capital of the Company and/or instruments			
7	Authority to allot and issue shares under the AsiaPhos Performance Share Plan			

^If you wish the Chairman of the Meeting as your proxy to cast all your votes **For** or **Against** a resolution, please tick with "√" in the **For** or **Against** box in respect of that resolution. Alternatively, please indicate the number of votes **For** or **Against** in the **For** or **Against** box in respect of that resolution. If you wish the Chairman of the Meeting as your proxy to **Abstain** from voting on a resolution, please tick with "√" in the **Abstain** box in respect of that resolution. Alternatively, please indicate the number of shares that the Chairman of the Meeting as your proxy is directed to abstain from voting in the **Abstain** box in respect of that resolution. **In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the Meeting as your proxy for that resolution will be treated as invalid.**

Voting will be conducted by poll.

Dated this day of 2020

.....
Signature of Shareholder(s)
or, Common Seal of Corporate Shareholder

Total Number of Shares in:	Number of Shares
(a) CDP Register	
(b) Register of Members	

* Delete where inapplicable

IMPORTANT: PLEASE READ NOTES OVERLEAF

Notes:

1. A member should insert the total number of shares held. If the member has shares entered against his name in the Depository Register (maintained by The Central Depository (Pte) Limited), he should insert that number of shares. If the member has shares registered in his name in the Register of Members (maintained by or on behalf of the Company), he should insert that number of shares. If the member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members, he should insert the aggregate number of shares entered against his name in the Depository Register and registered in his name in the Register of Members. If no number is inserted, the instrument appointing the Chairman of the Meeting as proxy shall be deemed to relate to all the shares held by the member.
2. **Due to the current Covid-19 restriction orders in Singapore, a member will not be able to attend the Meeting in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Meeting if such member wishes to exercise his/her/its voting rights at the Meeting.** This proxy form may be accessed at the Company's website at the URL <https://asiaphos.com> and is also made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

Shareholders who hold their shares through Relevant Intermediaries (including SRS Investors) and who wish to vote by appointing the Chairman of AGM as proxy should approach their respective Relevant Intermediaries to indicate their intention to vote by **9am on 27 April 2020** in order to allow sufficient time for their respective Relevant Intermediaries to submit their votes on their behalf by **2.30pm on 6 May 2020**.

3. The Chairman of the Meeting, as proxy, need not be a member of the Company.

A member, who is a relevant intermediary entitled to attend, speak and vote (whether to vote in favour of, or against, or to abstain from voting) at the Meeting, is entitled to appoint the Chairman of the Meeting to attend, speak and vote (whether to vote in favour of, or against, or to abstain from voting) instead of the member, but the Chairman of the Meeting must be appointed to exercise the rights attached to a different Share or Shares held by such member.

"Relevant intermediary" has the same meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore.

4. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
 - (i) if submitted by post, be lodged with the Company's registered office at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, **Attention: Share Registrar of AsiaPhos Limited**; or
 - (ii) if submitted electronically, be submitted via email to cosec@asiaphos.com,

in either case, at least 48 hours before the time for holding the AGM.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current Covid-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

5. The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing the Chairman as proxy is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
6. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.
7. A member may withdraw an instrument appointing the Chairman of the Meeting by sending an email to cosec@asiaphos.com to notify the Company of the withdrawal, at least 48 hours before the time for holding the Meeting.
8. The Company shall be entitled to reject the instrument appointing or treated as appointing the Chairman of the Meeting as proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in the instrument appointing or treated as appointing the Chairman of the Meeting as proxy (including any related attachment). In addition, in the case of members whose Ordinary Shares are entered against their names in the Depository Register, the Company may

reject any instrument appointing or treated as appointing the Chairman of the Meeting as proxy lodged if such members are not shown to have Ordinary Shares entered against their names in the Depository Register 72 hours before the time appointed for holding the Annual General Meeting as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy

By submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.