

ANNUAL GENERAL MEETING::VOLUNTARY

Issuer & Securities

Issuer/ Manager

LHT HOLDINGS LIMITED

Security

LHT HOLDINGS LIMITED - SG1BG5000006 - BEI

Announcement Details

Announcement Title

Annual General Meeting

Date & Time of Broadcast

04-Apr-2023 17:33:04

Status

New

Announcement Reference

SG230404MEET7O07

Submitted By (Co./ Ind. Name)

Sally Yap Mei Yen

Designation

Corporate Secretary

Event Narrative

Narrative Type	Narrative Text
Additional Text	Please see attached for the Notice of Annual General Meeting, and the Proxy Form.

Event Dates

Meeting Date and Time

28/04/2023 15:30:00

Response Deadline Date

25/04/2023 15:30:00

Event Venue(s)

Place

Venue(s)	Venue details
Meeting Venue	27 Sungei Kadut Street 1 Singapore 729335.

Attachments

 [LHT Holdings Limited - Notice of AGM dated 05 Apr 2023-FINAL.pdf](#)

 [LHT Holdings Limited Proxy Form.pdf](#)

Total size =493K MB

**LHT HOLDINGS LIMITED**Company Registration No. 198003094E
(Incorporated in the Republic of Singapore)**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of LHT Holdings Limited (“the Company”) will be held at 27 Sungei Kadut Street 1, Singapore 729335 on Friday, 28 April 2023 at 3.30 p.m. for the following purposes:

AS ORDINARY BUSINESS

- To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2022 together with the Auditors’ Report thereon. **(Resolution 1)**
- To re-elect Mr Billy Neo Kian Wee who is retiring pursuant to Regulation 103 of the Company’s Constitution. **(Resolution 2)**
[See Explanatory Note (i)]
- To re-elect Mr Low Peng Kit who is retiring pursuant to Regulation 103 of the Company’s Constitution. **(Resolution 3)**
[See Explanatory Note (ii)]
- To re-elect Mr Li Suet Man who is retiring pursuant to Regulation 103 of the Company’s Constitution. **(Resolution 4)**
[See Explanatory Note (iii)]
- To declare a first and final one-tier tax exempt dividend of S\$0.05 per ordinary share for the financial year ended 31 December 2022 (2021: S\$0.03). **(Resolution 5)**
- To approve the payment of Directors’ fees of S\$196,000 for the year ended 31 December 2022 (2021: S\$182,000). **(Resolution 6)**
- To re-appoint Messrs BDO LLP as the Company’s Auditors and to authorise the Directors to fix their remuneration. **(Resolution 7)**
- 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 resolution as Ordinary Resolution, with or without any modifications:

9. Authority to allot and issue shares

“That pursuant to Section 161 of the Companies Act 1967 (the “Act”), the Constitution and the listing rules of the Singapore Exchange Securities Trading Limited (“SGX-ST”), authority be and is hereby given to the directors of the Company to:

- allot and issue shares in the capital of the Company (the “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 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

- (notwithstanding the authority conferred by this Resolution may have ceased to be in force):
 - issue additional instruments as adjustments in accordance with the terms and conditions of the Instruments made or granted by the directors while this Resolution was in force; and
 - issue Shares in pursuance of any Instruments made or granted by the directors while this Resolution was in force or such additional Instruments in (b)(i) above,

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 fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this Resolution (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares issued other than on a *pro rata* basis to existing shareholders (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per cent (20%) of the Company’s total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (2) below); and
- (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of this Resolution, after adjusting for:–
 - new Shares arising from the conversion or exercise of convertible securities;
 - new Shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the SGX-ST Listing Manual; and
 - any subsequent bonus issue, consolidation or subdivision of Shares;

Adjustments in accordance with sub-paragraph (2)(a) or sub-paragraph (2)(b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution.

- in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the listing rules of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution 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.” **(Resolution 8)**
[See Explanatory Note (iv)]

By Order of the Board

Sally Yap Mei Yen
Company Secretary

Singapore, 5 April 2023

EXPLANATORY NOTES:

- Resolution 2** – Mr Billy Neo Kian Wee will, upon re-election as a Director of the Company, remain as Executive Director of the Company. He is considered an Executive and Non-Independent Director. Detailed information of Mr Billy Neo Kian Wee can be found under the “Board of Directors” and “Disclosure of Information on Directors Seeking Re-election” sections of the Company’s Annual Report.
- Resolution 3** – Mr Low Peng Kit will, upon re-election as a Director of the Company, remain as the Chairman of Nominating Committee, a member of the Audit and Risk Committee and Remuneration Committee. He is considered to be Independent pursuant to Rule 704(8) of the Listing Rule of SGX-ST. Mr Low Peng Kit is the Independent Director. There are no relationships (including immediate family relationships) between Mr Low Peng Kit and the other Directors of the Company, the Company, its related corporations, its substantial shareholders or its officers, which may affect his independence. Detailed information of Mr Low Peng Kit can be found under the “Board of Directors” and “Disclosure of Information on Directors Seeking Re-election” sections of the Company’s Annual Report.
- Resolution 4** – Mr Li Suet Man will, upon re-election as a Director of the Company, remain as Member of the Audit and Risk Committee, Remuneration Committee and Nominating Committee. He is considered to be Independent pursuant to Rule 704(8) of the Listing Rule of SGX-ST. Mr Li Suet Man is the Independent Director. There are no relationships (including immediate family relationships) between Mr Li Suet Man and the other Directors of the Company, the Company, its related corporations, its substantial shareholders or its officers, which may affect his independence. Detailed information of Mr Li Suet Man can be found under the “Board of Directors” and “Disclosure of information on Directors Seeking Re-election” sections of the Company’s Annual Report.
- Resolution 8** – if passed, will empower the Directors from the date of the above Meeting until the date of the next annual general meeting, to issue shares and convertible securities in the Company. The number of shares and convertible securities that the Directors may allot and issue under this Resolution would not exceed fifty per cent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) of the Company at the time of the passing of this Resolution. For issue of shares and convertible securities (other than on a *pro rata* basis to all shareholders), the aggregate number of shares and convertible securities to be issued shall not exceed twenty per cent (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings, if any) of the Company.

NOTES:

- The Annual General Meeting (the “Meeting”) will be held, in a wholly physical format, at 27 Sungei Kadut Street 1, Singapore 729335 on Friday, 28 April 2023 at 3.30 p.m., 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. There will be no option for shareholders to participate virtually. This Notice of Meeting and the accompanying proxy form will be sent to members by electronic means via publication on the Company’s website at <https://www.lht.com.sg> and the SGX website at <https://www.sgx.com/securities/company-announcements>. Printed copies of the Annual Report with this Notice of Meeting and the accompanying proxy form will also be sent to members via post.
- A Member (other than a Relevant Intermediary*) entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.
- A member who is a Relevant Intermediary entitled to attend and vote at the Meeting is entitled to appoint more than two (2) proxies to attend and vote in his/her stead, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares to be represented by each proxy must be stated.
- An investor who buys shares using Central Provident Fund Investment Scheme (“CPF Investor”) and/or Supplementary Retirement Scheme (“SRS Investor”) (as may be applicable) may attend and cast his/her vote(s) at the Meeting in person. CPF and SRS Investors who are unable to attend the Meeting but would like to vote, may inform their CPF and/or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the Meeting. CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy to vote on their behalf at the Meeting, should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 18 April 2023, being seven (7) working days prior to the date of this Meeting.
**“Relevant Intermediary” means:
 - a banking corporation licensed under the Banking Act 1970 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - a person holding a capital markets services license to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
 - the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- If a proxy is to be appointed, the instrument appointing a proxy must be deposited at the Registered Office of the Company at 27 Sungei Kadut Street 1, Singapore 729335 not less than seventy-two (72) hours before the time appointed for holding the Meeting.

NOTICE OF BOOKS CLOSURE AND DIVIDEND PAYMENT DATE

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of LHT Holdings Limited (the “Company”) will be closed on 18 May 2023, for the preparation of dividend warrants for the first and final one-tier tax exempt dividend of S\$0.05 per ordinary share (the “Proposed Dividend”) for the financial year ended 31 December 2022.

Duly completed and registrable transfers received by the Company’s Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03, Robinson 77, Singapore 068896 up to 5.00 p.m. on 17 May 2023 will be registered to determine members’ entitlements to the Proposed Dividend.

Members whose Securities Accounts with The Central Depository (Pte) Ltd are credited with shares at 5.00 p.m. on 17 May 2023 will be entitled to the Proposed Dividend.

The Proposed Dividend, if approved by the members at the Annual General Meeting to be held on 28 April 2023, will be paid on 31 May 2023.

By Order of the Board

Sally Yap Mei Yen
Company Secretary

Singapore, 5 April 2023

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, a member of the Company (i) 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 proxy(ies) and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 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, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.

LHT HOLDINGS LIMITED

Company Registration No. 198003094E
(Incorporated in the Republic of Singapore)

PROXY FORM

(Please see notes overleaf before completing this Form)

IMPORTANT

1. The Annual General Meeting will be held, in a wholly physical format, at 27 Sungei Kadut Street 1, Singapore 729335 on Friday, 28 April 2023 at 3.30 p.m., 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. There will be no option for shareholders to participate virtually. This Notice of Meeting and the accompanying proxy form will be sent to members by electronic means via publication on the Company's website at <https://www.lht.com.sg> and the SGX website at <https://www.sgx.com/securities/company-announcements>. Printed copies of the Annual Report with the Notice of Meeting and accompanying with this proxy form will also be sent to members via post.
2. A relevant intermediary may appoint more than two (2) proxies to attend the Annual General Meeting and vote (please see Note 3 for the definition of "relevant intermediary")
3. For investors who have used their CPF or SRS monies to buy shares in the Company, this Annual Report is forwarded to them at the request of their CPF or SRS Approved Nominees and is sent solely for information only.
4. This Proxy Form is not valid for use by CPF or SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy to vote on their behalf at the Meeting, should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 18 April 2023, being seven (7) working days prior to the date of this Meeting.

I/We, _____ NRIC/Passport/Co. Registration No. _____

of _____ (Address)

being a member/members of LHT HOLDINGS LIMITED (the "Company"), hereby appoint:

Name	NRIC/Passport Number	Proportion of Shareholdings (%)
Address		

and/or (delete as appropriate)

Name	NRIC/Passport Number	Proportion of Shareholdings (%)
Address		

or failing him/her, the Chairman of the Meeting as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting ("AGM") of the Company to be held on Friday, 28 April 2023 at 27 Sungei Kadut Street 1, Singapore 729335 at 3.30 p.m. and at any adjournment thereof.

I/We direct my/our proxy/proxies to vote for or against the Resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies may vote or abstain from voting at his/her discretion, as he/they will on any other matter arising at the AGM and/or at any adjournment thereof.

No.	Resolutions relating to:	For	Against	Abstain
1	Adoption of Directors' Statement, Auditors' Report and Audited Financial Statements for the year ended 31 December 2022			
2	Re-election of Mr Billy Neo Kian Wee as a Director of the Company			
3	Re-election of Mr Low Peng Kit as a Director of the Company			
4	Re-election of Mr Li Suet Man as a Director of the Company			
5	Approval of first and final one-tier tax exempt dividend of S\$0.05 per ordinary share			
6	Approval of Directors' fees amounting to S\$196,000			
7	Re-appointment of Messrs BDO LLP as Auditors			
8	Authority to allot and issue new shares			

Notes: If you wish to exercise all your vote "For", "Against" or "Abstain", please indicate with a [✓] within the box provided. Alternatively, please indicate the number of votes "For", "Against" or "Abstain" for each resolution.

Dated this _____ day of _____ 2023

Total Number of Shares in:	No. of Shares
(a) Depository Register	
(b) Register of Members	

Signature of Shareholder(s)/and,
Common Seal of Corporate Member

Affix
Postage
Stamp

The Company Secretary
LHT HOLDINGS LIMITED
27 Sungei Kadut Street 1
Singapore 729335

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Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. A Member of the Company (other than a Relevant Intermediary*) entitled to attend and vote at the AGM of the Company 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.
3. A member who is a Relevant Intermediary entitled to attend and vote at the AGM is entitled to appoint more than two (2) proxies to attend and vote in his/her stead, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares to be represented by each proxy must be stated.
* "Relevant Intermediary" means:
 - (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (b) a person holding a capital markets services license to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
4. Where a Member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy. If no such proportion or number is specified the first named proxy may be treated as representing 100% of the shareholding and any second named proxy as an alternate to the first named.
5. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 27 Sungei Kadut Street 1, Singapore 729335 not less than seventy-two (72) hours before the time appointed for the AGM.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer, failing which the instrument of proxy may be treated as invalid. The dispensation of the use of common seal pursuant to the Companies Act 1967 of Singapore is applicable at this AGM.
7. A corporation which is a Member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the AGM, in accordance with Section 179 of the Companies Act 1967 of Singapore.

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General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged or submitted if the member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 5 April 2023.