

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*The Singapore Exchanges Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained, or opinions expressed in this announcement.*



**Elec & Eltek 依利安達**

**Elec & Eltek International Company Limited**  
**依利安達集團有限公司\***

*(Incorporated in the Republic of Singapore with Limited Liability)*

**Singapore Company Registration Number: 199300005H**

**(Hong Kong Stock Code: 1151)**

**(Singapore Stock Code: E16.SI)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the members of Elec & Eltek International Company Limited (the “**Company**”) will be held on 26 April 2012 (a) in Hong Kong, at Meeting Room 05, 1/F., Core Building 1, No.1 Science Park East Avenue, Hong Kong Science Park, Pak Shek Kok, Shatin, Hong Kong (for Hong Kong Shareholders); and (b) in Singapore, via video-conferencing at Meeting Room 320, Level 3, Suntec Singapore International Convention & Exhibition Centre, 1 Raffles Boulevard, Suntec City, Singapore 039593 (for Singapore Shareholders) at 10:00 a.m. to transact the following ordinary and special businesses:

**ORDINARY BUSINESSES:**

1. To receive and adopt the Directors’ Report and the Audited Accounts of the Company for the financial year ended 31 December 2011 with the Auditors’ Report thereon. **(Resolution 1)**
2. To declare a one-tier tax exempt final dividend of United States 12 cents per share for the financial year ended 31 December 2011. **(Resolution 2)**
3. To re-elect the following Directors retiring pursuant to Articles 95(2) and 95(4) of the Articles of Association of the Company (the “**Articles**”):
  - (i) Mr. Cheung Kwok Wing [see Note 2 below] **(Resolution 3)**
  - (ii) Mr. Chan Wing Kwan [see Note 3 below] **(Resolution 4)**
  - (iii) Mr. Chadwick Mok Cham Hung **(Resolution 5)**
  - (iv) Ms. Claudia Heng Nguan Leng **(Resolution 6)**
  - (v) Mr. Chang Wing Yiu [see Note 2 below] **(Resolution 7)**

\* For identification purpose only

4. To re-elect Mr. Stanley Chung Wai Cheong retiring pursuant to Article 77 of the Articles, as Director. [see Note 4 below]

**(Resolution 8)**

5. To confirm, approve and ratify the payment of Directors' fees for the financial year ended 31 December 2011. [see Note 5 below]

**(Resolution 9)**

6. To approve Directors' fees of HK\$360,000 for the financial year ending 31 December 2012. [see Note 5 below]

**(Resolution 10)**

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

**(Resolution 11)**

#### **SPECIAL BUSINESSES:**

8. To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modification:

##### **8.1 The Grant of Share Issue Mandate**

That pursuant to Section 161 of the Companies Act (Cap. 50, Singapore Statutes) (the "Act"), Rule 806 of the Listing Manual of Singapore Exchange Securities Trading Limited (the "SGX-ST") and the HK Listing Rules, authority be and is hereby given to the Directors to:

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company ("**Shares**") and to make or grant offers, agreements and options (including but not limited to bonds, warrants and debentures convertible into Shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including but not limited to bonds, warrants and debentures convertible into Shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, shall not exceed fifty per cent. (50%) of the total number of issued shares in the capital of the Company (excluding treasury shares (if any)), of which the aggregate number of shares to be issued other than

on a pro-rata basis to existing shareholders of the Company shall not exceed twenty per cent. (20%) of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the resolution and the approval in paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of the resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws to be held; and
  - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders of the Company in general meeting.

**(Resolution 12)**

## 8.2 The Proposed Renewal of the Share Purchase Mandate

That:

- (a) For the purposes of Sections 76C and 76E of the Act, the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire issued ordinary Shares not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
- (i) off-market purchases (each, an “**Off-Market Share Purchase**”) effected in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act; and/or
  - (ii) on-market purchases (each an “**On-Market Share Purchase**”) on the SGX-ST and/or The Stock Exchange of Hong Kong Limited (the “**HKSE**”), through the ready markets, through one or more duly licensed stock brokers appointed by the Company for such purpose

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST, the Singapore Code on Take-overs and Mergers, the HK Listing Rules, the Code on Share Repurchases of Hong Kong, and the Hong Kong Code on Takeovers and Mergers, as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the “**Share Purchase Mandate**”).

- (b) Unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this resolution, and expiring on the earlier of:
- (i) the date on which the next annual general meeting of the Company is held or required by law or the Articles to be held; or
  - (ii) the date on which the purchase of Shares by the Company pursuant to the Share Purchase Mandate is carried out to the full extent mandated; or
  - (iii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by the Company in a general meeting.
- (c) For the purpose of this resolution:

“**Prescribed Limit**” means ten per cent. (10%) of the issued ordinary share capital of the Company as at the date of the passing of this resolution (excluding Treasury Shares); and

“**Maximum Price**” in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, commission, applicable goods and services tax and other related expenses) not exceeding:

- (i) in the case of an On-Market Share Purchase, one hundred and five per cent. (105%) of the Average Closing Price (as hereinafter defined); and
- (ii) in the case of an Off-Market Share Purchase, one hundred and twenty per cent. (120%) of the Average Closing Price (as hereinafter defined),

where:

“**Average Closing Price**” means the average of the closing market prices of a Share over the last five (5) Market Days (“**Market Day**” being a day on which the SGX-ST or the HKSE, as the case may be, is open for securities trading), on which transactions in the Shares were recorded, immediately preceding the date of making the On-Market Share Purchase or, as the case may be, the date of making an announcement for an offer pursuant to the Off-Market Share Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five (5) Market Days.

- (d) The Directors and/or each and any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary, expedient, incidental or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this resolution.

**(Resolution 13)**

### 8.3 The Proposed New Mandate for Interested Person Transactions

That:

- (a) Approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual of the SGX-ST, for the Company, its Subsidiaries and Associated Companies, or any of them, to enter into any transactions falling within the types of Interested Person Transactions, particulars of which are set out in the Circular to Shareholders dated 23 March 2012 (the “**Circular**”), with any person who falls within the class of Interested Persons described in the Circular, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for Interested Person Transactions as set out in the Circular (the “**New IPT Mandate**”);
- (b) The New IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the next Annual General Meeting of the Company is held or is required by law or the Articles to be held;
- (c) The Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Listing Manual which may be prescribed by SGX-ST from time to time, and any amendment to the HK Listing Rules which may be prescribed by the HKSE from time to time; and
- (d) The Directors be and are hereby authorised to do all such acts and things (including, without limitation, executing all such documents as may be required) as they may consider expedient or necessary or in the interests of the Company to give effect to the New IPT Mandate and/or this resolution.

**(Resolution 14)**

By Order of the Board

**Claudia Heng Nguan Leng**

*Company Secretary*

Hong Kong

23 March 2012

**Notes:**

1. Terms and expressions not defined herein shall have the same meanings ascribed to them in the Circular to Shareholders dated 23 March 2012.
2. Mr. Cheung Kwok Wing and Mr. Chang Wing Yiu will, upon re-election as Directors, remain as members of the Employees' Share Option Scheme Committee of the Company.
3. Mr. Chan Wing Kwan will, upon re-election as Director, remain as a member of the Remuneration Committee, the Nominating Committee, the Audit Committee and the Employees' Share Option Scheme Committee of the Company.
4. Mr. Stanley Chung Wai Cheong will, upon re-election as Director, remain as a member of the Remuneration Committee, the Nominating Committee and the Audit Committee of the Company.
5. For the financial year ended 31 December 2011, the approved Directors' fee was HK\$140,000.
6. In accordance with Section 76C of the Act, the sources of funds to be used for the Share Purchase and the financial effects that the Share Purchase would have on the Company are stated under Sections 4.6 and 4.7 respectively, from pages 18 to 23 of the Circular.
7. A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint one (1) proxy or two (2) proxies (or in the case of a corporation, appoint its authorised representative or proxy) to attend and vote on his behalf. Such proxy(ies) need not be a member of the Company.
8. Whether or not you intend to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the registered office of the Company at 80 Raffles Place #33-00 UOB Plaza 1 Singapore 048624 (for Singapore Shareholders) or the office of the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (for Hong Kong Shareholders) as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof in order for the proxy to be entitled to attend and vote at the Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting if you so wish and, in such event, the form of proxy shall be deemed to be revoked.

**NOTICE OF BOOK CLOSURE IN RESPECT OF SHAREHOLDERS' ENTITLEMENT TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING**

The Singapore principal share transfer books, Singapore principal register of members of the Company and the Hong Kong share transfer books and Hong Kong branch register of members of the Company will be closed from 24 April 2012 to 26 April 2012, both days inclusive, during which period no transfer of shares of the Company will be registered, for the purpose of determining the identity of the Company's shareholders ("Shareholders") who are entitled to attend and vote at the annual general meeting of the Company to be held on 26 April 2012 ("2012 AGM"). In order to attend and vote at the 2012 AGM, the Shareholders are reminded to ensure that all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's principal share registrar in Singapore, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place,

#32-01 Singapore Land Tower, Singapore 048623, (for Singapore Shareholders) no later than 5:00 p.m. on 23 April 2012, or with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (for Hong Kong Shareholders) no later than 4:30 p.m. on 23 April 2012.

For the purpose of determination of Shareholders registered under the Singapore principal register of members and the Hong Kong branch register of members of the Company, all necessary documents, remittances accompanied by the relevant share certificates in respect of removal of shares of the Company between the two register of members, must be submitted no later than 5:00 p.m. and 4:30 p.m. on 16 April 2012 to the Company's Singapore principal share registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, (for Singapore Shareholders) and the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (for Hong Kong Shareholders), respectively.

#### **NOTICE OF BOOK CLOSURE IN RESPECT OF SHAREHOLDERS' ENTITLEMENT TO FINAL DIVIDEND AND FINAL DIVIDEND PAYMENT DATE**

The Singapore principal share transfer books, Singapore principal register of members of the Company and the Hong Kong share transfer books and Hong Kong branch register of members of the Company will be closed from 12 May 2012 to 14 May 2012, both days inclusive, for the purpose of determining the entitlements for the final dividend. In order to qualify for the final dividend, the Company's shareholders ("**Shareholders**") are reminded to ensure that all transfer documents accompanied by the relevant share certificates, must be lodged with the Company's principal share registrar in Singapore, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, (for Singapore Shareholders) no later than 5:00 p.m. on 11 May 2012, or with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (for Hong Kong Shareholders) no later than 4:30 p.m. on 11 May 2012.

For the purpose of determination of Shareholders registered under the Singapore principal register of members and the Hong Kong branch register of members of the Company, all necessary documents, remittances accompanied by the relevant share certificates in respect of removal of shares of the Company between the two register of members, must be submitted no later than 5:00 p.m. and 4:30 p.m. on 2 May 2012 to the Company's Singapore principal share registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, (for Singapore Shareholders) and the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (for Hong Kong Shareholders), respectively.

The proposed final dividend which shall be subject to Shareholders' approval at the forthcoming annual general meeting of the Company to be held on 26 April 2012, is payable on 25 May 2012 in US\$ to Shareholders whose names appeared on the Singapore principal register of members and the Hong Kong branch register of members of the Company at the close of business on 11 May 2012. Shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with shares of the Company as at 5:00 p.m. on 11 May 2012 will be entitled to such proposed dividend.

*As of the date of this announcement, the board of directors of the Company comprises the following directors:*

*Executive Directors:-*

Chadwick Mok Cham Hung (*Vice-Chairman*)  
Li Muk Kam  
Philip Chan Sai Kit  
Clement Sun  
Claudia Heng Nguan Leng  
Li Chiu Cheuk  
Chan Wai Leung  
Ng Hon Chung

*Non-executive Directors:-*

Cheung Kwok Wing (*Chairman*)  
Chan Wing Kwan  
Chang Wing Yiu

*Independent Non-executive Directors:-*

Larry Lai Chong Tuck  
Raymond Leung Hai Ming  
Stanley Chung Wai Cheong