 Print this page

**MEETING SCHEDULE FOR AGM**


\* Asterisks denote mandatory information

Name of Announcer *	ASIA PACIFIC BREWERIES LTD
Company Registration No.	193100007K
Announcement submitted on behalf of	ASIA PACIFIC BREWERIES LTD
Announcement is submitted with respect to *	ASIA PACIFIC BREWERIES LTD
Announcement is submitted by *	Anthony Cheong Fook Seng
Designation *	Company Secretary
Date & Time of Broadcast	03-Jan-2011 12:42:13
Announcement No.	00024

**>> Announcement Details**

The details of the announcement start here ...

Date *	25 Jan 2011
Time *	10:00:AM
Company *	ASIA PACIFIC BREWERIES LTD
Venue *	LEVEL 2, ALEXANDRA POINT, 438 ALEXANDRA ROAD, SINGAPORE 119958

**Attachments**
 APB-Notice-of-AGM.pdf  
 Total size = **899K**  
 (2048K size limit recommended)

Close Window

## Notice of Annual General Meeting

### Asia Pacific Breweries Limited

(Company Registration No. 193100007K)

(Incorporated in Singapore)

DATE : Tuesday 25 January 2011

PLACE : Level 2, Alexandra Point, 438 Alexandra Road, Singapore 119958

**NOTICE IS HEREBY GIVEN** that the 77th Annual General Meeting of ASIA PACIFIC BREWERIES LIMITED will be held at Level 2, Alexandra Point, 438 Alexandra Road, Singapore 119958 on Tuesday 25 January 2011 at 10.00 a.m. for the following purposes:-

#### ROUTINE BUSINESS

1. To receive and adopt the report of the Directors and audited financial statements for the year ended 30 September 2010.
2. To approve a final tax-exempt (one-tier) dividend of 52 cents per share in respect of the year ended 30 September 2010.
3. To pass the following resolutions on recommendation of the Nominating Committee and endorsement of the Board of Directors in respect of appointments of Directors<sup>1</sup>:-

(a) "That Mr Simon Israel, who retires by rotation, be and is hereby re-appointed as a Director of the Company."

Subject to his re-appointment, Mr Israel, who is considered a non-independent director, will be re-appointed as Chairman of the Board of Directors.

(b) "That Mr Bob Tan Beng Hai, who was appointed during the year, be and is hereby re-appointed as a Director of the Company."

Subject to his re-appointment, Mr Tan, who is considered an independent director, will be appointed as Chairman of the Audit and the Remuneration Committees and re-appointed a Member of the Nominating Committee.

4. To approve Directors' fees of S\$562,000 payable by the Company for the year ending 30 September 2011 (last year: S\$469,000).
5. To appoint PricewaterhouseCoopers LLP ("**PwC**") as Auditors of the Company in place of the retiring Auditors, Ernst & Young LLP ("**E&Y**"), to hold office until the conclusion of the next Annual General Meeting of the Company ("**AGM**"), and that the Directors be authorised to fix their remuneration.

Note:

<sup>1</sup> Mr Lee Yong Siang, who retires from the Board at the 77th Annual General Meeting, has notified the Company that he does not wish to seek re-election.

#### SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Resolutions which will be proposed as Ordinary Resolutions, with or without any modification:-

6. "That Mr Philip Eng Heng Nee be and is hereby appointed as a Director of the Company."

Particulars of Mr Eng can be found on page 146 of the Annual Report 2010 on "Proposed Director".

Subject to his appointment, Mr Eng, who is considered an independent director, will be appointed as Chairman of the Nominating Committee and a Member of the Audit and the Remuneration Committees.

7. "That approval be and is hereby given to the Directors of the Company to allot and 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 options under the Asia Pacific Breweries Limited Executives' Share Option Scheme."

## Notice of Annual General Meeting

8. "That:

- (a) approval be and is hereby given, for the purposes of Chapter 9 ("**Chapter 9**") of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), for the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9, or any of them, to enter into any of the transactions falling within the types of interested person transactions ("**IPTs**") described in the Appendix of the Letter to Shareholders dated 3 January 2011 (the "**Letter**") with any party who is of the class of interested persons described in the Appendix to the Letter, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such IPTs as set out in the Appendix to the Letter;
- (b) the approval given in paragraph (a) above (the "**Shareholders Mandate**") shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next AGM; and
- (c) the Directors of the Company, and/or any of them, be and are hereby authorised to complete and do all such acts and things (including 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 Shareholders Mandate and/or this Resolution."

### OTHER BUSINESS

9. To transact any other business which may properly be brought forward.

By Order of the Board  
Anthony Cheong Fook Seng  
Company Secretary

Singapore, 3 January 2011

---

*A member of the Company entitled to attend the meeting and vote is entitled to appoint not more than 2 proxies to attend and vote instead of him; a proxy need not be a member of the Company. Where a member of the Company appoints more than 1 proxy, he shall specify the proportion of his shareholdings to be represented by each proxy. The instrument appointing a proxy or proxies (a form is enclosed) must be deposited with the Company Secretary at the registered office not less than 48 hours before the time appointed for holding the meeting.*

## Notice of Annual General Meeting

### EXPLANATORY NOTES AND STATEMENT PURSUANT TO ARTICLE 60 OF THE COMPANY'S ARTICLES OF ASSOCIATION

- (a) **Ordinary Resolution No. 5** is to approve the appointment of PwC as Auditors of the Company in place of the retiring Auditors, E&Y, and to authorise the Directors to fix their remuneration.

E&Y (and its predecessor firms) have served as external Auditors of the Company for more than 40 years. As part of ongoing good corporate governance initiatives, the Directors are of the view that it would be timely to effect a change of external Auditors with effect from the financial year ending 30 September 2011. E&Y, the retiring Auditors, will accordingly not be seeking re-election at the forthcoming AGM.

In accordance with the requirements of Rule 1203(5) of the Listing Manual of the SGX-ST:

- i. the outgoing Auditors, E&Y, have confirmed that they are not aware of any professional reasons why the new Auditors, PwC, should not accept appointment as Auditors of the Company;
- ii. the Company confirms that there were no disagreements with the outgoing Auditors, E&Y, on accounting treatments within the last 12 months; and
- iii. the Company confirms that, other than as set out herein, it is not aware of any circumstances connected with the proposed change of Auditors that should be brought to the attention of Shareholders.

The Audit Committee has reviewed and deliberated on the proposed change of Auditors and has recommended that PwC be appointed in place of the retiring Auditors, after taking into consideration the suitability of PwC and the requirements of Rule 712(1) of the Listing Manual of the SGX-ST.

The Directors have taken into account the Audit Committee's recommendation, and considered factors such as the adequacy of the resources and experience of PwC and the persons to be assigned to the audit, PwC's audit engagements, the size and complexity of the Company and its subsidiaries, and the number and experience of PwC's supervisory and professional staff to be assigned to the audit, and is satisfied that PwC will be able to meet the audit requirements of the Company. Accordingly, the Directors recommend the appointment of PwC as the Auditors of the Company in place of the retiring Auditors, E&Y.

Pursuant to Section 205 of the Companies Act, Chapter 50, a copy of the notice of nomination of the proposed new Auditors dated 8 December 2010 from a Shareholder of the Company is enclosed with this Notice.

- (b) **Ordinary Resolution No. 6** is to approve the appointment of Mr Philip Eng Heng Nee as an independent Director.
- (c) **Ordinary Resolution No. 7** is to authorise the Directors of the Company to allot and issue from time to time such number of Shares as may be required to be issued pursuant to the exercise of options under the Asia Pacific Breweries Ltd Executives' Share Option Scheme.
- (d) **Ordinary Resolution No. 8** is to renew the mandate to permit the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9), or any of them, to enter into any of the transactions falling within the types of IPTs described in the Appendix of the Letter.