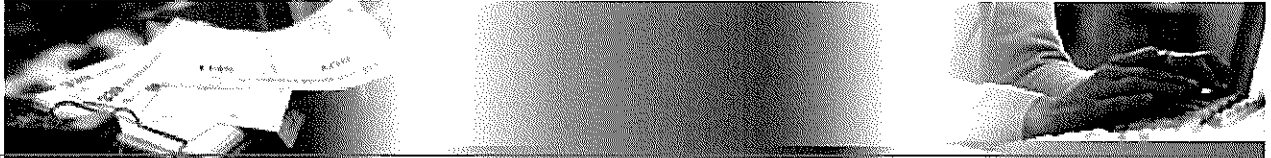




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**Announcement Submission : Acknowledgement Page**

Dear **Barbara Seng Suet Shee** ,

Your announcement has been digitally signed and broadcast successfully. Please check your announcement Website to ensure completeness and accuracy of the information sent.

**Announcement Details :**

Announcement Reference Number	<b>00135</b>
Broadcast Status	PUBLISHED
Broadcast Date & Time	20-Jun-2007 19:38:43
Submission Date & Time	20-Jun-2007 19:37:15
Company Name	LERENO BIO-CHEM LTD.
Announcement Title	MISCELLANEOUS :: NOTICES OF ANNUAL GENERAL MEETING AND EXTRAORDINARY GENERAL MEETING
Announcement Category	MISCELLANEOUS


Thank you

SGX Securities Trading, Market Control Department (Securities Operations)

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**Miscellaneous**  
 \* Asterisks denote mandatory information

Name of Announcer *	LERENO BIO-CHEM LTD.
Company Registration No.	197401961C
Announcement submitted on behalf of	LERENO BIO-CHEM LTD.
Announcement is submitted with respect to *	LERENO BIO-CHEM LTD.
Announcement is submitted by *	Barbara Seng Suet Shee
Designation *	Company Secretary
Date & Time of Broadcast	20-Jun-2007 19:38:43
Announcement No.	00135

**>> Announcement Details**  
 The details of the announcement start here ...

Announcement \* Title NOTICES OF ANNUAL GENERAL MEETING AND EXTRAORDINARY GENERAL MEETING

Description



Attached are the Notices of Annual General Meeting and the Extraordinary General Meeting for your attention.

The Company is pleased to announce that SGX-ST has given its in-principle approval of the Company's proposed Restricted Share Scheme ("RSS"), Performance Share Scheme ("PSS") and the proposed amendments to the Company's Memorandum and Articles of Association.

The SGX-ST's in-principle approval is not to be taken as an indication of the merits of the Company, its subsidiaries, the RSS & PSS and the Proposed Amendments to the Company's Memorandum and Articles of Association.

The Circular to seek Shareholders' approval for the RSS & PSS and the Proposed Amendments to the Company's Memorandum and Articles of Association at the EGM to be held on Saturday, 14 July 2007 will be dispatched to Shareholders on 21 June 2007.

**Attachments:**

-  LerenAGM.pdf
-  LerenEGM.pdf

Total size = **95K**  
 (2048K size limit recommended)

Close Window



## LERENO BIO-CHEM LTD.

(Incorporated in the Republic of Singapore)  
(Registration No. 197401961C)

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 149 Rochor Road, #05-13/15 Fu Lu Shou Complex, Singapore 188425 on Saturday, 14 July 2007 at 10.30 am to transact the following business:-

#### AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2007 and the Directors' Report and the Auditors' Report thereon. (Resolution 1)
2. To re-elect Mr Suganda Sefiadikurnia, a Director retiring pursuant to Article 77 of the Company's Articles of Association. (Resolution 2)
3. To re-elect Mr Peter John Farrar, a Director retiring pursuant to Article 77 of the Company's Articles of Association. (Resolution 3)  
*Mr Peter John Farrar will, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee. He will be considered independent for the purposes of Rule 704(B) of the Listing Manual of The Singapore Exchange Securities Trading Limited.*
4. To re-elect Mr Jiro Suzuki, a Director retiring pursuant to Article 77 of the Company's Articles of Association. (Resolution 4)
5. To re-elect Mr Ong Choon Lui, a Director retiring pursuant to Article 95 of the Company's Articles of Association. (Resolution 5)
6. To re-elect Mr Yap Boh Pin, a Director retiring pursuant to Article 95 of the Company's Articles of Association. (Resolution 6)  
*Mr Yap Boh Pin will, upon re-election as a Director of the Company, remain as a member of the Audit Committee. He will be considered independent for the purposes of Rule 704(B) of the Listing Manual of The Singapore Exchange Securities Trading Limited.*
7. To approve the Directors' fees of S\$84,312 for the financial year ended 31 March 2007. (2006: S\$60,000) (Resolution 7)
8. To re-appoint Ernst & Young as auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 8)

#### AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following ordinary resolutions with or without modifications:-

##### 9. Authority to allot and issue shares

"(a) That pursuant to Section 161 of the Companies Act, Chapter 50, and the listing rules of the Singapore Exchange Securities Trading Limited, approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:

- (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise; and/or
  - (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares; and/or
  - (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
- (b) (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force,

provided always, that subject to any applicable regulations as may be prescribed by the Singapore Exchange Securities Trading Limited,

- (i) 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 50% of the Company's issued share capital, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the issued share capital of the Company, and for the purpose of this resolution, the issued share capital shall be the Company's issued share capital at the time this resolution is passed, after adjusting for:
  - (a) new shares arising from the conversion or exercise of convertible securities, or
  - (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the Singapore Exchange Securities Trading Limited, and
  - (c) any subsequent consolidation or subdivision of the Company's shares, and
- (ii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier." (See Explanatory Note) (Resolution 9)

##### 10. Renewal of the Shareholders' Mandate for Interested Person Transactions

"(a) That approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual ("Chapter 9") of the Singapore Exchange Securities Trading Limited, for the Company, its subsidiaries and associated companies that are considered to be "entities at risk" under Chapter 9, or any of them, to enter into any of the transactions falling within the types of Interested Person Transactions as set out in the Appendix to this Notice of Annual General Meeting (the "Appendix"), with any party who falls within the classes of Interested Persons as described in the Appendix, 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 Appendix (the "IPT Mandate");

- (b) That the IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the date on which the next Annual General Meeting of the Company is held or is required by law to be held, whichever is earlier;
- (c) That the Directors of the Company be and are hereby authorised to complete and 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 IPT Mandate and/or this Resolution." (See Explanatory Note) (Resolution 10)

11. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

#### BY ORDER OF THE BOARD

Foo Soon Soo  
Barbara Seng Suet Shee  
Joint Company Secretaries

21 June 2007, Singapore

#### Explanatory Notes:-

The ordinary resolution in item 9 is to authorise the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 50 percent of the issued share capital of the Company of which the total number of shares and convertible securities issued other than on a pro rata basis to existing shareholders shall not exceed 20 percent of the issued share capital of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. Rule 806(3) of the Listing Manual of Singapore Exchange Securities Trading Limited currently provides that the issued share capital of the Company for this purpose shall be the issued share capital at the time this resolution is passed (after adjusting for new shares arising from the conversion of convertible securities or share options on issue at the time this resolution is passed and any subsequent consolidation or subdivision of the Company's shares). This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

The ordinary resolution in item 10 relates to the renewal of a mandate given by Shareholders on 29 July 2006 allowing the Company, its subsidiaries and associated companies to enter into transactions with interested persons as defined in Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited. Please refer to the Appendix to this Notice of Annual General Meeting for details.

#### Notes:

1. A member of the Company entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy in his stead.
2. A proxy need not be a member of the Company.
3. If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.
4. The instrument appointing a proxy must be deposited at the registered office of the Company at 149 Rochor Road, #05-13/15 Fu Lu Shou Complex, Singapore 188425 not later than 48 hours before the time appointed for the Meeting.



## LERENO BIO-CHEM LTD.

(Incorporated in the Republic of Singapore)  
(Registration No. 197401961C)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the Company will be held at 149 Rochor Road, #05-13/15 Fu Lu Shou Complex, Singapore 188425 on Saturday, 14 July 2007 at 11.00 a.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting to be held at the same place and on the same day at 10.30 a.m.) for the purpose of considering and if thought fit, passing with or without modifications, the following resolutions:-

#### Ordinary Resolutions:

##### Resolution 1 : The Proposed Lereno Bio-Chem Ltd Restricted Share Scheme

That:

- (a) a new restricted share scheme to be known as the "Lereno Bio-Chem Ltd Restricted Share Scheme" (the "LBC RSS"), the rules of which have been submitted to the meeting and, for the purpose of identification, subscribed by the Chairman thereof, under which awards ("Awards") of fully paid-up ordinary shares in the capital of the Company (the "Shares"), their equivalent cash value or combinations thereof will be granted, free of payment, to selected employees of the Company and/or its subsidiaries, including the Directors of the Company, and other selected participants, details of which are set out in the Circular to Shareholders dated 21 June 2007 (the "Circular"), be and is hereby approved;
- (b) the Directors of the Company be and are hereby authorised:
  - (i) to establish and administer the LBC RSS; and
  - (ii) to modify and/or alter the LBC RSS from time to time, provided that such modification and/or alteration is effected in accordance with the provisions of the LBC RSS and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the LBC RSS; and
  - (iii) subject to the same being allowed by law, to apply any share purchased under any share buyback mandate towards the satisfaction of Awards granted under the LBC RSS; and
- (c) the Directors of the Company be and are hereby authorised to grant Awards in accordance with the provisions of the LBC RSS and to allot and issue from time to time such number of fully paid-up Shares as may be required to be allotted and issued pursuant to the vesting of Awards under the LBC RSS, provided that the aggregate number of Shares to be allotted and issued pursuant to the LBC RSS and the LBC PSS (as defined in Resolution 2 below) shall not exceed 15% of the total issued share capital of the Company from time to time.

##### Resolution 2 : The Proposed Lereno Bio-Chem Ltd Performance Share Scheme

That:

- (a) a new performance share scheme to be known as the "Lereno Bio-Chem Ltd Performance Share Scheme" (the "LBC PSS"), the rules of which have been submitted to the meeting and, for the purpose of identification, subscribed by the Chairman thereof, under which awards ("Awards") of fully paid-up ordinary shares in the capital of the Company (the "Shares"), their equivalent cash value or combinations thereof will be granted, free of payment, to selected employees of the Company and/or its subsidiaries, including the Directors of the Company, and other selected participants, details of which are set out in the Circular to Shareholders dated 21 June 2007 (the "Circular"), be and is hereby approved;
- (b) the Directors of the Company be and are hereby authorised:
  - (i) to establish and administer the LBC PSS; and
  - (ii) to modify and/or alter the LBC PSS from time to time, provided that such modification and/or alteration is effected in accordance with the provisions of the LBC PSS and to do all such acts and to enter into all such transactions and arrangements as may be necessary or expedient in order to give full effect to the LBC PSS; and
  - (iii) subject to the same being allowed by law, to apply any share purchased under any share buyback mandate towards the satisfaction of Awards granted under the LBC PSS; and
- (c) the Directors of the Company be and are hereby authorised to grant Awards in accordance with the provisions of the LBC PSS and to allot and issue from time to time such number of fully paid-up Shares as may be required to be allotted and issued pursuant to the vesting of Awards under the LBC PSS, provided that the aggregate number of Shares to be allotted and issued pursuant to the LBC RSS (as defined in Resolution 1 above) and the LBC PSS shall not exceed 15% of the total issued share capital of the Company from time to time.

##### Resolution 3 : Participation by Ong Puay Koon

That subject to and contingent upon the passing of Ordinary Resolutions 1 and 2 above, the participation of Ong Puay Koon, who is a Controlling Shareholder (as defined in the Listing Manual of the Singapore Exchange Securities Trading Limited) of the Company, in the LBC RSS and the LBC PSS be and is hereby approved.

##### Resolution 4 : Participation by Ong Cheon Lui

That subject to and contingent upon the passing of Ordinary Resolutions 1 and 2 above, the participation of Ong Cheon Lui, who is an Associate of a Controlling Shareholder (as defined in the Listing Manual of the Singapore Exchange Securities Trading Limited) of the Company, in the LBC RSS and the LBC PSS be and is hereby approved.

##### Resolution 5 : Participation by Chan-Ong Ai Koon

That subject to and contingent upon the passing of Ordinary Resolutions 1 and 2 above, the participation of Chan-Ong Ai Koon, who is an Associate of a Controlling Shareholder (as defined in the Listing Manual of the Singapore Exchange Securities Trading Limited) of the Company, in the LBC RSS and the LBC PSS be and is hereby approved.

#### Special Resolution:

##### Resolution 1 : Proposed Alterations to the Memorandum and Articles of Association

That the Memorandum and Articles of Association of the Company be and is hereby amended in the manner and to the extent as set out in the Appendix of the Circular to the Shareholders dated 21 June 2007.

#### By Order of the Board

Foo Soon Soo  
Barbara Seng Suet Shee  
Joint Company Secretaries

21 June 2007, Singapore

#### Notes:

- (1) Terms and expressions not defined herein have the same meanings ascribed to them in the Circular.
- (2) Every Shareholder entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint one or two proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
- (3) The instrument appointing a proxy must be signed by the appointer or his attorney duly authorised in writing or, if the appointer is a body corporate, signed by an attorney duly authorised, or by an officer on behalf of the corporation, or the common seal must be affixed thereto.
- (4) The instrument appointing a proxy must be deposited at the registered office of the Company at 149 Rochor Road, #05-13/15 Fu Lu Shou Complex, Singapore 188425 at least 48 hours before the time fixed for the Extraordinary General Meeting or any postponement or adjournment thereof.