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Miscellaneous	
* Asterisks denote mandatory information	
Name of Announcer *	ENG KONG HOLDINGS LIMITED
Company Registration No.	199407478G
Announcement submitted on behalf of	ENG KONG HOLDINGS LIMITED
Announcement is submitted with respect to *	ENG KONG HOLDINGS LIMITED
Announcement is submitted by *	Jesslyn Goh
Designation *	Corporate (Confidential) Secretary
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>> Announcement Details
 The details of the announcement start here ...

Announcement Title *	NOTICE OF 15TH ANNUAL GENERAL MEETING
Description	
Attachments	 Notice_of_15th_AGM.pdf Total size = 48K (2048K size limit recommended)

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9/2009 2/14/09



NOTICE OF FIFTEENTH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Fifteenth Annual General Meeting of the Company will be held at **Room 1, Jurong Country Club, 9 Science Centre Road, Singapore 609078** on **Thursday, 30 April 2009** at **9.30 a.m.** for the purpose of transacting the following business:

Ordinary Business

1. To receive and adopt the Directors' Report and the Consolidated Financial Statements for the financial year ended 31 December 2008, together with the Auditor's Report thereon. (Resolution 1)
2. To declare a total final dividend of 0.9 cents per share comprising: (a) a final dividend of 0.3 cents per share, and (b) a special dividend of 0.6 cents per share, for the income year ended 31 December 2008. (2008 G.D cents per share). (Resolution 2)
3. To approve Directors' Fees of \$5182.665 for the financial year ended 31 December 2008. (Resolution 3)
4. To reelect the following Directors who are retiring pursuant to Article 104 of the Company's Articles of Association: (i) Mr Ng Kam Meng; and (ii) Mrs Audrey Teo Jiah. (Resolutions 4) (Resolutions 5)
Please see notes below.
5. To reelect the following Directors who are retiring pursuant to Article 108 of the Company's Articles of Association: (i) Mr Lim Jit Poh; and (ii) Mr Lim How Teck. (Resolutions 6) (Resolutions 7)
Please see notes below.
6. To reappoint Messrs DeBate & Touche LLP as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorize the Directors of the Company to fix the remuneration. (Resolutions 8)
7. To transact any other business which may properly be transacted at an Annual General Meeting.

Special Business

8. To consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution (Resolution 9) that pursuant to Section 161 of the Companies Act (Chapter 50) and Article 8 of the Company's Articles of Association, authority be and is hereby given to the Directors of the Company to:
 - (a) [i] issue shares in the capital of the Company (Shares) wholly or partly by way of rights, bonus or otherwise, and including any consolidation pursuant to Article 137 of the Company's Articles of Association of any sum for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution; and/or
 - [ii] make or grant offers, agreements or options that might or would require Shares to be issued (including but not limited to the offer, creation and issue of warrants, debentures or other instruments convertible into Shares) (collectively, Instruments);
 at any time whilst the authority conferred by this Resolution is in force and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and
 - [iii] notwithstanding that the authority conferred by this Resolution may have ceased to be in force, issue Shares in pursuance of any Instrument made or granted by the Directors of the Company while the authority was in force, provided that:
 - [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 thereto and any adjustments effected under any relevant Instrument), does not exceed 50% of the issued Shares in the capital of the Company (as calculated in accordance with subparagraph (7) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to the holders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution and any adjustments effected under any relevant Instrument) does not exceed 20% of the issued Shares in the capital of the Company (as calculated in accordance with subparagraph (7) below);
 - [ii] for the purpose of determining the aggregate number of Shares that may be issued under subparagraph (i) above, the percentage of issued Shares shall be calculated based on the issued Shares in the capital of the Company as at the date of the passing of this Resolution after adjusting for:
 - [a] new Shares arising from the conversion or exercise of convertible securities or share options or vesting of share awards outstanding or subsisting as at the date of the passing of this Resolution; and
 - [b] any subsequent consolidation or subdivision of Shares;
 - [iii] in exercising the power to make or grant Instruments (including the making of any adjustments under the relevant Instrument), the Company shall comply with the provisions of the Listing Manual of the Singapore Exchange Securities Trading Limited (SGX-ST) for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
 - [iv] unless restricted 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.
 9. To consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution (Resolution 10) that approval be and is hereby given to the Directors of the Company to grant awards in accordance with the Eng Kong Holdings Limited Performance Share Plan (EKH PSP) and to:
 - (a) allot and issue from time to time such number of fully paid-up Shares as may be required to be issued pursuant to the vesting of the awards under the EKH PSP, provided that the aggregate number of Shares issued and issuable pursuant to the EKH PSP and any other existing share-based incentive schemes of the Company shall not exceed 15% of the issued Shares of the Company from time to time; and
 - (b) deliver existing fully paid-up Shares purchased from the market or held in treasury to the persons who have been granted an award, pursuant to the vesting of the awards under the EKH PSP.
 10. To consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution (Resolution 11) that the Directors of the Company be and are hereby authorized to offer and grant options (Options) in accordance with the provisions of the Eng Kong Holdings Limited Share Option Scheme 2008 (2008 Scheme) and to:
 - (a) allot and issue from time to time such number of fully paid-up Shares as may be required to be issued pursuant to the exercise of the Options, provided that the aggregate number of existing new Shares to be allotted and issued pursuant to the 2008 Scheme and any other share-based incentive schemes of the Company shall not exceed 15% of the issued share capital of the Company from time to time, excluding treasury shares from time to time; and
 - (b) deliver existing fully paid-up Shares purchased from the market or held in treasury to the holders of the Options pursuant to the exercise of Options under the 2008 Scheme.
 11. To consider and, if thought fit, to pass with or without modification the following resolution as an ordinary resolution (Resolution 12) that (subject to and contingent upon Ordinary Resolution 11 being approved) approval be given for Options to be granted under the 2008 Scheme for the subscription of Shares at subscription prices which may, at the discretion of the committee administering the 2008 Scheme, be subject to a discount to the market price for the Shares prevailing at the date of grant of the respective Options (such market price to be determined in accordance with the rules of the 2008 Scheme), provided that the maximum discount which may be given shall not exceed 20% of the relevant market price for the Shares applicable to that Option.

Notice of Books Closure and Dividend Payment Date

NOTICE IS ALSO HEREBY GIVEN that the Transfer Books and Register of Members of the Company will be closed on 8 May 2009 for the purpose of determining shareholders' entitlements to the proposed total final dividend of 0.9 cents per share comprising of a final dividend of 0.3 cents per share and a special dividend of 0.6 cents per share (2008 Dividends), in respect of the financial year ended 31 December 2008.

Duly completed returns received by the Company's Share Registrar, Broadroom Corporate & Advisory Services Pte. Ltd., at 3 Church Street, #08-01 Sunway Hub, Singapore 649483 up to 5.00 p.m. on 7 May 2009 will be regarded before entitlement to the 2008 Dividends is determined. The 2008 Dividends, if approved by shareholders at the Fifteenth Annual General Meeting, will be paid on 29 May 2009 to shareholders registered in the books of the Company on 7 May 2009.

In respect of shares in securities accounts with the Central Depository (Pte) Limited (CDP), the 2008 Dividends will be paid by the Company to CDP which will in turn distribute the dividend entitlements to holders of shares in accordance with its practice.

By Order of the Board

Erster Au Siew Peng
Secretary
Singapore, 14 April 2009

Statement pursuant to Article 64 of the Articles of Association of the Company:

Ordinary Resolution 5

It is resolved, Mrs Audrey Teo Jiah will remain the Chairperson of the Remuneration Committee and a member of the Audit Committee and Nominating Committee. She is considered an independent Director for purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

Ordinary Resolution 6

It is resolved, Mr Lim Jit Poh will remain a member of the Audit Committee and is considered an independent Director for purposes of Rule 704(8) of the Listing Manual of the SGX-ST. He will also remain the Chairman of the Board and the Nominating Committee and a member of the Remuneration Committee.

Ordinary Resolution 7

It is resolved, Mr Lim How Teck will remain the Chairman of the Audit Committee and is considered an independent Director for purposes of Rule 704(8) of the Listing Manual of the SGX-ST and will also remain a member of the Remuneration Committee.

Ordinary Resolution 9

Resolution 9, if passed, will authorize the Directors of the Company from the date of the above meeting until the next Annual General Meeting to issue Shares in the Company up to the limit as specified in the resolution for such purposes as they consider would be in the interests of the Company, during the validity period of the resolution.

Ordinary Resolution 10

Resolution 10, if passed, will authorize the Directors of the Company to offer or grant awards under the EKH PSP (as from time to time amended, modified or supplemented), which was approved at the extraordinary general meeting of the Company on 21 October 2006 and to allot and issue Shares in the capital of the Company, pursuant to the vesting of the awards under the EKH PSP provided that the aggregate number of Shares issued and issuable pursuant to the EKH PSP and any other existing share-based incentive schemes of the Company shall not exceed 15% of the issued Shares of the Company from time to time.

Ordinary Resolution 11

The Company had implemented a new share option scheme known as the Eng Kong Holdings Limited Share Option Scheme 2008 (2008 Scheme) to replace the existing share option scheme which expired in December 2005. The 2008 Scheme was approved at the annual general meeting of the Company on 30 April 2008.

Resolution 11, if passed, will authorize the Directors of the Company to offer and grant Options under the 2008 Scheme (as from time to time amended, modified or supplemented) and to allot and issue fully paid-up Shares pursuant to the exercise of the Options under the 2008 Scheme, subject to the terms of the resolution.

Ordinary Resolution 12

Resolution 12, if passed, will authorize the Directors of the Company to grant Options under the 2008 Scheme (as from time to time amended, modified or supplemented) for the subscription of Shares at subscription prices up to a maximum discount of 20% of the market price for the Shares prevailing at the date of grant of the respective Options (such market price to be determined in accordance with the rules of the 2008 Scheme).

Notes:

1. A member of the Company entitled to attend and vote at the Fifteenth Annual General Meeting (AGM) is entitled to appoint not more than two (2) proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. The instrument appointing a proxy must be deposited at the registered office of the Company at 13 Tuas Avenue 11, Singapore 639079 not less than forty-eight (48) hours before the time for holding the AGM. The sending of a proxy form by a member does not preclude him/her from attending and voting in person at the AGM. If he/she finds that he/she is unable to do so. In such an event, the relevant proxy form will be deemed to be revoked.