

EXTRAORDINARY/ SPECIAL GENERAL MEETING::VOLUNTARY

Issuer & Securities

Issuer/ Manager

PACIFIC CENTURY REGIONAL DEVELOPMENTS LIMITED

Security

PACIFIC CENTURY REGIONAL DEVTS - SG1J17886040 - P15

Announcement Details

Announcement Title

Extraordinary/ Special General Meeting

Date & Time of Broadcast

25-Sep-2022 23:11:19

Status

New

Announcement Reference

SG220925XMETYZJZ

Submitted By (Co./ Ind. Name)

Lim Beng Jin

Designation

Company Secretary

Event Narrative

Narrative Type	Narrative Text
Additional Text	Please refer to the attached: (1) Notice of Extraordinary General Meeting ("EGM") (2) Proxy Form (3) Circular to Shareholders in relation to the proposed distribution in specie of share stapled units of the HKT Trust and HKT Limited (4) Arrangements for conduct of EGM

Event Dates

Meeting Date and Time

10/10/2022 10:00:00

Response Deadline Date

07/10/2022 10:00:00

Event Venue(s)

Place

Venue(s)	Venue details
Meeting Venue	Raffles Town Club, Dunearn 3, Level 1, 1 Plymouth Avenue, Singapore 297753

Attachments

[PCRD Notice of EGM.pdf](#)

[PCRD Proxy Form EGM.pdf](#)

[PCRD DIS Circular 25092022.pdf](#)

[PCRD- Announcement on conduct of EGM 25092022.pdf](#)

Total size = 1348K MB

PACIFIC CENTURY REGIONAL DEVELOPMENTS LIMITED

(Incorporated in the Republic of Singapore)
Company Registration No. 196300381N

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of Pacific Century Regional Developments Limited (the “**Company**”) will be convened and held at Raffles Town Club, Dunearn Room III, Level 1, 1 Plymouth Avenue, Singapore 297753 on 10 October 2022 at 10:00 a.m. (Singapore time) for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution which will be proposed as an Ordinary Resolution. All capitalised terms used in this Notice which are not defined herein shall have the meanings ascribed to them in the Company’s circular to shareholders dated 25 September 2022 in relation to the Proposed Distribution (the “**Circular**”).

ORDINARY RESOLUTION

That:

- (i) approval be and is hereby given for the Company to make a distribution (the “**Proposed Distribution**”) of 132,407,510 share stapled units jointly issued by the HKT Trust and HKT Limited (the “**HKT SSUs**”) held by the Company to shareholders of the Company (the “**Shareholders**” and each a “**Shareholder**”), by way of a dividend *in specie* on a pro rata basis to all Shareholders as at a time and date to be determined by the Directors of the Company for the purposes of determining the entitlement of the Shareholders to the Proposed Distribution (the “**Record Date**” and such Shareholders who hold ordinary shares in the capital of the Company as at the Record Date, the “**Entitled Shareholders**”), fractional entitlements to be disregarded, free of encumbrances and together with all rights attaching thereto on and from the date the Proposed Distribution is completed, on and subject to the terms of the Circular, except that for practical reasons and in order to avoid violating applicable securities laws outside Singapore, or where the Directors of the Company are of the view that such distribution may infringe any foreign law or may necessitate compliance with conditions or requirements which the Directors of the Company, in their absolute discretion, regard as onerous or impracticable by reason of costs, delay or otherwise, the Directors of the Company reserve the discretion not to distribute the HKT SSUs to any Entitled Shareholder whose registered address as at the Record Date (as appearing in the Register of Holders of Ordinary Shares of the Company or in the Depository Register maintained by The Central Depository (Pte) Limited) is outside Singapore (the “**Overseas Shareholder**”) and to deal with such HKT SSUs in the manner set out in paragraph (ii) below;
- (ii) where the Directors of the Company decide not to distribute the HKT SSUs to any Overseas Shareholder, such Overseas Shareholder shall be deemed to have exercised the Cash Election (as defined in the Circular) and shall receive an amount in cash equivalent to the value of their entitlements to the Relevant HKT SSUs pursuant to the Proposed Distribution;
- (iii) the Directors of the Company and/or any of them be and are hereby authorised to determine the amount to be appropriated out of the retained profits and/or distributable reserves of the Company to meet the value of the HKT SSUs to be distributed to Shareholders;
- (iv) any resultant fractional HKT SSUs be aggregated and held by the Company for future disposal, and the Directors and/or any of them be and are hereby authorised to deal with the HKT SSUs remaining with the Company after the Proposed Distribution in such manner as they deem fit; and
- (v) the Directors and/or any of them be and are hereby authorised to do all acts and things and to execute all such documents (including, but not limited to, any transfer form(s) for and on behalf of any Shareholder for the purposes of effecting the Proposed Distribution) as they or he or she may consider necessary or expedient to give effect to the transactions contemplated and/or authorised by this Resolution.

BY ORDER OF THE BOARD

Lim Beng Jin
Company Secretary
Singapore, 25 September 2022

Notes:

1. The EGM will be held, in a wholly physical format, at Raffles Town Club, Dunearn Room III, Level 1, 1 Plymouth Avenue, Singapore 297753 on 10 October 2022 at 10:00 a.m. (Singapore time), 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 members to participate virtually.** Printed copies of this Notice will not be sent by post to members. Instead, this Notice will be sent to members by electronic means via publication on the Company's website at the URL <https://www.pcrd.com> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
 2. The Company will be implementing COVID-19 vaccination-differentiated safe management measures at the EGM (requiring that all attendees must be fully vaccinated, recovered from COVID-19 in the past 180 days, or medically ineligible for vaccination) and/or any other safe management measures as may be required or recommended under any regulations, directives, measures or guidelines that may be issued from time to time by any government or regulatory agency in light of the COVID-19 situation in Singapore. Members should check the Company's website at the URL <https://www.pcrd.com> or the SGX website at the URL <https://www.sgx.com/securities/company-announcements> for the latest updates.
 3. Arrangements relating to attendance at the EGM, submission of questions to the Chairman of the Meeting in advance of, or at, the EGM, addressing of substantial and relevant questions in advance of, or at, the EGM, and voting at the EGM by members or their duly appointed proxy(ies), are set out in the Company's accompanying announcement dated 25 September 2022. This announcement may be accessed at the Company's website at the URL <https://www.pcrd.com> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
 4.
 - (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the EGM. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
 - (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
- "Relevant intermediary"** has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.
- A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.
5. A proxy need not be a member of the Company.
 6. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, #14-07, Keppel Bay Tower, Singapore 098632; or
 - (b) if submitted electronically, be submitted via email to the Company's Share Registrar at srs.teamc@boardroomlimited.com,in either case, not less than 72 hours before the time appointed for holding the EGM.
 7. Completion and return of the instrument appointing a proxy(ies) by a member will not prevent him/her from attending, speaking and voting at the EGM if he/she so wishes. The appointment of the proxy(ies) for the EGM will be deemed to be revoked if the member attends the EGM in person and, in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the EGM.
 8. Printed copies of the accompanying proxy form for the EGM will not be sent by post to members. The proxy form may be accessed at the Company's website at the URL <https://www.pcrd.com> or the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

9. CPF/SRS Investors who hold shares of the Company through CPF Agent Banks/SRS Operators:
- (a) may vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the EGM, in which case they should approach their CPF Agent Banks/SRS Operators to submit their votes by 5:00 p.m. on 28 September 2022.
10. The Circular to Shareholders dated 25 September 2022 (in relation to the proposed distribution *in specie*) may be accessed at the Company's website at the URL <https://www.pcrd.com> by clicking on the hyperlink "Circular to Shareholders" under "Key Announcements and Notices" for Year 2022. The Circular to Shareholders dated 25 September 2022 may also be accessed on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (a) 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 proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "**Purposes**"); (b) 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 (c) 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.