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NETELUSION LIMITED
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Ng Lai Yick
Executive Chairman
20-May-2010 17:08:49
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(1) RESOLUTIONS PASSED AT SPECIAL GENERAL MEETING ON 20 MAY 2010; (2) BOOKS CLOSURE DATE
Please see attached.
NeteLusion-SGM-BCD-200510.pdf Total size = 22K (2048K size limit recommended)

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- (A) THE PROPOSED ACQUISITION OF 1,077 ORDINARY SHARES OF PAR VALUE US\$1.00 EACH IN THE CAPITAL OF RETAIL RESOURCES MANAGEMENT LIMITED;
- (B) THE PROPOSED CONVERTIBLE LOAN OF S\$2,000,000 TO RETAIL RESOURCES MANAGEMENT LIMITED;
- (C) THE NON-RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF UP TO 651,300,000 NEW ORDINARY SHARES OF PAR VALUE US\$0.01 EACH IN THE CAPITAL OF THE COMPANY (THE "<u>RIGHTS SHARES</u>") AT AN ISSUE PRICE OF S\$0.015 FOR EACH RIGHTS SHARE, ON THE BASIS OF THREE (3) RIGHTS SHARES FOR EVERY ONE (1) EXISTING ORDINARY SHARE OF PAR VALUE US\$0.01 EACH IN THE CAPITAL OF THE COMPANY HELD BY THE SHAREHOLDERS OF THE COMPANY AS AT THE BOOKS CLOSURE DATE (AS DEFINED HEREIN), SUBJECT TO THE ROUNDING MECHANISM; AND

(D) THE PROPOSED CHANGE OF NAME OF THE COMPANY

Where capitalised terms are used in this announcement and not otherwise defined, such capitalised terms shall bear the same meanings ascribed to them in the circular to the shareholders of the Company dated 28 April 2010 (the "<u>Circular</u>").

Resolutions passed at the Special General Meeting on 20 May 2010 (the "SGM")

The Board of Directors of the Company is pleased to announce that at the SGM, the resolutions relating to the matters set out in the notice of SGM dated 28 April 2010 were duly passed without amendment.

The terms of the Rights Issue will be set out in the instructions booklet to be despatched to Entitled Shareholders (as defined herein) shortly.

Books Closure Date

The Board of Directors of the Company wishes to announce that the Register of Members and the Share Transfer Books of the Company will be closed at 5.00 p.m. on 31 May 2010 (the "**Books Closure Date**") for the purpose of determining the provisional allotments of Rights Shares of Entitled Shareholders under the Rights Issue.

"<u>Entitled Shareholders</u>" are Shareholders as at the Books Closure Date other than those whose addresses with CDP are outside Singapore, and who have not, at least five Market Days prior to the Books Closure Date, provided to CDP addresses in Singapore for the service of notice and documents.

By Order of the Board

Yvonne Choo / Hazel Chia Luang Chew Company Secretaries 20 May 2010