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**MEETING SCHEDULE FOR AGM**

\* Asterisks denote mandatory information

Name of Announcer *	WESTMINSTER TRAVEL LIMITED
Company Registration No.	200814792H
Announcement submitted on behalf of	WESTMINSTER TRAVEL LIMITED
Announcement is submitted with respect to *	WESTMINSTER TRAVEL LIMITED
Announcement is submitted by *	Henry Chu Tak Shun
Designation *	Finance Director
Date & Time of Broadcast	14-Oct-2011 07:46:19
Announcement No.	00008

**>> Announcement Details**

The details of the announcement start here ...

Date *	31 Oct 2011
Time *	02:30:PM
Company *	WESTMINSTER TRAVEL LIMITED
Venue *	120 ROBINSON ROAD #08-01 SINGAPORE 068913

**Attachments**
 [Westminister-2011AGMNotice.pdf](#)

Total size = **26K**  
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**WESTMINSTER TRAVEL LIMITED**  
(Incorporated in Singapore with limited liability)  
(Co. Reg. No: 200814792H)

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "Meeting") of **WESTMINSTER TRAVEL LIMITED** (the "Company") will be held at 120 Robinson Road, #08-01, Singapore 068913 on Monday, 31 October 2011 at 2.30 p.m. for the following purposes:-

**AS ORDINARY BUSINESS**

1. To receive and adopt the Directors' Report and the Audited Financial Statements of the Company for the financial year ended 30 June 2011 together with the Auditors' Report thereon.

**(Resolution 1)**

2. To re-elect the following Directors retiring pursuant to Articles 88 and 89 of the Company's Articles of Association:-

Huo Ling	(retiring under Article 88)	<b>(Resolution 2)</b>
Yu Chung Hang, Lucian	(retiring under Article 89)	<b>(Resolution 3)</b>
Lee Gee Aik	(retiring under Article 89)	<b>(Resolution 4)</b>

*Lee Gee Aik will, upon re-election as a Director of the Company, remain as Chairman of the Audit Committee and will be considered independent for the purpose of Rule 704(7) of the Rules in the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited.*

3. To approve the payment of Directors' fees of S\$306,000 for the financial year ending 30 June 2012, to be paid monthly in arrears (FY2011: S\$276,000).

**(Resolution 5)**

4. To re-appoint PricewaterhouseCoopers LLP as the Company's auditors and to authorise the Directors to fix their remuneration.

**(Resolution 6)**

5. To transact any other ordinary business which may properly be transacted at the Meeting.

### **AS SPECIAL BUSINESS**

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:-

**6. Authority to allot and issue shares**

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and Rule 806 of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited, authority be given to the Directors of the Company to issue shares ("Shares") whether by way of rights, bonus or otherwise, and/or make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be allotted and issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into Shares at any time and upon such terms and conditions and to such persons as the Directors may, in their absolute discretion, deem fit provided that:

- (a) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed one hundred per centum (100%) of the total number of issued shares (excluding treasury shares) at the time of the passing of this Ordinary Resolution, of which the aggregate number of Shares and convertible securities to be issued other than on a pro rata basis to all shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares);
- (b) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (a) above, the total number of issued Shares (excluding treasury shares) shall be based on the total number of issued Shares (excluding treasury shares) of the Company as at the date of the passing of this Ordinary Resolution, after adjusting for:
  - (i) new Shares arising from the conversion or exercise of convertible securities;
  - (ii) new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this Ordinary Resolution is passed; and
  - (iii) any subsequent bonus issue, consolidation or subdivision of Shares;
- (c) and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the Company's 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 earlier.

*[See Explanatory Note (i)]*

**(Resolution 7)**

**7. Authority to allot and issue shares under the Westminster Share Option Scheme**

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, the Directors of the Company be authorised and empowered to allot and issue shares in the capital of the Company to all the holders of options granted by the Company, whether granted during the subsistence of this authority or otherwise, under the Westminster Share Option Scheme ("the Scheme") upon the exercise of such options and in accordance with the terms and conditions of the Scheme, provided always that the aggregate number of additional ordinary shares to be allotted and issued pursuant to the Scheme shall not exceed fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time.

*[See Explanatory Note (ii)]*

**(Resolution 8)**

By Order of the Board

Chia Luang Chew, Hazel  
Secretary  
Singapore, 14 October 2011

**Explanatory Notes on Ordinary Resolutions to be passed:-**

- (i) The Ordinary Resolution 7 proposed in item 6 above, if passed, will empower the Directors of the Company from the date of the above Meeting until the date of the next annual general meeting, to allot and issue Shares and convertible securities in the Company up to an amount not exceeding one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares), of which up to fifty per centum (50%) may be issued other than on a pro rata basis.
- (ii) The Ordinary Resolution 8 proposed in item 7 above, if passed, will empower the Directors of the Company, to allot and issue shares in the Company of up to a number not exceeding in total fifteen per centum (15%) of the total number of issued shares (excluding treasury shares) in the capital of the Company from time to time pursuant to the exercise of the options under the Scheme.

**Notes:-**

- 1. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his/her stead. A proxy need not be a Member of the Company.
- 2. If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
- 3. The instrument appointing a proxy must be deposited at the Registered Office of the Company at 36 Robinson Road, #17-01 City House, Singapore 068877 not less than forty-eight (48) hours before the time appointed for holding the Meeting.

This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**"), for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of this notice.

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Mr Mark Liew, Managing Director, Corporate Finance, at 20 Cecil Street, #21-02 Equity Plaza, Singapore 049705, telephone (65) 6229 8088.