

African Eagle Resources plc: Notice of Annual General Meeting

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25 May 2012 - [African Eagle Resources plc](#) ("African Eagle" or the "Company")(AIM: AFE; AltX: AEA) gives notice of an annual general meeting to be held at the offices of Mayer Brown International LLP, 201 Bishopsgate, London, EC2M 3AF at 11.00 a.m. on Wednesday, 20 June 2012.

The Form of Proxy for use in connection with the Annual General Meeting should be completed by Shareholders and returned as soon as possible but, in any event, so as to be received by the Company's relevant registrars by no later than 11.00 a.m. UK time on Monday, 18 June 2012 (being 48 hours prior to the Annual General Meeting). Shareholders whose shares are traded on AIM should return the Form of Proxy to Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU. Shareholders whose shares are traded on AltX should return the Form of Proxy to Computershare Investor Services, PO Box 61051, Marshalltown, 2107, South Africa. The completion and return of the Form of Proxy will not prevent Shareholders from attending and voting in person at the Annual General Meeting, or any adjournment thereof, should they wish to do so. The Company would also like to advise that the forms of proxy for the Annual General Meeting can be downloaded from www.africaneagle.co.uk/downloads/AER_AGM_Proxy_AIM_2012.pdf.

The Company's Annual Report for the year ended 31(st) December 2011 will be posted to shareholders, and published on the Company's website at www.africaneagle.co.uk, on June 6, 2012

Letter from the Independent Chairman of African Eagle Resources plc

Dear Shareholder

Annual General Meeting

1. Introduction

I am pleased to be writing to you with details of the business to be transacted at the Annual General Meeting of the Company (as set out in paragraph 2 below) which will be held at 11.00 a.m. on Wednesday, 20 June 2012 at the offices of Mayer Brown International LLP, 201 Bishopsgate, London, EC2M 3AF. The Notice of Annual General Meeting is set out at pages 5 to 7, at the end of this letter.

A copy of the 2011 Annual Report will be despatched to Shareholders on or around 6 June 2012.

2. Summary of the resolutions to be proposed at the Annual General Meeting

Set out below is an explanation of the resolutions that are to be proposed at the Annual General Meeting. As ordinary business, resolutions 1 to 8 are proposed as ordinary resolutions and as special business, resolution 9 is proposed as an ordinary resolution and resolution 10 is proposed as a special resolution.

(a) Resolution 1: Approval of 2011 Annual Report

The Directors must present the 2011 Annual Report to Shareholders at the Annual General Meeting. Resolution 1 approves the 2011 Annual Report.

(b) Resolution 2: Directors' remuneration report

The Directors must present the Directors' remuneration report, which is contained in the 2011 Annual Report, to Shareholders. Resolution 2 approves the Directors' remuneration report.

(c) Resolution 3 to 6: Retirement by rotation and re-election of Directors Pursuant to the Articles of Association, any Director who has been appointed by the Board since the last annual general meeting of the Company shall retire from office and may offer himself for election by the Shareholders at an annual general meeting. Dr Christopher Pointon and Don Newport were appointed by a resolution of the board of directors of the Company as non-executive Directors on 26 January 2012. Trevor Moss and Andrew Robertson were appointed by resolutions of the board of directors of the Company as executive Directors on 29 September 2011 and 14 December 2011 respectively. Accordingly each such Directors will retire this year and will offer himself for re-election.

After formal evaluation, the Board has determined that each of the retiring Directors' performance continues

to be effective and each of the retiring Directors continues to demonstrate commitment to his role. Resolutions 3 to 6 approve the re-election of the retiring Directors.

(d) Resolutions 7 and 8: Reappointment and remuneration of auditors

The Company is required to appoint Auditors at every annual general meeting at which accounts are presented to Shareholders. The Company's current Auditors are Grant Thornton LLP, which have agreed to continue as Auditors until the conclusion of the next annual general meeting of the Company at which accounts are presented to Shareholders. Resolution 7 approves the re-appointment of Grant Thornton LLP as Auditors of the Company and Resolution 8 authorises the Directors to negotiate and agree the remuneration and payment of the Auditor.

(e) Resolution 9: Authority to allot shares

The Directors may only allot Ordinary Shares or grant rights over Ordinary Shares if authorised to do so by an ordinary resolution of the Company. The general authority granted to the Directors at the last general meeting of the Company (held on 9 June 2011) has now expired. Accordingly, Resolution 9 authorises the Directors to allot equity securities up to an aggregate nominal amount of £3,197,022 being such number of Ordinary Shares as are required in order to satisfy certain options over Ordinary Shares in issue at the date of this letter and an additional 33.3 per cent. of the fully diluted issued share capital of the Company.

The authority granted by this resolution will expire on the earlier of 20 September 2013 and the date of the next annual general meeting of the Company. As at the date of this letter, the Company did not hold any treasury shares.

(f) Resolution 10: Authority to dis-apply pre-emption rights

Under the Act, the Directors may not allot certain equity securities unless a pre-emptive offer is first made to Shareholders. The Directors can allot equity securities as if this section did not apply to the allotment if authorised to do

so by special resolution of the Company. The general authority granted to the Directors at the last general meeting of the Company (held on 9 June 2011) has now expired.

Resolution 10 authorises the Directors to allot equity securities as if s.561(1) of the Act did not apply to:

i. An allotment of equity securities in connection with a rights issue; and

ii. the allotment of equity securities for cash up to an aggregate nominal amount of £2,915,299 (being such number of Ordinary Shares as are required in order to satisfy certain options over Ordinary Shares in issue at the date of this letter and an additional 30% of the nominal value of the fully diluted issued share capital of the Company).

The authority granted by this resolution will expire on the earlier of 20 September 2013 and the date of the next annual general meeting of the Company.

3. Action to be taken at the Annual General Meeting

A Form of Proxy is enclosed with this document for use by Shareholders in connection with the Annual General Meeting. Whether or not Shareholders intend to be present at the Annual General Meeting, they are requested to complete,

sign and return the enclosed Form of Proxy in accordance with the instructions printed thereon so as to arrive as soon as possible and in any event not later than 11:00 a.m. on Monday, 18 June 2012, being 48 hours before the time appointed for holding the Annual General Meeting. Shareholders whose shares are traded on AIM should return the Form of Proxy to Capita Registrars, PXS, 34 Beckenham Road, Beckenham, Kent BR3 4TU and Shareholders whose shares are traded on AltX should return the Form of Proxy to to Computershare Investor Services, PO Box 61051, Marshalltown, 2107, South Africa. The completion and return of the Form of Proxy will not preclude a Shareholder from attending the Annual General Meeting and voting in person should he wish to do so. Shareholders who hold their shares through a nominee should instruct the nominee to submit the Form of Proxy on their behalf.

4. Recommendation

The Directors consider that all resolutions to be put to the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole and are most likely to promote the success of the Company for the benefit of its

Shareholders as a whole. Accordingly, the Directors unanimously recommend that Shareholders vote in favour of all the proposed resolutions, as the Directors intend to do in respect of their own beneficial shareholdings in the Company.

Yours sincerely

Dr. Christopher Pointon

Independent Chairman

Notice of Annual General Meeting

African Eagle Resources plc
(registered in England and Wales under the Companies Act 1985, number 3912362)

Notice is hereby given that the Annual General Meeting of the Company will be held at the offices of Mayer Brown International LLP, 201 Bishopsgate, London, EC2M 3AF, United Kingdom on Wednesday, 20 June 2012 at 11.00 am (London, UK time) for the following purposes:

Ordinary resolutions

As ordinary business, to consider and, if thought fit, pass Resolutions 1 to 8 (inclusive) as ordinary resolutions and, as special business, to consider and if thoughts fit, pass Resolution 9 as an ordinary resolution:

1. That, the financial statements of the Company for the period from 1 January 2011 to 31 December 2011 ("2011 Annual Report"), including the reports of the Company's auditors and directors contained in them, be and are now received and adopted.
2. That, the directors' remuneration report contained within the 2011 Annual Report be and is now adopted and approved.
3. That, having retired by rotation under the Company's articles of association (the "Articles"), Trevor Moss be and is now re-elected as a director of the Company.
4. That, having retired by rotation under the Company's Articles, Andrew Robertson be and is now re-elected as a director of the Company.
5. That, having retired by rotation under the Company's Articles, Dr. Christopher Pointon be and is now re-elected as a director of the Company.
6. That, having retired by rotation under the Company's Articles, Don Newport be and is now re-elected as a director of the Company.
7. That, Grant Thornton UK LLP be and are now re-appointed as auditors to the Company to hold office until the conclusion of the next annual general meeting of the Company.
8. That, the directors of the Company be and are now authorised to determine the remuneration of the auditors.
9. That, in accordance with section 551 of the Companies Act 2006 ("2006 Act"), the directors be generally and unconditionally authorised to allot shares in the Company or grant rights to subscribe for or to convert any security into shares in the Company ("Rights") up to a maximum aggregate nominal amount of £3,197,022 to such persons and at such times and upon such conditions as the directors may determine, such authority shall, unless renewed, varied or revoked by the Company, expire at the earlier of the end of the next Annual General Meeting of the Company to be held after the date on which this resolution is passed and 20 September 2013, save that the Company may, before such expiry, make an offer or agreement which would or might require shares to be allotted or Rights to be granted and the Directors may allot shares or grant Rights in pursuance of such offer or agreement notwithstanding that the authority conferred by this resolution has expired.

This authority is in substitution for all previous authorities conferred on the Directors in accordance with section 551 of the 2006 Act.

Special resolution

As special business, to consider, and if thought fit, pass Resolution 10 as a special resolution:

1. That, subject to the passing of Resolution 9, the Directors be given the general power to allot equity securities (such terms as defined by section 560 of 2006 Act), either pursuant to the authority conferred by Resolution 9 or by way of a sale of treasury shares, as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to:

a. the allotment of equity securities in connection with an offer by way of a rights issue to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings but subject to such exclusions or other arrangements as the Board may deem necessary or expedient in relation to treasury shares, fractional entitlements, record dates, legal or practical problems in or under the laws of any territory or the requirements of any regulatory body or stock exchange; and

b. the allotment of equity securities for cash up to the maximum nominal amount of £2,915,299 to persons required to be issued with equity securities pursuant to a warrant or option over equity securities in the Company that are in issue at the date of this document and up to an aggregate nominal value equivalent to 30% of the fully diluted issued share capital of the Company.

The power granted by this resolution will expire at the earlier of the conclusion of the Company's next annual general meeting (unless renewed, varied or revoked by the Company prior to or on such date) and 20 September 2013 save that the Company may, before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offer or agreement notwithstanding that the power conferred by this resolution has expired.

This resolution revokes and replaces all unexercised powers previously granted to the Directors to allot equity securities as if section 561(1) of the 2006 Act did not apply but without prejudice to any allotment of equity securities already made or agreed to be made pursuant to such authorities.

By order of the Board
Andrew Robertson
Company Secretary

Notes:

1. As a shareholder of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
2. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.
3. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.
4. You may not appoint more than one proxy to exercise rights attached to any one share.
5. To direct your proxy how to vote on the resolutions mark the appropriate box with an 'X'. To abstain from voting on a resolution, select the relevant "Vote withheld" box. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you give no voting indication, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

6. For shareholders whose shares are traded on AIM, to appoint a proxy you must:

(a) Ensure that the attached proxy form is completed, signed and sent to Capita Registrars Limited, PXS, 34 Beckenham Road, Beckenham, Kent, BR3 4TU, United Kingdom; or

(b) Register electronically by logging onto www.capitaregistrars.com. Full details of how to register are given on that website.

Your proxy appointment must be received by Capita Registrars no later than 11:00a.m. (London, UK time) on Monday, 18 June 2012.

7. For shareholders whose shares are traded on AltX, to appoint a proxy you must ensure that the attached proxy form is completed, signed and sent to Computershare Investor Services, PO Box 61051, Marshalltown, 2107, South Africa. Your proxy appointment must be received by Computershare Investor Services no later than 11.00a.m. (London, UK time) on Monday, 18 June 2012.

8. In the case of a shareholder which is a company, the Form of Proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

9. Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

10. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of shareholders in respect of the joint holding (the first-named being the most senior).

11. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

12. You may not use any electronic address provided in this proxy form to communicate with the Company for any purposes other than those expressly stated.

13. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, the time by which a person must be entered on the register of shareholders in order to have the right to attend and vote at the Annual General Meeting is 6.00 pm (London, UK time) on Monday, 18 June 2012, (being not more than 48 hours prior to the time fixed for the Meeting) or, if the Meeting is adjourned, such time being not more than 48 hours prior to the time fixed for the adjourned meeting. Changes to entries on the register of shareholders after that time will be disregarded in determining the right of any person to attend or vote at the Meeting.

Definitions

The following definitions apply throughout this document, unless the context requires otherwise:

"Act"

the Companies Act 2006, as amended from time to time;

"AIM"

the market of that name operated by the London Stock Exchange plc.

"AltX"

the alternative exchange of JSE Limited in Johannesburg;

"Annual General Meeting"

the annual general meeting of the Company to be held at 11:00 a.m. on Wednesday, 20 June 2012 at the offices of Mayer Brown International LLP, 201 Bishopsgate, London, EC2M 3AF, notice of which is set out at the end of this document;

"Articles of Association"
the articles of association of the Company;

"Auditors"
the auditors of the Company from time to time, the current auditors being Grant Thornton LLP;

"2011 Annual Report"
the report and accounts of the Company for the period from 1 January 2011 to 31 December 2011, which includes the Director's report, the Auditors report and the Directors remuneration report;

"Board"
the board of directors of the Company from time to time;

"Company"
African Eagle Resources plc, a company incorporated in England and Wales with company number 03912362.

"Directors"
the directors of the Company from time to time, each a "Director";

"Form of Proxy"
the form of proxy to be used by Shareholders in respect of the Annual General Meeting;

"Notice of Annual General Meeting"
the notice convening the Annual General Meeting, set out on pages 5 to 7 of this document;

"Ordinary Shares"
means ordinary shares of 1 penny each in the capital of the Company;

"Shareholder"
the holders of ordinary shares of the Company from time to time, each being a "Shareholder".

About African Eagle

African Eagle Resources plc is a junior mining explorer and developer with development projects in Tanzania and Zambia. The Company's flagship project is the Dutwa Nickel project in Tanzania located about 25km south of Lake Victoria and 110km east of Mwanza within greenstone gold belts which host many of Tanzania's operating and developing gold mines. The Company is quoted on the AIM market of the London Stock Exchange (AIM: AFE) and on the AltX of the Johannesburg Stock Exchange (AltX: AEA).

For further information:

Please visit the Company's website: www.africaneagle.co.uk or contact:

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