



## **TAN TAO INVESTMENT & INDUSTRY CORPORATION ( ITACO)**

Business Registration No. 4103001108 issued by Dept. of Planning & Investment of HCM City dated Jul. 15 2002

Address : Tan Tao Industrial Park, Tan Tao A Ward, Binh Tan District, Ho Chi Minh City

Tel. : 08. 37505171 – 08. 37505172

Fax : 08. 37508237 Email: [contact@itagroup-vn.com](mailto:contact@itagroup-vn.com)

WWW.ITAEXPRESS.COM.VN/TANTAOCITY.COM

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### **ANNUAL SHAREHOLDERS MEETING OF THE YEAR 2009 WORKING STATUTE**

#### **Article 1: General definitions:**

1.1. The working statute of the annual Shareholders Meeting is to apply for the organization of the annual Shareholders Meeting of the year 2009 of Tan Tao Investment and Industry Corporation (ITACO).

1.2. This statute specifies rights and obligations of the parties participating in the meeting, the conditions and modalities for conducting the meeting.

1.3. The shareholders and the participating parties bear the responsibility to comply with the regulations in this statute.

#### **Article 2: PRESIDIUUM'S RIGHTS AND OBLIGATIONS**

2.1. The presidium is composed of 5 members including members of Management Board, the President of Board of Directors. The Chairman of the Management Board presides the Shareholders Meeting.

2.2. Duties of the Presidium:

- To preside over the annual Shareholders Meeting of the year 2009

- To guide the discussion of the delegates and Shareholders Meeting
- To submit the draft to the Shareholders Meeting, conclude the necessary matters for the Shareholders Meeting to vote
- To answer to the issues requested by the Shareholders Meeting
- To conduct the Shareholders Meeting in accordance with the principle of the democratic concentration, properly, orderly and to reflect major wishes of shareholders, authorized representatives.

**Article 3: Rights and obligations of the Secretary**

3.1. The Secretary introduced by the Presidium bears the responsibility toward the Presidium and the Shareholders Meeting for his/her duty.

3.2. Secretary's duties:

- To record fully and faithfully the contents of the meeting
- To support the Presidium to divulge the draft of the documents, conclusions, the resolutions of the Shareholders Meeting and the Presidium's announcement to shareholders upon request.
- To register shareholders speech requests.

**Article 4: Rights and obligations of the Vote checking Board:**

The Vote checking Board nominated assigned by Presidium and approved by the Shareholders Meeting, its member(s) can be shareholder(s). The Vote Checking Board has the following duties:

- To check, supervise the vote of the shareholders, the shareholder's authorized representatives,
- To organize the votes counting,
- To establish the report on the result of the vote counting, to announce the result to the Shareholders Meeting,
- To deliver the Minutes of meeting and the entire vote counting record documents to the Chair of the Shareholders Meeting.

**Article 5: Rights and obligations of the Status Checking Board**

The Status Checking Board nominated by the Management Board and passed by the Shareholders Meeting. The Status Checking Board receives documents of the shareholder attending the meeting; distributes documents, voting card; reports to the Shareholders Meeting on the checking result of shareholder status.

**Article 6: Rights and obligations of shareholder participating in the Shareholders Meeting**

6.1. Participating condition:

The shareholder is the legal representative, the nominated person or the shareholder's authorized representative, a group of the shareholders holding Company's shares having voting right

registered in the list of shareholders at closing date (March 31, 2009 ) have the right to participate in the annual Shareholders Meeting.

6.2. Rights and obligations Shareholders eligible to attend the Shareholders Meeting while participating in the meeting:

- Each shareholder, authorized representative to attend the Shareholders Meeting should present an identification proof (ID card, passport etc...) and the Invitation letter to the Status Checking Board to have the shareholder's status checked and receive a voting card (with the shareholder's code) indicating the total shares equal to the quantity of shares having voting right of the shareholder.
- During the meeting, any shareholder, for any reason, need to leave the meeting should obtain the permission of the Presidium and notice the Secretary Board.
- The shareholder's authorized representative cannot authorize another person to participate in the meeting in his/her place.
- During the meeting, the shareholders should conform to the Presidium's guideline, behave in civilized, polite way and not create disorder.
- Shareholders should keep the meeting content confidential, observe the speech discipline, comply with the statute on the use and protection of documents, no document replication allowed, any information recording to outsider is prohibited unless authorized by the Presidium.
- Shareholders, authorized representatives attending the meeting should strictly observe the working statute of the Shareholders Meeting. Any violation of this statute will be considered and treated by the Presidium depend upon the degree of gravity and in accordance with point b, article 103 of Enterprise Law
- Shareholders who come to the Shareholders Meeting late have the right to register immediately and, after that, have the right to participate in voting but the presidium will not have the responsibility to pause the Meeting for shareholder to complete his/her registration and the validity of the previous voting stages will not be affected.

#### **Article 7: Start of Shareholders Meeting**

The meeting of the Shareholders Meeting will start when the number of the attending shareholders represents at least 65% of the total shares with voting right according to the list of registered shareholders at the closing date March 31, 2009.

#### **Article 8: Speech deliverance at the Meeting**

Shareholder registers the content of his/her speech with the Presidium (via the Secretary Board), raise hand in need to express or discuss and can only express when unanimously allowed by the Presidium. Each shareholder's speech should not exceed 3 minutes with a brief and unduplicated content.

#### **Article 9: Voting rules**

9.1. Shareholder, authorized representative expresses his/her vote for, on different issues at the Meeting, by raising his/her voting card.

9.2. Shareholder, group of shareholders' authorized representatives eligible to attend the Shareholders Meeting have the right to vote on issues related to authority of the Shareholders Meeting, the voting right corresponds to the number of holding shares and shares authorized.

9.3. The voted issues in the Meeting passed when:

- about the Company's Charter: accepted with at least 75% of the total voting shares by all attended shareholders
- about the other issues: accepted with 65% of the total voting shares by all attending shareholders

**Article 10: Minutes of the Shareholders Meeting**

All contents of the Shareholders Meeting have to be recorded by Shareholders Meeting's Secretary in the minutes. The minutes of the Shareholders Meeting has to be read and passed before the Meeting is closed

**Article 11: In the case of the Shareholders Meeting failure**

In case the first meeting does not meet the requirements as stipulated in article 7 of the statute, the second meeting must be convened within 30 days of the first planned meeting.

The second Shareholders Meeting is to be carried out when the number of the shareholders, the shareholder's authorized representatives to attend the meeting represents at least 51% of the total shares having right of vote as specified in the Company's Charter.

In case the second meeting fails to take place as above specified in this article, the third meeting must be convened within 20 days of the second planned meeting.

In this case, the Shareholders Meeting would perform without the dependency on the number of the attending shareholders.

**Article 12: Implementing article**

The above is the working statute of the annual Shareholders Meeting of the year 2009 of Tan Tao Investment and Industrial Joint Stock Company, with 12 articles. This statute comes into effect right after passed by the Company's Shareholders Meeting.

This is to submit to the Company's Shareholders Meeting for approval so that the Shareholders Meeting can successfully take place and complies with the State regulations and the Company's Charter.

**ON THE BEHALF OF THE MANAGEMENT BOARD  
CHAIRWOMAN**

**ĐẶNG THỊ HÒANG YẾN**