



MEMO

To: Board of Directors
From: Company Secretary
Subject: **GENERAL MEETING: CHAIRMAN'S NOTES TO CONDUCT A POLL**

Suggested procedure for Chairman if a poll is to be taken:-

1. When either you as Chairman decide that a poll should be taken on a matter, or shareholders* (i.e., 1~4 shareholders who control 5% of the votes, or 5 shareholders) demand a poll – announce that you **adjourn the meeting** to consider the matter.
2. Discuss/confirm the procedural process with the other directors, the Company Secretary and/or the company's legal advisers. In need, Rule 5.7 of our constitution covers the general issues relative to conducting a poll.
3. Assuming you agree that the demand for a poll has been validly called, then announce that the **meeting has been resumed** and that a poll is to take place.
4. Explain that a poll entails the actual counting of votes from shareholders present and by proxy (rather than a decision just being on a show of hands) and may take some time. The task will be managed by the Company Secretary with the assistance of the auditor's and/or share registry's representatives present at the meeting.
5. Advise that the Company Secretary will hand out a voting slip (voting form, ballot paper) to each shareholder present; for example:

| <u>VOTING SLIP</u> | |
|---|--------------------------|
| RESOLUTION 2 | |
| <i>"That Mr _____, who retires by rotation in accordance with Rule 40 of the Company's Constitution and being eligible, offers himself for re-election, be re-elected as a Director."</i> | |
| IN FAVOUR | <input type="checkbox"/> |
| AGAINST | <input type="checkbox"/> |
| ABSTAIN | <input type="checkbox"/> |
| Shareholder name:.....Shareholding:..... | |
| Proxy name (if applicable):.....Signature:..... | |
| _____ Group Limited AGM 28 November 2003 | |



on which shareholders should cast their personal (and proxy) votes.

6. Proxy holders will also be handed a separate voting slip for shareholders where the voting is discretionary – then the slips will be collected and counted.

7. Where proxy voters have already indicated their vote then there is no need for a voting slip as those votes can be counted straight off the proxy form.

8. Advise that the Company Secretary has full details of the proxy votes and will assist with completing the voting slips for those; and he has a copy of the full share register if shareholders need to check their holdings, etc.

9. Then announce that the **meeting will be adjourned** again whilst the voting process is taking place.

10. Voting papers are then collected and checked/verified against the share register.

11. Once all voting slips have been completed the Chairman can either let the adjournment continue whilst votes are being counted, or **resume the meeting** until counting is completed.

12. Votes are then, counted, calculated, tabulated and certified correct by the Company Secretary and/or the auditors/share registry – and results handed to the Chairman.

13. The Chairman will then announce the results of the poll, and the meeting can then continue on with other business.

* that is, shareholders present (in person or by proxy, attorney or corporate representative - *unless their power is restricted by the appointor*) who are entitled to vote on the resolution

DISCLAIMER

The comments in this memo reflect some commercial aspects and observations on the matter experienced or observed by the writer in practice as he understands them. The information is given as a guide only and does not represent a definitive or legal view of any of the issues raised, covered or referred to and the reader is urged to seek his own professional advice on all aspects of, or pertaining to, this and any related matter.