

**CHUNGHONG HOLDINGS LIMITED**

(Incorporated in Cayman Islands)

(Company Registration No. 185905)

**(ABSTRACTED) MINUTES OF THE ANNUAL GENERAL MEETING**

**Date:** Tuesday 23 March, 2010.

**Time:** 10.00 a.m.

**Venue:** No.23 Kon Yeh 5th Rd.Hsinchu Industrial Park,  
Fu Kou Hsiang.Hsin Chu Hsien,Taiwan,ROC.

**Share Registrar announced that** a quorum for this meeting has presented, that is, two Members present in Person or by proxy.

**ORDINARY RESOLUTION 1- Approval of Financial statements of FY2009**

Ordinary Resolution 1 is proposed as follows:

Resolved that:

The Financial Statements of FY2009 be and are hereby approved and adopted.

**ORDINARY RESOLUTION 2- Declaration of Cash Dividends**

Ordinary Resolution 2 is proposed as follows:

Resolved that:

- (a) a cash dividend of SGD0.0625 per share be declared out of the profits of the Company, payable to Members on the Register of Members as at 31 March 2010 ("Record Date");
- (b) the total amount of the cash dividend each Member is entitled to be rounded up to the nearest cent;
- (c) the Chairman of the Board be and is hereby authorised and empowered to complete and to do all such acts and things deemed necessary or expedient to give effect to such declaration and/or this Resolution, with such modification thereto (if any) as deemed fit for the interest of the Company, including but not limited to making payment of such dividend in USD applying the exchange rate for SGD against USD published by DBS Bank (Singapore) on the Record Date.

**RESOLUTION 3 - Cumulative Voting -Election of Independent Director**

That: Cumulative voting is proposed as follows:

One Independent Director be elected as set out below.

	Name	Number of Votes
Independent Director	Cheng, Wen-Chung	

The results of the poll are as follows:

Resolution-Cumulative Voting:

	Name	Number of Votes
Independent	Cheng, Wen-Chung	58,489,378

**RESOLUTION 4 - SPECIAL RESOLUTION - Adoption of the Amended and Restated Articles of Association**

Resolved that

the Amended and Restated Articles of Association, a copy of which is attached hereto as Exhibit A (the "Amended and Restated Articles of Association") submitted to this Meeting be and are hereby approved and adopted as the new Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association of the Company.

**ORDINARY RESOLUTION 5 - Adoption of the Procedures for Acquisition and Disposal of Assets**

Resolved that:

the Procedures for Acquisition and Disposal of Assets, a copy of which is attached hereto as Exhibit B be and are hereby approved and adopted.

**ORDINARY RESOLUTION 6 - Adoption of the Procedures for Loaning of Funds and for Offering of Endorsements/Guarantees**

Resolved that:

the Procedures for Loaning of Funds and for Offering of Endorsements/Guarantees, a copy of which is attached hereto as Exhibit C be and are hereby approved and adopted.

**ORDINARY RESOLUTION 7 - Adoption of the Rules Governing the Conduct of General Meetings**

Resolved that:

the Rules Governing the Conduct of General Meetings, a copy of which is attached hereto as Exhibit D be and are hereby approved and adopted.

**ORDINARY RESOLUTION 8 - Adoption of the Method of Election of Directors**

Resolved that:

the Method of Election of Directors, a copy of which is attached hereto as Exhibit E be and is hereby approved and adopted.

**ORDINARY RESOLUTION 9 - Approval of the Issuance of New Shares for TSE Listing and Waiver of the Preemptive Rights against such Issuance**

Resolved that:

(a) the proposed listing on the Taiwan Stock Exchange ("TSE Listing") involving such number of new shares of the Company ("New Shares") as may be determined by the Board and the listing and quotation of the entire issued and paid-up share capital of the Company and the New Shares on the Taiwan Stock Exchange, upon such terms and conditions and to such persons as the Board may think fit for the benefit of the Company (including, without limitation, such terms as to the price of the New Shares, and the timing of the TSE Listing), be and is hereby approved, and further, that the Board be and are hereby authorised to issue the prospectus to be published under or in connection with the TSE Listing, to sign and execute all such documents under or in connection with the TSE Listing and to take all other such steps and to do all such things as they may deem necessary or desirable in connection with the TSE Listing and issuance of the new Shares;

(b) the Board be and are hereby empowered and authorised to offer, allot and issue the New Shares, upon such terms and conditions and to such persons as the Board may think fit for the benefit of the Company, provided always that such shares shall rank *pari passu* with the existing issued shares of the Company ("Shares"); and

(c) any and all preemptive rights in respect of the Shares and in relation to the issuance of New Shares in connection with the TSE Listing be and are hereby waived.

**ORDINARY RESOLUTION 10 - Authorisation To the Chairman of the Board**

Resolved that:

- (a) the Chairman of the Board be and is hereby authorised to take all such steps as he deems fit to give effect to the above resolutions including without limitation reviewing and approving any amendment, alteration or modification to any of the documents and the final form of the documents referred to in the resolutions above (“**Documents**”) and signing the Documents (the signing thereof to be conclusive evidence of such approval) and where required, executing on behalf of the Company the Documents and all other documents required in connection with, relating to, or for the purposes of, or ancillary to, the Documents; and
- (b) any action already taken by any Director in connection with or in contemplation of matters referred to in the above resolutions be and is hereby approved, confirmed and ratified.

**Other MOTIONS: None**

**MEETING CLOSED**