

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of The Josephian Association Limited (“the Association”) will be held at Paramount Banquet Hall (百樂門宴會廳), 1st Floor, Man Kee Mansion, 86 Waterloo Road, Ho Man Tin, Kowloon on Saturday, 10 December 2011 at 6:00p.m. for the following purposes:-

1. To receive the Report of the Board of Directors of the Association (“the Board”) and the Statement of Accounts for the year ended 30 June 2010.
2. To fill vacancies on the Board.
3. To appoint Messrs. Hui Sek Wing & Co. as auditors of the Association.



By order of the Board
Chen Pak Lam Sammy
Secretary
17 November 2011

Notes

7 vacancies to be filled at the forthcoming Annual General Meeting

- (a) The number of directors of the Association is fixed by Article 31(a) of the Articles of Association of the Association (“the Articles”) to be not less than ten and not more than twenty. Article 31 of the Articles further provides that the Board shall have power at any time, and from time to time, to appoint any other qualified person or persons whether or not such person or persons satisfy the requirements in Article 33 as Director by a majority vote of the Board of Directors, either to fill a casual vacancy or as an addition to the Board, but so that the total number of Directors shall not at any time exceed the maximum number fixed. But any Director so appointed shall hold office only until the next Annual General Meeting of the Association and he shall then be eligible for re-election.

- (b) At the meeting of the Board held on 5 September 2011, **Mr. Leung Ho Lam, Mr. Cheung Wing Hong and Mr. Yip Kwok Bun Johnny** were appointed as directors. They shall only hold office until the forthcoming Annual General Meeting and they offer themselves for re-election.
- (c) Accordingly, there will be **7** vacancies on the Board to be filled at the forthcoming Annual General Meeting.

Nomination

- (d) Members of the Association (“Members”) should send to the Registered Office of the Association not later than **6:00 p.m. on 3 December 2011** a *Nomination Form setting out the name of any Member whom they wish to propose for election as a director of the Association. The *Nomination Form shall be endorsed by each candidate by way of confirmation of his willingness to serve if elected and may be accompanied by the candidate’s statement, if any, for circulation to the Members by posting up at the Association’s website (www.sjacs.com).

Voting

- (e) Any Member entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote in his stead. The proxy must be a Member of the Association. *The Instrument Appointing a Proxy shall be in writing under the hand of the appointer and shall be deposited at the Registered Office of the Association not less than **24 hours** before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

**The Nomination Form and the Instrument Appointing a Proxy can be downloaded from the Association’s website.*