

First Myanmar Investment Co., Ltd.
Amendments to be made to the Articles of Association of the Company

2nd July, 2015

Amendments to the Articles of Association of the Company will need to be made in order to complete a successful listing of the Company's shares on the Yangon Stock Exchange. Set forth below are the amendments to be made to the current Articles of Association with explanatory notes.

I. Amendments to Preliminary

The following sentence has been added to Article 1:

These articles have been drawn up in both the English and Myanmar languages. In the event of any conflict between the two texts, the English text shall prevail.

II. Amendments with Respect to Shares

The current Articles 9 and 10 were deleted and replaced by new Articles 10A-11D.

Articles to be deleted are:

Article 9: Every person whose name is entered as a member in the register of members shall, without payment, be entitled to an certificate under the common seal of the company specifying the share or shares held by him and the amount paid up thereon: Provided that, in respect of a share or shares held jointly by several persons the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.

Article 10: If a share certificate is defaced, lost or destroyed, it may be renewed on payment of such fee, if any, not exceeding Kyats ten and on such terms, if any, as to evidence and indemnity as the Directors think fit.

The new Articles to be inserted are:

Article 10A: The Company shall issue a share certificate to every person whose name is entered in the register of members in respect of shares in certificated form, except where the law or the rules of the stock exchange on which the shares are listed prohibit the Company from issuing a share certificate. Subject to the forgoing:

- i. The Company shall issue certificates within the time limit prescribed by the Myanmar Companies Act or, if earlier, within any time limit specified in the terms of the shares or under which they were issued.*

- ii. *Where shares are held jointly by several persons, the Company is not required to issue more than one certificate in respect of those shares, and delivery of a certificate to one joint holder shall be sufficient delivery to them all.*
- iii. *Each certificate must be in respect of one class of shares only. If a member holds more than one class of shares, separate certificates must be issued to that member in respect of each class.*
- iv. *If a share certificate is damaged or defaced or alleged to have been lost, stolen or destroyed, the member shall be issued a new certificate representing the same shares if such member:*
 - (a) *first delivered the old certificate or certificates to the Company for cancellation; or*
 - (b) *complied with such conditions as to evidence and indemnity as the Directors may think fit; and*
 - (c) *paid such reasonable fee as the Directors may decide.*
- v. *In the case of shares held jointly by several persons, any request pursuant to Article 10A (ii) may be made by any one of the joint holders.*

Uncertificated shares.

Article 11A. *In the event that the Company's shares are listed on a stock exchange and the law requires that shares listed on a stock exchange are to be held in uncertificated form:*

- (a) *physical share certificates issued by the Company will become invalid and all rights associated with the shares will then be managed electronically; and*
- (b) *any share of the Company may only be issued or held on such terms, or in such a way, that:*
 - i. *title to shares must not be evidenced by a certificate; and*
 - ii. *shares must be transferred without a certificate.*

Article 11B: *The Directors have power to take such steps as they think fit in relation to:*

- (a) *the evidencing of and transfer of title to uncertificated shares (including in connection with the issue of such shares); and*
- (b) *any records relating to the holding of uncertificated shares.*

Article 11C: If:

- (a) *the law or the Articles give the Directors power to take action, or require other persons to take action, in order to sell, transfer or otherwise dispose of shares; and*
- (b) *uncertificated shares are subject to that power, but the power is expressed in terms which assume the use of a certificate or other written instrument,*

the Directors may take such action as is necessary or expedient to achieve the same results when exercising that power in relation to uncertificated shares.

Article 11D: The Directors may take such action as they consider appropriate to achieve the sale, transfer, disposal, forfeiture, re-allotment or surrender of an uncertificated share or otherwise to enforce a lien in respect of it.

Explanatory Notes:

The above Articles in the proposed new Articles of Association will enable the Company to comply with the Yangon Stock Exchange's proposed new rules which, when adopted, will require companies listed on the YSX to have all of their shares held in electronic (dematerialised) form. The Company will continue to issue share certificates until the shares have been approved for listing on the YSX. Upon the listing of the shares, all share certificates will become invalid and will not represent title to shares and all shareholders will have their title and rights to their shares held in electronic (dematerialised) form.

If shareholders intend to trade their shares on the YSX, they will need to open a securities account with a securities firm, and their shares will automatically be deposited into their account and they can start trading upon listing. However, if a shareholder does not open a securities account, their shares will instead be managed by a special account held at the YSX. These shareholders are still entitled to all the rights (except trading) associated with their shares.

III. Amendments to Allow Payment of Commission to Placement Agents and Underwriters

The following new Article 49A will be inserted:

Article 49A: The Company may pay a commission to any person in consideration of his subscribing or agreeing to subscribe, whether absolutely or conditionally, for any shares in the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for any shares in the Company, provided that the commission paid does not exceed an amount the Directors determine, to be ratified by an ordinary resolution passed at a general meeting.

Explanatory Note:

New Article 49A is required for the Company to comply with Section 105 of the Myanmar Companies Act to make a specific provision in the Articles of Association to allow for commission payments.

IV. Amendments to observe employees interest in the Company

The following new Article 49B will be inserted:

Article 49B: *Subject to shareholder approval, the Directors may issue new shares of the Company, not exceeding 10% of the total outstanding shares of the Company, to an incentive plan for eligible employees of the Company, including its subsidiaries, associates, or affiliates. Having approved this incentive plan, shareholder's rights to the shares issued for the incentive plan will be deemed to be declined.*

Explanatory Note:

The employee incentive plan will allow the Company's employees to participate in the Company's success, and allow the Company to attract top talent.

V. Amendments to Allow Independent Directors

The current Article 79 will be deleted:

Article 79. *A director shall hold at least thirty shares up to the nominal value of K 300,000 (Kyats three hundred thousand) in the Company, and it shall be his duty to comply with the provisions of Section 85 of the Myanmar Companies Act.*

The current Article 87(a) will be deleted:

Article 87(a): *The office of director shall be vacated, if the director:*

- a. fails to obtain within two months from the date-of his appointment or at any time thereafter ceases to hold the share qualification, if any, necessary for his appointment; or*

Explanatory Note:

Unless it is a requirement in a company's articles of association, there is no requirement under Myanmar law for a Director to hold shares. This requirement has been deleted as it will allow the Company to more easily identify persons who are willing to serve as independent Directors.

VI. Amendments to Remuneration of Directors

Current Article 78 will be deleted and replaced by new Articles 78A to 78E:

Articles to be deleted are:

Article 78. *The remuneration of the Directors shall from time to time be determined by the Company in general meeting.*

Articles to be inserted are:

Article 78A: *The remuneration of the Directors shall from time to time be determined by the Directors and ratified by an ordinary resolution of the Company at a general meeting.*

Article 78B: *(a) Any Director who holds any executive office, or who serves on any committee of the Directors, or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director, may be paid extra remuneration by way of salary, commission, benefits, incentives or otherwise as the Directors may determine.*

Article 78C: *The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors or of any committee of the Directors or general meetings or otherwise in or about the business of the Company.*

Article 78D: *The Directors shall have power to pay and agree to pay pensions or other retirement, superannuation, death or disability benefits to (or to any person in respect of) any Director for the time being holding any executive office and for the purpose of providing any such pensions or other benefits to contribute to any scheme or fund or to pay premiums.*

Article 78E: *A Director may be party to or interested in any contract, arrangement or transaction to which the Company is a party. A Director may also hold and be remunerated in respect of any office or place of profit of the Company (other than the office of Auditor of the Company). A Director may act in a professional capacity for the Company or any other company and be remunerated therefore. All profits and advantages accruing to him in any such case may be retained by him for his own absolute use.*

Explanatory Note:

These amendments allow for the Company's Directors to be paid fair remuneration for their time and guidance.