

Articles of Association particularly in relevant to Shareholders' Meeting

CHAPTER 5: SHAREHOLDERS MEETING

- Article 32. A shareholders meeting shall be held in the locality where the head office of the Company is located, or in a nearby province.
- Article 33. The Board of Directors shall call a shareholders meeting as an annual general meeting within four (4) months from the last day of the accounting year of the Company.
- Article 34. Any shareholders meeting other than the aforementioned one shall be called extraordinary general meetings. The Board of Directors may call a shareholders meeting as an extraordinary general meeting any time the Board of Directors deems it expedient to do so.

One or more shareholders holding shares in aggregate of no less than ten (10) percent of the total number of shares sold may at any time subscribe their names and clearly state the matters and purposes in a letter requesting the Board of Directors to call an extraordinary general meeting. In this case, the Board of Directors shall convene the shareholders meeting within the period of forty-five (45) days from the date of receipt of such letter from the shareholders.

If the Board of Directors fails to convene the meeting within the period specified in the second paragraph, the shareholders who have subscribed their names or other shareholders with the shareholdings in the required aggregate amount may convene the meeting by themselves within the period of forty-five (45) days from the expiration of the period under the second paragraph. In this case, such meeting shall be deemed to be convened by the Board of Directors, provided that the Company shall be responsible for any necessary expenses incurred from the convening of such meeting and for reasonable facilitation.

In the case where the number of shareholders present at the meeting convened by the shareholders under the third paragraph is not sufficient to constitute a quorum according to Article 36 of the Articles of Association, the shareholders under the third paragraph shall be jointly responsible for the expenses incurred from the convening of such meeting in favour of the Company.

- Article 35. In calling a shareholders meeting, the Board of Directors shall prepare a written notice calling the meeting which indicates the venue, date, time, agenda, and matters to be proposed to the meeting together with reasonably appropriate details stating clearly whether it is a matter proposed for information, for approval, or for consideration, as well as the opinions of the Board of Directors on the said matters, and shall deliver the same to the shareholders and the registrar under the law governing public limited companies for their information not less than seven (7) days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper for three (3) consecutive days for not less than three (3) days prior to the date of the meeting.
- Article 36. In a shareholders meeting, there shall be shareholders and proxies (if any) attending the meeting in the number of not less than twenty-five (25) persons or not less than one-half (1/2) of the total number of shareholders, and in either case such shareholders shall hold shares in aggregate of not less one-third (1/3) of the total number of shares sold in order to constitute a quorum.

(Translation)

At any shareholders meeting, in the case that one (1) hour has passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting does not constitute a quorum as prescribed, and if such shareholders meeting is called at the request of the shareholders, such meeting shall be cancelled. If the meeting is not called at the request of the shareholders, it shall be rescheduled. In such case, the notice calling such meeting shall be delivered to the shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

Article 37. In a shareholders meeting, a shareholder may appoint any other person as proxy to attend the meeting and vote on his or her behalf. The appointment shall be made in writing and signed by the appointer in the form as prescribed by the registrar under the law governing public limited companies, and shall be submitted to the chairman of the Board of Directors or the person designated by the chairman of the Board of Directors at the venue of the meeting before the proxy attends the meeting. The proxy form shall contain at least the following particulars:

- (1) The number of shares held by the shareholder;
- (2) The name of the proxy;
- (3) The number of the meeting which the proxy is authorized to attend and to vote.

Article 38 The chairman of the Board of Directors shall act as the chairman of the shareholders meeting. In the case that the chairman of the Board of Directors is absent from the meeting or is unable to perform his or her duty, if there is a vice chairman of the Board of Directors present at the meeting, then such vice chairman shall preside over the meeting. If there is no vice chairman of the Board of Directors or there is a vice chairman of the Board of Directors but he or she is unable to perform his or her duty, the shareholders who attend at the meeting shall elect one person among themselves to preside over the meeting.

Article 39. In casting votes, each shareholder shall have a number of votes equal to the number of shares held, that is, one (1) share is entitled to one (1) vote. Votes shall be cast openly, unless at least five (5) shareholders request for a secret vote and the meeting resolves accordingly. The method for the secret vote shall be as stipulated by the chairman of the meeting.

Article 40. A resolution of the shareholders meeting shall be passed by the following votes:

- (1) in an ordinary event, a majority of votes of the shareholders attending the meeting and casting their votes. In the case of an equality of votes, the chairman of the meeting shall have one additional vote as a casting vote.
- (2) each of the following cases shall require a vote of not less than three-quarters (3/4) of the total votes of the shareholders attending the meeting and having the right to vote:
 - (a) To sell and transfer all or a substantial part of the business of the Company to other persons;
 - (b) To acquire or accept the transfer of a business of other public companies or private companies by the Company;

(Translation)

- (c) To execute, amend, or terminate all or a substantial part of an agreement in relation to the lease of business of the Company, to assign any other person to manage the business of the Company, or to enter into the business with other persons for the purpose of sharing profits and losses;
- (d) To amend the Memorandum of Association or the Articles of Association of the Company;
- (e) To increase or decrease the capital of the Company, and to issue the debentures of the Company;
- (f) To amalgamate the business of the Company or to dissolve the Company;

Article 41. The following matters shall be transacted at the annual general meeting:

- (1) To acknowledge the directors' report showing the business of the Company in the previous year;
- (2) To approve the balance sheet, statement of financial position, and the profit and loss statement as of the last day of the accounting year of the Company;
- (3) To approve the allocation of profits and the distribution of dividends;
- (4) To elect new directors in replacement of the directors who are due to retire by rotation and to determine the directors' remuneration;
- (5) To appoint the auditor and to determine the audit fee;
- (6) Other matters.