

**Articles of Association concerning the Shareholders' Meeting and Voting Procedures****1. Convening of Meeting**

Chapter 6 Article 28.

Article 28. The board of directors shall call for a shareholders meeting which is an annual ordinary general meeting of shareholders within four months from the last day of the fiscal year of the Company.

Shareholders meetings other than the one referred to in the first paragraph shall be called extraordinary general meetings. The board of directors may call for the extraordinary general meeting of shareholders at any time as deemed appropriate.

Chapter 6 Article 30.

Article 30. Shareholders holding shares amounting to not less than one-fifth of the total number of shares sold or at least twenty five shareholders holding shares amounting to not less than one-tenth of the total number of shares sold may submit their names and request the board of directors in writing to call for an extraordinary general meeting at any time, provided that, the reasons of request for calling for such meeting shall be clearly stated in the said written request .In such an event, the board of directors shall proceed to call for a shareholder meeting to be held within a period of one month from the date of the receipt of such request from the said shareholders.

Chapter 6 Article 31.

Article 31. In calling a shareholders' meeting, the board of directors shall prepare a written notice specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting in appropriate detail by clearly indicating whether it is a matter proposed for acknowledgement or for approval or for consideration, as the case may be, including the opinion of the board of directors on the said matters, and the said notice shall be distributed to the shareholders and the Registrar not less than seven days prior to the date of the meeting. The notice shall be published in the newspaper for not less than three consecutive days and not less than three days prior to the date of the meeting.

**2. Proxy**

Chapter 6 Article 32.

Article 32. Each shareholder has the right to attend the meeting and vote in every shareholders meeting, but may appoint any person, who becomes sui juris, to be his or her proxy to attend the meeting and vote on behalf of him or her. Proxy must be made in writing in a form specified by the Registrar and signed by the grantor and the grantee and submitted to the chairman of the board or any person determined by the chairman of the board at a place of meeting before the grantee attend the meeting.

**3. Quorum**

Chapter 6 Article 33.

Article 33. Unless otherwise required by the Laws, a quorum of the meeting shall constitute when at least twenty five shareholders and/or proxies attending a shareholders' meeting, and such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold of the Company.

At any shareholders' meeting, if one hour has passed from the time scheduled for the meeting and a quorum is not constituted as prescribed in the first paragraph, and if such shareholders' meeting was called as a result of a request of the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request of the shareholders, a new meeting shall be called for and the notice calling for such meeting shall be dispatched to shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

Chapter 6 Article 34.

Article 34. The chairman of the board shall be the chairman of shareholders meeting. If the chairman of the board is not present at a meeting or cannot perform his/her duty, the vice-chairman, if any, shall be the chairman of the meeting. If there is no vice-chairman or a vice-chairman cannot perform his/her duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

#### **4. Voting**

Chapter 6 Article 35.

Article 35. The chairman of the shareholders meeting has the duty to control the meeting to be in accordance with the Laws and Articles of Association with respect to shareholders meeting. The meeting shall be conducted in order with respect to the agenda specified in the notice of the meeting accordingly, except that the meeting resolved to change the order of agenda with not less than two-thirds of the votes of shareholders attending the meeting.

Chapter 6 Article 36.

Article 36. Except otherwise as specified in these Articles of Association or by the Laws, a final decision or resolution of the shareholders meeting shall require a majority of votes of the shareholders attending the meeting and cast their votes. In case of voting, one share shall equal to one vote. In case of a tie vote, the chairman of the meeting shall have a casting vote.

Any shareholder has special interest in any transaction in which the meeting will resolve, such shareholder shall not have the right to vote in such transaction, except for the vote in terms of the appointment of directors.

#### **5. Annual General Meeting of Shareholders**

Chapter 6 Article 29.

Article 29. The annual ordinary general meeting shall transact the following agenda:

- (1) To acknowledge the report of the board of directors for the activities of the Company for the past year
  - (2) To consider approval the balance sheet and profit and loss statements
  - (3) To consider approval the allocation of profit
  - (4) To consider the appointment of directors
  - (5) To consider the appointment of auditor and fixing his/her remuneration
  - (6) To consider other matters (if any)
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