

## **Articles of Association relevant to the Meeting**

### **1. Closing of Share Registration Book**

(Article 13) During the period of 21 (twenty-one) days prior to each shareholders meeting, the Company may cease to accept registration of share transfers by notifying the shareholders in advance at its head office and at every branch office not less than 14 (fourteen) days prior to the commencement date of cessation of the registration of share transfers.

### **2. Calling of the Shareholders Meeting**

(Article 30) The Board of Directors shall call a shareholders meeting which is an Annual Ordinary General Meeting of Shareholders within 4 (four) months of the last day of the fiscal year of the Company.

Shareholders Meetings other than the one referred to in the abovementioned meeting shall be called Extraordinary Meetings. The Board of Directors may call an Extraordinary Meeting of Shareholders any time the Board considers it expedient to do so, or one or more than one shareholders holding shares amounting to not less than 10 (ten) percent of the total number of shares sold may submit their names in a request directing the Board of Directors to call an Extraordinary Meeting at any time, but the agendas and reasons for calling such meeting shall be clearly stated in such request. The Board of Directors shall proceed to call a shareholders meeting to be held within 45 (forty-five) days of the date of receipt of such request from the said shareholders.

If the Board of directors does not hold the meeting within the period of time specified in paragraph two, the shareholders who subscribe their names or other shareholders holding shares amounting to the required amount may call the meeting themselves within 45 (forty-five) days as from the date on which the period of time in paragraph two ends. In this case, the meeting is deemed a shareholders meeting called by the Board of Directors and the Company shall be responsible for the expense incurred therefrom and shall reasonably facilitate the meeting.

In the case where the quorum of the meeting called by the shareholders under paragraph three cannot be constituted as specified in Article 32, the shareholders under paragraph three shall compensate the Company the expenses incurred from such meeting.

Where the Board of Directors deems appropriate, the meeting of the shareholders may be held via electronic means, provided that such meeting shall be held in accordance with the laws, regulation, notifications, requirements or any other relevant rules that are currently applicable or as may be amended in future.

The notice of the meeting may be served via electronic means, subject to requirements under the applicable laws.

(Article 31) In calling a shareholders meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information at least 7 (seven) days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper at least 3 (three) days prior to the date of the meeting.

### **3. The quorum**

(Article 32) In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholders meeting amounting to not less than 25 (twenty-five) persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than 1/3 (one-third) of the total number of shares sold of the company.

(Article 33) Shareholders are entitled to attend and vote at the shareholders meeting but they may authorize other persons as proxies to attend and vote at any meeting on their behalf. In case of appointment of a proxy, the instrument appointing the proxy in form of designated by the Registrar shall be submitted to the Chairman of the Board or to the person designated by the Chairman of the Board at the place of the meeting prior to the proxy attending the meeting.

### **Articles of Association relevant to the Meeting**

At any shareholders meeting, if 1 (one) hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as specified, if such shareholders meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than 7 (seven) days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

(Article 34) The Chairman of the Board shall be the chairman of shareholders meetings. If the Chairman of the Board is not present at a meeting or cannot perform his duty, and if there is a Deputy Chairman of the Board, the Deputy Chairman of the Board present at the meeting shall be the chairman of the meeting. If there is no Deputy Chairman of the Board or there is a Deputy Chairman of the Board who is not present at the meeting or cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting only at that time.

#### **4. Voting**

(Article 35) A resolution of the shareholders meeting shall be made by voting, one share shall be counted one vote, except any shareholder who has in a resolution a special interest shall not entitled to exercise the right of proxy to vote. However, vote for election of directors is not subjected to this Article. The chairman of the meeting may ask him/her to leave the meeting temporarily. Unless otherwise stipulated by this Article of Association, a resolution of the shareholders meeting shall require:

(1) in an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote.

(2) in the following events, a vote of not less than 3/4 (three quarters) of the total number of votes of shareholders who attend the meeting and have the right to vote:

(a) the amending or changing the Article of Association, the Memorandum of Association, the increasing or reducing of capital, the issuance of the debentures, the amalgamation of companies or the other events which the provisions of the law stipulated that the resolution of the shareholders meeting shall require a vote of not less than 3/4 (three quarters) of the total number of votes of shareholders who attend the meeting and have the right to vote.

(b) the sale or transfer of the whole or important parts of the business of the Company to other persons;

(c) the purchase or acceptance of transfer of the business of other companies or private companies by the Company;

(d) the making, amending or terminating of contracts with respect to the granting of a lease of the whole or important parts of the business of the company, the assignment of the management of the business of the company to any other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing.

#### **5. Agenda of the Meeting**

(Article 36) The business to be transacted at the Annual Ordinary General Meeting is as follows:

(1) The directors submit to the meeting the report showing how the business of the Company was conducted during the year under review;

(2) Consideration and approval the balance sheets, profit and loss statements of the previous fiscal year;

(3) Consideration on the allocation of the net profit for legal reserves;

(4) Election of new directors in replacement of those retired by rotation;

(5) Appointment of the auditor and determine the auditin fee;

(6) Determine the remuneration of the Directors;

(7) Other business.