



The Company's Articles of Association relating to Shareholder's Meeting

Article 27 The Board of Directors shall call a shareholder meeting which is an annual ordinary general meeting of shareholders within four months of the last day of the fiscal year of the Company.

Shareholders' meeting other than the one referred to the first paragraph shall be called extraordinary general meetings. The Board of Directors may call and extraordinary general meeting of shareholders any expedient time;

or shareholders holding shares amounting not less than one-fifth of the total number of shares sold, or shareholders numbering not less than twenty-five persons holding shares amounting not less than one-tenth of the total shares sold may submit their names in a request directing the Board of Directors to call an extraordinary general meeting at any time; but the reasons for calling such meeting shall be clearly stated in the request.

Article 28 To convene a shareholders meeting, the Board of Directors shall prepare a notice of invitation, indicating the place, date, time and agenda items, including matters to be proposed to the meeting and appropriate details. The notice shall clearly indicate whether the matters, along with relevant opinion of the Board of Directors, are proposed to the meeting for acknowledgement, for approval or for consideration. The notice of invitation shall be delivered to shareholders and the registrar no less than 7 days prior to the date of the meeting, and shall be published in a newspaper for no less than 3 consecutive days and no less 3 days prior to the date of the meeting.

The shareholders meeting shall be held at the locality where the Company's head office is located, or in a neighboring province, or at any other venue as fixed by the Board of Directors.

Article 29 At any shareholders meeting, shareholders may give a proxy to other persons to attend the meeting and vote on their behalf. The proxy shall be made in writing as prescribed by the public limited company registrar, and signed by the proxy granter. The proxy shall be submitted to the chairman or the person determined by the chairman at the place of the meeting before the proxy attends the meeting.

Article 30 At a shareholders meeting, there shall be not less than 25 shareholders and proxies (if any) attending and such shareholders shall hold shares amounting to not less than 1/3 of the total number of shares sold or shareholders and proxies attend the meeting not less than half of the total number of the shareholders and such shareholders shall hold shares amounting to not less than 1/3 of the total number of shares sold, whereby a quorum would then be constituted.

At any shareholders meeting, if 1 hour has passed from the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed, and if such shareholders meeting was called as a result of a request of the shareholders, the meeting shall be cancelled. If the 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

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dispatched to shareholders not less than 7 days prior to the date of the meeting. At the subsequent meeting, a quorum is not required.

The chairman of the Board of Directors shall be the chairman of the meeting. In case of absence of the chairman, or if the chairman is incapable of performing his or her duties, the vice-chairman, if any, shall preside over the meeting. If there is no vice-chairman, or if the vice-chairman is absent or incapable of performing his or her duties, shareholders present at the meeting shall elect one among themselves to preside over the meeting.

Article 31 To vote at a shareholders meeting, 1 share shall carry 1 vote and resolutions of shareholders meetings shall be passed by the following votes:

- (1) In an ordinary event, resolutions of the meeting shall be passed by the majority votes of the shareholders with voting rights who attended the Meeting. In case of a tie, the chairman of the meeting shall cast one extra vote to reach a final decision.
- (2) In the following cases, resolutions of the meeting shall be passed by the total votes being no less than three-fourths (3/4) of the total number of shareholders who attend the meeting and have the right to vote:
 - (a) Selling or transfer of the entire business of the Company or a material part thereof to other persons.
 - (b) Purchase or acceptance of business transfer of another company or a public limited company to the Company.
 - (c) Entering into, amendment or termination of agreements relating to the lease of the entire business of the Company or a material part thereof. Authorization of other persons to manage the business of the Company or consolidation of business with other persons with the aim to share profit and loss.
 - (d) Amendment to Memorandum of Association or Articles of Association of the Company.
 - (e) Capital increase or decrease, or issuance of debentures.
 - (f) Amalgamation or dissolution.

Article 32 Business to be transacted at an annual general meeting shall be the following

- (1) to consider the report of the Board of Directors proposed to the meeting on performance of the Company in the preceding year.
- (2) to consider and approve balance sheets and The comprehensive income of the past fiscal year.
- (3) to consider allocation of profit and allocation for the statutory reserve.
- (4) to elect directors to replace those who retire by rotation and approve the remuneration.
- (5) other business.