

## **Articles of Association concerning the Shareholders' Meeting and Voting Procedures**

### **1. Calling a Shareholders' Meeting**

#### Chapter 5 Clause 32

The Board of Directors will arrange for the holding of An Annual Ordinary General Meeting of the Shareholders within four (4) months after the end of the Company's accounting year.

All other general meetings except that above mentioned shall be called Extraordinary General Meeting which may be summoned by the Board of Directors at any time whenever they think fit or shall be summoned by the joint request in writing either of the shareholders who represent in total at least one-fifth of the total sold shares or of no less than twenty-five shareholders who represent in total at least one-tenth of the total sold shares. The request so made must however clearly specify the reason for summoning such meeting. In this event, the extraordinary meeting shall be held within one (1) month after the joint request from the shareholders has been received.

### **2. Convening of Meeting**

#### Chapter 5 Clause 34

In calling a general meeting the Board of Directors shall prepare written notice specifying the place, day and hour, agenda, and matters to be presented thereat in reasonable detail, together with the directors' opinion thereon. Such notice shall be sent to each shareholder and the Registrar no less than seven (7) days before the scheduled date of the meeting and published in newspaper for at least three (3) consecutive day no less than three (3) days before the meeting.

### **3. Quorum**

#### Chapter 5 Clause 35

At any general meeting, there must be present not less than twenty five (25) shareholders and their proxies (if any) or not less than one-half (1/2) of the total shareholders, which ever is lesser, and there must be a total number of not less than one-third (1/3) of the total sold share are present in person or by proxy in order to constitute a quorum.

If within an hour from the time appointed for holding the general meeting the requisite quorum is not assembled, such meeting, if summoned at the request of the shareholders, shall be dissolved. If the general meeting is not summoned at the request of the shareholders, another meeting shall be summoned and notices calling another meeting shall be sent to the shareholders no less than seven (7) days before the meeting and, at such meeting, no quorum shall be necessary.

#### **4. Voting Procedures**

##### Chapter 5 Clause 36

A resolution put to the vote of the general meeting shall be decided as follows:

- (1) Every shareholder shall have one vote per share.
- (2) The regular businesses shall be decided by the majority votes of the shareholders present and voting. In the case of a tie, the presiding chairman shall have a casting vote.
- (3) The following specific businesses shall be decided by votes not less than three-fourths of the total votes of the shareholders present and qualified to vote.
  - (a) a sale or transfer of business of the company, in whole or in essential part, to other person;
  - (b) a purchase or acceptance of transfer of business of other company or private company to be the company's own;
  - (c) entering into, amending, or terminating a lease of business of the company in whole or in essential part; entrusting other person with the management of the company; or amalgamating business with other persons with the objective to share profit and loss.