

Articles of Association of the Company concerning the Shareholders' Meeting**Chapter 5****Shareholders' Meeting**

Article 34 The board of directors must cause an annual general meeting of shareholders to be held within four (4) months as from the date on which the fiscal year of the company ends. The board of directors shall deliver the documents as specified by the laws to the shareholders together with the notice of annual general meeting.

Other meetings of shareholders apart from the abovementioned shall be called "extraordinary general meeting". The board of directors may summon an extraordinary general meeting of shareholders whenever it deems appropriate. One or more shareholders holding shares in the aggregate number of not less than ten (10) percent of the total number of shares sold, may, by subscribing their names, make a written requisition to the board of directors for summoning an extraordinary meeting at any time, provided that reasons for requisitioning a summons of a meeting shall also be clearly indicated therein. In such case, the board of directors must arrange a meeting of shareholders to be held within forty-five (45) days as from the date of receipt the written request from the shareholders.

In the case that the board of directors fails to arrange for a meeting within the period under paragraph two, one or more shareholders holding required number of shares may call the meeting within forty-five (45) days from the date of the due date of the period specified under the paragraph two. In such case, the meeting is deemed to be a meeting of shareholders summoned by the board of directors. The Company shall be responsible for all expenses arising from holding such meeting and facilitating as appropriate.

In the case that the quorum of the meeting of shareholders summoned upon the requisition of shareholders under paragraph three is not constituted as required in Article 38, the shareholders under paragraph three shall be jointly liable for expenses arising from holding such meeting to the Company.

For the meeting of shareholders to be summoned upon the requisition of shareholders under paragraph three, the delivery and disclosure of the notice of the meeting shall be in accordance with any relevant laws, notification, rules, and regulations.

Article 35 A meeting of shareholders may be conducted through electronic means. Such electronic meeting of shareholders shall be in accordance with any relevant laws, notification, rules, and regulations. In this case, it is deemed that the principal office of the Company is a place of meeting.

Article 36 In summoning a shareholders' meeting, either normal meeting or electronic meeting, the board of directors shall prepare a notice summoning the meeting, with an indication of the place, date, time, and agenda of the meeting, and matters to be proposed to the meeting, together with reasonable details and a clear indication as to whether such matters are to be proposed for acknowledgement, approval or consideration, as the case may be, as well as opinions of the board of directors on such matters, and shall send such notice to the shareholders and the Registrar not less than seven (7) days prior to the date of the meeting. The notice summoning the meeting shall also be published in a newspaper for three (3) consecutive days not less than three (3) days prior to the date of the meeting.

The delivery of the notice of the meeting, either the normal or electronic meeting, shall be in accordance with any relevant laws, notification, rules, and regulations.

The shareholders' meeting of the Company shall be held in the locality where the principal office of the Company is located or in a nearby province or any other location determined by the chairman of the board, or a person authorized by the chairman.

The action under paragraph one may be made through electronic method by means of announcement via a website accessible for public being able to verify the website's owner in accordance with the laws and regulations stipulated by the Registrar.

Article 37 In the meeting of shareholders, a shareholder may appoint a person as proxy to attend the meeting and cast the votes on his/her behalf. In this case, the appointment of a proxy must be made in writing, signed by a grantor and further submitted to the chairman of the board of directors or a person designated by the chairman of the board of directors at the place of meeting before the proxy attends the meeting.

The appointment of proxy under paragraph one may be made through electronic means by applying the secured and reliable method which can be verified that the appointment has been made by the shareholder. In this case, the action shall be in accordance with the rules and regulations stipulated by the Registrar.

The written instrument appointing a proxy shall be in accordance with the form prescribed by the Registrar and shall at least contain the following particulars:

- (1) the number of shares held by a grantor;
- (2) the name of the proxy; and
- (3) the meeting which the proxy is authorized to attend and cast the votes.

In voting, the proxy shall be deemed to have the same number of votes as the aggregate number of votes of the shareholders as grantors, unless the proxy declares at the meeting prior to voting that the proxy intends to vote on behalf of only some of the grantors, with an indication of the names of the grantors and the number of shares held by the grantors.

Article 38 At a meeting of the shareholders, the presence of not less than twenty-five (25) shareholders and their proxies (if any) or not less than one-half (1/2) of the total number of shareholders, with the aggregate number of shares of not less than one-third (1/3) of the number of shares sold, is required to constitute a quorum.

In the case where, at any meeting of shareholders, it appears that after an hour (1) from the specified time, the quorum is not constituted by the presence of shareholders as prescribed under paragraph one. The meeting, if summoned upon the requisition of shareholders, shall be dissolved. If the meeting of shareholders had not been summoned upon the requisition of shareholders, another meeting shall be summoned, and a written notice summoning the meeting shall be sent to the shareholders not less than seven (7) days prior to the date of the meeting. At such subsequent meeting, no quorum is required to be constituted.

Article 39 The chairman of the board shall preside over a meeting of shareholders. In the case where the chairman of the board is not present or is unable to perform the duty, a vice chairman shall preside over the meeting. If there is no vice chairman or there is a vice chairman but the vice chairman is unable to perform the duty, the shareholders present at the meeting shall elect one amongst themselves to preside over the meeting.

Article 40 The person presiding over a meeting of shareholders has the duty to monitor the meeting to ensure its compliance with the Company's Articles of Association and shall conduct the meeting in order of the matters as listed in the agenda specified in the notice of the meeting, unless the meeting passes a resolution reshuffling the order of the matters in the agenda, with the votes of not less than two-thirds (2/3) of the number of shareholders present at the meeting.

In the event that the consideration of the matters in order of the agenda specified in the notice of the meeting is unfinished or the consideration of the matters proposed by the shareholders holding the aggregate number of the shares of not less than one-third (1/3) of the total number of shares sold is unfinished, and an adjournment of its consideration is

necessary, the meeting shall fix the place, date and time of the next meeting and the board of directors shall send a notice summoning a meeting, with an indication of the place, date, time, and the agenda of the meeting to the shareholders not less than seven (7) days prior to the date of the meeting. The notice summoning the meeting shall also be published in a newspaper for three (3) consecutive days not less than three (3) days prior to the date of the meeting.

The action under paragraph two may be made through electronic method by means of announcement via a website accessible for public being able to verify the website's owner in accordance with the laws and regulations stipulated by the Registrar.

Article 41 With respect to casting votes, whether by any means, one (1) share is entitled to one (1) vote. Any shareholder who has any special interest in any matter to be resolved by the meeting shall not be entitled to cast the vote on such matter, except for the election of directors.

Article 42 Unless otherwise provided in the laws on public limited companies, a resolution of a meeting of shareholders requires votes as follows:

- (1) in general case, a majority of votes of the shareholders attending the meeting and casting their votes is required, provided that in the case of an equality of votes, the person presiding over the meeting shall have an additional vote as a casting vote
- (2) in any of the following cases, votes of not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and having the right to vote are required:
 - (a) amendment to the Company's Memorandum of Association or Articles of Association;
 - (b) sale or transfer the business of the Company, in whole or in substantial part, to any other person;
 - (c) purchase or acceptance of transfer of the business of any other company or a private company, by the Company;
 - (d) execution, amendment, or termination of any contract concerning the granting of a lease of the Company's business, in whole or in substantial part, the assignment of any other person to manage the business of the Company, or an amalgamation of the business with any other person for the purpose of profits and loss sharing; and
 - (e) issuance of debentures, increase of capital, reduction of capital, amalgamation and dissolution of the Company.

Article 43 The matters to be conducted at the annual general meeting of shareholders are as follows:

- (1) to consider and acknowledge the annual report of the board of directors;
- (2) to consider and approve the balance sheet and profit and loss statement;
- (3) to consider and approve the allocation of the profit and the dividend payment;
- (4) to consider and elect directors to replace those retired by rotation and the directors' remuneration;
- (5) to consider and appoint the auditor and determine the audit fee of the Company; and
- (6) to consider other matters (if any)