

## Company's Articles of Association relating to the Shareholders' Meeting

### 1. Convening of Meeting

#### Chapter 3 Article 13

During the period of twenty one (21) days before each shareholder's meeting, the Company shall not accept recording the share transfer by announcing to shareholders in advance at the head office for a period of not less than fourteen (14) days prior to suspension of recording the share transfer.

#### Chapter 6 Article 28

The board of directors shall call for the annual 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.

Shareholders' meetings may be held by electronic means in accordance with the laws governing electronic meetings and the headquarter of the Company shall be deemed to be the venue of such meeting.

#### Chapter 6 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 (7) days prior to the date of the meeting. The notice shall be published in the newspaper for not less than three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

#### Chapter 8 Article 50

In the case where the Company will send notices, make statements or publicize any information in relation to the Company to third parties or the public in a newspaper, the Company may, instead, use the electronic means pursuant to the regulations prescribed by the Registrar.

In the case where the Company or the board of directors has duties to send letters or documents to the directors, shareholders or creditors of the Company under this Company's Articles of Association or the regulations issued under the relevant laws, if the said persons inform their desire or give consent to receive the letters or documents by the electronic means, the Company or the board of directors may, instead, send by the electronic means pursuant to the regulations prescribed by the Registrar.

### 2. Proxy

#### Chapter 6 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 assigned by the chairman of the board at a place of meeting before the grantee attend the meeting.

The appointment of a proxy pursuant to the first paragraph may, instead, be made by electronic means. The procedures and criteria for such electronic means shall be in accordance with the laws, notifications or pursuant to the regulations prescribed by the Registrar.

### **3. Quorum**

#### Chapter 6 Article 33

At a shareholders' meeting there shall be not less than twenty five (25) shareholders and proxies (if any) attending the meeting and such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold of the Company, whereby a quorum would then be constituted unless otherwise stipulated by laws.

At any shareholders' meeting, if one (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 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 (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

### **4. Voting Procedures**

#### Chapter 6 Article 36

Except otherwise as specified in these Articles of Association or by 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 matter in which the meeting will resolve, such shareholder shall not have the right to vote in such matter, except for the vote in terms of the appointment of directors.

#### Chapter 6 Article 49

The Company may add or amend its Memorandum of Association or Articles of Association at any time with a resolution of not less than three-fourths of the total votes of shareholders who attended the meeting and are entitled to vote.