

Articles of Association Applicable to Shareholders' Meeting

Chapter 5

Meeting of Shareholders**Article 34.**

The Board of Directors shall call an annual general meeting of shareholders to be held within four (4) months from the end of the Company's accounting year.

A meeting of shareholders other than the above-mentioned meeting shall be called an extraordinary general meeting.

Article 35.

The Board of Directors may call a shareholders' meeting as an extraordinary meeting at any time as it deems fit or one (1) shareholder or more representing not less than ten (10) percent of all issued shares may request the Board of Directors in writing to call a shareholders' meeting as an extraordinary meeting at any time, provided that the matters and reasons to call such meeting must be clearly specified in the request, in which case, the Board of Directors shall convene a shareholders' meeting within forty-five (45) days from the date of receipt of such request from the shareholders.

Should the Board of Directors fail to convene a shareholders' meeting within such time as specified in paragraph one, all the shareholders who have made such request or the other shareholders representing the requisite number of shares may call such a meeting themselves within forty-five (45) days upon the lapse of such period under paragraph one, in which case, it shall be regarded as a shareholders' meeting convened by the Board of Directors, and as such, the Company shall be responsible for such costs essentially and reasonably incurred by the convening of such meeting and facilities thereof.

In any shareholders' meeting called under paragraph two, if the number of shareholders present at the meeting does not constitute a quorum as required by Article 37, the shareholders under paragraph two shall be jointly responsible to reimburse the Company for such costs incurred by the convening of such shareholders' meeting.

General meetings of the Company shall be held at the locality where the Company's head office is located or in nearby provinces or any other places as shall be designated by the Board of Directors and indicated in the meeting notices.

Article 36.

In calling a meeting of shareholders, the Board of Directors shall prepare a notice specifying the place, date, time, agenda and matters to be proposed to the Meeting, together with reasonable details, which must be clearly indicated as matters for information, approval or consideration, as the case may be, along with the Board of Directors' opinions on such matters. Such notice shall be sent to the shareholders and the registrar at least seven (7) days prior to the meeting date, and published in a newspaper for three (3) consecutive days for not less than



three (3) days before the meeting date.

Article 37.

Every meeting of shareholders shall require the presence of not less than twenty-five (25) shareholders and their proxies (if any) or not less than one half (1/2) of all shareholders, whichever is lower, representing in aggregate not less than one-third (1/3) of all issued shares to constitute a quorum.

At any shareholders' meeting, upon a lapse of one (1) hour from the appointed time, if the number of shareholders present at the meeting is not sufficient to constitute a quorum as prescribed, and such meeting is called at the shareholders' request, it shall be cancelled. If it is not called at the shareholders' request, such meeting shall be re-convened by sending a notice of meeting to the shareholders at least seven (7) days before the meeting date. At such subsequent meeting, no quorum is required.

Article 38.

(1) At each shareholders' meeting, a shareholder may appoint another person of legal age as his/her proxy to attend and vote at the meeting on his/her behalf. Such proxy form must be dated and signed by the shareholder granting proxy and be in the form as designated by the registrar, and shall at least contain the following particulars:

1. The number of shares held by the proxy grantor;
2. The proxy holder's name; and
3. The meeting for which such proxy is granted to attend and vote.

(2) The proxy holder whose name appears in the proxy form shall furnish such instrument appointing proxy to the Chairman or the person designated by the Board of Directors.

(3) If a proxy holder is also another shareholder or not a shareholder of the Company, but is appointed as proxy by more than one (1) shareholders, such proxy holder shall be entitled to vote by the number of votes granted by the proxy grantor(s), in addition to his/her own votes as a shareholder

Article 39.

The Chairman of the Board of Directors shall preside over every shareholders' meeting. In the case where the Chairman of the Board of Directors is not present or is unable to perform his/her duty, a Vice-Chairman, if any, shall preside over the meeting. If there is no Vice-Chairman or he/she is unable to perform his/her duty either, the meeting shall appoint one (1) shareholder to preside over such meeting.

Article 40.

Resolutions of a shareholders' meeting shall require votes as follows:

- (1) In a normal case, a majority vote of the shareholders present and vote at the meeting is required, where one share is equal to one vote. In case of a tie, the chairman of the meeting shall have a casting vote.



- (2) In any of the following events, not less than three-fourths (3/4) of all votes of the shareholders present and entitled to vote is required, where one share is equal to one vote:
- a. a sale or transfer of all or substantial parts of the business of the Company to a third party;
 - b. an acquisition or acceptance of transfer by the Company of business of other company or private company;
 - c. an execution, amendment or termination of any contract concerning lease of all or substantial parts of the Company's business, an assignment of a third party to manage the Company's business, or a merger of the Company's business with a third party for the purpose of profit and loss sharing;
 - d. an amendment of the Memorandum of Association or the Articles of Association of the Company;
 - e. an increase or decrease of the Company's capital or issuance of debentures; and
 - f. a merger or dissolution of the Company.

Article 41.

Matters to be conducted at an annual general meeting are as follows:

- (1) To consider the Board of Directors' report to the meeting on the Company's business over the previous year;
- (2) To consider and approve the balance sheet and profit and loss statements;
- (3) To consider an allocation of profit and approval of declaration of dividend;
- (4) To elect directors to replace those due to retire by rotation;
- (5) To appoint the auditor and determine the audit fee; (6) Other matters