

The Company's Articles of Association regarding the Shareholders' Meeting and voting procedures

- No.35 The Shareholders' Meeting of the Company shall be arranged in the area of the Head Office's location or the adjacent province or any place determined by the Board of Directors.
- No.36 The Board of Directors shall call a Shareholders' Meeting at least once a year which is an "Annual Ordinary General Meeting of Shareholders". The Meeting shall be held within four (4) months after the last day of the fiscal year of the Company. Shareholders' Meeting other than the one referred to in the first paragraph shall be called "Extraordinary General Meeting". The Board of Directors may call an Extraordinary General Meeting of Shareholders any time the Board considers it expedient to do so. One or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may submit a written request to the Board of Directors for calling an Extraordinary General Meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a Shareholders' Meeting to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.
- In case the Board of Directors does not hold the meeting within the period as prescribed under the third paragraph, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five (45) days from the completion of such period. In this regard, the meeting shall be considered as the Shareholders' Meeting called by the Board of Directors. The Company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation.
- In the case that the quorum of the meeting convened as requested by the shareholders according to the fourth paragraph cannot be formed as required by this Articles of Association, the shareholders under the fourth paragraph shall be jointly responsible for any expenses incurring from the convening of such meeting.
- No.37 In calling a Shareholders' Meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agendas of the meeting and the matters to be proposed to the meeting with reasonable details by indicating clearly whether it is the matter proposed for information, for approval, or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information at least seven (7) days prior to the date of the meeting. The notice calling for the meeting shall also be published consecutively in a newspaper at least three (3) days prior to the date of the meeting.
- No.38 In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a Shareholders' Meeting amounting to not less than twenty-five (25) persons, or not less than one half (1/2) of the total number of shareholders, and in either case such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold, unless otherwise stipulated by the law governing public limited companies.
- At any Shareholders' Meeting, if one (1) hour has passed from the time specified for the meeting and the number of shareholders and the aggregate number of shares held by the shareholders attending the meeting is still inadequate for a quorum, and if such Shareholders' Meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was called by the Board of Directors, the meeting shall be called once again and the notice calling such meeting shall be delivered to the shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting a quorum is not required.
- No.39 At Shareholders' Meeting, a shareholder may authorize a person as his/her proxy to attend the meeting and vote on his/her behalf. The appointment shall be made in writing and signed by the proxy grantor, and complied with the Registrar. It shall be submitted to the Chairman of the Board, or to the person designated by the Chairman of the Board, at the place of the meeting before the proxy attends the meeting. The proxy form shall be as specified by the Registrar under the law governing public limited companies which has at least the following details:

- a. Number of holding shares
- b. Proxy holder's name
- c. Meeting no. for proxy to attend the meeting and to vote

No.40 The Shareholders' Meeting shall be conducted to follow the sequence of the agendas specified in the notice calling for the meeting, provided that the meeting may pass a resolution allowing a change in the sequence of the agendas with a vote of not less than two-thirds (2/3) of the number of the shareholders present at the meeting.

If the consideration of the matters referred to in the first paragraph is finished, the shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold may request the meeting to consider the matters other than those indicated in the notice calling for the meeting.

If the meeting has not concluded the consideration of the matters according to the sequence of the agendas as referred to in the first paragraph, or the matters raised by the shareholders under the second paragraph, as the case may be, and it is necessary to postpone the consideration of the meeting, the meeting shall determine the place, date and time for the next meeting and the Board of Directors shall, not less than seven (7) days prior to the date of the meeting, deliver to the shareholders notice calling for the meeting which indicates the place, date, time and agendas of the meeting. The notice calling for the meeting shall also be published consecutively in a newspaper not less than three (3) days prior to the date of the meeting.

No.41 The Chairman of the Board of Directors shall preside at every Shareholders' Meeting. If the Chairman of the Board is not present at a meeting, or cannot perform his/her duty, and if there is a Vice-Chairman, the Vice-Chairman present at the meeting shall be the chairman of the meeting. If there is no Vice-Chairman, or if the Vice-Chairman cannot perform his/her duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

No.42 At the Shareholders' Meeting, the subscribers shall have votes equal to the number of shares subscribed by them. One share is entitled to one vote.

A shareholder or a proxy who has any special interest in a resolution cannot vote on such resolution, except for voting on the election of Directors.

No.43 Unless otherwise stipulated by these Articles of Association or by the law governing public limited companies, any voting or resolution at a Shareholders' Meeting shall be passed by a simple majority of the shareholders present at the meeting with the right to vote. The following matters must have a vote of not less than third-fourths (3/4) of the total number of the shareholders present at the meeting with the right to vote.

- a. Sales or transfer the whole or the important business of the Company to others;
- b. Acquire or receive transfer of the business of other public companies or private companies;
- c. Enter, amend or terminate the contracts relating to the rent of the whole or the important business of the Company, giving an authority for management to others, or merging the business with others on the purpose of profit/loss sharing;
- d. Amendments of the Company's Memorandum or Articles of Association;
- e. Increase or decrease of the share capital;
- f. Issuance of the debentures;
- g. Merging or termination of business.