

## **Articles of Association relating to Shareholder Meeting and Voting.**

### **1. Shareholder Meeting Calling**

**Article 36:** In calling a shareholder meeting, the Board of Directors shall prepare an invitation notice of a meeting specifying the place, date, time, agenda of the meeting and the matter to be submitted to the meeting together with appropriate details, clearly stating whether they will be for acknowledgement, for approval or for consideration including the opinions of the Board of Directors and shall send the same to shareholders and the Registrar not less than 7 days prior to the meeting. Besides, publication of invitation of the meeting shall also be made in a newspaper for not less than 3 consecutive days at least 3 days prior to the meeting.

### **2. Quorum**

**Article 37:** In the shareholder meeting, there must be shareholders and proxies (if any) at a number of not less than 25 persons or not less than one-half of the total number of shareholders holding in the aggregate not less than one-thirds of the total number of shares sold to constitute a quorum.

In case, if one hour is pass from the time stated for the shareholder meeting, the number of shareholders present are less than the required number as to form a quorum in accordance with paragraph one, if such shareholder meeting was convened at the request of shareholders, it shall be canceled. If such a meeting was not convened at the request of shareholder, the meeting shall be called again in the latter case, in which the written notice of the meeting shall be sent to shareholders not less than 7 days prior to the date of meeting. In the latter meeting, a quorum is not compulsory.

### **3. Proxy**

**Article 38:** In a shareholder meeting, the shareholders may appoint another person as his proxy to attend and vote on his behalf. The instrument appointing proxy shall be dated and signed by the shareholder giving proxy and shall be in the form so prescribed by the Registrar.

The instrument appointing proxy shall be delivered to the Chairman of the Board or a person entrusted by the Chairman at the meeting prior to the time of the meeting.

### **4. Vote**

**Article 39:** In casting votes, each share shall be entitled to one vote and a resolution of the shareholder meeting shall be comprised of the following votes:

- (1) In a normal case, the majority of votes of the shareholders who attend the meeting and hold the right to vote. In the case of a tie, the Chairman of the meeting shall be entitled to another casting vote.
- (2) In the following cases, a resolution must be passed by a vote of not less than three-fourths of the total number of votes of shareholders who are present at the meeting and have the rights to vote
  - a) To sale or transfer of businesses of the Company, either in their entirety or in certain essential parts, to other persons.
  - b) To purchase or acceptance of transfer of businesses of other public companies or private companies to the Company.
  - c) To agree, amend or cancel of contracts relating to lease out of the businesses of the Company, either in entirety or in certain essential parts.
  - d) To assign any person or juristic person to manage the businesses of the Company.
  - e) To consolidate the company's business with a person or juristic person with an objective to share a profit and losses.
  - f) To amend the Memorandum or Articles of Association.
  - g) To increase or decrease the Company's capital.
  - h) To merge or dissolve the Company.

## **5. Appointment of Director**

### **Article 18:**

Appointment of directors shall be made by a shareholder meeting in pursuant to the following rules and procedures:

- 1) Each shareholder shall have one vote for each share.
- 2) Each shareholder must exercise all the votes he/she has under (1) to elect one or several directors, but may not allot his/her votes to an individual unevenly.
- 3) Persons receiving the highest votes sequentially shall be elected as eligible directors for the numbers of directors required at that time. In the event that there are equal votes amongst the persons elected, in order of respective high numbers of votes while the number of such persons exceeds the number of required directors at that time, the Chairman shall be entitled to another casting vote.