

**The Company's Articles of Association with regard to the Annual General Meeting of Shareholders**

**The Shareholder Meeting**

**Article 31** The Board of Directors shall arrange for an annual general meeting within 4 months from the last date of the fiscal year of the company.

Shareholders meeting other than annual general meeting shall be called "extraordinary general meetings". An extraordinary general meeting may be called by the Board of Directors which may call it at any time

Shareholders holding an aggregate of not less than one-fifth of the total number of shares sold; or at least 25 shareholders holding an aggregate of not less than one-tenth of the total shares sold, may submit their names in a request directing the Board of Directors to call an extraordinary general meeting at any time but the reason for calling such meeting shall be clearly stated in such request. The Board of Directors must arrange for an extraordinary general meeting to be held within 1 month from the receipt date of such request from the shareholders.

**Article 32** In calling shareholders meeting, the Board of Directors shall proceed as follows:

-Prepare a notice stating the place, date, time, agenda of the meeting and matters to be proposed to the meeting together with reasonable details by indicating clearly whether it is the matter proposed for such matters.

-Delivery the above notice to the shareholders at least 7 days prior to the date of the meeting; and

-Public the above notice in a newspaper for 3 consecutive days and at least 3 days prior to the date of the meeting.

A Place of shareholders meeting can be convened at the province where the Company's head office is located or other place that it decided by the Board of Directors.

**The Quorum**

**Article 33** In order to constitute a quorum, there must be at least 25 shareholders and proxies (If any) attending at a shareholders meeting or at least one half of the total number of shareholders and such shareholders must hold not less than one-third of the total number of the company's share sold.

At any shareholders meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as defined in the first paragraph of Article 33, and: if such shareholders meeting was called by the request of the shareholder, such meeting shall be cancelled; but if such shareholders meeting was not called by the request of the shareholders, the Board of Directors shall call for another meeting by sending a notice to the shareholders at least 7 days prior to the date of the meeting. At the subsequent meeting, a quorum prescribed in the first paragraph of article 33 is not required.

**Article 34** The chairman of the Board of Directors has a duty to be the chairman of the meeting. In case the chairman of the Board is not present at the meeting or cannot perform his duty, and if there is a vice-chairman shall be the chairman of the meeting. If there is no vice-chairman, or if there is a vice-chairman but he/she cannot perform his/her duties, the shareholders present at the meeting shall elect one among themselves as the chairman of meeting.

**Shareholder Rights to vote in the Meeting**

**Article 35** Shareholders are entitled to voting rights according to the number of shares. They have one share per one vote, and the resolution of the shareholders meeting shall require:

- (A) In an ordinary event, shall count the majority vote of the shareholders or proxies (if any) who attend the meeting and have the rights to vote. In case of tied vote, the chairman of the meeting shall have a casting vote.
- (B) In the following event, shall count a vote of not less than three-fourths of shareholders and proxies (if any) present at the meeting and entitled to vote;
  - (1) Sale or transfer of the whole or certain substantial parts of the company's business to other persons;
  - (2) Purchase or acceptance of a transfer of business of other companies or private companies to the Company's own;
  - (3) Entering into, amending, terminating the contract relating to the leasing out of the Company's business in whole or in essential parts; the authorization of other person to manage the Company's business or amalgamation of the businesses with other persons for sharing profit and loss;
  - (4) Amendment, modification or addition of the Memorandum or Articles of Association of the Company;
  - (5) Increase or decrease of capital
  - (6) Dissolution of the Company
  - (7) Issuance of debentures
  - (8) Amalgamation of the Company