



Articles of Association relating to the Shareholders' Meetings

“Article 31. The board of directors shall summon a shareholder meeting which is an annual ordinary general meeting of shareholder within 4 months of the last day of the Company’s fiscal year.

The shareholder meeting other than the one referred to in the first paragraph shall be called “Extraordinary General Meetings”. The board of directors may summon an Extraordinary General Meeting of shareholder any time the board considers is expedient to do so. The shareholders holding shares amounting to not less than one-fifth of the total paid up shares or shareholder numbering not less than 25 persons holding shares amounting to not less than one-tenth of the total paid up shares may submit their names in a requisition directing the board of directors to summon an Extraordinary General Meeting at any time, but the reasons for summoning such meeting shall be clearly stated in such requisition. The board shall summon a shareholder meeting within 1 month of the date of receipt of such requisition from the said shareholders.

Article 32. In summoning a shareholder meeting, The board shall prepare a written notice summoning the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail 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 in the said matters, and the said notice shall be delivered to the shareholder and the registrar for their information at least 7 days prior to the meeting date. The notice summoning for the meeting shall also be published in a newspaper at least 3 Successive days prior to the meeting date.

The place of the meeting referred to in the first paragraph shall be in the province in which the head office of the Company is located or in a nearby province, unless otherwise informed in the written notice summoning the meeting.

Article 33. To constitute a quorum, there shall be shareholder and proxies (if any) attending at a shareholder meeting amounting to not less than 25 person or not less than one half of the total number of shareholder and such shareholder shall hold shares amounting to not less than one-third of the total paid up shares issued by the Company.

At any shareholder meeting, if 1 hour has passed since the time specified for the meeting and the number of shareholder attending the meeting is still inadequate for a quorum as defined in the first paragraph; and if such shareholder meeting was summoned upon the requisition of the shareholders, such meeting shall be dissolved. If such meeting was not summoned upon the requisition of the shareholder, the meeting shall be summoned once again. The notice summoning another meeting shall be delivered to shareholders not less than 7 days prior to the date of the meeting. In the subsequent meeting, no quorum shall be necessary.



Article 34. One share represents one vote, and a resolution of the shareholder meeting shall be as follows:-

- (1) In an ordinary event, a majority vote of the shareholder who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote
- (2) In the following events, a vote of not less than 3 quarters of the total number of votes of shareholders who attend the meeting and have the rights to vote:-
 - (a) Business of the Company to other persons.
 - (b) The purchase or acceptance of transfer of the Business of other companies of private companies by the Company.
 - (c) The making, amending or terminating of contracts with respect to the granting of a lease of the whole or important parts of the Company's business.
 - (d) The assignment to any other person to manage the Company's business.
 - (e) The amalgamation of the business with other persons with the purpose of profit and loss sharing.
 - (f) The amendment or addition of the Company's Memorandum or Articles of Association.
 - (g) The increase and reduction of capital or issuance of debentures.
 - (h) The amalgamation or dissolution of the Company.

Article 35. The annual general meeting of shareholders should also consider other Matters as follows:-

- (1) To consider and approve the report on the Company's performance of the previous Fiscal year.
- (2) To consider and approve the Company's balance sheets.
- (3) To consider and approve the allocation of profits.
- (4) Appointment of directors to replace those who will retire on the Expiration of term.
- (5) Appointment of an auditor.
- (6) Other business."