

(Translation)

Articles of Association of the Company relating to the Shareholders' Meeting**Shareholders' Meeting, Proxy and Voting**

- Article 31. The board of directors shall arrange an annual general meeting of shareholders within four (4) months from the last day of the accounting period of the Company.

The meeting of shareholders other than that mentioned in the first paragraph shall be referred to as extraordinary meetings. The board of directors may call an extraordinary meeting of shareholders at any time as deemed appropriate.

Shareholders holding an aggregate number of shares not less than ten (10) percent of the total shares, may at any time jointly sign and submit a written request to the board of directors to convene an extraordinary meeting, provided that the reasons for calling such meeting be clearly stated in such request. In this case, the board of directors shall arrange for the shareholders meeting within forty-five (45) days from the date of receiving the request from the shareholders.

In case that the board of directors does not convene the Meeting within the period specified in the third paragraph, the Shareholders gathering or other Shareholders having shares in number according to the Articles of Association are able to convene the Meeting by themselves within forty-five (45) days from the due date. In this case, it shall be deemed that such Meeting was convened by the board of directors. The Company is liable for the expenses required for arranging the Meeting and shall facilitate the Meeting as appropriate.

If the quorum of Shareholders' Meeting called by the Shareholders as mentioned in the third paragraph is not constituted in accordance with this Articles of Association, the Shareholders as mentioned in the fourth paragraph shall be jointly liable for all expenses incurred from the arrangement of such Meeting to the Company

- Article 32. In calling a shareholders meeting, the board of directors shall prepare a notice thereof specifying the place, date and time, agendas of the meeting and the matters to be proposed to the meeting together with proper details by indicating whether they are proposed for acknowledgement, approval or consideration, as the case maybe, including opinions of the board of directors thereon. The notice of such meeting shall be sent to the shareholders and the registrar not less than seven (7) days prior to the date of the meeting, and be published in a newspaper for not less than three (3) consecutive days not less than three (3) days prior to the date of the meeting.

The shareholders meeting may be held in the province in which the head office of the Company is located or in any other place as specified by the board of directors.

- Article 33. At a shareholders meeting, at least twenty-five (25) shareholders and proxies, or not less than one-half of the total number of shareholders holding an aggregate number of shares not less than one-third (1/3) of the total shares sold, must attend the meeting to constitute a quorum.

At any shareholders meeting, in case where one (1) hour has passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting has not constituted a quorum, if the meeting is called by a request

(Translation)

of shareholders, such meeting shall be cancelled. If the meeting is not called by the request of shareholders, another meeting shall be called and the notice of the meeting shall be sent to the shareholders not less than seven (7) days prior to the date of the meeting. At this subsequent meeting, no quorum is required.

Article 34. The chairman of the board shall preside over the shareholders meeting. In case the chairman of the board is absent or unable to perform his/her duties, the vice chairman shall act as the presiding chairman. If there is no vice chairman, or the vice chairman is absent or unable to perform his/her duties, the meeting shall elect a shareholder present at the meeting as the presiding chairman.

Article 35. In vote casting at the shareholders meeting, each share shall be counted as one vote. Any shareholder having particular interests in any matter shall not be entitled to vote on such matter, except for voting on the election of directors. A resolution of the shareholders meeting shall require:

- (1) In a general case, a majority vote of the shareholders attending the meeting and casting their votes. In case of a tie vote, the chairman of the meeting shall have an additional vote as a casting vote;
- (2) A vote of no less than three-fourth (3/4) of the total votes of the shareholders attending the meeting and entitled to vote, in the following cases:
 - (a) Sale or transfer of the entire or partial material business of the Company to other person;
 - (b) Purchase or acceptance of transfer of the business of other private or public limited companies by the Company;
 - (c) Execution, amendment, or termination of contracts in respect of the granting of a hire of the entire or partial material business of the Company; empowerment of other person to manage business of the Company; or merger of business with other person for the purpose of profit and loss sharing;
 - (d) Amendment to the Memorandum of Association or Articles of Association;
 - (e) Increase or decrease of the registered capital of the Company;
 - (f) Dissolution of the Company;
 - (g) Issuance of debentures of the Company;
 - (h) Merger of business with other company.

Article 36. Businesses to be duly transacted at an annual general meeting are as follows:

- (1) To acknowledge the report of the board of directors on the Company's business operations for the previous year;
- (2) To consider and approve the statement of financial position and the profit and loss account as at the end of the accounting year of the Company;
- (3) To approve the allocation of profits and dividend payment;
- (4) To appoint Directors in place of those retiring by rotation;
- (5) To consider and approve the director's remuneration;
- (6) To appoint auditors and specify audit fee; and
- (7) Other businesses