

**Articles of Association**  
**regarding the shareholders meeting**

**Chapter IV**  
**Meeting of Shareholders**

28. A meeting of shareholders may be held in a form of a physical meeting or an electronic meeting.

A physical meeting of shareholders must be held in the area where the Company's head office is located or in any adjacent provinces or any other places as designated by the board of directors.

An electronic meeting of shareholders must be held in accordance with the laws regarding electronic meetings. An electronic meeting will be deemed as being held at the Company's head office.

29. Directors must ensure that each annual general meeting of shareholders is held within four (4) months after the end of the accounting period of the Company. Any other meeting of shareholders is called an "extraordinary general meeting", which may be called at any time whenever the board of directors thinks fit.

Shareholder(s) holding in aggregate ten (10) per cent or more of the total issued shares may at any time submit a written request to the board of directors to call an extraordinary general meeting. The request must clearly specify the proposed agendas and rationale for the request of such meeting. In that event, the board of directors must call a meeting of shareholders to take place within forty five (45) days from the date of receipt of that request.

In the case where the board of the directors fails to arrange a meeting within the period set out in the second paragraph, the shareholder(s) who submitted their request or other shareholders holding in aggregate one-tenth (1/10) or more of the total issued shares may call the shareholders meeting within forty five (45) days from the lapse of the period specified in the second paragraph. In that event, the shareholders meeting is deemed to have been called by the board of directors and the Company is responsible for all necessary costs and expenses reasonably incurred for facilitating the holding of that meeting.

If it appears that at a meeting of shareholders held at the request of shareholders under the third paragraph, the number of shareholders present does not constitute a quorum required by Article 32, the shareholders referred to in the third paragraph must jointly bear all costs and expenses incurred by the Company in connection with the holding of that meeting.

To call each extraordinary general meeting of shareholders, a notice of the meeting must be prepared in accordance with Article 30 and may be sent via electronic means if the shareholders have declared their intention or given their consent to receive documents in electronic form in accordance with Article 20. In such case, the meeting shall be considered a meeting called by the board of directors where the Company must be accountable for any necessary and appropriate expenses incurred from the meeting and facilitate the meeting.

30. To call a meeting of shareholders, the board of directors must prepare a notice indicating the place, date, time, agenda and matters to be proposed at the meeting together with any other appropriate details. The notice must clearly specify the matter for acknowledgment, approval or consideration, together with the opinion of the board of directors on those matters. The notice must be sent to the shareholders and the Public Companies Registrar seven (7) days or more before the meeting date. The notice must also be published in a newspaper or via electronic means at least three (3) days before the meeting date for a period of three (3) consecutive days.
31. During a period of twenty-one (21) days before a meeting of shareholders, the Company may close the share register book and refuse to record any transfer of shares if it makes an announcement at least fourteen (14) days at the head office and all branch offices of the Company of its intention to close the books prior to the date on which the record of any transfer of shares is to be refused.
32. A quorum of a meeting of shareholders requires at least twenty-five (25) shareholders or one-half (1/2) or more of the total number of shareholders, holdings in aggregate one-third (1/3) or more of the total issued shares, present in person or by proxy (if any).
- If after one (1) hour from the time fixed for a meeting of shareholders a quorum has not been constituted, the meeting which was called at the request of shareholders must be dissolved. If the meeting is called other than at the request of the shareholders, an adjourned meeting must be called and a notice of the meeting must be sent to the shareholders seven (7) days or more before the date of the adjourned meeting. No quorum is required at the adjourned meeting.
33. A shareholder may appoint a proxy to attend and vote at a meeting of shareholders on his/her behalf. The instrument appointing a proxy must be made in writing, signed by the shareholder and made in a form prescribed by the Public Companies Registrar. The proxy instrument must be submitted with the Chairman or his/her assignee at the meeting venue before the proxy attends the meeting. The proxy instrument must contain at least the following particulars:
- (a) the amount of shares held by the shareholder;
  - (b) the name of the proxy; and
  - (c) the meeting at which the proxy is appointed to attend and vote.

The appointment of proxy in the first paragraph may be carried out via electronic means in accordance with the criteria stipulated by the Public Companies Registrar.

34. Transactions to be conducted at the annual general meeting are as follows:
- (a) reviewing the report of the board of directors covering the work done during the preceding year as proposed to the meeting by the board of directors;
  - (b) considering and approving the balance sheets;
  - (c) considering the appropriation of profits;
  - (d) election of new directors in place of those who must retire on the expiration of their terms;
  - (e) appointment of the auditor and determination of audit fee; and
  - (f) other businesses, if any.
35. The Chairman of the board of directors will act as the Chairman of the meeting of shareholders. If the Chairman is not present or is unable to discharge his/her duties, the Vice-Chairman will serve as the Chairman. If there is no Vice-Chairman or the Vice-Chairman is unable to discharge his/her duties, the shareholders attending the meeting must elect one of them to act as the Chairman.
36. In every meeting of shareholders, a shareholder has one vote for each share.
- A shareholder who has a special interest in any matter may not cast votes on that matter, except for the election of directors.
37. A resolution of shareholders must be passed by a majority of the votes cast by the shareholders attending and casting the votes at the meeting, except where it requires otherwise in these Articles of Association or by law or in any of the following cases where a resolution must be passed by three-quarters (3/4) or more of the votes cast by the shareholders attending and eligible to vote at the meeting:
- (a) a sale or transfer of all or substantial part of the business of the Company to any person;
  - (b) a purchase or acceptance of transfer of business of other public or private companies;
  - (c) an entering into, amendment or termination of any agreement concerning a lease out of all or substantial part of the business of the Company or an assignment of the management control of the business of the Company to any person or a merger with any person for the purposes of profit and loss sharing;
  - (d) an amendment to the Memorandum of Association or Articles of Association of the Company;
  - (e) an increase or reduction of capital;
  - (f) an issue of debentures; or
  - (g) an amalgamation or a dissolution of the Company.