

**Company's Article of Association concerning the agenda of Shareholders' Meeting**

**Calling Meeting**

- Article 35 The place of the Meeting shall be held at the head office or province in which the head office of the company is located or in any other area specified by the Board of Directors.
- Article 36 The Board of Directors shall hold an annual general meeting of shareholders within 4 months from the end of the fiscal year of the company.  
All other meetings of shareholders apart from the above mentioned shall be called "Extraordinary General Meeting".  
The Board of directors may summon an extraordinary general meeting of shareholders whenever it think fit. The shareholders holding altogether not less than one-fifth of all issued shares or not less than 25 shareholders holding altogether not less than on-tenth of all issued shares may make requisition in writing to the board of directors to summon an extraordinary general meeting and clearly specify therein a reason of such requisition. In such a case, the board shall call the shareholders' meeting within one month from the date that shareholders' request is received.
- Article 37 In summoning a shareholders' meeting, the board of directors shall prepare a notice specifying the place, date, time, agendas and matters to be proposed to the meeting together with adequate details and clearly indication whether such matter are proposed for acknowledgement, for approval or for consideration, as the case may be, as well as the board's opinion on such matters and send to the shareholders and the registrar not less than 7 days prior to the date of the meeting . In this respect, the Company shall advertise the notice in a newspaper not less than 3 days prior to the date of the meeting for 3 consecutive days.

**Quorum**

- Article 38 At the shareholders' meeting, there shall be not less than twenty five shareholders and the shareholders' proxies (if any) or not less than half o the total number of shareholders and in either case holding altogether not less than on-third of the total issued shares attending the meeting to constitute a quorum. In case it appears at any shareholders' meeting that within one hour after the time appointed for the meeting the number of shareholders attending the meeting does not constitute the quorum as mentioned above, if that shareholders' meetings summoned upon the request of shareholders, it shall be cancelled. If the meeting had not been summoned upon the request of shareholders, another meeting shall be summoned and a notice summoning the meeting share be sent to shareholders not less than 7 days prior to the date of the meeting and at such subsequent meeting no quorum will be necessary.

**Votes**

- Article 42 In voting in a shareholder meeting, one share is entitled to one vote.  
The place of the Meeting shall be held at the head office or province in which the head office of the company is located or in any other area specified by the Board of Directors.
- Article 43 In ordinary case, it shall be adopted by a simple majority vote of the shareholders who attend the meeting and cast the votes. In the following cases, it shall be adopted by the votes of not less than three-fourths of the total votes of the shareholders who attend and have the right to vote:
- a) The sale or transfer of the whole or a material part of the Company's business to others;
  - b) The purchase or acceptance of transfer to the company of business of another entity or private company;
  - c) The execution, amendment or termination of a contract in relation to the leasing of the whole or a material part of the company's business, assignment to other person to manage the company's business or consolidation of the business with other persons for the purpose of sharing profit and loss;
  - d) The amendment of Memorandum or Articles of Association;
  - e) The increase or decrease in the company's capital or the issuance of debentures;
  - f) The amalgamation or dissolution of the company.