

Articles of Association of the Company in connection with the shareholders meeting

Chapter 5

Shareholders' Meeting

Article 32 The Board of Directors must arrange the Annual General Meeting of Shareholders within four (4) months after the Company's end of the fiscal year.

Such other meetings other than that shall be called the "extraordinary meeting." The Board of Directors may call for an extraordinary meeting at any time as deemed suitable or one or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of shares sold may, by subscribing their names, request the Board of Directors in writing to call an extraordinary meeting at any time but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date the request in writing from the shareholders is received.

In case the Board of Directors fails to arrange for the meeting within such period under paragraph two, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the period under paragraph two. In such case, the meeting is deemed to be shareholders' meeting called by the Board of Directors, and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under paragraph three, the number of the shareholders presented does not constitute quorum as prescribed by Section 35, the shareholders under paragraph three shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

Article 33 The Board of Directors shall specify the date, time and place for the shareholders meeting. The place of meeting can be specified at a location other than the principle place of business of the Company.

Article 34 In summoning the shareholders meeting, the Board of Directors shall prepare an invitation notice of the meeting specifying the place, date, time, agenda and the matters to be submitted to the meeting together with appropriate details stating clearly whether they will be for acknowledgement, for approval or for consideration, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders and the Registrar for information not less than seven (7) days prior to the meeting. Publication of invitation of the meeting shall also be made in a newspaper for three (3) consecutive days no less than three (3) days prior to the meeting.

Article 35 At the shareholders meeting, there shall be shareholders and proxies (if any) attending the meeting at a number amounting to not less than twenty five (25) persons or not less than one half of the total number of shareholders holding shares altogether amounting to not less than one-thirds (1/3) of the total number of issued shares to constitute a quorum.

If after one hour from the time fixed for shareholder meeting, the number of shareholders present is insufficient to form a quorum as specified, if such shareholder meeting was convened at the

request of shareholders, it shall be canceled. If such shareholder meeting was not convened at the request of shareholders, the meeting shall be called again and, in this latter case, notice calling for the meeting shall be sent to shareholders no less than seven (7) days before the date of the meeting. In the latter meeting, a quorum is not compulsory.

Article 36 At the shareholder meeting, the shareholders may authorize other persons as proxies to attend and vote at the meeting on their behalf. The instrument appointing the proxy must bear the date and signature of shareholder who appoints his proxy and must be in accordance with the form specified by the Registrar.

The instrument appointing the proxy shall be submitted to the Chairman of the Board or a person entrusted by him at the meeting before the attendance of the proxy.

Article 37 In the shareholders meeting, the Chairman of the Board of Directors shall preside over the meeting. If the Chairman is not present or is unable to perform the duty, and if there is a Vice-Chairman, the Vice-Chairman present at the meeting shall be the chairman of the meeting. If there is no Vice-Chairman or there is a Vice-Chairman who is not present at the meeting or cannot perform his duties, the shareholders attending the meeting shall elect one of the shareholders among them to preside over the meeting.

Article 38 The resolutions of the shareholders meeting shall be passed by the following votes:

- (1) In an ordinary circumstance, the majority vote of shareholders who attend the meeting and cast their votes. In case of the tie vote, the Chairman of the meeting shall have a casting vote.
- (2) In the following circumstances, a vote of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and have right to vote:
 - a. the sale or transfer of the whole or important parts of the business of the Company to other persons;
 - b. the purchase or acceptance of transfer of the business of other companies or 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 business of the Company, the assignment of the management of the business of the Company to any other persons, or the amalgamation of the business with other persons with the purpose of profit and loss sharing.
 - d. the amendment or alteration of the Memorandum or Articles of Associations;
 - e. the increase or decrease of the Company's capital;
 - f. the amalgamation of the Company; and
 - g. the dissolution, liquidation or winding-up of the Company.

Article 39 Transactions to be conducted at the annual general meeting are as follows:

- (1) Reviewing the report of the Board of Directors covering the Company's business during the preceding year as proposed by the Board of Directors;
- (2) Considering and approving the balance sheet;
- (3) Considering the appropriation of profits;
- (4) Electing new directors in place of the those who retire by rotation;
- (5) Appointing the auditors; and
- (6) Other businesses.

Chapter 6
Account, Finance and Audit

Article 44. Payment of dividends from money other than profit is prohibited. In the case where the Company still has accumulated losses, payment of dividends is prohibited.

Dividends shall be equally distributed according to the number of shares.

Where the shares in the Company have not yet been completely issued according to the number of shares registered or where the Company has already registered an increase in capital, the Company may pay dividends, in whole or in part, by issuing new ordinary shares to the shareholders, provided it has been approved by the shareholder meeting.

The Board of Directors may pay interim dividends to the shareholders from time to time when the Board of Directors considers that the Company has sufficient profit and a report thereof shall be made to the shareholders meeting at the next meeting.

The payment of a dividend shall be made within one (1) month from the date the resolution was passed by the shareholder meeting or by a meeting of the Board of Directors, as the case may be. Written notice of the payment of dividend shall also be made in a newspaper.

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Section 50. Each share of the company shall be equal to value.

Section 115. No dividend shall be paid out of funds other than profit. In the case where the Company still sustains an accumulated loss, no dividend shall be paid.

Section 116. The Company must allocate part of the annual net profit as reserve fund in an amount not less than five percent of the annual net profit less the sum of accumulated loss brought forward (if any) until the reserve fund amounts to not less than ten percent of the registered capital, unless the articles of association of the company or other law provides for a greater amount of the reserve fund.

Section 120. The annual ordinary meeting of shareholders shall appoint an auditor and determine the remuneration of the auditor of the company every year. The former auditor may be re-appointed.