

**The Company's Articles of Association relating to  
the Shareholders' Meeting and Voting**

**1. Closure of Share Register Book**

**Article 18** During a period of not more than twenty - one days prior to each shareholders' meeting, the Company may temporarily cease to accept registration of share transfers by way of announcing to the shareholders in advance at the head office and every branch office of the Company not less than fourteen days prior to the commencement date of cessation of the registration of share transfers.

**2. Calling for Shareholders' Meeting**

**Section 42** The Board of Directors must arrange for a shareholders' meeting that is an Annual General Shareholders' Meeting within 4 months from the last day of the Company's fiscal year.

The general meetings of shareholders other than the one referred to above shall be called Extraordinary General Meetings. The meeting of shareholders may be conducted via electronic means in accordance with the laws on electronic meetings. The Board of Directors may call an extraordinary general meeting of shareholders any time that the Board of Directors considers appropriate; or when a shareholder or a number of shareholders holding altogether no less than ten percent of the total number of shares sold, jointly submit their names and arrange for a letter requesting for the Board of Directors to summon the extraordinary general meeting of shareholders, which could be at any time. However, the subjects and reasons for calling the meeting must clearly be stated in the letter of request. For this particular case, the Board of Directors must summon the shareholders' meeting within forty-five days from the date of receipt of the letter of request from the above-mentioned shareholders.

In the case that the Board of Directors fails to arrange for the shareholders' meeting within the timeframe specified in Paragraph 2 above, the shareholders with their names on the letter of request or any other shareholders that altogether make up for the number of shares that meet the requirement, shall have the right to summon a meeting within forty-five days from the deadline specified in Paragraph 2 above. The shareholders calling the meeting may send the meeting notice to the shareholders via electronic means if such shareholders have informed the intention or given consent to the Company or the Board of Directors in accordance with the regulations of the Registrar and the relevant laws. In such case, the meeting shall be deemed as a shareholders' meeting summoned by the Board of Directors and the Company shall be responsible for any necessary expenses and facilitation incurred from the organization of the meeting, as appropriate.

In the case that the shareholders' meeting is a meeting summoned by the case in Paragraph 3, and the number of shareholders attended does not meet the requirement to form the quorum as stated in Paragraph 1 of Article 45 of the Articles of Association, the shareholders under Paragraph 3 above shall be jointly liable to the Company for all of the expenses incurred from the organization of such meeting

**Article 43** In calling a shareholders' meeting, the Board of Directors shall prepare a written notice calling 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 of Directors in the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information at least seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper for at least three consecutive days and at least three days prior to the date of the meeting. The publication or advertisement may be made via electronic means in accordance with the regulations of the Registrar in place of newspaper publication. The meeting may be convened at the head or branch office of the Company or any other location as designated by the Board of Directors, except where the meeting is conducted via electronic means under Article 42 Paragraph 2, the head office of the Company shall be considered as the meeting place.

**Article 44** Shareholders are entitled to attend and vote at the shareholders' meeting but they may appoint any other persons who have come of age (or are sui juris) as a proxy to attend and vote at any meeting on their behalf.

The appointment of proxy shall be made in writing and signed by the appointing shareholder conforming to the proxy form as specified by the Registrar. The instrument appointing the proxy shall be submitted to the Chairman of the Board of Directors or to the person designated by the Chairman of the Board of Directors before the proxy attends the meeting. The appointment of proxy may be made via electronic means using a method that is safe and credible that the appointment of proxy was done by the shareholder, subject to the regulations of the Registrar.

### 3. Quorum

**Article 45** At the Shareholders' meeting, there shall be not less than twenty-five shareholders and the proxies (if any) or not less than half of the total number of shareholders and holding altogether not less than one third of the total number of shares sold attending the meeting to constitute a quorum.

In case it appears that, at any shareholders' meeting, the number of shareholders attending the meeting does not constitute the quorum under Paragraph 1 after the lapse of one hour from the time scheduled for the meeting, the meeting, if summoned upon the requisition of shareholders, shall be cancelled. If the meeting has not been summoned upon the requisition of shareholders, another meeting shall be summoned, and a written notice summoning the meeting shall be sent to the shareholders not less than seven days before the meeting date and at such subsequent meeting, no quorum is required to be constituted.

**Article 46** The Chairman of the Board of Directors shall be a Chairman of the shareholders' meeting.

In case the Chairman of the Board of Directors is not present at the meeting or is unable to perform his/her duty, if there is a Vice- Chairman of the Board of Directors, the Vice-Chairman of the Board of Directors shall act as Chairman of the meeting. If there is no Vice-Chairman of the Board of Directors or if he/she is unable to perform his/her duty, the shareholders who are present at the meeting shall elect one shareholder to be the Chairman of the meeting.

**Article 47** The Chairman of the shareholders' meeting has the duty to conduct the meeting in compliance with the law and the Articles of Association of the Company relating to meeting (if any) and to follow the sequence of the agenda specified in the notice calling for the meeting, provided that the meeting may pass a resolution allowing a change in the sequence of the agenda with a vote of not less than two-thirds of the number of the shareholders present at the meeting.

Upon completion of the consideration of all the businesses pursuant to the agenda sequence, the shareholders holding the aggregate number of shares of not less than one third of the total number of shares sold may request the consideration of other businesses in addition to that specified in the notice summoning the meeting.

In the case where the consideration of the businesses in the sequence of the agenda is unfinished and/or the consideration of the businesses proposed by the shareholders is unfinished (as the case may be), and an adjournment of the consideration is necessary, the meeting shall fix the place, date and time of the next meeting and the Board of Directors shall send a written notice summoning the meeting, with an indication of the place, date, time and the agenda of the meeting to the shareholders not less than seven days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published in a newspaper for not less than three consecutive days and at least three days prior to the date of the meeting. The publication or advertisement may be made via electronic means in accordance with the regulations of the Registrar in place of newspaper publication.

### 4. Vote

**Article 48** A decision or resolution of the shareholders' meeting shall be made by casting votes and despite of the method of voting, one share shall always have one vote. In the case of an equality of votes, the Chairman of the meeting shall have a casting vote even if he/she is not the Company's shareholder.

Any shareholder who has a special interest in any matter shall not be entitled to vote on such matter. Except for the voting for election of the directors, the voting shall not have any restriction.

The voting in the shareholders' meeting shall be done openly unless the shareholders of not less than five persons request and the shareholders' meeting has resolved to vote by secret ballot, the vote shall be

conducted by secret ballot. The procedures for voting by secret ballot shall be as determined by the Chairman of the meeting

**Article 49** The resolution of the shareholders' meeting shall require the following votes:

- (1) In normal cases, it shall be adopted by the majority votes of the shareholders who are present at the meeting and cast the vote. In case of equality of votes, the Chairman of the meeting shall have another vote as a casting vote.
- (2) In the following cases, it shall be adopted by the votes of not less than three-fourth of the total votes of shareholders who are present at the meeting and are entitled to vote:
  - (a) Sale or transfer of the whole or substantial part of the Company's business to other persons;
  - (b) Purchase or acceptance of transfer of business of another private limited company or public limited company as the Company's;
  - (c) Execution, amendment or termination of a contract in relation to the leasing of the whole or substantial part of the Company's business;
  - (d) Assignment to any other person to manage the Company's business;
  - (e) Consolidation of the business with other persons for the purpose of sharing profit and loss;
  - (f) Amendment to Memorandum of Association or Articles of Association;
  - (g) Increase or reduction of the registered capital of the Company, or issuance of debentures;
  - (h) Amalgamation or dissolution of the Company.

**5. Election of Directors: in accordance with the rules and procedures in Article 20**

- (1) One shareholder shall have one vote per one share.
- (2) In election of the directors, the votes may be casted for one or more candidates at a time or by any other methods as the meeting of the shareholders deems appropriate. However, in each voting, the shareholders must cast all their votes under (1) and the votes shall not be split.
- (3) The appointment of the director shall be made by a majority vote. In case of an equality of votes, the Chairman of the meeting shall have another vote as a casting vote