

Articles of Association of the Company relating to the Shareholders' Meeting

The Shareholders Meeting

Article 29. The Board of Directors shall organize a shareholders meeting to be held as an annual general meeting within 4 months from the end of each fiscal year of the Company.

All other shareholders meetings, apart from the aforesaid meeting, shall be called extraordinary meetings. The Board of Directors may summon an extraordinary meeting of shareholders at any time it deems appropriate or the shareholders holding not less than 25 shareholders holding not less than one-tenth of the aggregate of the shares distributed, may at any time request in writing to the Board of Directors for summoning an extraordinary meeting, provided that the reasons for summoning such meeting be clearly stated in such request. In such event, the Board of Directors must organize a shareholders meeting to be held within 1 month from the date of the receipt of the request from the shareholders.

Article 30. To summon a shareholders meeting, the Board of Directors shall prepare a notice thereof specifying the place, the day and time, the agenda and the matters to be proposed at the meeting by clearly describing those matters which are to be proposed for acknowledgement, approval or consideration, including the submission of any comments by the Board of Directors on such matters (if any), together with any relevant details as may be reasonable. Such notice shall be sent to the shareholders and the Registrar not later than 7 days prior to the date of such meeting and published by newspapers for 3 consecutive days not later than 3 days prior to the date of the meeting.

Article 31. A shareholder may appoint any person as his proxy to attend the meeting and vote on his behalf, such proxy shall be made in the form designated by the Registrar and submitted to the Chairman or other person designated by the Chairman at the place of the meeting before the proxy attends the meeting.

Article 32. Not less than 25 shareholders present in persons or represented by proxies or not less than one-half of the total shareholders, whichever is less, holding not less than one-third of the aggregate of the shares distributed must be present at a shareholders meeting to form a quorum.

If, within an hour from the time appointed for any shareholders meeting, the quorum is not present as prescribed, the meeting, if summoned upon the requisition of shareholders, shall be dissolved. If such meeting had not been summoned upon the requisition of the shareholders, another meeting shall be summoned and a notice of such meeting shall be sent to the shareholders not less than 7 days prior to the date of the meeting. At such meeting, no quorum shall be necessary.

Article 33. The Chairman of the Board shall be the Chairman of the meeting. In the case of absence or incapability of the Chairman of the Board, if there is a Vice-Chairman of the Board, the Vice-Chairman of the Board shall be the Chairman of the meeting. In the absence or incapability of the Vice-Chairman of the Board, the meeting shall elect a shareholder to be chairman of the meeting.

Article 34. The shareholders' resolution shall be made from the shareholders' voting right as the following terms and conditions:

- (1) In a case of normal agendas, the shareholders' resolution shall be made from the approval of the majority shareholders who attend the meeting and having the voting right for such agendas. However, if the proportion of shareholders' approval is equal to 50 percent, the Chairman of such meeting shall have the right to make a casting vote for such agenda.
- (2) For the following agendas, the shareholders' approval must not be less than 3/4 of the total attended shareholders who have the right to vote for such agendas
 - (a) The amendment of Company's Article of Association, Memorandum of Association, Capital Increase/ Decrease, the Issuance of Convertible Debenture, Mergers and Acquisition, Liquidation, and the other cases as stated by law to have the approval of 3/4 of the total attended shareholders who have the right to vote for such agendas.
 - (b) The Selling or Disposition of total assets or the significant proportion of assets.
 - (c) The Purchasing or Acquisition of total assets or the significant proportion of assets.
 - (d) The agreement, amendment or termination concerning the Lease of total assets or the significant proportion of assets, and the designation of other person(s) and/ or juristic person(s) to manage the company's business or to merge with the other person(s) and/ or juristic person(s) for the objective of profit sharing.

Article 35. The objectives of annual general shareholders' meeting are to:

- (1) Approve the Board of Directors' report for the last period and present the Company's business plan.
- (2) Approve the Company's dividend and the staff's compensation and bonus as well as the allocation of Company's reserve.
- (3) Approve the financial statement, including balance sheet and profit and loss, for the last annual period.
- (4) Approve the election of new directors to replace the retired directors according to the rotation process.
- (5) Approve the appointment of Auditor.
- (6) Approve the directors' remuneration.
- (7) Approve the Company's reserves, excluding the legal reserves or reserves of shares' premium, to settle its retained losses.
- (8) Approve the other companies' consultation.