

**COMPANY'S REGULATIONS REGARDING MEETING OF SHAREHOLDERS**

**Clause 23** The board shall call an Annual General Meeting within four months following the end of the fiscal year of the Company.

Other meetings of shareholders shall be called "Extraordinary General Meeting". The board may call an Extraordinary General Meeting at any time it deems appropriate or if requested in writing by shareholders holding not less than one-fifth of the total number of issued shares of the Company. The request must specify the objective(s) for which the meeting is required to be summoned and the directors shall forthwith summon such meeting within one month from the date when received the notice from the shareholders.

**Clause 24** In calling a shareholders' meeting, the board shall prepare the notice which specifies place of the meeting, date, time, agenda of the meeting and the nature of business to be proposed to the meeting with appropriated details and clearly indicate that whether it is the matter proposed for acknowledgement, approval or consideration as the case may be including the opinions of the board on such matter. The notice shall be delivered to shareholders and the relevant registrar not less than seven days prior to the meeting date and shall be published in a newspaper at least three days prior to the meeting date whereby publication shall be made for three days consecutively.

The place of the meeting as prescribed in the first paragraph shall be at the vicinity where the head office of the Company is located or any other appropriated place designated by the board.

**Clause 25** At the shareholders' meeting, not less than one-half of the total number of shareholders or not less than 25 shareholders and proxies (if any) holding an aggregate number of not less than one-third of the total issued shares shall attend the meeting to constitute a quorum.

In the case where, at any meeting of shareholders, it appears that after an hour from the appointed time the quorum is not constituted as prescribed under these Articles, if the meeting is called by a request of shareholders, it shall be cancelled. If it is not called by shareholders, the meeting shall be re-convened with at least seven days advance written notice prior to the meeting. At such subsequent meeting, no quorum is required.

**Clause 26** A resolution of the shareholders' meeting requires votes as follows:

- (1) in a normal case, a majority votes of the shareholders present and vote at the meeting shall be required; and in case of a tie, the chairman of the meeting shall have a casting vote;
- (2) in any of the following cases, not less than three-fourths of the total votes of the shareholders present at the meeting and entitled to vote shall be required:
  - (a) the sale or transfer of the whole or material 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; and
  - (c) the entry, amendment or termination of contracts relating to the lease of the whole or material parts of the business operation of the Company, the assignment of the management of the Company to other persons or the amalgamation of the business operation with other persons for the purpose of profit and loss sharing.

**Clause 27**

Matters to be conducted at an annual general meeting are as follows:

- (1) reviewing the board's annual report concerning past business operations of the Company;
- (2) considering and approving the balance sheet;
- (3) considering the distribution of profits;
- (4) appointing of new directors in replacement of those who retire by rotation;
- (5) appointing the auditor; and
- (6) considering other business.