

The Company's Articles of Association relating to Shareholders' Meetings

Shareholders' meetings

Article 34. The Board of Directors shall convene an annual general meeting of shareholders within four months from the end of the Company's fiscal year.

Any other shareholders' meeting shall be called an extraordinary general meeting of shareholders.

A shareholders' meeting may be held by electronic means in accordance with the law governing electronic meetings.

The Board of Directors may call an extraordinary general meeting of shareholders at any time as it deems appropriate. One or more shareholders holding shares in aggregate of not less than ten percent of the total number of shares sold may, at any time, jointly submit a written request to the Board of Directors to call an extraordinary general meeting of shareholders, provided that the matters and reasons for calling the meeting are clearly stated in such request. In such case, the Board of Directors shall hold the shareholders' meeting within forty-five days from the date of receipt of the request from the shareholders.

If the Board of Directors fails to hold the meeting within the period specified in paragraph four, the shareholders who jointly signed the request, or other shareholders holding the required number of shares in aggregate, may call the meeting themselves within forty-five days from the expiration of the period specified in paragraph four. In such case, the meeting shall be deemed a shareholders' meeting called by the Board of Directors, and the Company shall bear the necessary expenses incurred in holding the meeting and provide reasonable facilities. If, at any shareholders' meeting called by the shareholders under paragraph three, the number of shareholders attending the meeting does not constitute a quorum as prescribed in Article 36, the shareholders under paragraph three shall jointly compensate the Company for the expenses incurred in holding such meeting.

Article 35. In calling a shareholders' meeting, the Board of Directors shall prepare a notice of the meeting specifying the place, date, time, agenda and matters to be proposed to the meeting, together with reasonable details, stating clearly whether each matter is proposed for acknowledgement, approval or consideration, as the case may be, including the opinions of the Board of Directors on such matters. The notice shall be delivered to the shareholders not less than seven days prior to the meeting date. The notice of the meeting shall also be published in a newspaper or by electronic means for three consecutive days, not less than three days prior to the meeting date.

The Board of Directors shall determine the date, time and place of the shareholders' meeting. The meeting place shall be in the locality where the head office or a branch office of the Company is located, or in a province adjacent to the location of the head office or a branch office, or in any other province as the

Board of Directors deems appropriate. In the case of a meeting held by electronic means, the location of the head office or a branch office, or any other province as the Board of Directors deems appropriate, shall be deemed the meeting place. In the case where the shareholders call the meeting themselves, the shareholders calling the meeting may deliver the notice of the meeting to the shareholders by electronic means, provided that such shareholders have expressed their intention or given their consent to the Company or the Board of Directors as prescribed.

Article 36. A quorum of a shareholders' meeting shall consist of not less than 25 shareholders and proxies (if any) attending the meeting and holding, in aggregate, not less than one-third of the total number of shares sold, or shareholders and proxies (if any) attending the meeting numbering not less than one-half of the total number of shareholders and holding, in aggregate, not less than one-third of the total number of shares sold.

If, at any shareholders' meeting, one hour has elapsed from the scheduled time and the number of shareholders attending the meeting does not constitute a quorum as prescribed above, if such meeting was called at the request of the shareholders, the meeting shall be cancelled. If such meeting was not called at the request of the shareholders, the Board of Directors shall call a new meeting and deliver the notice of the meeting to the shareholders not less than seven days prior to the meeting date. No quorum shall be required at such subsequent meeting.

Article 39. The businesses of the annual general meeting of shareholders shall be as follows:

- (1) to consider the report of the Board of Directors presented to the meeting on the Company's performance during the past year;
- (2) to consider and approve the balance sheet;
- (3) to consider the allocation of profits;
- (4) to elect directors to replace those retiring by rotation;
- (5) to appoint the auditor and determine the audit fee; and
- (6) other business.

Proxy appointment for attending shareholders' meetings and shareholders' voting rights

Article 37. At a shareholders' meeting, a shareholder may appoint another person of legal age as a proxy to attend and vote at the meeting on his or her behalf. The proxy instrument shall be dated and signed by the shareholder granting the proxy and shall be in the form prescribed by the Registrar.

The proxy instrument shall be submitted to the Chairman of the Board of Directors, a person designated by the Chairman of the Board of Directors, or the Vice Chairman at the meeting place before the proxy attends the meeting. The appointment of a proxy under paragraph one may be made by electronic means,

provided that a secure and reliable method is used to ensure that such proxy appointment has been made by the shareholder, in accordance with the rules prescribed by the Registrar.

Article 38. In voting, each share shall carry one vote, and resolutions of the shareholders' meeting shall be passed by the following votes:

In ordinary cases, a resolution shall be passed by a majority vote of the shareholders attending the meeting and having the right to vote. In the event of a tie, the chairman of the meeting shall have an additional vote as a casting vote.

In the following cases, a resolution shall be passed by a vote of not less than three-fourths of the total votes of the shareholders attending the meeting and having the right to vote:

- (a) the sale or transfer of the whole or a material part of the Company's business to other persons;
- (b) the purchase or acceptance of the transfer of the business of other companies or private companies by the Company;
- (c) the entering into, amendment or termination of contracts relating to the lease of the whole or a material part of the Company's business;
- (d) the assignment of other persons to manage the business of the Company;
- (e) the amalgamation of the business with other persons with the purpose of sharing profits and losses;
- (f) the amendment to the Memorandum of Association or the Articles of Association;
- (g) the increase or reduction of the Company's capital or the issuance of debentures; and
- (h) the amalgamation or dissolution of the Company.