

Company's Articles of Association concerning the Shareholders Meeting

1. To summon for the Shareholders Meeting

Article 31 The Board of Directors shall arrange for an Annual General Meeting of Shareholders within 4 months from the last day of the fiscal year of the Company.

Article 32 To summon for the Meeting of Shareholders, the Board of Directors shall send notice of the Meeting stating the venue, date, time, agenda of the Meeting and the matters to be proposed to the Meeting together with reasonable details by indicating clearly whether the matter is submitted for information, approval or consideration as applicable, including the opinion of the Board of Directors on such matter. The notice shall deliver the same to the shareholders and the Registrar for reference not less than 7 days prior to the Meeting and be announced in a newspaper for not less than 3 days before the Meeting date and not less than 3 days consecutive.

 The venue to be used for the Meeting can be located in the province where the head office of the Company or any other place as the Board of Directors stipulates.

Article 34 The Chairman of the Board of Directors has a duty to be the Chairman of the Meeting. In case the Chairman of the Board is not present at the Meeting or cannot perform his duty, and if there is the Vice-Chairman, the Vice-Chairman shall be the Chairman of the Meeting. If there is no Vice-Chairman, or if there is the Vice-Chairman but he/she cannot perform his/her duties, the Shareholders present at the Meeting shall elect one of the Shareholders to be the Chairman of such Meeting.

2. The Quorum

Article 33 The Meeting of Shareholders must be attended by not less than 25 shareholders or proxy (if any) or not less than a half of total number of shareholders holding and aggregate number of shares not less than one-third of all shares sold in number to constitute a quorum.

 In the event at any Meeting of Shareholders, after one hour from the time fixed for the Meeting commencement, the number of shareholders present is still not enough to form a quorum as required, if such Meeting of Shareholders was requested for by the Shareholders, such Meeting shall be revoked. If such Meeting of Shareholders was not called for by the Shareholders, the Meeting shall be called for again and in the latter case notice of the Meeting shall be delivered to shareholders not less than 7 days before the Meeting. In the subsequent Meeting no quorum is required.

3. Rule and procedure to elect the Board of Directors

Article 16 The Meeting of Shareholders shall elect the Board of Directors in accordance with the rules and procedures as follows:

(1) Every shareholder shall have one vote for each share of which he is the holder;

(2) Each shareholder may exercise all the votes he has under the (1) above to elect one or several director(s). In the event of electing several directors, he may not allot his votes to each unequally.

(3) The persons receiving the highest votes in their respective order of the votes shall be elected as directors at the number equal to the number of directors required at that time. In the event of an equality of votes among the persons elected in order of respective high numbers of votes, which number exceeds the required number of directors of the Company at that time, the Chairman of the Meeting shall be entitled to a second or casting vote.

4. Voting

Article 35

Shareholders are entitled to voting rights according to the number of shares they have, one share per one vote. Any shareholders has special interest in any matter, such shareholders does not have right to vote in such matter, other than voting for election of directors and the resolution of the Meeting of Shareholders shall be supported by the following votes:

(1) In a normal case, by the majority vote of the Shareholders who attend the Meeting and cast their vote. In case of an equality of vote, the Chairman of the Meeting shall be entitled to a casting vote.

(2) In the following cases, by a vote of not less than three-fourths of the total number of shareholders present at the Meeting and entitled to vote:

a. The sale or transfer of whole or essential parts of business of the Company to other persons.

b. The purchase or acceptance of transfer of businesses of other companies or private companies to the Company's own.

c. Entering into, amending or terminating the contract relating to the leasing out of business of the Company in whole or in essential parts; the assignment to anyone else to manage the businesses of the Company or the amalgamation of the businesses with other persons with an objective to share profit and loss.

d. Amendment of the Memorandum of Association or Articles of Association of the Company.

e. Increase or decrease of the capital of the Company.

f. The liquidation of the Company.

g. The issuance of debentures.

h. Merging of business of the Company with other companies.