

Articles of Association concerning the Shareholders' Meeting and Voting Procedures

1. Convening of Meeting

Chapter V Clause 28

The board of directors must call the general meeting within four (4) months after the end of the accounting period of the Company.

Any other meeting of shareholders is called an "extraordinary general meeting".

The board of directors may call an extraordinary general meeting at any time whenever it thinks fit.

Shareholders (i) holding in aggregate one-fifth (1/5) or more of the total issued shares or (ii) twenty-five(25) shareholders or more holding in aggregate one-tenth (1/10) or more of the total issued shares may submit a written request to the board of directors to call an extraordinary general meeting. The request must clearly specify the purpose of such meeting. The board of directors must call a meeting of shareholders to take place within one (1) month from the date of receipt of that request.

Chapter V Clause 29

To call a meeting of shareholders, the board of directors must prepare a notice indicating the place, date, time, agenda and matters to be proposed at the meeting together with any other appropriate details. The notice must clearly specify the matter for acknowledgment, approval or consideration, together with the opinion of the board of directors on those matters. The notice must be sent to the shareholders and the Public Companies Registrar seven days or more before the meeting date. The notice must also be published in a newspaper at least 3 days before the meeting date for a period of 3 consecutive days.

2. Quorum

Chapter V Clause 30

A quorum of a meeting of shareholders requires a lesser of a number of twenty-five shareholders or one-half or more of the total number of shareholders, holdings in aggregate one-third or more of the total issued shares, present in person or by proxy (if any).

If after one hour from the time fixed for a meeting of shareholders a quorum has not been constituted, the meeting which was called at the request of shareholders must be dissolved. If the meeting is called other than at the request of the shareholders, an adjourned meeting must be called and a notice of the meeting must be sent to the shareholders seven days or more before the date of the adjourned meeting. No quorum is required at the adjourned meeting.

3. Voting Procedures

Chapter V Clause 31

A resolution of shareholders must be passed as follows:

- (1) In general cases, a resolution of shareholders must be passed by a majority of the votes cast by the shareholders attending and eligible to vote at the meeting. If the votes are equal, the chairman of the meeting has an additional vote as a casting vote.

- (2) In the following events, a resolution of shareholders must be passed by three-quarters (3/4) or more of the votes cast by the shareholders attending and eligible to vote at the meeting:
 - (a) a sale or transfer of all or substantial part of the business of the Company to any person;

 - (b) a purchase or acceptance of transfer of business of other public or private companies;

 - (c) an entering into, amendment or termination of any agreement concerning a lease out of all or substantial part of the business of the Company or an assignment of the management control of the business of the Company to any person or a merger with any person for the purposes of profit and loss sharing;