

**THE BANK'S ARTICLES OF ASSOCIATION**  
**REGARDING THE SHAREHOLDERS' MEETING**

**Chapter 4: Directors**

- Article 22. The Company's directors shall be elected by the shareholders' meeting according to the following method:
- 22.1 Each shareholder shall have one vote for each share held.
- 22.2 In electing directors, votes may be cast to elect each director one by one or to elect directors as a group or by any other method that the shareholders' meeting deems fit. However in casting the votes each time, the shareholders must cast all of his votes in accordance with article 22.1 and may not divide up his votes among directors or groups of directors.
- 22.3 A director shall be elected by the majority of votes. If there is an equality of votes, the Chairman of the meeting shall cast the deciding vote.
- Article 23. In each annual ordinary meeting of shareholders of the Company, one-third of the directors shall retire. If their number is not a multiple of three, then the number nearest to one-third must retire.
- The directors to retire in the first year and the second year after the registration of the Company shall be determined by drawing lots. In every subsequent year, the directors who have been longest in office shall retire.
- The retiring directors are eligible for re-election.
- Article 27. The shareholders' meeting may resolve to remove any director before the end of his term by a vote of not less than three-fourths of the number of the shareholders who attend the meeting and have the right to vote, and the number of shares held by them must altogether amount to not less than one half of the shares held by the shareholders who attend the meeting and have the right to vote.
- Article 30. Directors may or may not be shareholders of the Company.
- Article 43. In paying money or any other properties to directors, the Board of Directors shall submit the matters for the consideration of the shareholders' meeting, which may specify a definite amount or may set the criteria for paying remunerations either for each occasion or on a permanent basis, or with effect until later change.
- Article 44. The provisions of article 43 shall not affect the rights of the staff or employees being elected to be directors to receive their remunerations and benefits as the Company's staff or employees.

## Chapter 6: Shareholders' Meeting

- Article 46. The Board of Directors shall convene an ordinary meeting of the shareholders within 4 (four) months from the last day of the fiscal year of the Company. Any other shareholders' meeting is called an extraordinary meeting.
- The Board of Directors may convene an extraordinary meeting of the shareholders at any time it deems appropriate. The shareholders with aggregate shares numbering not less than one fifth of the total issued shares of the Company, or at least 25 (twenty-five) shareholders holding at least one-tenth of total issued shares may submit a request in writing to the Board of Directors to call an extraordinary meeting at any time provided that the reasons for calling the meeting is clearly stated in such request. In this event, the Board of Directors must convene a meeting of shareholders within 1 (one) month from the date of receiving the request from the shareholders.
- Article 47. In convening the shareholders' meeting, the Board of Directors shall send a written notice, thereby specifying the venue, date, time, agenda of the meeting, with reasonable details, to the shareholders and the official registrar not less than 7 (seven) days before the meeting. The notice shall be advertised in a newspaper for 3 (three) consecutive days, not less than 3 (three) days before the date of the meeting.
- Article 48. In a shareholders' meeting, a quorum consists of at least 25 (twenty-five) shareholders and their proxies (if any) or not less than one half of the total shareholders, whichever is less, holding altogether not less than one-third of the total issued shares.
- In the case of any shareholders' meeting in which one hour has elapsed from the time fixed for the meeting and those present fail to constitute a quorum, the meeting shall be dissolved if it is convened because of the shareholders' request. If the shareholders' meeting is not so convened, another shareholders' meeting shall be convened and a notice to call a shareholders' meeting shall be sent to the shareholders at least 7 (seven) days before the date of meeting. At the latter meeting a quorum is not required.
- Article 49. A resolution of a shareholders' meeting shall require :
- 49.1 A decision or resolution of the shareholders' meeting to be made by casting of votes, and one share shall be counted as one vote.
  - 49.2 In an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of tie vote, the Chairman of the meeting shall have a casting vote.
  - 49.3 In the following events, a vote of not less than two-thirds of the total number of votes of the shareholders who attend the meeting and have the right to vote :
    - a. determination of directors' remuneration;
    - b. change of sequence of agenda of the shareholders' meeting.
  - 49.4 In the following cases, a resolution shall be passed by a vote of not less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote:

- a. sale or transfer of the Company's business whether in whole or in substantial part;
- b. purchase or acceptance of transfer of the business of other companies or private companies;
- c. the undertaking, amendment or termination of agreements concerning the letting out on hire all or important portions of the Company's business; entrusting another person to manage the Company's business; merging of business with other person with the objective of sharing in the profits and losses.

49.5 Where any shareholder holds more than five percent of the total number of issued shares without having been granted an exception or permission under the laws, he shall only be entitled to vote at the shareholders' meetings on account of the portion of shares that is not in excess of five percent of the total number of issued shares.

Article 50. The activities to be carried out at an annual ordinary meeting of shareholders shall at least include the followings:

- (1) To acknowledge the report of the Board of Directors on the Company operations during the past year.
- (2) To approve the balance sheet and the profit and loss statement.
- (3) To approve the appropriation of the profits.
- (4) To elect directors to replace others who have to retire by rotation.
- (5) To appoint the auditor and to fix the auditor's fees.
- (6) To consider other matters.

Article 51. The Company shall deliver the list of shareholders as of the date of the annual ordinary shareholders' meeting, listing their names, nationalities, addresses, the number of shares held and the number of share certificates to the official registrar within 1 (one) month after the date on which the meeting has ended.

### **Chapter 7: Accounts, Finance and Auditing**

Article 54. The Board of Directors shall arrange for the preparation of the balance sheet and profit and loss statement as of the end of the Company's fiscal year and present them to the annual ordinary shareholders' meeting for approval. The Board of Directors shall arrange for the balance sheet and profit and loss statement to be properly audited by the auditor before presenting them to the shareholders' meeting.

Article 55. The Board of Directors must send to the shareholders the following documents together with a notice convening the ordinary shareholders' meeting:

- (1) a copy of balance sheet and profit and loss statement, properly audited with the auditor's report.
- (2) an annual report of the Board of Directors.

- Article 56. No dividends shall be paid otherwise than out of profits. Neither shall dividends be paid if the Company still retains an accumulated loss.
- Dividends shall be divided by number of shares, equally for each share unless for dividend payment made to the holders of preferred shares.
- By virtue of a resolution of the shareholders' meeting, dividend payment may be made in full or in part in stock dividends through the issuance of new shares in the form of various types of shares already issued at that time.
- The Board of Directors may pay interim dividends occasionally to the shareholders if it appears that such payment is justified by the profits of the Company. Other than reserves which the Company is required to appropriate in accordance with the applicable laws, the Board of Directors may reasonably consider to appropriate the net profit to be other reserves. The remaining net profits shall be implied to unappropriated and taken into the capital fund since the first day of the next semi-annual accounting period. The Board of Directors shall report such payment to the shareholders in the next meeting for acknowledgement.
- The payment of dividends shall be made within 1 (one) month from the date of the shareholders' meeting or the date of the Board of Directors' meeting as the case may be. The shareholders shall be informed of the dividend payment by written notice and such notice shall be advertised in a newspaper.
- Where any shareholder holds more than five percent of the total number of issued shares without having been granted an exception or permission under the laws, the Company shall not pay dividend or any other form of money as bonus to such shareholder on account of the portion of shares in excess of five percent of the total number of shares.
- Article 57. The Company must appropriate as a reserve, not less than 5 (five) percent of its net profits deducted by the accumulated loss brought forward (if any), until the reserve amount reaches an amount not less than 10 (ten) percent of the registered capital.
- Article 58. The auditor must not be a director, staff member, employee or one occupying a position in the Company.
- Article 60. The auditor has the duty to attend every meeting of the shareholders of the Company at which the balance sheet, the profit and loss statement and problems concerning the Company's accounts are to be considered in order to explain his auditing of accounts to the shareholders. The Company must submit to the auditor the reports and other related documents which are to be sent to the shareholders for such general meeting of the shareholders.