# Enclosure 5

Table Comparing the Current Articles of Association (AOA) with the Proposed AOA Amendment

Table Comparing the Current Articles of Association (AOA) with the Proposed AOA Amendment

# Article 25. The Chairman or his/her designated person shall send a notice of the Board of Directors' meeting to all Directors at least seven (7) days prior to the Board of Directors' meeting, except in an emergency as to preserve the rights and benefits of the Company when the meeting may be called by other methods and the meeting date may be fixed sooner than the period of time specified above.

**Current Provision** 

If the meeting is an electronic meeting, the Chairman of the Board of Directors or his or her designee may send the notice and supporting documents for the Board of Directors meetings via electronic mail. In this regard, the person who is in charge with the arrangement for the meeting must keep a copy of such notice and related documents as evidence, which may be kept in electronic data format.

# **Proposed Amendment**

Article 25. The Chairman or his/her designated person shall send a notice of the Board of Directors' meeting to all Directors at least <a href="three">three</a> (3) days prior to the Board of Directors' meeting, except in an emergency as to preserve the rights and benefits of the Company when the meeting may be called by other methods and the meeting date may be fixed sooner than the period of time specified above.

When there is reasonable cause or in order to preserve the rights or benefits of the Company, at least two (2) directors may jointly request that the Chairman summons the Board of directors' meeting, whereby the agenda and reason(s) therefor that will be proposed for consideration must be specified. In such a case, the Chairman or his/her designated person shall summon and fix the date of the meeting within fourteen (14) days as of the date of receipt of the request.

In the case where the Chairman or his/ her designated person does not proceed with the summoning and fixing the date of the meeting in accordance with the second paragraph above, the requesting directors may jointly summon and fix the date of the Board of directors' meeting to consider the proposed agendas within fourteen (14) days of the end of such period mentioned in the second paragraph.

If the meeting is an electronic meeting, the Chairman of the Board of Directors or his or her designee may send the notice and supporting documents for the Board of Directors meetings via electronic mail. In this regard, the person who is in charge with the

Current Provision	Proposed Amendment
	arrangement for the meeting must keep a copy of such
	notice and related documents as evidence, which may
	be kept in electronic data format
Article 29. The Board of Directors shall meet at least	Article 29. The Board of Directors shall meet at least (1)
three (3) months at the province of the Company's	every three months at the province of the Company's
headquarters is located, or in neighboring provinces,	headquarters is located, or in neighboring provinces,
or at any other place, with a date, time and place as	or at any other place, with a date, time and place as
determined by the Chairman.	determined by the Chairman.
	In case the Board of directors' meeting held via
	electronic medias, it shall be deemed that the
	headquarters of the Company is the place of the
	meeting.
Articles 31. The Board of Directors shall call the annual	Articles 31. The Board of Directors shall call the annual
general meeting of shareholders within four (4) months	general meeting of shareholders within four (4) months
from the end of the Company's financial year.	from the end of the Company's financial year.
Any meeting of shareholders other than the first	Any meeting of shareholders other than the first
paragraph shall be called an extraordinary general	paragraph shall be called an extraordinary general
meeting, and the Board of Directors may call the extra-	meeting, and the Board of Directors may call the extra-
ordinary general meeting at any time as it deems	ordinary general meeting at any time as it deems
appropriate.	appropriate.
One or more shareholder(s) holding not less than ten	One or more shareholder(s) holding not less than ten
(10) percent of the total issued shares may request in	(10) percent of the total issued shares may request in
writing to the Board of Directors to hold the extra-	writing to the Board of Directors to hold the extra-
ordinary general meeting of shareholders at any time,	ordinary general meeting of shareholders at any time,
but they shall clearly specify reasons for such request	but they shall clearly specify reasons for such request
in the notice. In such case, the Board of Directors must	in the notice. In such case, the Board of Directors must
hold a meeting of shareholders within forty-five (45)	hold a meeting of shareholders within forty-five (45)
days from the date of receipt of the notice.	days from the date of receipt of the notice.
In the case that the Board of Directors does not hold	In the case that the Board of Directors does not hold
such meeting within the period specified in the third	such meeting within the period specified in the third
paragraph, the shareholders who have submitted the	paragraph, the shareholders who have submitted the
request or other shareholders holding the aggregate	request or other shareholders holding the aggregate

## **Current Provision**

number of shares as prescribed in this Article may hold the meeting by themselves within forty-five (45) days from the lapse of the period referred in the third paragraph. In this case, it shall be deemed that such shareholder's meeting is the meeting called by the Board of Directors. The Company shall be responsible for all necessary expenses incurring from the holding of the meeting and reasonable facilitation.

In the case that the quorum of the meeting convened as requested by the shareholders according to the fourth paragraph cannot be formed as required by Articles 33, the shareholders under the fourth paragraph shall be jointly responsible for any expenses incurring from the convening of such meeting to the Company.

Article 32. To summon the shareholders' meeting, the Board of Directors shall provide notice containing place, date, time, meeting agenda and matters to be submitted to the meeting with proper details. The Board of Directors shall state clearly whether such matter is submitted for acknowledgement, approval, or consideration, as the case may be, and shall include its opinions on such matters. Such notice shall be sent to the

## **Proposed Amendment**

number of shares as prescribed in this Article may hold the meeting by themselves within forty-five (45) days from the lapse of the period referred in the third paragraph. In this case, it shall be deemed that such shareholder's meeting is the meeting called by the Board of Directors. The Company shall be responsible for all necessary expenses incurring from the holding of the meeting and reasonable facilitation.

In the case that the quorum of the meeting convened as requested by the shareholders according to the fourth paragraph cannot be formed as required by Articles 33, the shareholders under the fourth paragraph shall be jointly responsible for any expenses incurring from the convening of such meeting to the Company.

In the case that shareholders summon a meeting as per the fourth paragraph, shareholders summoning the meeting may send notice summoning the meeting to shareholders via electronic methods, provided that such shareholders have declared their intention or given consent to the Company or the Board of Directors as prescribed in Article 47.

Article 32. To summon the shareholders' meeting, the Board of Directors shall provide notice containing place, date, time, meeting agenda and matters to be submitted to the meeting with proper details. The Board of Directors shall state clearly whether such matter is submitted for acknowledgement, approval, or consideration, as the case may be, and shall include its opinions on such matters. Such notice shall be sent to the

Current Provision	Proposed Amendment
shareholders and the Registrar not less than seven	shareholders and the Registrar not less than seven
(7) days prior to the date of the meeting.	(7) days prior to the date of the meeting.
Furthermore, such notice shall also be published in	Furthermore, such notice shall also be published in
newspaper for three (3) consecutive days at least	newspaper for three (3) consecutive days at least
three (3) days prior to the date of the meeting.	three (3) days prior to the date of the meeting or
The Meeting of Shareholder can be held through	advertised via electronic medias according to the
electronic media which shall comply with the	criteria stipulated by law.
provisions, procedure and methods as required by	The Meeting of Shareholder can be held
related laws.	through electronic media which shall comply with
The electronic meeting under the second	the provisions, procedure and methods as required
paragraph shall be conducted in accordance with	by related laws and it shall be deemed that the
the criteria, methods and standards for electronic	headquarters of the Company is the place of the
meeting security as specified by law.	meeting.
In case that the place of meeting shall be held in	The electronic meeting under the second
the province where the Company's Head Office is	paragraph shall be conducted in accordance with
located, or nearby provinces stipulated by the	the criteria, methods and standards for electronic
Board of Directors.	meeting security as specified by law.
	In case that the place of meeting shall be held in
	the province where the Company's Head Office is
	located, or nearby provinces stipulated by the
	Board of Directors.
-	Articles 47. In the case the Company or the Board
	of Directors is obligated to send letters or
	documents in accordance with the provisions of the
	Public Limited Companies Act or these Articles to
	the Directors, shareholders, or creditors of the
	Company, if such persons have declared their
	intention to receive or given consent to the delivery

of, letters or documents via electronic methods, the

Current Provision	Proposed Amendment
	Company or the Board of Directors may send such
	letters or documents via electronic methods
	according to the criteria stipulated by law or the
	relevant authority's determination.