

The Company's Articles of Association relating to the Shareholder Meeting

Chapter 4

Meeting of Shareholders

36. The Board of Directors shall hold the annual general meeting of shareholders within four (4) months of the last day of the fiscal year of the Company. A meeting of shareholders must be held in the province where the Company's head office is located or any other place designated by the Board of Directors.

37. The Board of Directors may call an extraordinary general meeting any time it deems expedient, or shareholders holding shares amounting to not less than 10% of the total number of shares sold may subscribe their names to a notice requesting the Board of Directors to convene an extraordinary meeting of shareholders at any time, but they shall also specify reasons for such request in the notice. In such case, the Board of Directors must arrange for a meeting of shareholders within 45 days from date of receipt of the notice.

In such case, the Board of Directors have not been arranged for a meeting referred to in the first paragraph, the shareholder sold may subscribe their names or other shareholders. Amounting to the number of shares as applicable, may call the meeting by themselves within 45 days from date of due date referred to in the first paragraph. In such case, assume being a meeting as the Board of Directors calling, the Company must accountability on mandatory expenditure that are made from arrangement a meeting.

In such case, a meeting referred to in the second paragraph, the number of shareholders attending the meeting is not required to form a quorum as specified in the regulation no.42. the shareholder referred to in the second paragraph must accountability on mandatory expenditure that are made from arrangement a meeting.

38. In shareholders' meeting, shareholders who have the right to attend the meeting and vote must be the shareholder whose name is on the shareholder register as of the date specified by the board of director and the number of shares each person may have the right to vote as appeared. However, such person's rights will not be affected event though the shareholder register on the date of the shareholders' meeting has been changed.

The date determined by the board of directors on one day must be the day prior to the date of shareholder's meeting no more than two (2) months.

39. In calling a meeting of shareholders, the Board of Directors shall issue a notice of meeting specifying place, date, time, agenda, and matters to be set forth to the meeting together with reasonable details, by expressly specifying as to the agendas and matters to be set forth to the meeting for information; approval, or consideration, including opinions of the Board of Directors on said matters, and send the same to the shareholders and the Registrar not less than seven (7) days before the date of the meeting. The notice of meeting shall also be announced in a newspaper at least three (3) days for not less than three (3) days before the date of the meeting. A meeting of shareholders must be held in the province where the Company's head office is located or any other place designated by the Board of Directors.

Notice sent to shareholders to be sent via registered mail.

40. Shareholders may authorize other person who have reached the age of majority, the shareholder may authorize a person as his/her proxy to attend the meeting and vote on his/her behalf. The proxy form must be dated and signed by the shareholder appointing the proxy and must be in accordance with the form prescribed by the Registrar, which shall at least contain the following particulars:

- (1) Number of shares held by the grantor
- (2) Name of Proxy
- (3) Times of the meeting of the proxy attending the meeting and casting their votes.

The proxy form must be delivered to the Chairman or the President at the meeting before the proxy attends the meeting.

41. In such case proxy, a person both a shareholder and not a shareholder who is a proxy holder, has the right to vote according to the number of proxies. In addition to the personal voting in the event that they are shareholder.

42. In order to constitute a quorum, there shall be shareholders and proxies (if any) attending a general meeting of shareholders amounting to not less than twenty-five (25) person, or not less than one-half (1/2) of the total number of shareholders, and in either case such shareholders shall hold shares in aggregate to not less than one third (1/3) of the total number of shares sold.

If one (1) hour has passed from the time fixed for a meeting of shareholders and the quorum has not been constituted, the meeting which was called at the request of the 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 such meeting must be sent to the shareholders not less than seven (7) days prior to the date of the adjourned meeting. In the adjourned meeting, a quorum is not required.

43. At the meeting of shareholders, the Chairman of the Board of Directors will act as the Chairman of the meeting of shareholders. If the Chairman of the Board of Directors is not present at the meeting or is unable to perform his/her duty and if there is a Vice Chairman, the Vice Chairman will serve as the Chairman of the meeting. If there is no Vice Chairman or the Vice Chairman is unable to perform his/her duty, the shareholders attending the meeting must elect one of them to act as the Chairman of the meeting.

44. The Chairman of the Board of Directors will act as the Chairman of the meeting of shareholders, according a meeting must being arrange as specified in the notice of the meeting. Unless the meeting resolves to change the order of the agenda with a vote of not less than two-thirds (2/3) of the number of shareholders present at the meeting.

When the meeting has completed the consideration referred to in the paragraph one, shareholders holding shares amounting to not less than 1/3 of the total issued shares may request the meeting to consider other matters besides those specified in the notice calling for the meeting.

In such case, the meeting does not complete the consideration of the agenda according to the first paragraph or considering the matters proposed by the shareholders not completed under paragraph two, as the case may be and need to postpone the consideration. The meeting shall specify the place, date and time for the next meeting, and the board of directors must send the notice of meeting by specifying the place, date, time and

agenda to the shareholders for not less than seven (7) days the notice calling for the meeting shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the meeting date.

45. Unless otherwise stipulated in this regulation, voting at the shareholders' meeting whether it is pronounced by raising hands, by secret voting, shareholders shall have one vote per share held by them. A resolution of the shareholders meeting shall have the following requirements.

- (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. In case of a tie vote, the Chairman has a casting vote.
- (2) In the following cases, a resolution must be passed by no less than three-quarters (3/4) of the votes cast by the shareholders attending and eligible to vote at the meeting:
 - (a) sale or transfer of all or a substantial part of the business of the Company to any person;
 - (b) purchase or acceptance of transfer of the business of other public limited companies or limited companies;
 - (c) entering into, amending or terminating of any agreement concerning a lease of all or a 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 an amalgamation with any person for the purposes of profit and loss sharing;
 - (d) amendment to the Memorandum of Association or Articles of Association of the Company;
 - (e) increase or reduction of capital;
 - (f) issuance of debentures of the Company;
 - (g) merger or dissolution of the Company with another company; or

46. 32. The matters which should be considered by an annual general meeting of shareholders are as follows:

- (1) to consider the report of the Board of Directors concerning the Company's business in the past one-year period;
- (2) to consider and approve the financial statements and the profit and loss statements as of the end of the fiscal year of the Company;
- (3) to consider and approve profit allocation and dividend payment;
- (4) to consider and elect new Directors in place of those who retire by rotation and to fix the remuneration of Directors;
- (5) to consider and appoint an auditor and to fix the remuneration of the auditor; and other matters

47. In such case the Company, subsidiaries according to definition of law governing securities and exchange, agree to enter into a connect transaction, acquire, dispose of important the Company's assets in accordance with the regulations stipulated in the law on securities and exchange, the Company shall also comply with the rules and procedures prescribed in such matters.