

The Company's Article of Association relating to the Annual General Meeting of Shareholders

1. The Meeting of Shareholders

Article 34 The board of directors shall arrange for an annual general meeting of shareholders within four (4) months from the last day of the fiscal year of the Company. The general meetings of the Company shall be held at the registered office of the Company or in a nearby province or at such other place as the directors may decide.

Article 35 The other general meetings are called "extraordinary meetings".  
The board of directors may summon an extraordinary meeting of shareholders whenever the board thinks fit or the shareholders holding shares altogether of not less than one-fifth (1/5) of the total number of shares issued or the shareholders of a number not less than twenty-five (25) persons holding shares altogether of not less than one-tenth (1/10) of the total number of shares issued may submit their names in a letter requesting the board of directors to summon an extraordinary meeting of shareholders at any time but they shall give reasons for such request in the said letter. In such case, the board of directors shall arrange for the meeting of shareholders to be held within one (1) month from the date of receipt of such request from the shareholders.

Article 36 In a shareholders' meeting, a person who has the right to vote shall be a shareholder whose name is recorded in the shareholders' register as of the date determined by the board of directors and the amount of shares for which each shareholder has the right to vote shall be in accordance with the shareholders' register as of the same date. In this regard, the right of such person shall not be affected even though the information in the shareholders' register as of the date of the shareholders' meeting has been changed.  
The date determined by the board of directors under the first paragraph shall not exceed 2 months prior to date of the shareholders' meeting.

Article 37 In summoning the meeting of shareholders, the Board of Directors shall prepare a written notice of the meeting specifying the place, date, time, agenda of the meeting and the matter to be proposed to the meeting together with sufficient details, stating clearly whether they are for acknowledgment, for approval or for consideration and including the opinion of the Board of Directors on the said matters, and shall send the same to the shareholders and the registrar for their information not less than seven (7) days prior to the date of the meeting. The notice of the meeting shall also be published in a newspaper of at least three (3) days prior to the date of the meeting in the three (3) consecutive days. The notice to the shareholders shall be sent via register mail.

## 2. The Proxy

Article 38 In the meeting of shareholders, a shareholder may appoint a person who is sui jurist to attend the meeting and vote on his/her behalf. The proxy form must be dated and signed by the principal in the form prescribed by the Registrar. The information in the proxy should have a least as follow:

- 1) Number of shares of Authorizer
- 2) Name of Attorney
- 3) Number of the meeting that attends the meeting and voting.

The proxy form must be submitted to the Chairman or other person designated by the Chairman at the meeting place prior the proxy attends the meeting.

Article 39 In case of a proxy, the person who are both shareholder and not the shareholder shall have the right to vote based on the number of proxies and the personal vote in cases where their shareholders.

## 3. The Quorum

Article 40 In the meeting of shareholders shall be shareholders and proxies (if any) attending the meeting amounting to not less than twenty-five (25) persons or not less than half (1/2) of the total number of shareholders, and holding in aggregate number of shares of not less than one-third (1/3) of all shares sold, in order to constitute a quorum.

## 4. The Appointment of the Director

Article 19 The directors shall be elected at the shareholders meeting in accordance with the following rules and methods:

- (1) Each shareholder shall have votes equal to the number of shares held by them.
- (2) Each shareholder shall elect one or several persons as directors, but not more than the number of directors that the Company may have or that are to be elected at such meeting.
- (3) Each shareholder may exercise all the votes to elect one or several persons as directors, but may not allot his votes to any person at any number.
- (4) The person who received highest votes in their respective order of the votes shall be elected as directors at the number of directors that the Company may have or that are to be elected at such meeting. In the event of equal votes among the persons elected in order of respective high numbers of votes, which number exceeds the number of directors that the Company may have or that are to be elected at such meeting, the Chairman of that meeting shall have a casting vote.

## 5. The Shareholder's voting

Article 44 The Voting at a meeting of shareholders; whether voting by hands or by secret ballot that one share one vote Shareholders who is the related person with in the matter not entitled to vote except for appoint directors. A resolution of the shareholders' meeting shall consist of the following.

- (1) In normal case, the majority votes of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the Chairman of the meeting shall have an additional casting vote to decide on the matter.
- (2) In the following cases, resolutions shall be passed by votes of not less than three-fourths (3/4) of the total votes of the shareholders who attend the meeting and are 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 the other limited company or private limited company's businesses to the Company.
  - (c) Entering into, amending or terminating the contract relating to the leasing out of the Company's business in whole or in essential parts; the assignment to other persons to manage the Company's business or the consolidation of the businesses with other persons with an objective to share profit and loss.
  - (d) Amendment to Articles of association of the Company.
  - (e) To increase or decrease the capital of the company or new bond issue offer to the general public.
  - (f) To merge or dissolution of company.