

**The Company's Articles of Association with regard to Shareholders' Meetings**

**Meeting**

Clause 14 The Board of Directors shall call a shareholder meeting which is an annual general meeting within four (4) months of the last day of the Company's fiscal year.

Shareholder meetings other than the one referred to above shall be called extraordinary general meetings. The Board of Directors may call an extraordinary general meeting of shareholders at any time the Board of Directors considers it expedient to do so.

Any shareholder or shareholders holding shares in aggregate of not less than one-tenth (1/10) of the total number of shares sold may at any time subscribe their names and clearly state the purpose in a letter requesting the Board of Directors to call an extraordinary general meeting. In this case, the Board of Directors shall call the shareholders' meeting within forty five (45) days from the date of receipt of such letter from the shareholder(s).

Clause 15 The purposes of an annual ordinary general meeting of shareholders are as follows:

- (1) To consider and acknowledge the report of the Board of Directors concerning the Company's business during the previous year.
- (2) To consider and approve the balance sheet and profit and loss account of the past accounting year.
- (3) To consider and approve the appropriation of profits, dividend payment, and the appropriation of a reserve fund.
- (4) To consider and appoint new directors to replace the directors who have retired from office upon the expiration of their term of office.
- (5) To consider and determine the directors' remuneration.
- (6) To consider and appoint an auditor and fix his/her remuneration.
- (7) To transact other businesses.

Clause 16 In calling a shareholder meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matter to be proposed to the meeting with reasonable detail by indicating whether it is the matter proposed for information, approval or consideration, including the Board of Directors' opinion in the said matters, and the said notice shall be sent to the shareholders and the Registrar not less than seven (7) days prior to the meeting date. The notice calling for the meeting shall be published in accordance with the criteria specified by the law at least for three (3) consecutive days and not less than three (3) days prior to the meeting date.

The place of the meeting may be other places than the province where the Company's head office is located at or nearby province as may be fixed by the Board of Directors.

The meeting notice under paragraph one may be delivered via electronic means or by the criteria specified by the law.

Clause 17 In the shareholder meeting, there shall be shareholders and proxies (if any) attending at a meeting amounting to not less than twenty five (25) persons or not less than one half (1/2) of the total number of shareholders and such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold of the Company to constitute a quorum.

At any shareholder meeting, if one (1) hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as defined, and if such shareholder meeting was called as a result of request by the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

Clause 18 In all shareholder meetings the Chairman of the Board of Directors shall be the chairman of shareholder meeting. If the Chairman of The Board of Directors is not present at a meeting or cannot perform his duty for any reason, the Vice-chairman present at the meeting shall be the chairman of the meeting. If the Vice-chairman is not present at the meeting or cannot perform his duty as well, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

#### **Proxy for Meeting Participation**

Clause 19 In a shareholder meeting, a shareholder may appoint any other person who is sui juris as proxy to attend the meeting and vote on his or her behalf. An instrument appointing the proxy shall be dated and signed by the shareholder who appoints proxy and be in accordance with the form set by the Registrar.

The instrument appointing the proxy shall be submitted to the Chairman of the Board of Directors or to the person designated by the Chairman of the Board of Directors at the place of the meeting before the proxy attends the meeting.

Appointment of a proxy may be conducted via electronic means or by the criteria specified by the law.

**Shareholders' Rights to vote in the Meeting**

Clause 20 In voting, one (1) share equals to one (1) vote and a resolution of the shareholder meeting shall consist of the following votes:

- (1) In any ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote.
- (2) In the following events a vote of not less than three-quarters (3/4) of the total number of votes of the shareholders who attend the meeting and are entitled to vote:
  - (a) the sale or transfer of the whole or important parts of the business of the Company to other persons;
  - (b) the purchase or acceptance of transfer of the business of other companies or private companies by the Company;
  - (c) the making, amending, or terminating of contracts with respect to the granting of a lease of the entire or important parts of the business of the Company, the assignment of management of the business of the Company to any other person or the amalgamation of the business of the Company with other persons for purpose of profit and loss sharing;
  - (d) the amendment of the Memorandum or Articles of Association;
  - (e) the increase or reduction of the Company's capital or the issuance of debentures;
  - (f) the amalgamation or dissolution of the Company.