

**The Company's Articles of Association only in respect of  
The shareholders' meeting**

**Chapter 5 Shareholder Meetings**

31. The Board of Directors shall arrange for an annual general meeting of shareholders within 4 months after the end of the Company's fiscal year

The shareholders meetings, other than the above mentioned general meeting, shall be called extraordinary meeting. The Board of Directors may call an extraordinary meeting of shareholders whenever it sees appropriate.

One or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of sold shares may by subscribing their names, request the Board of Directors in writing to call an Extraordinary Meeting at any time, whereas the reasons for calling such meeting shall be clearly stated in such request. In this regards, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date the request in writing from the shareholders is received.

In case the Board of Directors fails to arrange for the meeting within such period under paragraph three, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may call the meeting themselves within forty-five (45) days as from the date of expiration of the period under paragraph three. In such case, the meeting is deemed to be shareholders' meeting called by the Board of Directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under paragraph four, the number of the shareholders presented does not constitute quorum as prescribed by Article 33, the shareholders under paragraph four shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

In the event that the shareholders have called for an Extraordinary meeting of shareholders themselves, the shareholder calling the meeting may send a meeting invitation by electronic means to the shareholders who have expressed their intention or consent to the sending of a meeting invitation by electronic means. Such actions must be in accordance with the criteria and procedures prescribed by the Public Company Registrar.

- 32 For a meeting of shareholders, the Board shall, in writing, specify the place, date and time of the meeting, agenda, and the matters that will be proposed to the meeting with reasonable detail and deliver to the shareholders at least 7 days prior to the meeting. The notice of the meeting shall also be advertised in a newspaper or advertised electronically in accordance with the criteria and procedures of the law

The place of the meeting is not necessarily the locality where the head office of the Company or any other provinces as the Chairman or responsible director considers appropriate.

- 33 In a shareholders meeting, there must be shareholders and proxies from the shareholders (if any) of at least 25 persons presented, or not less than one-half of the total shareholders, and holding shares amounting to not less than one-third (1/3) of the total number of sold shares to constitute a quorum.

If it appears that in any shareholders meeting at any time, upon 1 hour has passed the meeting time and the number of the shareholders present at the meeting still does not constitute a quorum as required, if such shareholders meeting was called because of the shareholders' request, the meeting shall be cancelled. If the shareholders meeting is not a meeting upon the shareholders' request, a new meeting shall be called and the meeting notice must be delivered to the shareholders at least 7 days prior to the meeting in this latter meeting, a quorum is no required.

The proxy maybe made by electronic means instead, using the safe and reliable method to indicating that the proxy is made by the shareholder and is in accordance with the criteria prescribed by the registrar.

- 34 The Chairman of the Board of Directors is the Chairman of the shareholders meeting. In case of the Chairman is not present at the meeting or is unable to perform his duties, if the Vice Chairman is present, the Vice Chairman shall preside; if there is no Vice Chairman or is unable to perform his duties, the shareholders present at the meeting shall elect on among themselves to chair the meeting.

In voting, shareholders vote as the number of shares they hold; one share is equal to one vote.

Voting shall be made openly, unless the shareholders not less than 5 persons requested and the Meeting resolved that the secret ballot then the secret ballot it shall be. The method of voting by secret ballot shall be determined by the Chairman of the meeting.

- 35 A resolution of the Shareholders Meeting shall consist of the following votes:

- (1) In normal cases, a resolution is passed by majority vote of the shareholders attending the meeting and voting. If the votes are equal, the Chairman of the meeting shall have an additional vote as a casting vote.
- (2) In these cases, a resolution is passed by vote not less than three-fourths (3/4) of the total votes of the shareholders attending the meeting and entitled to vote:
  - (a) The sale or transfer of all substantial part of the Company's business to any other person
  - (b) The purchase or acquisition of business of other companies or private companies by the Company
  - (c) The entering into, amendment, or termination of contracts relating to the lease of the whole of or a substantial part of the Company's business; Delegation of authority to other person to the Company's business management or merger with other persons with the purpose of profit and loss sharing
  - (d) The amendment of the Memorandum of Association or Regulations of the Company
  - (e) Increasing or decreasing capital, issuing debentures, merger or dissolution of the Company

- 36 The Annual General Meeting shall include the following affairs:

- (1) Consideration of the report of the Board of Directors proposed to the Meeting, representing the operating results of the Company during the past year
- (2) Consideration and approval of the Balance Sheet
- (3) Profit allocation

- (4) Election of directors to replace the directors who retired by rotation
  - (5) Appointment of auditors and audit fees
  - (6) Other affairs
- 38 The Company is required to set legal reserve of no less than 5 percent of net profit in any year after brought-forward retained loss (if any) until such legal reserve was not less than 10 percent of the Company's registered capital.

Apart from the legal reserve, the Board of Directors might propose the meeting of shareholders to resolve the allocation of other reserves, as it deemed beneficial to the operation of the Company. When the Company received approval from the meeting of shareholders, the Company may transfer other reserves, legal reserve, and share premium, respectively, to offset the accumulated loss of the Company.