

## **Articles of Association of the Company Related to Shareholders' Meeting**

### **Chapter IV. General Meeting**

Article 25. The Board of Directors shall hold the Annual Ordinary General Meeting within four months after the end of Company's fiscal year.

All other General Meeting are called "Extraordinary General Meetings".

The Board of Directors may convene the Extraordinary General Meeting whenever they think fit or shall convene an Extraordinary Meeting whenever either shareholders holding not less than one-fifth of the total number of shares issued by the Company or the number of at least 25 shareholders who hold the shares in total numbers of not less than one-tenth of the number of issued shares make a formal request in writing to the Board of Directors for an Extraordinary General Meeting to be convened. The request must specify the reason for which the meeting is required to convene. The Board of Directors must convene the meeting within 1 month from receiving such request.

Article 26. To convene the General Meeting, the Board of Directors shall prepare the written notice specifying the place, the day, the time and the agenda of the Meeting with proper details as well as the Board's opinions, and clearly state that the agenda is for acknowledge, approval or consideration. Such notice shall be sent not less than 7 days before the date set for the meeting to shareholders and registrar, and shall be published in the newspaper in the period of 3 days consecutively before the meeting date not less than 3 days.

During 21 days before the date of General Meeting, The Company may not register the share transfer by announcing, at least 14 days before the beginning date of not registering, to the shareholders at head office and all other branches.

The place where the meeting to be held shall not be limited at the head office. The Board of Directors may convene the meeting at any place where they think fit.

Article 27. To constitute a quorum, a General Meeting shall be attended by not less than 25 shareholders and proxy (if any) or not less than one-half of total shareholders which those representing not less than one-third of total issued shares.

If within an hour from the time appointed for the General Meeting, the quorum is not constituted, the meeting, if summoned upon the requisition of shareholders, shall be dissolved. If the meeting had not been summoned upon the requisition of shareholders, another general meeting shall be summoned by giving the notification to the shareholders not less than 7 days before the date of the meeting and at such meeting, no quorum shall be necessary.

The Chairman of the Board of Directors shall preside at the General Meeting. If the Chairman is not present or cannot conduct the meeting, the Vice Chairman, if it has, shall preside as the Chairman. If there is no such Vice Chairman or the Vice Chairman cannot conduct the meeting, the shareholders at the meeting may elect one of the shareholders present to be Chairman of the meeting.

Article 28. The shareholder shall have one vote for each share of which he is the holder. The voting shall be done by open except that not less than 5 shareholders had requested and the meeting had resolved for the poll. The Chairman shall fix the way of voting by poll.

Article 29. The resolution of the meeting shall be as follow:

- (1) For normal case, the resolution shall be passed by the majority of the shareholders presenting at the meeting and exercising their votes. If the case of an equality of votes, the Chairman of the meeting shall be entitled to a casting vote.
- (2) For the following case, the resolution shall be passed by the majority of not less than three-fourths of the total votes of shareholders presenting at the meeting and having the voting right:
  - (a) Sell or transfer in whole or in substantial parts of the business of the Company to other person.
  - (b) Purchase or accept the transfer of the business of other public company or private company.
  - (c) Execute, amend or terminate the agreement relating to lease out in whole or in substantial parts of the business of the Company, assign the other person to manage the business of the Company or merge the business of the Company with the business of the other person, which the objective is profit sharing.
  - (d) Amend the Memorandum of Association or Articles of Association of the Company.
  - (e) Increase, decrease the capital, issue the debenture, amalgamate or dissolve the Company.

Article 30. The matters to be conducted at the Annual Ordinary General Meeting are as follow:

- (1) To consider the Company's operating report for the previous year which proposed by the Board of Directors
- (2) To consider and approve the balance sheet
- (3) To consider and approve the appropriation of profit
- (4) To elect new directors to replace directors who retired by rotation
- (5) To appoint the company's auditors and fix the remuneration
- (6) Other business