

Company's Articles of Association relating to the Meeting of Shareholders

Chapter 5 **Shareholder Meeting**

Clause 30 The Board shall arrange for an annual general meeting of shareholders to be held within four (4) months after the end of the accounting year of the Company.

This meeting shall be called "General Meeting". Any other shareholders' meetings shall be called "Extraordinary General Meeting". The Board of Directors may call an Extraordinary General Meeting whenever it is appropriate.

Any shareholders holding the aggregate amount of up to one-fifth (1/5) of all issued shares or at least twenty-five (25) shareholders holding the aggregate amount of up to one-tenth (1/10) of all issued shares, may request in writing to the Board of Directors for the holding of an Extraordinary General Meeting. The request shall clearly specify the reason for summoning the meeting. The Board of Directors shall call a meeting to take place within one (1) month from the date of receipt of the request.

Clause 31 In calling a shareholder meeting, The Board of Directors shall prepare a written notice of the meeting. The said notice shall be delivered to the shareholders and the Registrar under the public limited companies law for their information at least seven (7) days prior to the date of the meeting. The notice shall state the place,, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable details by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the related opinions of the board of directors. The notice of meeting shall be also published in a newspaper for three (3) consecutive days at least three (3) days prior to the meeting date.

The selected meeting assembly shall situate in province where the company's headquarter is located or any other places as deemed appropriate under the committee's discretion.

Clause 32 In a shareholders' meeting, a quorum shall be constituted by at least twenty-five (25) shareholders present in person or by proxy (if any) or half (1/2) of all shareholders representing up to , one-third (1/3) of all issued shares.

If within one (1) hour from the time fixed for the shareholders' meeting the required quorum is, not constituted, the meeting, if called by a request of shareholders according to Article 19, shall be dissolved. If such meeting is not called by the shareholders' request according to Article 19, another meeting shall be convened and a notice of the meeting shall be sent to the shareholders not less than

seven (7) days and not more than fourteen (14) days prior to the meeting date. At such meeting, no quorum shall be required.

Clause 33 The Chairman of the Board of Directors shall preside over the shareholders' meeting. In the event that the Chairman is unavailable or unable to perform his/her duties, the Vice-chairman shall act as the presiding Chairman. If the Vice-chairman is unavailable or unable to perform his/her duties, the shareholders present at the meeting shall elect one of their members to be the presiding Chairman.

Clause 34 The meeting's resolution shall include the following votes;

- (1) In normal case, a majority of eligible shareholder attendants shall be accounted. A share counts as one vote. In case of tie; one addition vote by chairman will be regarded a final arbitration.
- (2) In following cases, third fourth of total eligible shareholder attendants' vote shall be accounted. A share counts as one vote.
 - 2.1) Selling or transfer of partial or whole business of the company to others.
 - 2.2) Buying or being transferred the private or public company's business to company's property.
 - 2.3) Agreement in relation to modification or termination of lease contract in part or whole, assigning others to deal with the business or merger with other company for a purpose of profit sharing.
 - 2.4) Modify and revise the Memorandum of Association or the Articles of Association
 - 2.5) Increase or decrease in company's registered capital
 - 2.6) Winding-up
 - 2.7) Amalgamation

Clause 35 Activities the shareholders should convene a meeting include;

- (1) review a committee report demonstrating the company's performance outcomes in previous year
- (2) review and approve balance sheet and income statement
- (3) review profit allotment and dividend pay announcement
- (4) Appoint new Board of Directors to replace the ones vacating the office upon expiration of term and appoint the Remuneration Committee.
- (5) Appoint Auditor and accounting audit allowance
- (6) Others