

The Company' s Articles of Association concerning the Shareholders Meeting

**CHAPTER 4
SHAREHOLDERS MEETING**

25. The Board shall arrange for the Annual General Meeting of shareholders to be held within four months after the end of the fiscal year of the Company.

Other Shareholders' Meetings, apart from the abovementioned meeting, are called Extraordinary General Meetings. The Board of Directors may summon an Extraordinary General Meeting whenever they deem appropriate. Or Shareholders holding not less than one – fifth of the total number of shares sold or not less than 25 shareholders holding not less than one-tenth of the total number of shares sold, may request the Board of Directors in writing to summon an Extraordinary General Meeting of Shareholders at any time, provided that the written request shall specify the reasons of the request. In such case, the Board of Directors has to summon an Extraordinary General Meeting of Shareholders within 1 month after receiving the request from those shareholders.

26. The Board of Directors shall summon a shareholders meeting by sending a notice to the shareholders not less than seven days before the date of the meeting. The notice shall specify the place, date, time and agenda of the meeting and the subject matter to be submitted to the meeting together with appropriate details – specify clearly agenda that to acknowledge, or to approve, or to consider and also compose of the Board of Directors' opinion. Such notice shall be published in a newspaper not less than three consecutive days before the date of the meeting.

The shareholder meeting shall be held in the same area where the Company's head office located or any other province nationwide.

27. At the shareholders meeting, the shareholder may appoint any other person to appear and vote on his/her behalf. The proxy form must be dated and signed by the proxy grantor and according to the form prescribed by the Registrar.

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

28. The quorum of a shareholders meeting shall be either not less than twenty-five shareholders present and proxies (if any) and the total number of shares altogether should not less than one-third of the total number of shares sold, or not less than half of the total number of shareholders and the total number of shares altogether should not less than one-third of the total number of shares sold.

If after one hour from the time fixed for any general meeting of shareholders, the number of shareholders present does not constitute a quorum as specified, such meeting shall be cancelled if such general meeting was requested by the shareholders. However, in some other cases, the meeting shall be called again and notice for a new meeting shall be sent to shareholders not less than seven days prior to the meeting. In the new meeting, no quorum shall be required.

At the shareholders meeting, the Chairman of the Board of Directors shall preside over the shareholders meeting. If the Chairman of the Board of Directors does not exist or the Chairman is absent, the Vice Chairman shall act as the Chairman. If the Vice Chairman does not exist or unable to perform the duty, the shareholders present shall elect a shareholder to act as the Chairman.

29. The voting method, one share represents one vote.
- The voting must be processed in revealed manner. Nevertheless, if there are at least 5 shareholders request and the meeting resolve to vote in confidential manner, the voting must be processed in confidential manner. The procedure of the confidential voting shall be determined by the Chairman.
30. A resolution of the shareholder meeting shall require as follows:
- (1) In an 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 of the total number of votes of shareholders who attend the meeting and have the right 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 the other companies or private companies by the company.
- (c) The making, amending or terminating of contracts with respect to the granting of a hire of the whole or partial parts of the business of the company, the assignment of the management of the business of the company to any other persons or the merger of the business with other persons with the purpose of the profit and loss sharing.
- (d) The amendment of the Memorandum of Association or the Articles of Association.
- (e) The increase or decrease in the Company's capital or the issuance of the debenture.
- (f) The merger or the dissolution.
- (h) Other matters as required by law.

31. The agenda which the annual general meeting of shareholders shall require as follows:

- (1) To consider the declaration of the pass operational results.
- (2) To consider and approve the Company's Balance Sheet and Income Statements.
- (3) To approve the appropriation of the profit.
- (4) To approve the appointment of the director in replacement to the director who are due to retire on rotation and determine the directors' remuneration.
- (5) To approve the appointment of the Company's auditor and determine the auditor's remuneration.
- (6) To consider other issue.