

The Company's Articles of Association concerning the Shareholders Meeting

- Clause 33.** The Board shall arrange for an Annual General Meeting of Shareholders to be held within four (4) 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. One or more shareholders holding shares amounting to not less than 10 percent of the total number of shares sold may submit a written request to the Board of Directors for calling an Extraordinary General Meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within 45 days as from the date of receiving of such request from the shareholders.
- In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph two, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within 45 days from the date under paragraph two. In this regard, the meeting shall be deemed as the Shareholders' Meeting called by the Board of Directors. The Company shall be responsible for necessary expenses incurring from such meeting and reasonably provide facilitation.
- In case the meeting summoned by such shareholders under paragraph three is not constitute a quorum as prescribed in Article 35, the shareholders under paragraph three shall jointly responsible to the Company for expenses incurred from such meeting
- Clause 34.** In order to summon the Shareholders' Meeting, the Board shall prepare appointment letters for the Meeting specifying the venue, date, time, agenda and matters to be presented in the Meeting as well as details, as may be reasonable. The letter shall clearly specify the matters to be presented for acknowledgement, approval or consideration, as the case may be, as well as the Board's comments on such matters. Then, the letters shall be sent to the shareholders and to the registrar at least 7 days prior to the date of the Meeting. And the Board shall advertise the notice of appointment for the Meeting in newspapers for 3 consecutive days at of least 3 days prior to the date of the Meeting.
- Clause 35.** The shareholders' Meeting shall be attended by at least 25 shareholders and proxies (if any) or at least half of the total shareholders, whichever number is smaller. And a quorum can be achieved by the attendance of shareholders who collectively hold at least one-third of all the shares sold. If it appears that a prescribed quorum of any shareholders' meeting summoned by the shareholders' request cannot be achieved after the appointment time has passed for one hour, such meeting shall be cancelled. If such shareholders' meeting is not summoned by the shareholders' request, it shall be reappointed. And appointment letters for the meeting shall be sent to the shareholders at least 7 days prior to the date of the Meeting. A quorum of the latter meeting is not compulsory.
- Clause 36.** The Chairman of the Board of Directors shall be the Chairman for the shareholders' meeting. In the event the Chairman is not present or is unable to discharge his duties, the Vice-Chairman, if any, shall serve as the Chairman. If there is no Vice-Chairman or such Vice-Chairman is unable to discharge his duties, the shareholders present shall elect one of their members to be the Chairman for the meeting.
- Clause 37.** The Shareholder has the right to attend the meeting and voting of the shareholders' annual general meeting or proxy as the case may be.
- In the voting, the Shareholder or proxy has the number of vote equal to number of share held by one vote represents one share.
- Clause 38.** In the voting of the Shareholders' Meeting, one vote represents one share. And the resolution of the Shareholders' Meeting shall be composed of the votes as follows;
- (1) In normal cases, the resolution shall be based on majority votes of the shareholders attending the Meeting and casting their votes. In case of equal votes, the President of the Meeting shall have one casting vote.
  - (2) In the following cases, the resolution shall be based on at least three-fourth of all the votes of shareholders attending the Meeting and being entitled to cast their votes.
    - a) Sale or transfer all or material part of the Company's business to other persons.
    - b) Purchasing or taking over the business of other company's or private enterprise's to be owned by the Company.
    - c) Execution, amendment or rescission of contract concerning the let of all or material part of the Company's business, entrustment of other person to handle the Company's business or merger of business with other person aiming at sharing profits and loss.
- Clause 39.** A shareholder who has a special in any resolution may not vote on such resolution, except for the election of Directors
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