

Articles of Association concerning the Shareholders' Meeting and Voting Procedures

1. Convening of Meeting

Chapter V Clause 37

A meeting of shareholders must be held in the area where the Company's head office is located or in any adjacent provinces or any other places as designated by the board of directors.

The shareholders' meeting may be convened through electronic media under the law regarding to the meeting through electronic media, and the Company's head office is deemed to be the meeting venue.

Chapter V Clause 39

In summoning a shareholder meeting, the Board of Directors shall prepare a written notice summoning the meeting stating the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable details by indicating clearly whether such matters are proposed for information, for approval or for consideration as the case may be including opinions of the Board of Directors with respect to the said matters and the said notice shall be served on the shareholders for their information not less than seven (7) days prior to the date of the meeting if the shareholders inform the intention or consent, the notice to the board of directors meeting may be sent through electronic methods, and shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting or can be proceed via the electronic means in accordance with the criteria and methods prescribed.

The Company's shareholders' meeting shall be convene at the area which the office of the Company is located, or nearby provinces, or any places determined the board of director.

2. Proxy

Chapter V Clause 42

A shareholder may appoint a proxy to attend and vote at a meeting of shareholders on his/her behalf. The instrument appointing a proxy must be made in writing, signed by the shareholder and made in a form prescribed by the Public Companies Registrar. The proxy instrument must be submitted with the Chairman or his/her assignee before the proxy attends the meeting. The proxy instrument must contain at least the following particulars:

- a. the amount of shares held by the shareholder;
- b. the name of the proxy; and
- c. the meeting at which the proxy is appointed to attend and vote.

In this regards, the proxy can be proceed via the electronic means in accordance with the criteria and methods prescribed.

3. Meeting Procedures

Chapter V Clause 43

The chairman shall conduct the meeting to be in accordance with the agenda items specified in the notice. Unless the meeting resolved to amend the order of the agenda items with votes of not less than two-thirds (2/3) of the total shareholders attending the meeting. When the meeting has completely considered the agenda items specified in the notice the shareholders who hold shares of not less than one-third (1/3) of the total shares sold may propose the meeting to consider other matters than those specified in the notice.

In the event that the meeting has considered the agenda items as specified in the notice or other matters proposed by the shareholders under the paragraph two is not complete, and it is necessary to postpone the consideration, the meeting shall stating the place, date, and time of the next meeting and the board of directors shall send the notice by stating the place, date, time, and agenda items to the shareholders of not less than seven (7) days prior to the date of the meeting and if the shareholders inform the intention or consent, the notice to the board of directors meeting may be sent through electronic methods, and shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting or can be proceed via the electronic means in accordance with the criteria and methods prescribed.

4. Quorum

Chapter V Clause 40

In summoning a shareholder meeting, there must be at least twenty-five (25) shareholders and proxies (if any) attending the meeting, or not less than one-half (1/2) of the total number of shareholders, and they must hold shares amounting to not less than one-third (1/3) of the total number of shares sold, thus forming a quorum.

In the event that any shareholder meeting occurs after one (1) hour has passed since the appointed time, the number of shareholders attending the meeting is insufficient to constitute a quorum, as specified in the first paragraph. If the shareholders' meeting was proposed because of the shareholders' request, let the meeting be suspended. If the meeting of shareholders was not proposed at the request of the shareholders, make a new meeting, and in this case, notice of the meeting shall be sent to the shareholders at least seven (7) days prior to the meeting date and if the shareholders inform the intention or consent, the notice to the board of directors meeting may be sent through electronic methods. In the latter meeting, it is not mandatory that a quorum be formed.

5. Voting Procedures

Chapter V Clause 44

In the meeting of shareholders, a shareholder has one vote for each share and in the case of a shareholder who has a special interest in any matter may not cast votes on that matter, except for the election of directors, and the resolution of the shareholders' meeting must consist the following votes:

- (1) In an ordinary case, any voting and approval must be passed by a majority of the votes cast by the shareholders attending and eligible to vote at the meeting, in the case of an equality of votes, the person presiding over the meeting shall have an additional vote as a casting vote;
- (2) In other case as required by law or the following cases a resolution must be passed by 3/4 of the votes cast by the shareholders attending and eligible to vote at the meeting:
 - a. a sale or transfer of all or substantial part of the business of the Company to any person;
 - b. a purchase or acceptance of transfer of business of other public or private companies;
 - c. an entering into, amendment or termination of any agreement concerning a lease out of all or substantial part of the business of the Company or an assignment of the management control of the business of the Company to any person or a merger with any person for the purposes of profit and loss sharing;
 - d. a dissolution of the Company and
 - e. an amalgamation or a dissolution of the Company.

6. Appointment of Directors

Chapter V Clause 21

A meeting of shareholders shall elect the directors in accordance with the following rules and procedures:

- (1) Each shareholder has one vote for each share held;
- (2) Each shareholder shall use all votes that they have as per (1) above to elect one or more directors. No cumulative voting shall be permitted in the case of electing several directors and
- (3) With respect to a vote for a particular candidate, the persons receiving the most votes in their respective order of the votes shall be elected as directors in the number equal to the number of the directors required or to be elected at that time. In the event of any equality of votes among the persons elected in order of respective high numbers of votes, which number exceeds the required number of directors at that time, the chairman shall have casting vote.