

**The Company's Article of Association Concerning the Shareholders' Meeting**

Article 35 The Board of Directors shall call a Shareholders' Meeting which is an Annual General Shareholders' Meeting within 4 (four) months from the end of fiscal year of the Company.

Shareholders' Meetings other than the one referred to in the first paragraph shall be called Extraordinary General Shareholders' Meeting.

The Board of Directors shall call an Extraordinary General Shareholders' Meeting at any time it deems appropriate. Shareholders holding shares of no less than one-fifth (1/5) of the total amount of shares sold or no less than twenty five (25) shareholders holding shares no less than one-tenth (1/10) of the total amount of shares sold, have the right to collectively send a letter asking the Board of Directors to convene an Extraordinary General Shareholders' Meeting at any time, provided that the letter shall state the clear reason for convening such a meeting. In this case, the Board of Directors must arrange for an Extraordinary Shareholders' Meeting to be held within one (1) month from the date of receipt of the letter from the aforementioned Shareholders.

Article 36 In regard to calling the Shareholders' Meeting, the Board of Directors shall prepare a notice containing information regarding the venue, date, agenda, and matters to be presented to the meeting together with adequate details. The matters to be presented at the Shareholders' Meeting must be clearly identified, whether they are presented for the purpose of acknowledgement, or for approval, or for consideration, as the case may be. The meeting notice shall include the comments of the Board of Directors on such matters. The meeting notice shall be sent to the Shareholders and the registrar at least seven (7) days prior to the meeting date. In addition, the notice of a Shareholders' Meeting shall be published in a newspaper no less than three (3) consecutive days and the publication shall be made no less than three (3) days prior to the meeting date.

The venue for convening the Shareholders' Meeting may be located in the province in which the head office is located or other places as prescribed by the Board of Directors.

Article 37 At every Shareholders' Meeting, a quorum shall consist of the presence of the Shareholders or representatives of Shareholders (if any) at least twenty five (25) persons or at least half (1/2) of the total number of Shareholders and holding shares in a total amount of at least one-third (1/3) of the total number of the shares sold.

Article 41 Regarding to the voting at the Shareholders' Meeting, each Shareholder shall have one (1) vote for each share he/she holds. If any Shareholder has any specific interest in any matter, such Shareholder shall be prohibited from casting his/her vote on that matter except in the voting for the election of directors. The resolution of the Shareholders' Meeting shall be made as follows:

- (1) In normal cases, a majority of the Shareholders who are present and casting their votes shall prevail. In the event of a tied vote, the Chairman shall have a deciding vote.
- (2) Each of the following matters requires at least three-fourths (3/4) of total votes of the Shareholders who are present and entitled to vote:
  - A. The sale or transfer of all or an essential part of the Company's business to other persons;
  - B. The purchase or acceptance of the transfer of the business of other private or public companies by the Company;
  - C. The execution, amendment, or termination of all or an essential part of the agreement related to the lease of business of the Company, the assignment of other person(s) to manage the Company's business, or the merging of the Company's business with other persons for the purpose of benefit sharing;
  - D. Amendment of the Company's Memorandum or Articles of Association;
  - E. Increase or decrease of the registered capital of the Company;
  - F. Dissolution of the Company;
  - G. Issuance of debentures of the Company;
  - H. Merger of the Company with another company;

Article 42 The following matters are to be transacted at the Annual General Shareholders' Meeting:

- (1) To consider the report of the Board of Directors relating to the Company's performance in the previous year;
- (2) To consider and approve the financial statement for the previous fiscal year;
- (3) To consider the arrangement of profits and the distribution of dividends;
- (4) To consider the election of Directors to replace those retiring by rotation;
- (5) To determine the remuneration of the Directors;
- (6) To appoint the Auditor and to determine the remuneration of the Auditor; and
- (7) To consider any other matters (if any).