

**The Company's Articles of Association in relation to 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. Shareholder(s) who individually or collectively hold shares not less than ten (10) percent of the total number of shares sold, have the right to send a letter asking the Board of Directors to convene an Extraordinary General Shareholders' Meeting at any time as they deem appropriate, 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 forty-five (45) days 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, approval, or consideration, as the case may be. The meeting notice shall include the opinion of the Board of Directors on such matters. The meeting notice shall be sent to the Shareholders and the registrar not less than seven (7) days prior to the meeting date. In addition, the notice of a Shareholders' Meeting shall be published in a newspaper not less than three (3) consecutive days and the publication shall be made not less than three (3) days prior to the meeting date.

The venue of 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 and proxies (if any) not less than twenty-five (25) persons or not less than half (1/2) of the total number of Shareholders and holding shares in a total amount of not less than one-third (1/3) of the total number of the shares sold.

At any Shareholders' Meeting, if the quorum is not constituted by one (1) hour after the time for which the meeting is scheduled under paragraph one and such Shareholders' Meeting is called at the request of the Shareholders according to last paragraph of article 35, such Shareholders' Meeting shall be canceled. If the Shareholders' Meeting is not called at the request of the Shareholders, the Shareholders' Meeting shall be called once again. In this regard, a notice shall be sent to the Shareholders not less than seven (7) days prior to the meeting date. A quorum for this rescheduled Shareholders' Meeting is not required.

Article 38 At the Shareholders' Meeting, Shareholders may authorize other persons who are sui juris as proxies to attend and vote at the meeting on their behalf. The proxy form shall provide date and signature of proxy, as well as, the proxy form shall be prepared as specified by the registrar.

The proxy form shall be submitted to Chairman of the Board of Directors or to the person designated by Chairman of the Board of Directors at the venue of the Meeting before attending the Meeting.

Article 39 Chairman of the Board of Directors shall be Chairman of the Shareholders' Meeting. In case that Chairman of the Board of Directors is not present or is unable to perform his/her duty, Vice Chairman of the Board of Directors shall act as Chairman of the Shareholders' Meeting. If Vice Chairman of the Board of Directors is not present or is unable to perform his/her duty, a Shareholder shall be elected to be Chairman of the Shareholders' Meeting.

Article 40 Chairman of the Shareholders' Meeting shall have the duty to conduct the Meeting to follow the sequence of the agenda stipulated in the notice, unless the Meeting pass a resolution allowing the change on the sequence of the agenda with a vote of not less than two-thirds (2/3) of the number of the Shareholders present at the Meeting.

When the consideration of matters under paragraph one is completed, the Shareholders holding shares amounting not less than one-third (1/3) of the total number of shares sold may request the Meeting to consider matters other than those indicated in the notice.

In the case the Meeting has not concluded the consideration of the matters according to the sequence of the agenda under paragraph one or the matters raised by shareholders under paragraph two, as the case may be, and it is necessary to postpone the consideration of the Meeting, the Meeting shall determine the place, date, and time for the next Meeting and the Board of Directors shall deliver the notice which indicates the place, date, time, and agenda of the Meeting to the Shareholders not less than seven (7) days prior to the date of Meeting, provided the notice shall also be published in a newspaper three (3) consecutive days and the publication shall be made not less than three (3) days prior to the meeting date.

Article 41 Regarding 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 require as follows:

- (1) In normal cases, a majority vote of the Shareholders who are present and casting their votes. In the event of a tied vote, the Chairman shall have a deciding vote.
- (2) In the following matters, a vote of not less than three-fourths (3/4) of total number of votes of the Shareholders who are present and entitled to vote:
  - A. The sale or transfer of the Company's entire business 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 limited companies by the Company;
  - C. The execution, amendment, or termination of any agreement concerning granting a lease of all or an essential part of the 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 profit and loss sharing;
  - D. Amendment of the Company's Memorandum or Articles of Association of the Company;
  - 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 matters that should be conducted at the Annual General Shareholders' Meeting are as follows:

- (1) To consider the report of the Board of Directors relating to the Company's business in the previous year;
- (2) To consider and approve the financial statements for the previous fiscal year;
- (3) To consider and approve the allocation of profits and the payment of dividends;
- (4) To consider the election of Directors to replace those retiring by rotation;
- (5) To consider the determination of the remuneration of the Directors;
- (6) To consider the appointment of the Auditor and determination of the Audit fee; and
- (7) Other matters.