

Article of Association of the Company only to the extent relating to the Shareholders meeting

Article 37. The board of directors shall convene an annual general meeting of shareholders within four (4) months of the last day of the fiscal year of the Company. This shareholders' meetings shall be called "annual general meeting". The shareholders' meetings other than those specified shall be called extraordinary general meetings of shareholders. The board of directors may call an extraordinary general meeting of shareholders at any time as it is deemed appropriate. one or several shareholder(s) holding shares in aggregate of not less than ten (10) percent of the total issued shares may at any time jointly subscribe their names in a written notice requesting the board of directors to call an extraordinary meeting, provided that matters and reasons for calling such meeting shall be clearly stated in the said notice. In such case, the board of directors shall convene a shareholders' meeting within forty-five (45) days from the date of the receipt of such notice from the shareholders.

In the case where the board of directors does not convene the meeting within the period specified under paragraph two, the shareholders who have subscribed their names or other shareholders holding shares in the required aggregate number may themselves call the meeting within forty-five days from the end of the period under paragraph two. In this case, such shareholders' meeting shall be deemed to be called by the board of directors, and the Company shall be responsible for any necessary expenses incurred in the course of convening such meeting and shall provide reasonable facilitation.

In the case where, at a shareholders' meeting called by the shareholders under paragraph three, the number of shareholders attending the meeting does not constitute a quorum as prescribed in these Articles of Association, the shareholders under paragraph three shall jointly be responsible to and compensate the Company for the expenses incurred from convening of such meeting.

Article 38. When calling a meeting, the board of the directors will prepare for the meeting invitation letter incorporating the venue, time, date and agenda of the meeting and the brief details to be presented to the meeting. It is also required to be clearly stated whether the meeting is required to resolve to acknowledge or to approve or for consideration, as the case may be, including the comments of the board of the directors in such agenda. Such invitation will be sent to the shareholders and the registrar not less than seven (7) days prior to the meeting date. The advertisement of the translation of the meeting invitation letter is required to be made in the newspaper as required by laws.

The venue of the meeting will be in the province, where the head office of the company situated or the province in the surrounding area as stipulated by the board of directors.

Article 39. At the time of the shareholders meeting, the shareholders and the person having the proxy from the shareholders, if any, in the number of not less than twenty-five (25) shareholders or not less than a half (1/2) of all shareholders and have the share representing not less than one-third (1/3) of all issued and subscribed shares of the company will constitute to be the quorum of the meeting.

At any of the meeting of the shareholders, the meeting time lapse for one (1) hour but the number of the shareholders attending such meeting has not yet constituted the

quorum of the meeting as required in the first paragraph. If such meeting is called by the request of the shareholders, it will be deemed the meeting is cancelled. If such meeting is not called by the request, it will be deemed that the meeting will be adjourned and the new meeting appointment will be made and the meeting invitation letter thereof will be sent to the shareholders not less than seven (7) days prior to the meeting date. The meeting, that was adjourned in the preceding paragraph, is not needed to have the quorum.

Each of the shareholders is able to make the proxy appointing a person to attend and to vote in the meeting on their behalf only one proxy per a meeting. Such meeting will have the material substances as required by the registrar and deliver the proxy to the chairman of the board or other person designated by the chairman of the board at the place of the meeting before such person will attend the meeting. The proxy is allowed to appoint only one person per one proxy, regardless of how many shares holding by such relevant shareholders.

Article 40. The chairman of the board of the directors will be the chairman of the meeting. In the event of the absent of the chairman, or the chairman is not able to conduct the relevant duty, the vice- chairman will be the chairman of the meeting. If there is none of the vice-chairman, or the vice-chairman is absent, or the vice-chairman is not able to conduct the relevant duty, the meeting will appoint any one of the shareholders, who attend the meeting, to be the chairman of the meeting.

Article 41. The voting in the shareholders meeting will be deemed that one (1) represents for one (1) vote. Any shareholders who have any interested issues in any agenda will be prohibited from making the vote in that particular agenda. Beside the voting for the election of the board of directors, the resolution of the shareholders meeting will comprise of the following votes:

- (1) In the normal case, the resolution will be decided by the vote of the majority shareholders of all of the vote of the shareholders attend and vote, in that meeting. In case there are no majority vote, the chairman will be the umpire by making another one vote.
- (2) In the following cases, the resolution will be decided by the vote of the three-third (3/4) of all of the vote of the shareholders attend and vote,
 - (A) Selling or transfer of the entire or in some material part of the business of the company to a third party.
 - (B) Purchasing or receipt of the transfer or acquisition of the business of other private companies or public companies to the company.
 - (C) Execution, revision, or cancellation the lease agreement of the business of the company in its entirety or in some material part, designation to any persons to manage the business of the company, or merger or consolidation of the business of the company with the business of any other person with the intention of sharing the profit.
 - (D) Revision and modification of the memorandum of association or the article of association of the company.
 - (E) Increasing or decreasing of the registered capital of the Company.

- (F) Dissolution and liquidation of the company
- (G) Issuance of the debenture of the company
- (H) Merger, acquisition and consolidation of the business of the company with the business of other persons

Article 43. The following matters shall be decided by the annual general meeting of shareholders:

- (1) To consider the report of the board of directors concerning the Company's business during the previous year.
- (2) To consider and approve the balance sheet and profit and loss account of the past accounting year.
- (3) To consider and approve the appropriation of profits, dividend payment, and the appropriation of a reserve fund.
- (4) To consider and appoint the directors to replace the directors who have retired from office upon the expiration of their term of office and determine the directors' remuneration
- (5) To consider and appoint an auditor and determine the auditor's remuneration;
- (6) To consider other matters.