

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. The Board of Directors shall prepare a written notice of the meeting, which specifies the place, date, time, and agenda of the meeting, as well as the matters to be proposed with appropriate details. The notice shall clearly state whether the matter is proposed for acknowledgment, approval, or consideration, as the case may be, and include the opinion of the Board of Directors on the matter. The notice shall be sent to the shareholders and the Registrar at least seven (7) days prior to the meeting date, and published in a newspaper prior to the meeting date, as required by law. Alternatively, electronic media may be used in accordance with the rules and procedures prescribed by law.

However, the place to be used as the meeting place must be in the area where the company's head office is located or nearby provinces, or anywhere else as may be determined by the Board. If a meeting is held via electronic means, it shall be deemed that the Company's head office is the venue of the

meeting, and such meeting shall have the same effect as a meeting of shareholders attending the same meeting in person in accordance with the rules and procedures prescribed by law.

Article 39. In the shareholders' meeting, whether meeting in person or via electronic media, there must be at least twenty-five (25) shareholders and proxies (if any) attending the meeting or not less than 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.

If a shareholders' meeting fails to have a quorum as specified in the first paragraph, meaning there are not enough shareholders in attendance after one (1) hour from the appointed time, the actions taken depend on whether the meeting was called at the request of shareholders or not. If the meeting was called at the request of shareholders, the meeting is suspended. If the meeting was not called at the request of shareholders, a new meeting is scheduled, and notice of the meeting must be sent to the shareholders not less than seven (7) days prior to the meeting date. In the later meeting, a quorum is not required.

Each shareholder may make not more than one proxy form to attend and vote on his/her behalf in the form prescribed by the Registrar, and delivered to the Chairman of the Board or the person designated by the Chairman at the meeting place before the proxy attends the meeting. Or the proxy may be made by electronic means instead. It must use a method that is safe and reliable that the proxy is made by the shareholder and in accordance with the criteria prescribed by the Registrar.

The proxy for such purpose may only be one person, regardless of the number of shares held by the shareholder.

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.

- Ø 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.