

Articles of Association regarding the Shareholder's Meeting

1. Conference

Section 4 Item 34 The Company's annual meeting is held in the location of the headquarter, or in provinces within the nearby vicinity, or at any other places set by the Board of Directors.

Section 4 Item 36 To call shareholders meeting, the managing directors need to provide Letter of Meeting Appointment and specify place, date, time, agenda and subjects to shareholders, also appropriated details and specify clearly about the subject which needs to request for approval or consideration as well as the directors' opinions for the said subject and send to shareholders and registrar of public company limited to acknowledge not less than 7 days before the meeting date and advertise the statements of meeting appointment in newspaper not less than 3 days before the meeting date, and advertise for 3 consecutive days.

2. Proxy

Section 4 Item 38 A shareholder may appoint any person as his proxy to attend the meeting and vote on his behalf, such proxy shall be made in writing and in the form prescribed by laws and submitted to the Chairman or other person designated by the Chairman at the place of the meeting before the proxy attends the meeting, and have the following items at the minimum:

- A. The number of shares held by the proxy
- B. Name of the Proxy
- C. The number of meetings attended by the proxy in which he has the right to vote

3. Meeting Procedures

Section 4 Item 39 The meeting shall be conducted in accordance with the order of agenda prescribed in the notice of such meeting, unless the meeting has passed a resolution by not less than two-thirds of the shareholders present at the meeting to alter the order of such an agenda.

After the Board of Directors has considered all the agenda prescribed in the notice of the meeting, the shareholders whose shares constitute not less than 1/3 of the total shares of the Company may request for the meeting to consider other agendas other than those prescribed in the note of the meeting.

In the event that the Board of Directors are unable to consider all the agendas prescribed in the notice of the meeting as well as agendas requested by shareholders within the meeting, and needs to reschedule the meeting, the Board of Directors shall set the date, time, and venue for the next meeting, and a notice shall be sent to the shareholders not later than 7 days prior to the date of such meeting and published by newspapers for 3 consecutive days not later than 3 days prior to the date of the meeting.

Section 4 Item 40 The Chairman shall preside as the Chairman of the meeting. If the Chairman is absent or unable to perform his duties, the Vice Chairman shall preside at such meeting. If there is no Vice Chairman or he is absent or unable to perform his duties, the meeting shall then elect one of the shareholders presents at the meeting, who is also a director, to be the Chairman. In the event that such a shareholder who is also a director is absent or unable to perform his duties, the meeting shall elect one of the shareholders present at the meeting to be the Chairman.

4. Quorum

Section 4 Item 37 Not less than 25 shareholders present in persons or represented by proxies (if any) or not less than one-half of the total shareholders, whichever is less, holding not less than one-third of the aggregate of the shares distributed must be present at a shareholders meeting to form a quorum.

If, within an hour from the time appointed for any shareholders meeting, the quorum is not present as prescribed, the meeting, if summoned upon the requisition of shareholders, shall be dissolved. If such meeting had not been summoned upon the requisition of the shareholders, another meeting shall be summoned and a notice of such meeting shall be sent to the shareholders not less than 7 days prior to the date of the meeting. At such meeting, no quorum shall be necessary.

5. Voting

Section 4 Item 41 In the shareholders meeting, each shareholder shall have one vote per share. In the event that a shareholder's interests are particularly linked to an agenda, that shareholder shall not be entitled to vote in such agenda, and his vote shall be limited to the election of the Board of Directors.

Section 4 Item 42 The voting on any agenda or approval of any projects during the shareholders meeting must be agreed upon by the majority of shareholders who attend the meeting and have the right to vote, unless stated otherwise in this Regulations or by the rule of law. The following agendas must be agreed upon by at least 1/3 of the total votes of shareholders who attend the meeting and have the right to vote:

- (a) The sale or transfer of all or significant part of the business of the Company to other individuals
- (b) The purchase or transfer of business of other or private company to be business of the Company
- (c) The making, amendment, or cancellation of agreements related to the renting of all or significant part of the Company's businesses, the transfer of responsibilities to other individuals to manage the Company's businesses, the merger of businesses with other individuals with the objective to split the profits
- (d) The amendment or addendum to the Memorandum of Association or the Company's Regulations
- (e) The increase or reduce of shares
- (f) The issuance of debenture
- (g) The merger or cancellation of the Company