

The Company's Articles of Association concerning shareholders' meeting

Chapter 6

Shareholders' meeting

Section 36

The Board of Directors shall convene the Annual General Meeting of Shareholders within four (4) months of the end of the fiscal year of the Company.

Shareholders' meetings other than those specified above shall be called Extraordinary General Meetings of Shareholders. The Board of Directors may convene an Extraordinary General Meeting of Shareholders whenever it deems appropriate.

One or more shareholders holding shares with the amount not less than ten (10) percent of the total issued shares can make a written request to the Board of Directors to call an Extraordinary General Meeting at any time, but matters and reasons for calling such meeting shall be clearly stated in such request. The Board of Directors shall proceed to call a shareholders' meeting to be held within forty-five (45) days of the date of receipt of such request from the said shareholders.

In the case where the Board of Directors fails to arrange the meeting within the period specified in paragraph three, the shareholders who subscribed their names or along with other shareholders amounting as given are entitled to hold the meeting within forty-five (45) days of the lapse of the due date in paragraph three. In such case, the meeting shall be considered as a meeting called by the Board of Directors where the company must be accountable for any essential expenses incurred from the meeting and facilitate the meeting as appropriate.

In the event that the shareholders' meeting called in accordance with paragraph four does not meet the meeting quorum requirements as specified in Section 38, the shareholders who called for the meeting shall cover the expenses themselves.

Section 37

To convene a shareholders meeting, the board of directors must prepare a notice specifying the place, date, time, agenda and matters to be proposed to the meeting, along with appropriated details stating clearly whether such matters will be for acknowledgment, approval or consideration, including the board of directors' opinions thereon and must be delivered to the shareholders and the registrar, for their information, not less than seven (7) days prior to the date of the meeting. Moreover, the publication of the notice of the meeting shall be in accordance with the law.

In addition, the notice of the meeting and supporting documents can be sent by electronic mail in accordance with the rules and procedures provided in the relevant laws or notifications.

In this regard, the venue to be used for the meeting shall be in the province where the company's head office is located, or in nearby provinces as may be determined by the board of directors, and if that meeting is conducted through electronic means, the Company's head office shall be deemed to be the venue of the meeting.

Section 38

In order to constitute a quorum, whether physical meeting or electronic meeting, there shall be shareholders and proxies (if any) attending at a shareholders' meeting amounting to not less than twenty-five (25) persons or not less than one half (1/2) of the total number of shareholders and in either case shareholders shall hold shares amounting to not less than one-third (1/3) of the total issued shares of the Company.

At any shareholders' meeting, if one (1) hour from the time scheduled for the Meeting and the number of shareholders attending the Meeting is still inadequate to form a quorum as specified in the first paragraph, and if such shareholders' meeting is convened at the request of the shareholders, the Meeting shall be cancelled. If such Meeting is not convened at the request of the shareholders, the Meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven (7) days prior to the date of the Meeting. In the subsequent meeting, a quorum is not required.

Each shareholder may prepare a proxy form to authorize not more than one (1) proxy to attend the meeting and cast votes on his or her behalf in accordance with the form as specified by the Registrar, and the proxy form must be delivered to the chairman of the board or the person designated by the chairman of the board, at the venue of the meeting before such proxy attends the meeting. There can only be one proxy for such matter, regardless of the number of shares held by such shareholder.

The grant of proxy in the first paragraph may be made by electronic means, provided that safe and trustworthy procedures shall be applied to ensure that the proxy is granted by a shareholder in accordance with the rules and procedures provided in the relevant laws or notifications.

Section 40

The Chairman of the Board shall be the chairman of shareholders' meetings. If the Chairman of the Board is not presenting at a Meeting or cannot perform his duty, the Vice Chairman presenting at the Meeting shall be the Chairman of the Meeting. If there is no Vice Chairman or no Vice Chairman presenting at the Meeting or the Vice Chairman cannot perform his duty, the shareholders presenting at the Meeting shall elect one shareholder to be the Chairman of the Meeting.

Section 41

For vote casting in the shareholders' meeting, one (1) share equals to one (1) vote. Shareholders who have any conflict of interest in any matters shall not be able to cast their votes on such matters except for the vote for directors' election. A resolution of the shareholders' meeting shall require:

- (1) In an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes is required. In case of a tie vote, the Chairman of the Meeting shall have a casting vote.
- (2) In the following events, a vote of not less than three quarters (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote is required:
 - (a) Sale or transfer of the whole or important parts of the business of the Company to other persons;
 - (b) Purchase or acceptance of transfer of the business of other companies or private companies by the Company;

- (c) Executing, modifying or terminating any contract concerning the granting of a lease of the Company's undertaking in whole or in substantial part, the entrusting of any other person to manage the business of the Company or an amalgamation of the undertaking with any other person with a view to sharing profits and loss;
- (d) Amendment of the Memorandum of Association or the Articles of Association;
- (e) Increase or reduction of the Company's registered capital;
- (f) Dissolution of the Company;
- (g) Issuance of the Company's debenture and other type of securities under the Securities and Exchange Laws;
- (h) Merger of the Company with other company; and
- (i) Other actions shall be carried out in accordance with the law, which stipulates that they must receive a vote of not less than three quarters (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote.