

Articles of Association regarding the Shareholder Meeting

Chapter 5 : Shareholder Meeting

Section 25. The board of directors shall call a shareholder meeting which is an annual ordinary general meeting of shareholders within four (4) months of the last day of the fiscal year of the Company.

One or more shareholders holding shares totaling not less than ten (10) percent of the total number of shares sold will Sign their names to request the Board of Directors to call an extraordinary meeting of shareholders at any time. but must specify the reason for request, The meeting shall be clearly stated in the aforementioned letter. in such a case The board of directors must hold a shareholders' meeting within forty-five. (45) days from the date Receive a letter from the shareholder

In the case where the Board fails to hold a meeting within the period under paragraph three all shareholders who have signed their names or other shareholders. The aggregate amount of shares as required can be called a meeting by itself. within forty-five (45) days from the expiration of the period under paragraph 3, in such a case shall be deemed to be a shareholders' meeting summoned by the Board of Directors. The company must be responsible for necessary expenses incurred from Arranging meetings and providing reasonable facilitation.

In the case where it appears that at any meeting of shareholders which is called because of the shareholders under paragraph four, the number of shareholders attending the meeting is not quorum was formed as set out in clauses. 28 The shareholders under the fourth paragraph must jointly be responsible for reimbursement of expenses incurred from the convening of the next meeting that to the company.

Section 26. In calling a shareholder meeting, the board of directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the board of directors in the said matters, and the said notice shall be delivered to the shareholders and the registrar for their information at least seven (7) days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper at least three (3) days prior to the date of the meeting.

Section 26/1 The Shareholders Meeting can be held through electronic media and such Meeting shall comply with the rules specified by the laws.

Section 27. At a shareholder meeting, the shareholder may appoint a proxy to attend the meeting and vote on their behalf at the meeting. The proxy form must be dated and signed by the principal and according to the form as prescribed by the Registrar.

The proxy form must be submitted to the chairman of the board or other person designated by the chairman of the board at the meeting place before the proxy attending the meeting.

Section 28. In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than twenty-five (25) persons and such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold of the Company or there shall be shareholders and proxies attending at a shareholder meeting amounting to not less than one half of the total number of shareholders and such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold of the Company.

At any shareholder meeting, if one hour passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as defined, and if such shareholder meeting was called as a result of a request by the shareholders, the meeting shall be cancelled. If such meeting was not called as a result of a request by 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.

The chairman of the board shall be the chairman of shareholder meetings. If the chairman of the board is not present at a meeting or cannot perform his duty, the vice-chairman present at the meeting shall be the chairman of the meeting. If there is no vice-chairman or there is a vice-chairman who is not present at the meeting or cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

Section 29. In order to vote in the shareholder meeting, each shareholder shall have a number of votes equal to the number of shares held. A resolution of the shareholder meeting shall require:

- (1) in an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. 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:
 - (a) The sale or transfer of the whole or important parts of the business of the Company to other persons;
 - (b) The purchase or acceptance of transfer of the business of other companies or private companies by the Company;

- (c) The making, amending or terminating of contracts with respect to the granting of a lease of the whole or important parts of the business of the Company, the assignment of the management of the business of the Company to any other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing;
- (d) The amending of the memorandum of association or the article of association;
- (e) The capital increase or capital decrease of the Company or the issuance of the Company's debenture;
- (f) The amalgamation or the liquidation of the Company.

Section 30. The agendas that shall be included in the annual ordinary general meeting of shareholders are as follows:

- (a) To consider the reports of the board of directors regarding the Company's business in the past year;
- (b) To approve the balance sheet and the profit and loss statement of the Company;
- (c) To approve the profit allocation and dividend payment;
- (d) To appoint new directors to replace the vacated directors and to specify the director's remunerations;
- (e) To appoint the auditor and to specify the remuneration of such auditor; and
- (f) To consider and approve any other matters as appropriate.