

Articles of Association of the Company in relation to the shareholders' meeting

Chapter 5

Board of Directors

- Article 16.** Directors may be elected at a meeting of shareholders in accordance with the rules and procedures as follows:
- (1) Each shareholder has one vote per each one share held.
 - (2) Each shareholder may cast the total number of votes under (1) to elect one or more persons as director or directors. In case more than one person are elected as directors, votes cannot be appropriated to any person in any number at the shareholder's discretion.
 - (3) The person who receives the highest votes shall be elected, in respective order, as directors in accordance with the intended number of directors; and, in the case where the number of persons elected next with equal number of votes exceeds the number of directors intended to be elected, the person presiding over the meeting shall have a casting vote.
- Article 17.** At every annual general meeting of shareholders, one-third (1/3) of the number of directors shall vacate office. If the number of directors is not a multiple of three, then the number nearest to one-third (1/3) shall vacate office.
- The director who vacates office under this section may be re-elected.
- The directors to vacate office in the first and second year following the registration of the Company shall be drawn by lots. In every subsequent year, the directors who have held office the longest shall vacate office.
- Article 22.** Directors may receive remuneration from the Company in the form of rewards, meeting allowance, bonuses or other forms of remuneration in accordance with resolutions passed in the meetings of shareholders with the votes of not less than two-thirds (2/3) of the total votes of the shareholders present at the meeting. The remuneration of the directors may be fixed or specific, and may be specified from time to time or effective until revoked by the resolution of the shareholders' meeting. Directors are entitled to receive allowances and welfares in accordance with the regulations of the Company.
- The provision of paragraph one shall not affect the rights to receive payment or benefits entitled to the elected directors who are employees or workers of the Company provided by virtue of their position as employees or workers.

Chapter 6

Shareholders' Meeting

- Article 31.** The Board of Directors shall organize an annual general meeting of shareholders within four (4) months following the end of the accounting period of the Company.
- A general meeting other than the meeting in paragraph one is called an extraordinary meeting. The Board of Directors may summon an extraordinary general meeting of shareholders at any time it sees fit.
- One or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of shares sold may, by subscribing their names, request the Board of Directors in writing to call an extraordinary meeting at any time. The matters and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date the request in writing from shareholders is received.
- In case of the Board of Directors fails to arrange for the meeting within forty-five (45) days as from the date the request in writing from shareholders is received, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the forty-five (45) days period in which the Board of Directors must convene the shareholders' meeting. In such case, the meeting is deemed to be shareholders' meeting called by the Board of Directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under paragraph four, the number of shareholders presented does not constitute quorum as prescribed by Article 33, the shareholders under paragraph four shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

Article 32. To call a general meeting, the Board of Directors shall draft a notice of a general meeting specifying the place, date and time of the meeting, as well as the agenda and topics to be presented to the meeting along with reasonable details by being specific as to whether the topics will be presented for information, approval or consideration as well as the Board's opinion on the topics. The notice of a general meeting shall be sent to the shareholders and the Registrar pursuant to the law on Public Limited Companies at least seven (7) days before the date of the meeting and published in a local newspaper for three (3) days consecutively and at least three (3) days before the date fixed for the meeting.

The venue of the meeting may be located in the same province where the head office of the Company is located or other venues as determined by the Board of Directors.

Article 33. The general meeting must be attended by at least twenty-five (25) shareholders and proxies (if any) or by shareholders and proxies whose number is not fewer than half of the total number of shareholders and whose combined shares are not less than one-third (1/3) of all the shares sold, to form a quorum.

If within an hour of any general meeting, the quorum as prescribed is not constituted, the meeting, if summoned upon the request of shareholders, shall be dissolved. If the meeting has not been summoned upon the request of shareholders, it shall be re-scheduled and a notice of summoning of a general meeting be sent to the shareholders at least seven (7) days before the date fixed for the meeting and at such meeting no quorum is required.

Article 34. The Chairman of the Board of Directors shall preside at a general meeting. If there is no such Chairman or if he cannot perform the duty, the Vice Chairman shall chair the meeting. If there is no Vice Chairman or if he cannot perform the duty, the shareholders present may elect one of their members to be chairman of the meeting.

Article 35. In any general meeting, each one (1) share held by a shareholder shall have one (1) vote. Shareholders who have special conflict of interest in any proposed matters are not allowed to vote in that matter unless that matter is the election of directors. A resolution of the general meeting shall consist of the following votes:

- (1) In normal circumstances, a majority of votes of the shareholders who attend the meeting and vote shall pass a resolution. In case of an equality of votes, the chairman has a casting vote.
- (2) In the following cases, at least three-fourths (3/4) of all the votes of the shareholders present and entitled to vote shall pass a resolution:
 - (a) Sale or transfer of the business of the Company, in whole or in material part, to another party;
 - (b) Purchasing or acquisition of the business of another private or public company.
 - (c) Making, alteration or termination of an agreement regarding the lease of the Company's business, in whole or in material part, assignment to another party to manage the Company's business or merger with another party for the purpose of sharing profits and losses.
 - (d) Amendment to the Memorandum of Association or Articles of Association;
 - (e) Increase or reduction of the capital of the Company;
 - (f) The Company's dissolution;
 - (g) Issuance of the Company's debenture;
 - (h) Amalgamation of the Company;
 - (i) Other matters required by law to be passed with the votes of not less than three-fourths of the total number of votes of the shareholders present at the meeting and entitled to vote.

Article 36. The business to be transacted at an annual general meeting is as follows:

- (1) Acknowledge the report of the Board of Directors showing the results of the Company's operation during the past year;
- (2) Consider and approve the balance sheet and profit and loss account;
- (3) Consider and approve the allocation of profit and dividend payment;
- (4) Consider and elect new directors to replace those who retire by rotation;
- (5) Consider and appoint the remuneration of directors;
- (6) Consider and appoint the auditors and fix their remuneration; and
- (7) Other businesses.

Chapter 7

Accounting, Finance, and Auditing

Article 39. The Board of Directors must cause to be made a balance sheet and a profit and loss account as of the end of the Company's accounting year to be proposed to an annual ordinary meeting of shareholders for consideration and approval. The Board of Directors must cause such balance sheet and a profit and loss account to be audited by an auditor prior to their submission to a meeting of shareholders.

Article 40. The Board of Directors shall send the following documents to shareholders together with a written notice summoning an annual ordinary meeting:

- (1) A copy of a balance-sheet and of a profit and loss account audited by an auditor, and an audit report of the auditor; and
- (2) An annual report of the Board of Directors, together with the supporting documents

Chapter 8

Dividends and Reserves

Article 44. No dividends shall be paid otherwise than out of profits. In the case where the Company has incurred accumulated loss, no dividends may be paid.

Dividends shall be distributed in accordance with the number of shares, with each share being accorded equal distribution, unless the Company has issued preference shares with rights to receive dividends differently from ordinary shares, provided that payment of dividends must be upon approval by a meeting of shareholders.

The Board of Directors may, from time to time, pay interim dividends to shareholders when it is apparent that the Company has such reasonable profits as to justify such payment, and, when dividends have been paid, the Board of Directors shall report it to the shareholders at the next meeting.

Payment of dividends shall be made within one (1) month as from the date of the resolution of a meeting of shareholders or a meeting of directors, as the case may be, provided that it shall be notified in writing to the shareholders and a notice of payment of such dividends shall also be published in a newspaper for not less than three (3) days consecutively.

Article 45. The Company must appropriate part of its annual net profits to a reserve fund in an amount of not less than five (5) percent of the annual net profits with the deduction therefrom the amount representing the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than ten (10) percent of the registered capital.