

**COMPANY'S ARTICLES OF ASSOCIATION
RELATING TO THE SHAREHOLDERS MEETING**

Shareholders Meetings

- 31 The Board of Directors shall manage to hold a meeting as an annual ordinary meeting of shareholders within four (4) months after the end of the fiscal year of the Company. All other general meetings shall be called "Extraordinary Meetings". The Board of Directors may summon extraordinary meetings whenever they think fit.
- 32 Shareholders who hold shares in a number not less than one-fifth of the total number of the shares sold, or at least twenty-five shareholders who hold shares in a number not less than one-tenth of the total number of the shares sold, may request the Board of Directors in writing to summon an Extraordinary Meeting of shareholders at any time, provided that the written request shall clearly specify the reasons for the request. The Board of Directors shall manage to hold the meeting of shareholders within one (1) month from the date of receipt of such written request from the shareholders.
33. The Board of Directors shall summon a meeting of shareholders by sending a notice specifying the place, date, time and agenda of the meeting and the subject matter to be presented to the meeting together with appropriate details with a clear indication that such matter will be presented for acknowledgment, approval, or consideration, as the case may be, and including the opinions of the Board of Directors on said matters. Such notice shall be sent to the shareholders and the registrar not less than seven (7) days before the date of the meeting and be published in a newspaper not less than three (3) days before the date of the meeting.
34. The quorum of a general meeting of shareholders shall be either at least twenty-five shareholders present and represented (if any), or not less than half of the total number of shareholders, who hold not less than one-third of the total number of shares sold, unless it is stipulated otherwise by law.

If after one hour from the time fixed for any general meeting of shareholders the number of shareholders present does not constitute a quorum as prescribed, such meeting shall be cancelled if such general meeting of shareholders was requested by the shareholders. However, if such meeting of shareholders was not requested by the shareholders, the meeting shall be called again and notice for the new meeting shall be sent to shareholders not less than seven (7) days before the meeting. In that new meeting no quorum shall be required.

35. Unless otherwise provided in these articles of association or by law, the decision or passing of a resolution by shareholders meeting shall be made by a majority of shareholders present and cast the votes.

In voting, one share shall have one vote. Any shareholder who has special interest in any matter subject to the votes shall not be entitled to vote on such matter, except for the vote on the election of directors.

In case of an equality of votes, the chairman of the meeting shall have an additional vote to decide.

36. Decisions on the following matters shall require the passing of a resolution with the votes of not less than three-fourths of the total number of votes cast by shareholders present at a general meeting and entitled to vote:
- (1) sale or transfer of business of the Company, whether in whole or in material part, to other persons;
 - (2) purchase or acceptance of transfer of business of other companies, whether public or private limited companies;
 - (3) entering into, amendment or termination of contracts relating to the leasing of the Company's business, whether in whole or in material parts;
 - (4) authorization to other persons to manage the Company's affairs;
 - (5) amalgamation with other persons with the purpose of sharing profit and loss.
 - (6) amendment to the Memorandum or Articles of Association;
 - (7) increase of the registered capital or reduction of the registered capital or the issue of debentures;
 - (8) merger or liquidation of the Company;
 - (9) amendment to or stipulation of conditions, or revocation or cancellation of authority or discretion or function given or assigned to the committee under Article 27.
38. The chairman of the board shall preside over shareholder meetings. If the chairman of the board is not present at a meeting or cannot perform his duty, and if there is a vice-chairman, the vice-chairman present at the meeting shall preside over the meeting. If there is no vice-chairman or there is a vice-chairman but he is not present at the meeting or cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to preside over the meeting.
39. The person presiding over the shareholder meeting has the duty to conduct the meeting in compliance with the articles of association of the Company. In such meeting, the agenda specified in the notice calling for the meeting shall be followed, unless the meeting passes a resolution allowing a change in the sequence of the agenda with a vote of not less than two-thirds of the number of the shareholders present at the meeting.
40. Shareholders may appoint any other person who is *sui juris* as proxy to attend the meeting and vote on his or her behalf. The appointment shall be made in writing. The proxy instrument shall be dated and signed by the shareholder in the form as specified by the Registrar and shall contain at least the following particulars:
- (1) number of shares held by the shareholder;
 - (2) name of the proxy; and
 - (3) the meeting which the proxy is authorized to attend during the period of the authorization.

The proxy shall submit the proxy instrument to the chairman of the Board of Directors or person designated by the chairman of the Board of Directors at the place of the meeting before the proxy attends the meeting.

Increase and Reduction of Capital

55. The Company may reduce the amount of its registered capital by either lowering the par value of each share or by reducing the number of shares or reduced the unsold shares or shares that are unable to sell. The reduction of the par value or number of shares to any amount and by any method may be made upon a resolution passed at the shareholders meeting by a vote of not

less than three-quarters of the total number of votes of the shareholders attending the meeting who have the right to vote, However, the capital of the Company shall not be reduced to less than one quarter of its original total amount.