

The Company's Articles of Association Related to the Shareholders' Meeting

Section 5

Board of Directors

**Article 16.** The shareholders' meeting shall elect the Directors in accordance with the following rules and procedures:

- (1) One shareholder has votes equal to one (1) share per one (1) vote.
- (2) Each shareholder may use all available votes under (1) to elect one person or several persons as directors. In the event that several persons are elected as directors, the votes cannot be divided among any persons.
- (3) The persons receiving the highest votes in descending order shall be elected as directors equal to the number of directors to have or to be elected at that time. In case the persons elected in descending order have equal votes, which exceeds the number of committees that are to have or are to be elected at that time, the chairman of 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 retire at that time. If the number of directors cannot be divided directly into three parts, then directors shall be retired by the number closest to one-third (1/3).

Retired directors may be re-elected into office.

The directors who shall leave office in the first and the second years after the registration of the company shall draw lots. In the following years, the director who has been in the position for the longest time shall retire.

**Article 20.** The shareholders' meeting may vote to remove any director from office before the end of the term by not less than three-quarters (3/4) of the votes of the shareholders who are present and entitled to vote, and no less than one-half (1/2) of the total number of shares held by the shareholders present and entitled to vote.

**Article 22.** The directors are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, bonuses, or other benefits in other forms as considered and voted by the shareholders' meeting not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting. The Board of Directors' remuneration may be determined in a definite amount or as specific rules and shall be determined from time to time or in perpetuity until the shareholders' meeting has a resolution otherwise. In addition, the directors

are entitled to receive various allowances and benefits according to the regulations of the Company.

The text of paragraph one shall not affect the right of directors appointed by the officers or employees of the Company to receive remuneration and benefits as the officers or employees of the Company.

### Section 6

#### Shareholders' Meeting

**Article 31.** The Board of Directors shall hold the shareholders' meeting as an annual general meeting within four (4) months from the end of the Company's accounting period.

Any other shareholders' meeting other than paragraph one shall be referred to as an extraordinary meeting. The Board of Directors shall call an extraordinary meeting of shareholders at any time, but at the latest as it deems appropriate.

One or several shareholders, who have not less than ten percent (10) of the total number of shares available for sale, shall sign a letter requesting the Board of Directors to call the shareholders' meeting as an extraordinary meeting at any time, but the matters and reasons for the request for the meeting shall be clearly stated in the letter. In this case, the Board of Directors shall hold the shareholders' meeting within forty-five (45) days from the date of receipt of the letter from the shareholders.

In case that the Board of Directors does not hold a meeting within forty-five (45) days from the date of receipt of the letter from such shareholders, all shareholders signing their name or other shareholders together, as applicable, may call a meeting of their own within forty-five (45) days from the due date of the period of forty-five (45) days, which the Board of Directors must hold a meeting of shareholders. In such a case, it shall be deemed to be a meeting of shareholders called by the Board of Directors. The Company shall be responsible for the necessary expenses arising from the holding of the meeting and necessary facilities.

In the event that it appears that in the shareholders' meeting called by the shareholders under paragraph four at any time the number of shareholders attending the meeting is insufficient to constitute a quorum as specified in Article 33, the shareholders under paragraph four shall be jointly responsible for the expenses incurred in holding the meeting to the Company.

The meeting of shareholders under the first and second paragraphs may be held via electronic media. Organizing the meeting in such method must comply with the methods prescribed by the law or rules applicable at the time, or adoption of the relevant law or rules shall be

applied mutatis mutandis and the shareholders' meeting via electronic media shall be deemed to have the same effect as the shareholders' meeting convened at the same meeting in accordance with the methods prescribed by the law and these Articles of Association.

**Article 32.** To call a shareholders' meeting, the Board of Directors shall prepare a notice of the meeting, stating the place, date, time, agenda, and matters to be proposed to the meeting, with reasonable details. The matters shall be clearly stated as a matter to be proposed for acknowledgement, approval, or consideration, as the case may be, including the opinions of the Board of Directors on such matters. The notice must be delivered to the shareholders and the Registrar not less than seven (7) days before the date of the meeting. The notice of the meeting shall be advertised in the newspaper no less than three (3) days before the date of the meeting, no less than three (3) consecutive days. If any shareholders' meeting is done by electronic means, the delivery of the notice of meeting and the supporting documents can be carried out by electronic mail, which must be delivered within the period and advertised in the newspaper within the period specified in this paragraph, and a copy of the invitation to the meeting and the supporting documents must be kept as evidence, which may be stored in electronic form.

The place where the meeting to be held shall be in the province where the Company's head office is located, or other places as the Board of Directors may determine.

**Article 33.** At a shareholders' meeting, whether at the same meeting venue or an electronic meeting, no less than twenty-five (25) or no less than one-half of the total number of shareholders must be present, and no less than one third (1/3) of the total number of shares sold must be counted as the quorum.

In case it appears that any shareholders' meeting, after one (1) hour has elapsed, the number of shareholders attending the meeting is insufficient to constitute a quorum as specified in the first paragraph, if the shareholders' meeting has been called, the shareholders requested the meeting be cancelled, if the shareholders' meeting is not a meeting that the shareholders have requested, the meeting must be rescheduled. In this case, the notice of the meeting shall be sent to the shareholders not less than seven (7) days before the date of the meeting. At this latter meeting, it is not mandatory that the meeting must constitute a quorum.

**Article 34.** The Chairman of the Board of Directors shall preside over the shareholders' meeting, whether at the same meeting venue or in an electronic meeting. In the event that the Chairman of the Board of Directors is absent or unable to act, the Vice-Chairman of the Board of Directors shall preside over the meeting. If there is no Vice-Chairman of the Board of Directors or there is a

Vice-Chairman but he is absent or unable to act, the meeting shall elect one of the shareholders present to preside over the meeting.

**Article 35.** In voting at a shareholders' meeting, whether at the same meeting venue or an electronic meeting, it is considered that one (1) share has one (1) vote. Any shareholder who has a special interest in any matter has no right to vote thereon, except for the election of directors. The resolutions of the shareholders' meeting must consist of the following votes:

- (1) In normal cases, the majority of the votes of the shareholders present and voting shall be held. If there is an equal number of votes, the Chairman of the meeting shall cast one more vote.
- (2) In the following cases, at least three-quarters (3/4) of the total number of votes of the shareholders present and entitled to vote shall be held:
  - (a) Sale or transfer of the whole or a substantial part of the Company's business to other persons;
  - (b) Purchase or acceptance of transfer of the business of other private companies or public companies;
  - (c) Execution, amendment, or termination of a contract in relation to the leasing of the whole or a substantial part of the Company's business, assignment to any other person to manage the Company's business, or merger with any other persons with the purpose of sharing profits or losses;
  - (d) Amendments to the Memorandum or Articles of Association of the Company;
  - (e) Increase or decrease in the registered capital of the Company;
  - (f) Cease of the Company;
  - (g) Issuance of debentures of the Company;
  - (h) Merger of the Company with other companies;
  - (i) Other actions required by law to obtain at least three-quarters (3/4) of the total number of votes of the shareholders who are present and entitled to vote.

**Article 36.** The business required to be called by the Annual General Shareholders Meeting is as follows:

- (1) Acknowledgement of the report of the Board of Directors on the Company's performance in the past year;

- (2) Consideration and approval of the balance sheet and profit and loss statements;
- (3) consideration and approval of the allocation of profits and dividend payment;
- (4) Consideration of electing a director to replace a director who retired by rotation;
- (5) Consideration of determining the remuneration of directors;
- (6) Consideration of appointing an auditor and determining the amount of the audit fee;  
and
- (7) Other businesses.

**Section 7**

**Accounting, Finance and Audit**

**Article 38.** The Company shall provide and maintain books of account as well as audits as required by relevant laws and shall prepare balance sheets and profit and loss statements at least once in a twelve (12) month period of the Company's accounting year.

**Article 39.** The Board of Directors shall prepare the balance sheet and profit and loss statements at the end of the accounting period of the Company, present them to the shareholders' meeting at the Annual General Meeting for approval. The Board of Directors shall arrange for the auditor to review the balance sheet and profit and loss statements before presenting them to the shareholders' meeting.

**Article 40.** The Board of Directors shall deliver the following documents to the shareholders together with the notice of the Annual General Meeting of Shareholders:

- (1) A copy of the audited balance sheet and profit and loss statements as well as the auditor's report; and
- (2) An annual report of the Board of Directors with various supporting documents.

**Article 41.** An auditor shall not be a director, employee, staff, or a person holding any position of the Company.

**Article 43.** The auditor is obliged to attend the shareholders' meeting of the Company every time that the balance sheet, profit and loss statements, and accounting issues of the Company are considered to clarify the audit to the shareholders. The Company shall deliver to the auditor all reports and documents of the Company that the shareholders must receive at that shareholders' meeting.

Section 8

Dividends and Reserves

**Article 44.** Dividends from other types of money other than profits must not be paid. In case the Company still has accumulated losses, dividend payment is prohibited.

Dividends shall be divided into equal shares; except in cases where the Company issues preference shares and determines dividends of the preference shares to be different from the ordinary shares, dividends must be allocated as determined. The dividend payment must be approved by the shareholders' meeting.

The Board of Directors may pay interim dividends to the shareholders from time to time when it deems that the Company has sufficient profits to do so. Once the interim dividends have been paid, such dividend payment must be reported to the shareholders' meeting at the next shareholders' meeting.

The payment of the dividend shall be made within one (1) month from the date the meeting of the shareholders or the Board of Directors passed the resolution, as the case may be. The notice shall be sent in writing to the shareholders and the notice of the dividend payment must be published in the newspaper for not less than three (3) consecutive days.

**Article 45.** The Company shall allocate a portion of the annual net profit as a reserve of not less than five (5) percent of the annual net profit, deducted by the balance of accumulated losses (if any) until this reserve amounts to not less than ten (10) percent of the registered capital.