

The Company's Articles of Association concerning shareholders' meeting and vote casting

1. Calling a meeting

**Clause 31** The Board of Directors shall at least once a year call a meeting of shareholders. Such a meeting is called "Annual General Meeting of Shareholders." The annual general meeting of shareholders shall be held within four (4) months of the last day of the Company's fiscal year. The Board of Directors shall have documents as required by law delivered to the shareholders together with the notice of the annual general meeting of shareholders.

All other meetings of the shareholders shall be called "Extraordinary General Meeting of Shareholders." The Board of Directors may call an extraordinary general meeting of shareholders at any time as appropriate.

One or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may submit their names in a request directing the Board of Directors to call a meeting of shareholders as an extraordinary meeting of shareholders at any time, but the subjects 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 of the date of receipt of such request from the shareholders.

In case the Board of Directors does not hold a meeting of shareholders within the period as prescribed under Paragraph 3, the shareholders who submit their names in the meeting request or other shareholders holding the number of shares as required may call such meeting within forty-five (45) days from the completion of such period in Paragraph 3. In this regard, the meeting shall be considered as a meeting of shareholders called by the Board of Directors that the Company must be responsible for necessary expenses arising from such meeting and reasonably provide facilitation.

In case where the shareholders call the meeting themselves according to the Paragraph 4, the shareholders who called the meeting may send a notice of meeting to shareholders by electronic media if they have informed

the intention or given consent to the Company or the Board of Directors in accordance with the rules prescribed by the public company registrar.

In case it appears that in any meeting of shareholders called at the request of the shareholders as prescribed under Paragraph 4, the number of shareholders attending the meeting does not form a quorum as prescribed in Clause 33, the shareholders as prescribed under Paragraph 4 shall be collectively responsible to the Company for expenses arising from such meeting.

**Clause 32** In calling a meeting of shareholders, the Board of Directors shall issue a notice of meeting specifying place, date, time, agenda, and matters to be set forth to the meeting together with appropriate details, by expressly specifying as to the matters to be set forth to the meeting for acknowledgement, approval, or consideration, including opinion of the Board of Directors on said matters, and send the same to the shareholders and the public limited company registrar for acknowledgement not less than seven (7) days before the date of the meeting. Besides, the notice of meeting shall also be announced in a newspaper for not less than three (3) days before the date of the meeting, provided that such announcement in a newspaper shall be done for three (3) consecutive days.

The delivery of the notice of meeting and the announce of the notice of the meeting under Paragraph 1 may be announced via electronic media instead with a compliance with the criteria prescribed by the public company registrar.

The place where the meeting is to be held shall be in the locality in which the head office of the Company is situated or in a neighboring province or in other place as prescribed by the Board of Directors.

The Shareholders' Meeting may be held via electronic media, provided that such e-meetings must comply with the rules and procedures prescribed by law for that matter.

In such a case, the head office shall be deemed the meeting venue for e-meetings, which are conducted in accordance with the rules and procedures provided for in the law and these Articles of Association.

**2. Quorum**

**Clause 33** In the meeting of shareholders, there shall be shareholders and proxies (if any) present at the meeting in a number not less than twenty-five (25) persons or not less than one half of the total number of shareholders, which hold shares amounting to not less than one-third (1/3) of the total number of sold shares, to constitute a quorum.

**Clause 34** In the event at any meeting of shareholders, if the quorum as stipulated herein is not present as of one (1) hour past the scheduled meeting time and if such meeting is convened because the shareholders have requested, it shall be cancelled. If such meeting is convened not because the shareholders have requested, it shall be reconvened, and the notice of meeting shall be sent to the shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting no quorum is required.

**Clause 37** In a meeting of shareholders, the shareholders may authorize a person as proxy to attend the meeting and vote on their behalf. Proxy shall be in writing and signed by the authorizer, and such proxy shall be made in accordance with the form specified by the public limited company registrar. Proxy shall be handed over to the chairman or the person designated by the chairman at the place of the meeting before the proxy attends the meeting. The proxy form shall contain at least the following:

- a. the number of shares held by the authorizer;
- b. the name of the proxy;
- c. the serial number of the meeting which the proxy is authorized to attend and vote.

The proxy under the Paragraph 1 may be performed by electronic media instead by using a method that is safe and reliable that the proxy is made by the shareholders in accordance with the rules prescribed by the public company registrar.

**3. Meeting Chairman**

**Clause 35** The Chairman of the Board of Directors shall preside over the meeting of shareholders. In the case where the Chairman is absent or unable to perform the duty, the Vice-Chairman shall act as the meeting chairman. If the Vice-Chairman does not exist or is unable to perform the duty, the shareholders present in the meeting shall elect one shareholder to act as the meeting chairman.

**4. Votes**

**Clause 38** In a shareholders meeting, each share shall carry one vote. Any shareholder having a special interest on the matter being resolved shall have no right to cast a vote on that matter, except in the event of voting to elect directors.

**Clause 39** Unless otherwise provided by the law, a resolution of the meeting of shareholders shall be supported by votes as follows:

- (1) In a normal case, by the majority of votes of the shareholders present and voting. In case of an equality of votes, the chairman of the meeting shall have the casting vote.
- (2) In cases as follows, by votes not less than three-fourths (3/4) of the total votes of the shareholders who attend the meeting and have the right to vote:
  - (a) the sale or transfer of business of the Company, whether all or in essential part, to other persons;
  - (b) the purchase or acceptance of transfer of business of other companies or private companies by the Company;
  - (c) entering into, amending, or terminating an agreement in relation to a business leasing of the Company whether in whole or in essential part, entrusting other persons with the management of the Company, or amalgamating business with other persons with the objective to share profit and loss;
  - (d) amending the Company's memorandum of association or articles of association;
  - (e) increasing and reducing the Company's capital or issuing debentures.