

## THE COMPANY'S ARTICLES OF ASSOCIATION CONCERNING WITH THE SHAREHOLDERS' MEETING

With reference to the Company's Articles of Association Section 6 regarding the Shareholders' Meeting, the following articles state as follows:

**Article 3** In cases where the Company or its Board of Director is obligated to send letters or documents to directors, shareholders, or creditors of the Company, and upon the request or consent of such individuals to receive such letters or documents electronically, the Company or its Board of Directors is allowed to transmit said letters or documents electronically, subject to the criteria prescribed by the Registrar.

In cases where the law or regulations necessitate any individual to provide notification, warning, advertisement or publication of any statement regarding a public limited company to other individuals or the public through newspaper, said individuals may choose electronic media instead, subject to the criteria prescribed by the Registrar

In this regard, where no other provisions are stated in these Articles, the provisions of the law concerning public limited companies shall apply and govern in every respect.

**Article 37** The Board of Directors must cause an annual general meeting of shareholders to be held within four (4) months from the ending date of the fiscal year of the Company.

All other meetings of shareholders apart from the aforementioned shall be called extraordinary meetings. The Board of Directors may summon an extraordinary meeting of shareholders whenever 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 paid-up shares may, by subscribing their names, request the Board of Directors in writing to call an extraordinary meeting at any time, provided that **the subjects and reasons** to be proposed to the meeting are also specified in the said letter. In this regard, the Board of Directors shall proceed to convene the shareholders' meeting within forty-five (45) days after having received the letter from the shareholders.

In the case in which the Board of Directors fails to hold a meeting within the period specified in the third paragraph, the shareholders who have subscribed their names or other shareholders holding the required number of shares together may call the meeting by themselves within forty-five (45) days from the date of expiration of the period under the third paragraph. In such case, it shall be deemed that the Board of Directors calls the meeting, and the Company shall be responsible for the necessary expenses incurred from holding the meeting and providing reasonable facilitation.

In the case that the shareholders convene any shareholders' meeting under the fourth paragraph and it appears that the number of shareholders attending the meeting is insufficient to constitute a quorum as specified in Article 39. The shareholders under the third paragraph must be jointly responsible for reimbursing the Company for expenses incurred from holding that meeting.

In the case in which the shareholders call the meeting by themselves by the fourth paragraph, the shareholder calling a meeting may send a meeting notice to shareholders by electronic means if such shareholder has informed the Company or the Board of Directors of their intention or consent.

**Article 38** In summoning the meeting of shareholders, the Board of Directors shall prepare a notice of the summoning of a meeting of shareholders specifying the place, the day and the hour, the agenda, and the matters to be proposed to the meeting, together with details as may be reasonable and clear specification whether each matter is for acknowledgment, approval or consideration including opinion of the Board of Directors on such matter and whereupon it shall be sent to the shareholders and the registrar for acknowledgement not later than seven (7) days before the date fixed for the meeting, provided that the notice of the meeting shall be published in a newspaper at least three (3) days before the meeting date.

A shareholders' meeting can be held at the location of the Company's head office, a nearby province, or any other place as determined by the Board of Directors.

If a meeting is held via electronic means, the head office of the Company shall be deemed the meeting venue.

**Article 39** For constituting the shareholders' meeting quorum, the number of shareholders and proxies from the shareholders (if any) must not be less than 25 persons or not less than half of the total number of shareholders and the total number of shares must not be less than one-third (1/3) of the total paid-up shares.

In the event that, within one (1) hour from the time appointed for any meeting of shareholders, the quorum is not present as prescribed, the meeting, if summoned upon requisition of shareholders, shall be dissolved. If such meeting had not been summoned upon the requisition of shareholders, another meeting shall be summoned and a letter of summoning of the meeting shall be sent to the shareholders not later than seven (7) days before the date fixed for the meeting. At such meeting, no quorum shall be necessary.

Accordingly, the shares owned by the Company are not counted in the meeting quorum for the shareholders' meeting.

In addition, the meeting of shareholders can be conducted through electronic media in accordance with the requirements of the laws.

**Article 40** For the shareholders' meeting, the Chairman of the Board shall preside as the Chairman of the Meeting. If there is no Chairman of the Board, or the Chairman of the Board is absent or cannot conduct the meeting, the Deputy Chairman of the Board (if available) shall preside as the Chairman of the Meeting. If there is no Deputy Chairman of the Board or he cannot conduct the meeting, the meeting shall appoint a shareholder attending the meeting to preside as the Chairman of the Meeting.

**Article 41** In the meeting of shareholders, shareholders may authorize other persons as proxies to attend and vote at any meeting on their behalf. The proxy must be dated and signed by the shareholder who is a proxy as prescribed by the Registrar.

Such proxy shall be submitted to the chairman of the board or to the person designated by the chairman of the board prior to proxies attend the meeting.

A power of attorney under the first paragraph may be made using electronic means instead, using a safe and reliable method that the power of attorney is made by the shareholders according to the rules as prescribed by the Registrar.

**Article 42** The resolution of the shareholders' meeting must consist of the following votes:

- (1) In the normal case, the resolution shall be based on the majority votes from all the votes of shareholders attending the meeting. If the vote counts are even, the Chairman of the meeting shall have the right for a casting vote.
- (2) In cases as follows, by votes not less than two-third (2/3) of the total votes of the shareholders who attend the meeting and have the right to vote:
  - (a) Consideration of the Directors' Remuneration

- (3) In the following cases, the resolution shall be based on the number of votes not less than three-fourth (3/4) of the total number of votes attending the meeting with voting right.
- (A) Disposition or transfer of a whole or significant part of Company's business to other party.
  - (B) Acquisition or transfer of a whole or significant part of other company or private company to the Company.
  - (C) Execution, amendment or termination concerning with the leasing of Company's business in whole or significant part of the Company's business, appointment of other party to manage the Company's business or merging of business with other party with objective to share equal profit and loss.
  - (D) Amendment of the Company's Articles of Association
  - (E) Increase or reduction of the Company's registered capital
  - (F) Issuance of preferred shares, debentures, guarantee bonds, convertible debentures, warrants or bonds or other securities which can be performed according to the laws.
  - (G) Termination of the Company
  - (H) Merging of Company with other company.

**Article 43** Matters to be conducted by the Annual General Meeting of Shareholders are as follows:

- (1) Consideration of the report of the Board of Directors on the operating results of the previous year
  - (2) Consideration and approval of the balance sheets and statements of income of the previous year
  - (3) Consideration of the appropriation of earnings
  - (4) Appointment of Directors retired by rotation
  - (5) Appointment of the auditor and determination of audit fee
  - (6) Other matters
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