

**Articles of Association of the Company relating to
the Extraordinary General Meeting of Shareholders**

Chapter 4

Meeting of the shareholders

Article 33. A shareholders' meeting of the Company shall be convened at the place where the head office of the Company is located or in a nearby province or any other place as specified by the Board of Directors.

During a period of 21 days prior to the date of meeting, the Company may close the shareholder registration book and suspend any transfer of shares by making an announcement at the Company's head office including all of its branches at least 14 days prior to the date on which such shares transfer suspension is commenced.

Article 34. The shareholders' meeting shall be convened at least once a year, and such meeting shall be called "ordinary general meeting". Such an annual ordinary general meeting of shareholders shall be held within four (4) months from the last day of the accounting period of the Company. Meetings of shareholders other than those specified above shall be called "extraordinary general meetings".

The Board of Directors may summon an extraordinary general meeting whenever it is deemed appropriate. One or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may submit a written request to the Board of Directors for calling an extraordinary general meeting 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 from the date of receipt of such request from the shareholders.

In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph two, the shareholders who subscribe their names 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. Such shareholders may send the notice to the other shareholders by electronic means if such receiving shareholders have informed them of the intention or given consent to the Company or the Board of Directors in accordance with the regulations of the Registrar. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors. The company shall be responsible for necessary expenses arising from such a meeting and reasonably provides facilitation.

In case the quorum of the shareholders' meeting called by the shareholders as prescribed under paragraph three is not formed according to this Articles of Association, the shareholders as prescribed under paragraph three shall be collectively responsible to the Company for the expenses arising from such meeting.

The Shareholders' meeting under paragraph one and two may be conducted through electronic means in compliance with the laws, articles of association and regulations applicable at such time. Such electronics meeting shall be deemed to have the same effect as the shareholders' meeting in the same place as prescribed by the laws and this Articles of Association and the head office of the Company shall be deemed to be the venue of such meeting.

Article 35. In calling a shareholders' meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as

the case may be, including the opinions of the Board of Directors in the said matters, and the said notice shall be delivered to the shareholders and the registrar for their information not less than seven (7) days prior to the date of the meeting.

The notice calling for the meeting shall also be published in a newspaper or via electronic means in accordance with the conditions, procedures, criteria, and methods as prescribed by relevant laws or notifications for three (3) consecutive days at least three (3) days prior to the date of the meeting.

Article 36. In order to constitute a quorum of a shareholders' meeting, there shall be shareholders and proxies (if any) attending amounting to not less than 25 persons or not less than one-half of the total number of shareholders and in either case, such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold by the Company.

At any shareholders' meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum, and if such shareholders' meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than 7 days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

Article 37. In a shareholders' meeting, any shareholder may authorize another person as proxy to attend and vote at any meeting on its behalf. The granting of proxy must be done in writing bearing the signature of the shareholder appointing the proxy pursuant to the form of proxy prescribed by the registrar of the public limited company and shall at least contain the following details:

- (1) the number of shares that the grantor of proxy is holding;
- (2) the name of the proxy; and
- (3) the number of shareholders' meeting that the shareholder authorizes such proxy to attend and vote on its behalf.

The executed proxy form shall have to be submitted to the Chairman of the Board of Directors or other person assigned by the Chairman of the Board of Directors at the place of the meeting prior to attending the meeting by such proxy.

The appointment of proxy may be made via electronic means using a method that is safe and credible that the appointment of proxy was done by the shareholder, subject to the regulations of the Registrar.

Article 38. If the meeting is unable to finish considering all matters of the agenda as specified in the calling meeting notice or the matter(s) raised in the meeting by the shareholders holding at least one-third (1/3) of the sold shares could not be finished and the postponement is required, the meeting shall specify the venue, date, and time of the such postponed meeting and the Board of Directors shall deliver the calling meeting notice in which the venue, date, time, and agendas are specified to shareholders at least seven (7) days prior to the meeting. In addition, such calling meeting notice shall also be published on a newspaper or via electronic means in accordance with the conditions, procedures, criteria, and methods as prescribed by relevant laws or notifications at least three (3) consecutive days prior to the date of the meeting.

Article 39. The Chairman of the Board of Directors shall be the chairman of the shareholders' meeting. If the Chairman of the Board is not present at a meeting or cannot perform his or her duty, and if there is a Vice-Chairman of the Board, the Vice-Chairman present

at the meeting shall be the chairman of the meeting. If there is no Vice-Chairman or is a Vice-Chairman who is not present at the meeting or cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

Article 40. In voting in a shareholders' meeting, one share is entitled to one vote. A resolution of the shareholders' meeting shall require:

- (1) in an ordinary event, the majority vote of the shareholders who have the right to vote and attend the meeting. In case of a tie vote, the chairman of the meeting shall have a casting vote.
- (2) in the following events, a vote of not less than 3/4 of the total number of votes of shareholders who attend the meeting and have the right to vote:
 - (a) a sale or transfer of the whole or important parts of the business of the Company to other person(s);
 - (b) a purchase or acceptance of transfer of the business of other companies or private companies by the Company;
 - (c) an execution, amendment or termination of contract with respect to the granting of a lease of the whole or important parts of the business of the Company, the assignment of the management of the business of the Company to any other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing;
 - (d) an increase of the capital of the Company;
 - (e) a reduction of the capital of the Company;
 - (f) an issuance of the Company's debentures;
 - (g) an amalgamation of the Company;
 - (h) a dissolution of the Company;
 - (i) an amendment to the Memorandum or Articles of Association of the Company;
 - (j) an issuance of shares for debt repayment and conversion of debt into equity pursuant to laws relating securities and securities exchange; and
 - (k) other business as specified by law.

Voting shall be held openly unless at least 5 shareholders request a secret vote and the meeting resolved accordingly by majority vote of the shareholders and proxy (if any). One share shall be counted one vote.

Chapter 9

Additional Provisions

Article 63. The Company or the Board of Directors may send notices or documents to directors, shareholders, or creditors of the Company via electronic means through specified channel(s) if such persons have expressly declared their intention or consent thereto in writing or via electronic means to the Company in accordance with the channel(s), procedures and period as specified by the Company. Such sending of notices or documents via electronic means shall also comply with the conditions, procedures, criteria and methods as prescribed by relevant laws or notifications.