



The Company's Articles of Association concerning Shareholders Meeting
Chapter 4 The Shareholders' Meeting

Article 32. The Board of Directors shall hold an annual general meeting within four months after the end of each fiscal year.

All meetings of shareholders other than annual general meetings referred to in the foregoing paragraph are called "Extraordinary Shareholders' Meeting"

The Board of Directors may summon an extraordinary shareholders' meeting at any time as they may think fit; or any shareholder or shareholders holding an aggregate of at least one tenth of the total shares sold may at any time subscribe their names requesting in writing that an extraordinary shareholder's meeting shall be held, by clearly stating the reason for convening such meeting in the written request. In this case, the Board of Directors shall hold a shareholder's meeting within forty-five days after receipt of such written request from the shareholder(s).

In the event the Board of Directors fails to convene the shareholder's meeting within the period under paragraph three, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days from the date of expiration of the period under paragraph three. The shareholders calling the meeting may send the notice of the meeting to the shareholders by electronic method, if such shareholders have notified their intention or given their consent to the Company or the Board of Directors in accordance with the criteria prescribed by law. In such case, the meeting is deemed to be a shareholders' meeting called by the Board of Directors, and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the event, at the shareholders' meeting called by the shareholders under paragraph four, the number of the shareholders present in the meeting does not constitute quorum as prescribed in this Articles of Association, the shareholders under paragraph four shall jointly compensate the Company for the expenses incurred in arrangements for convening that meeting.

Article 33. In calling a meeting of shareholders, the Board of Directors shall give notice specifying the place, the date, the hour, the agenda of the meeting, the matters proposed for acknowledgment, approval or



consideration, as the case may be, and the directors' opinion on such matters. Such notice shall be given to each shareholder and the Share Registrar at least seven days prior to the meeting and shall also be published in a daily newspaper for three days consecutively and at least three days in advance of the meeting. The Company may advertise the notice via electronic means in accordance with the criteria prescribed by law instead.

The place of the meeting is under the authority of the Board of Directors prescribed. In the event any shareholders' meeting is conducted via electronic means, the Company's head office shall be deemed the venue of such meeting.

Article 34. At a shareholders' meeting, whether a physical meeting or a meeting via electronic means, there shall be not less than twenty-five shareholders and proxies (if any) attending the meeting 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 (1/3) of the total number of shares sold, whereby a quorum would then be constituted.

The proxy under the first paragraph may be proceeded by electronic means which must use a safe and reliable means to ensure that the proxy is made by the shareholder and in accordance with the criteria prescribed by the Share Registrar.

At any shareholders' meeting, if one (1) hour 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, the 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 seven days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

Article 35. Except the Public Limited Companies Act In any case, in particular, the resolution of the shareholders' meeting shall consist of votes the following :

- (1) In a general case, resolutions shall be passed by a simple majority vote cast by the shareholders who attend the meeting and cast their votes. In the event of a tie vote, the chairman of the meeting shall have a casting vote.



- (2) In the following cases, resolutions shall be passed by not less than three-fourths of the total votes of the shareholders who attend the meeting and cast their votes:
- (n) The sale or transfer of the entire or substantial parts of the Company's business to the shareholders;
 - (ñ) The purchase or acquisition of business of another company or private company by the Company;
 - (ñ) The execution, amendment, termination of contracts with respect to lease of the entire or substantial parts of the Company's business, assignment of the management of the Company's business to any person or merger of its business with another person for profit and loss sharing;
 - (ñ) In the event the Company or its subsidiaries enter the connected transactions or the acquisition or disposal of assets transactions of the Company or its subsidiaries according to the definition of connected transactions of listed company as the case may be. The company shall also comply with the rules and procedures as specified in the said announcement.

Article 36. The business to be transacted at an Annual General Meeting of Shareholders shall be as follows:

- (1) To consider the Board of Director's report on the past operational results;
- (2) To consider and approve the Company's balance sheet;
- (3) To consider the appropriation of the profit;
- (4) To consider the election of director in replacement to those who are due to retire by rotation;
- (5) To approve the appointment of the Company's auditor;
- (6) Other matters.