

## The Company's Articles of Association specifically relating to Shareholders Meeting

**Article 34.** The Board of Directors must organize an annual general shareholders meeting within 4 months from the end of the accounting year of the Company.

All other shareholders meetings, apart from the aforesaid meeting, shall be called "extraordinary meetings"

The Board of Directors may request an extraordinary meeting of shareholders at any time it deems appropriate. The shareholders holding not less than one-fifth of the aggregate of the shares distributed, or not less than 25 shareholders holding not less than one-tenth of the aggregate of the shares distributed, may at any time request in writing that the Board of Directors summon an extraordinary meetings, provided the clearly stated reasons for such request meeting. In such event, the Board of Directors must organize a shareholders meeting to be held within 1 month from the requested date from the shareholders.

**Article 35.** To request a shareholders meeting, the Board of Directors shall prepare a notice specifying the place, day and time, the agenda and the matters to be proposed at the meeting by clearly describing those matters which are to be proposed for acknowledgement, approval or consideration, including the submission of any comments by the Board of Directors on such matters. Such a notice shall be sent to the shareholders and the registrar no later than 7 days prior to the date of such meeting and advertise on the newspapers or may use electronic media instead at least 3 days prior to the meeting day.

The Company shareholder meeting shall take place at the Company head office is located or nearby provinces or in any other places, designated by the Board of Directors.

**Article 36.** A shareholder may appoint any person as his/her proxy to attend the meeting and vote on his/her behalf, such a proxy shall be made according to the Registrar requirement.

**Article 37.** A minimum of 25 shareholders present in persons or represented by proxies (if any) or not less than one-half of the total shareholders, whichever is less, and holding not less than one-third of the aggregate of the shares distributed must be present at a shareholders meeting to form a quorum.

If, within an hour from the time appointed for any shareholders meeting, the quorum is not present as prescribed, the meeting, if requested upon the requisition of shareholders, shall be dissolved. If such meeting had

not been requested upon the requisition of the shareholders, another meeting shall be requested and a notice of such a meeting shall be sent to the shareholders not less than 7 days prior to the date of the meeting. At such meeting, no quorum shall be necessary.

**Article 38.** The Chairman shall preside as the Chairman of the meeting. If the Chairman is absent or unable to perform his duties after half an hour of the specify time of the meeting, the Vice-Chairman shall perform that duties. If there is no Vice-Chairman or he is absent or unable to perform his duties, the meeting shall elect one of the shareholders present at the meeting to be the Chairman.

**Article 39.** A decision or resolution of the shareholders meeting shall be made by voting, an one share shall be count as one vote.

1. In the event of equality of votes, the Chairman of the meeting shall have a casting vote.
2. In the following events, the votes shall be not less than two-third of the total shareholders present at the meeting with the right to vote
  - a. Divest or transfer of the Company business in part or whole to other parties
  - b. Acquire or transfer of other companies to the Company
  - c. Execution or revision or cancellation of rental of the Company business in part or whole or management handover or merge with other parties with profit sharing scheme
  - d. Revise or addition of Memorandum of Association or Article of Association of the Company
  - e. Capital increase or decrease or issuance of debenture of the Company
  - f. Merge or dissolve of the Company

**Article 40.** The agenda for the Annual General Meeting of Shareholders shall consist of the following:

1. To acknowledge and certify the Board of Directors' report for overall performance of the fiscal year end.
2. To consider and approve the Company balance sheet and profit and loss statement.
3. To consider the appropriation of the Company net profit (if any).
4. To approve the appointment of directors replacing those retired by rotation.
5. To consider and approve the appointment of the auditors and to determine their remuneration.
6. To consider other issues.