

Articles of Association concerning the shareholders meeting

Chapter 5

Director

Article 16. The directors shall be elected at the General Meeting of the shareholders in accordance with the following rules and procedures:

- (1) Each shareholder shall have one vote equal to one shareholding.
- (2) Each shareholder may exercise all the votes he has under (1) to elect a person or persons to be the director(s).
In case of election of director, he could not partially allocate his vote to any person.
- (3) The person who receives the highest votes, respectively, shall be elected as director(s) under quota for director appointment or in accordance with the number of directors to be elected at each time. In case there are two (2) or more candidates, having equal voting result, the chairman vote is final.

Article 17. At the Annual General Meeting, one-third (1/3) of the directors, or, if their number is not a multiple of three, then the number closest to one third must vacate from their position. A director who vacates office under this section may be re-elected. The directors to vacate office in the first year and the second year after registration of the Company shall draw lots. In subsequent years, the directors who remained in office for the longest time shall vacate office.

Chapter 6

The Shareholder Meeting

Article 31. The Board of Directors shall hold an Annual General Meeting of the shareholders within four months from the end of the fiscal year of the Company

All other General Meetings are called "Extraordinary Meeting". The directors may summon Extraordinary

Meetings whenever they deem appropriate.

The shareholders holding not less than one-fifth (1/5) of the Company's total sold shares or at least twenty five (25) shareholders, holding not less than one-tenth (1/10) of the Company's total sold shares may made a requisition in writing requesting the Board of Director to summon the Extraordinary Meeting. The requisition must clearly specify the objective for which the meeting is required to be summoned. The Board of Director shall arrange for Extraordinary Meeting with in one (1) month from the date of receipt of the said requisition from the shareholders.

Article 32. In summoning the General Meeting, the Board of Director shall prepare the notice of the summoning of the meeting, specifying the place, date and time of meeting and agenda of the meeting and matters to be proposed at the meeting together with any other appropriate details. The notice must clearly specify all matters for acknowledgement, approval or consideration of the shareholder as the case may be, including opinion of the Board of Directors regarding the said matters and send the notice to all shareholders, no later than seven (7) days before the date fixed for the meeting, as well as publishing the notice in the newspaper three (3) days consecutively, no later than three (3) days before the meeting date.

The place for the General Meeting may be in the same province with the head office or any other places as the Board of Director designated.

Article 33. At the General Meeting, there shall be shareholders and proxies (if any), present at the meeting, at least twenty five (25) persons or not less than half of the total number of the shareholders and such shareholders shall collectively hold shares at not less than one-third (1/3) of the total amount of shares sold, in order to constitute a quorum.

In the event that the General Meeting is continued more than one hour and the number of shareholders present are still not sufficient to constitute a quorum as described in the afore paragraph, in case the meeting is convened under request of shareholders, the meeting shall be dissolved. However, in case the meeting is not convened under request of shareholders, the Board of Directors shall convene another meeting by submitting an invitation letter to all shareholders, at least 7 days prior to the new shareholders meeting. The quorum shall not be required in the said latter meeting.

Article 35. In the voting in the General Meeting, each share shall have one (1) vote. The shareholder having conflict of interest with any having conflict of interest shall have no voting right in such agenda. Except for the voting for director election, a resolution of the General Meeting shall consist of the following votes:

- (1) In a normal case, the resolution shall be passed by a majority of the shareholders and proxies (if any) present and entitled to vote in the meeting. Each share shall have one (1) vote. In the case of a tie vote, the chairman of the meeting presents at the meeting shall be entitled to a casting vote.
- (2) In the following cases, the resolution shall be passed by a vote of not less than three-fourth (3/4) of the total number of the shareholders and the proxies (if any) present at the meeting and are entitled to vote in the meeting.
 - (a) a sale or transfer of all or substantial part of the business of the Company to any other person;
 - (b) a purchase or acceptance of the transfer of businesses of other public or private companies to be owned by the Company;
 - (c) an entering into, amendment or termination of any agreement relating to a lease out, hire-purchase or hire-purchase in the form of leasing of all or substantial part of the businesses of the Company; an assignment of the management control of the business of the Company to any other person; a merger with any other person for the purposes of profit and loss sharing;
 - (d) an amendment to the Memorandum or Articles of Association of the Company;
 - (e) an increase or reduction of the capital of the Company;
 - (f) the issuance of debentures;
 - (g) an amalgamation of the Company.

Article 36 The annual General Meeting has to consider the followings:

- (1) to consider the report of the Board of Director relating to business operation of the Company in the latest year as proposed to the meeting;
- (2) to consider and approve a balance sheet and profit and loss statement;
- (3) to consider and approve profit allocation and dividend payment;
- (4) to consider electing new director to replace the retired directors;
- (5) to consider the director's remuneration;
- (6) to consider the appointment of auditor, as well as fixing the remuneration of the auditor; and
- (7) to consider any other businesses.