

Regulations and Articles of Association of the Company Concerning the Shareholders' Meeting

Article 3 For any provisions not referred herein, they shall be governed and construed in all respects in accordance with the laws governing public limited companies, securities and exchange and any other laws related to the operation of the Company's business.

Article 16 The election of the Company's directors shall be made by a general meeting of shareholders in accordance with the following rules and methods:

- (1) One share (1) is equal to one vote (1).
- (2) Each shareholder may exercise all the votes he has under (1) to elect one or more persons as directors, but he may not split his votes among any such persons.
- (3) The person obtains the highest votes as well as those obtain the respective vote from the meeting shall be elected as directors of the Company in a number not exceed the total number of directors required to be elected for such election. In case number of persons obtaining the equal respective vote from the meeting is in excess of the actual number of directors required for such election, the chairman of the meeting shall have a casting vote.

Article 17 At each Annual General Meeting of Shareholders, one-third of the directors (1/3) or the number nearest to one-third if the number is not a multiple of three must retire from office.

The retired director is eligible for re-election.

The directors who must retire from the office in the first and second year after becoming a public company limited shall be decided by drawing lots. After that, the directors who have been in office the longest shall retire first.

Article 18 Aside from retirement due by rotation, the directors shall retire due to:

- (1) Passing Away
- (2) Resignation
- (3) Qualifications fall short of the criteria or incompatibility as specified by the Public Company Limited law as well as the security and exchange law
- (4) Resolution by the Annual General Meeting of Shareholders as mentioned in Article 20
- (5) Order by the Court to resign

Article 20 The shareholders meeting may adopt a resolution to remove any director from office prior to his retirement by rotation by a vote of not less than three-fourth of the number of shareholders who attend and have the right to vote in the meeting and collectively hold not less than half of the shares held by the shareholders attending and have the right to vote in such meeting.

Article 22 The Company's Directors are entitled to remuneration from the Company in the form of reward, meeting allowance, gratuity, bonus or other kinds of benefit as considered and approved by the shareholders meeting with the votes of not less than two-thirds (2/3) of the total shareholders attending the meeting. Such remuneration may be fixed in an exact amount or by a specific principle and may be fixed from time to time or perpetually until the shareholders meeting will resolve to change in otherwise. In addition, the Company's Directors is entitled to allowance and welfare pursuant to the Company's regulations.

The provision in Paragraph one shall not affect the rights of the directors appointed from the Company's employees or staff who is entitled to the remuneration and benefits as the Company's employees or staff.

Article 31 The Board of Directors shall hold an annual ordinary meeting of shareholders within 4 months from the end of the fiscal year of the Company.

All other meetings of shareholders apart from the above mentioned shall be called extraordinary meetings. The Board of Directors may summon an extraordinary meeting of shareholders whenever it thinks fit.

Not less than 10 percent of the aggregate of the shares distributed present in person(s) or represented by proxies may request the Board of Directors in writing, with clear reasons and objectives specified therein, to summon an Extraordinary General Meeting of Shareholders. In the case of shareholders' request, the Board of Directors shall call the Extraordinary General Meeting of Shareholders within 45 days from the date that the Board of Directors received such request in writing from shareholders.

In case the meeting had not been summoned upon the request of shareholders within the time appointed as prescribed in Clause 3, shareholders with not less than 10 percent of the aggregate of shares distributed shall summon the meeting themselves within 45 days from the last date appointed according to Clause 3. In this case, it shall be deemed that the meeting is summoned by the Board of Directors, and the Company shall be responsible for the meeting's expenses and facilitate the meeting as appropriate.

Whenever the meeting is summoned by such shareholders as prescribed in Clause 4, if the quorum is present less than the minimum number of attending as prescribed in Article 33. Such shareholders shall be mutually responsible for meeting's expenses to the Company.

Article 32 In summoning the shareholders' meeting, the Board of Directors shall prepare a notice of the meeting specifying the place, date, time, agenda and the matters together with the appropriate details stating clearly the issues that will be for acknowledgement, for approval or for consideration, including the opinion of the Board of Directors on the said matters and shall send the same to the shareholders and the company Registrar for information not less than 7 days prior to the meeting. Publication of a notice of the meeting shall also be made in a newspaper or electronic means over 3 consecutive days at least 3 days prior to the meeting.

The venue to be used for the meeting can be located in the province where the head office of the company or any other place as the Board of Directors stipulates.

Article 33 At a shareholders meeting, there must be not less than 25 shareholders and/or the shareholders' proxies (if any) or not less than half of the total number of shareholders holding altogether not less than one-third ($1/3$) of the total issued shares attending the meeting to constitute a quorum.

In case it appears at any shareholders meeting that within one hour after the time appointed for the meeting, the number of shareholders attending the meeting does not constitute the quorum as mentioned in the above paragraph, the meeting, if summoned upon the requisition of shareholders, shall be cancelled. If the meeting had not been summoned upon the requisition of shareholders, another meeting shall be summoned. The notice for summoning such meeting shall be sent to the shareholders in not less than 7 days prior to the date of the meeting and at such subsequent meeting no quorum shall be necessary.

Article 34 The Chairman shall be appointed as the Chairman of Shareholders' Meeting. In the cases where the Chairman is not in attendance or cannot perform his duty as the Chairman of the Shareholders' Meeting, the Vice Chairman shall be appointed as the Chairman. In case of no Vice Chairman or that the Vice Chairman is unable to occupy the Chair immediately or perform his duty as Chairman, the Meeting shall appoint one of present shareholders to be the Chairman of the Shareholders' Meeting.

Article 35 For voting at the Annual General Meeting of Shareholders, one share is equal to one vote. Any shareholders has special interest in any matter, such shareholders does not have right to vote in such matter, other than voting for election of directors and the resolution of the meeting of shareholders shall be supported by the following votes:

- (1) In a normal case, by the majority vote of the shareholders who attend the meeting and cast their vote. In case of an equality of vote, the chairman of the meeting shall be entitled to a casting vote.
- (2) In the following cases, by a vote of not less than three-fourths of the total number of shareholders present at the meeting and entitled to vote:
 - (a) The sale or transfer of whole or essential parts of business of the Company to other persons.
 - (b) The purchase or acceptance of transfer of businesses of other companies or private companies to the Company's own.
 - (c) Entering into, amending or terminating the contract relating to the leasing out of business of the Company in whole or in essential parts; the assignment to anyone else to manage the businesses of the Company or the amalgamation of the businesses with other persons with an objective to share profit and loss.
 - (d) Amendment of the Memorandum of Association or Articles of Association of the Company.
 - (e) Increase or decrease of the capital of the Company.
 - (f) The liquidation of the Company.
 - (g) The issuance of debentures.
 - (h) Merging of business of the company with other companies.

Article 36 The business to be transacted at the annual ordinary meeting are as follows:

- (1) To consider the report proposed to the meeting by the Board of Directors on the Company's business operation during the past year.
- (2) To consider and approve the statement of financial position and Statement of Comprehensive Income of the Company.
- (3) To consider appropriation of profit and dividend payment.
- (4) Election of directors in place of those retiring by rotation.
- (5) To fix the directors' remuneration
- (6) Appointment of an auditor and fix the audit fee and
- (7) Other businesses.