

Section 5: Shareholder's meeting

Clause 32: The shareholder's meetings of the company are organized in the area where the company's head office is situated or nearby provinces.

Clause 33: The committee shall arrange a shareholder's meeting as an annual general meeting within four (4) months from each year end of the company.

Other shareholder's meetings are called an extraordinary meeting provided that the committee may call for an extraordinary meeting at any time as they see fit.

Any or many shareholders holding at least ten percent of all distributed shares can sign their name in a letter of request to the committee to call an extraordinary shareholder's meeting at any time, but names and reasons of meeting request must be clearly identified. In this case, the committee may arrange the shareholder's meeting within forty-five (45) days from the date of receiving the letter from the shareholders.

In case the committee fails to arrange a meeting within time specified in previous paragraph, the shareholders who sign their name or other shareholders holding shares as stipulated may call a meeting within forty-five (45) days from the due date as set forth above. In such case, it is deemed as the shareholder's meeting called by the committee, and the company shall be responsible for any expenses arising from the reasonable meeting arrangement and facilitation.

If it appears that the shareholder's meeting is called because of shareholders in previous paragraph, and the meeting attendants cannot constitute a quorum as set forth in clause 35, shareholders according to previous paragraph shall be liable to expenses arising from that meeting for the company.

Clause 34: In a notification of shareholder's meeting call, the committee shall provide a letter of meeting appointment by identifying date, time, agenda and matters to be proposed to the meeting and details. It is necessary to clearly identify the proposals for approval or for consideration and opinions of the committee on such matters. It must be delivered to shareholders and the registrar according to the public limited company law in advance for at least seven (7) days before the meeting date. It must be published in a local newspaper for three (3) consecutive days for at least three (3) days before the meeting.

Clause 35: In the shareholder's meeting, the number of attending shareholders and attorneys authorized by the shareholders (if any) must be at least twenty-five (25) persons or at least half of all shareholders holding shares not fewer than one-third (1/3) of all distributed shares, to constitute a quorum.

In case it appears that in any shareholder's meeting, the time passes for one (1) hour, and the number of attendants has not constituted the quorum, if that meeting is arranged under a request of the shareholders, the meeting shall be suspended. If the shareholder's meeting is not called due to the shareholder's request, it will be rescheduled, and a notification of meeting shall be delivered to shareholders for at least seven (7) days before the meeting. The subsequent meeting's quorum is not required.

Clause 36: In a shareholder's meeting, shareholders may give proxy to others to attend the meeting and may a vote for them by making a power of attorney with signature of the principal, in a form specified by the Registrar in accordance with the public limited company law. This letter must be given to the committee chairman or any assignee at the meeting venue before the attorneys attend that meeting. The power of attorney shall at least contain following information.

- (1) Shares held by the principal
- (2) Name of the attorney
- (3) The meeting that the principal will attend and make a vote.

Clause 37: The committee chairman presides over the shareholder's meeting. In case the committee chairman is absent or unable to perform his duty, the deputy chairman (if any) may preside over the meeting. If the deputy chairman is not available or unable to perform his duty, the shareholders attending the meeting may select a shareholder to be the meeting's president.

Clause 38: To make a vote, shareholders will have votes equal to the number of shares held by them provided that one (1) share is one (1) vote. Vote making shall be done openly unless at least five (5) shareholders make a request, and the meeting is resolved to make a hidden vote, the voting will be made confidentially, and the method is subject to specification of the meeting's president.

Clause 39: The shareholder's meeting resolution is subject to following votes.

- (1) In normal cases, it will be subject to the majority of votes of shareholders attending the meeting and making a vote. In case of tie vote, the meeting's president shall make another vote to reach a final decision.

- (2) In following cases, at least three-fourth (3/4) votes of all shareholder attending the meeting and having right to vote are required.
 - (A) Sale or transfer of the company's business, wholly or partially, to third parties
 - (B) Purchase or acceptance of business transfer of other companies or private companies
 - (C) Execution, amendment or termination of an agreement related to the company's business leasing, wholly or partially, assignment of others to manage the company's business or joint venture with others with a purpose to share profit and loss
 - (D) Amendment of memorandum of association or articles of association
 - (E) Increase or decrease of capital and issuance of debentures
 - (F) Amalgamation or dissolution

Clause 40: Matters that the annual general meeting may consider are as follows

- (1) Acknowledging the committee's report on the company's business in previous year
- (2) Considering approval of balance sheet or statement of financial position and profit and loss statement as of the year end date of the company
- (3) Considering approval of profit allocation and dividend payment
- (4) Considering election of new directors to replace those who retire by rotation and determining director's remuneration
- (5) Considering appointment of an auditor and setting audit fee
- (6) Other affairs