

**Articles of Association of the Company relating to the Shareholders' Meeting**

**Shareholders' Meeting, Proxy and Voting**

31. The board of directors shall call an annual general meeting of shareholders to be held within four months from the end of each fiscal year of the Company and shall deliver documents required by laws to the shareholders together with a notice of the meeting.

A meeting of shareholders other than the one referred to above shall be called extraordinary general meetings. The board of directors may call an extraordinary general meeting at any time as it considers appropriate, or when any one or more shareholders holding an aggregate number of not less than ten percent of the total issued shares, requesting the board of directors to do so in writing and clearly indicating the subjects and reasons of such request. In such case, the board of directors shall proceed to call a meeting of shareholders within forty-five days from the date of receipt of such request.

In case that the Board of Directors fails to convene the meeting within the period prescribed in paragraph two, the shareholders who collectively executed the letter or the other shareholders holding in aggregate the required number of shares, may convene the meeting on their own within forty-five days from the ending date of the period under paragraph two. In this case, it shall be deemed that such meeting is convened by the Board of Directors in which the Company shall be responsible for the necessary expenses incurred from holding the meeting and for reasonable facilitation.

In case it appears that any shareholders' meeting is convened due to the request of shareholders under paragraph three, if the attending shareholders do not constitute a quorum as required under Clause 34, the shareholders under paragraph three shall jointly be liable to pay the Company the expenses incurred from convening such meeting.

32. In calling a meeting of shareholders, the board of directors shall prepare a notice specifying the place, date, time, agenda and matters to be proposed to the meeting, together with reasonable details and a clear indication as to whether such matters are to be proposed for acknowledgement, approval or consideration, as the case may be, as well as its opinions on such matters, and shall have such notice sent to the shareholders and the registrar not less than seven days prior to the date of the meeting. The notice shall be published in a newspaper not less than three days prior to the date of the meeting.

The meeting of shareholders must be held at the vicinity where the head or branch office of the Company is located or in an adjacent province or elsewhere as prescribed by the chairman of the board or a person designated by him.

33. The chairman is empowered to establish rules of procedure for a meeting in order to keep order and fairness for all shareholders.
34. At a meeting of shareholders, not less than one-half of the total number of shareholders or not less than 25 shareholders and proxies (if any) holding an aggregate number of not less than one-third of the total issued shares shall attend the meeting to constitute a quorum.
35. In the case where, at any meeting of shareholders, it appears that after an hour from the appointed time the quorum is not constituted as prescribed under these Articles, if the meeting is called by a request of shareholders, it shall be cancelled. If it is not called by shareholders, the meeting shall be re-convened with at least seven days advance written notice prior to the meeting. At such subsequent meeting, no quorum is required.
36. The chairman shall preside as the chairman of a meeting of shareholders.

In the case where the chairman of the board is not present or is unable to perform his duty, a vice chairman, if any, shall preside as the chairman of the meeting. If there is no vice chairman or he is unable to perform his duty, the shareholders present at the meeting shall elect one amongst themselves to preside as the chairman of the meeting.

37. The chairman shall monitor and ensure that a shareholders' meeting comply with these Articles and proceed in the order of the agenda specified in the notice, unless otherwise approved to rearrange by a vote of not less than two-thirds of the total number of shareholders present at the meeting.
38. A shareholder may appoint another person as proxy for attending and voting at a meeting on his behalf. In this connection, the written instrument appointing the proxy shall be submitted to the chairman of the board or its designated person at the place of the meeting before the proxy attends the meeting
39. In voting by any method, each share shall carry one vote. Any shareholder having a special interest in a given matter has no right to vote on such matter, except for those concerning an election of directors.
40. Unless otherwise provided by the laws concerning public limited companies, a resolution of a meeting of shareholders requires votes as follows:
  - (1) in a normal case, a majority votes of the shareholders present and vote at the meeting shall be required; and in case of a tie, the chairman of the meeting shall have a casting vote;
  - (2) in any of the following cases, not less than three-quarters of the total votes of the shareholders present at the meeting and entitled to vote shall be required:
    - (a) a sale or transfer of all or substantial parts of the business of the Company;
    - (b) a purchase or an acceptance of transfer by the Company of business of other company or a private company;
    - (c) an entry into, amendment to or termination of any contract concerning a granting of a lease of all or substantial parts of the business of the Company, an assignment of other person to manage the business of the Company, or a merger of the Company's business with other person for the purpose of sharing profits and loss;
    - (d) an issuance of debentures, increase and reduction of the capital, a merger and dissolution of the Company.
41. Matters to be conducted at an annual general meeting are as follows:
  - (1) considering and acknowledging an annual report prepared by the board of directors;
  - (2) considering and approving the Company's balance sheet and profit and loss statements;
  - (3) considering an allocation of profit;
  - (4) considering and electing new directors to replace those who retire by rotation;
  - (5) considering and appointing the Company's auditor and determining their remuneration;
  - (6) other matters (if any)

#### **Directors' Qualifications & Remuneration and Retiring Directors**

15. The board of directors of the Company shall comprise directors who possess the qualifications and are not subject to prohibited characteristics prescribed by the laws concerning public limited companies and securities and exchange and other laws relating to the Company's business operation.

The number of directors shall be designated by a general meeting of shareholders but shall not be less than five directors, provided that at least one-half of the total number of directors must reside in the Kingdom. A director needs not be a shareholder of the Company.

At least one-third of the total number of directors of the Company shall be independent. Their independency qualifications shall be determined in accordance with relevant rules of the laws concerning securities and exchange.
16. Directors shall be elected at a shareholders' meeting. Each shareholder shall have one vote per share held by him and shall exercise all the votes he has to elect one or several persons as director(s), but must not allot his votes to any person in any number. The persons who receive the highest votes in the respective order are elected as directors in accordance with the number of directors or the number of directors to be elected in such meeting. In the case where the votes casted for candidates in descending order are tied, which would otherwise exceed the number of directors, the chairman shall have a casting vote.

17. At every annual general meeting, one-third of the directors shall retire from the office. If the number of directors is not a multiple of three, then the number nearest to one-third shall retire from the office.
- Directors retiring from the office in the first and second years following the incorporation of the Company shall be made by drawing lots. In every subsequent year, those who have been longest in the office shall retire. Retiring directors are eligible for re-election.
18. Other than the retirement by rotation, directors shall retire upon death, resignation, being dismissed by a court order, disqualification or subject to prohibited characteristics prescribed by the laws concerning public limited companies, or being removed by a shareholders' resolution in accordance with Clause 21.
19. Any director desiring to resign shall submit a resignation letter to the Company. The resignation takes effect when the letter reaches the Company. Such director may also notify the registrar of his resignation.
20. In case there is a vacancy of a director other than by rotation, the board of directors shall elect a person who is qualified and not having prohibited characteristics prescribed by the laws concerning public limited companies to fill the vacancy at its subsequent meeting, unless the remaining term of such director is less than two months. A replacing director shall retain his office only for the remaining term of the director he replaces.
- The resolution of the board of directors under paragraph one shall be approved by a vote of not less than three-quarters of the remaining directors.
30. Directors are entitled to receive remuneration from the Company which may comprise one or more or their combination of, amongst others, salary, meeting attendance fee, allowances, gratuity, bonus, welfare, securities of the Company or benefits of other kind in accordance with shareholders' resolution with a vote of not less than two-thirds of the total votes of the shareholders present at the meeting. For this purpose, the meeting of shareholders may determine the remuneration as a fixed amount, specify from time to time, outline as a guideline, or specify permanently until further change is made.
- Payment of director remuneration shall not be contrary to, or inconsistent with, the qualifications of independent directors under the laws concerning securities and exchange.
- Nothing in the first paragraph shall prejudice the rights of officers or employees elected as a director to receive his salary, remuneration, and other benefits entitled as an officer or employee of the Company.

#### **Dividend Payment and Net Profit Appropriation**

44. No dividends shall be paid otherwise than out of profits. In the case where the Company has incurred accumulated loss, no dividends may be paid. Dividends shall be distributed equally in accordance with the number of shares, unless otherwise provided in case of preference shares.
- The board of directors may declare interim dividends when it appears that the Company has reasonable and sufficient profits to do so and shall report it to the shareholders at the next meeting.
- Payment of dividends shall be made within one month from the meeting of shareholders or board of directors, as the case may be. The shareholders shall be notified in writing and a notice of payment of such dividends shall also be published in a newspaper.
45. The Company shall allocate to a reserve fund not less than five per cent of its annual net profits less accumulated loss (if any) until the reserve fund reaches at least 10 per cent of its registered capital, unless otherwise required by laws.

#### **Auditor**

46. An auditor must not be a director, an officer, an employee or a person holding any position in the Company.
47. The auditor shall attend every shareholders' meeting, at which a balance-sheet, a profit and loss statement and any problem concerning accounts of the Company is scheduled to be considered, in order to provide his views on these audits.