

## **Regulation of the Company Related to Agenda in Invitation Letter of the Shareholders' Meeting**

Article 15. The Shareholders' Meeting is assigned to elect the director according to the following criteria and method.

- (1) The election in individual or in set shall be determined for election of director.
- (2) In voting for election of the director, the majority is applied and each shareholder is deemed to have vote equaling to one vote per one share.
- (3) The person who gets maximum votes respectively is the person who is elected as director in equal number of directors that should have or should be elected in that time. In the event that the persons who are elected in next sequence with equal votes exceed the number of directors that should have, they shall be elected using drawing method to acquire the number of directors that should have.

Article 16. In every time of Annual Ordinary Meeting, 1/3 of the directors shall vacate their offices. If the number of directors cannot be divided to be identical to three portions, they shall vacate their offices in nearest number of 1/3 portion.

The director who must resign by rotation in the first year and the second year after his or her registration, drawing shall be applied whether which one shall resign. In the following years, the director who is in the position for longest duration shall vacate his or her office. The director who resigns by rotation may be resumed to take the post again.

Article 34. In voting, every shareholder has one vote per one share, except in case the Company has issued its preference shares, those shall be entitled to have less vote than ordinary shares.

Under the resolution of shareholders' meeting, the votes shall be consisted as follows:

- (1) In general case, the majority votes of the shareholders who attend and vote shall be relied on, if the result presents parity, the Chairman of the meeting shall be authorized to draw one additional vote as the casting vote.
- (2) In following cases, over than 3/4 of all votes of the attending shareholders entitled to vote must be approved:
  - (A) The selling or transfer of overall or part of the Company's Business
  - (B) The acquisition or acceptance of the transfer of other Company's business or private companies;
  - (C) The action, revision, or cancellation of contract(s) related to the lease of overall or significant part of the Company's business;
  - (D) The assignation on other people to manage the Company's business; or
  - (E) The consolidation with other person(s) with the objective of profit & loss sharing;
  - (F) The amendment of the Memorandum of Association or Regulation(s);
  - (G) The increase or decrease of the Company's capital or debenture issuance;
  - (H) The merger or liquidation of the Company.

Article 35. The undertaking that should be performed for Annual General Meeting includes the following.

- (1) Acknowledge the report of the Board of Directors proposed to the Meeting to indicate the undertaking of the Company managed by the Board of Directors in the previous year.

- (2) Consider and approve balance sheet and account of profit and loss.
- (3) Consider and approve the appropriation of profit and loss.
- (4) Elect the director in replacement of the director who retires by rotation.
- (5) Appoint the auditor and determine annual remuneration.
- (6) Other undertakings.

Article 40. Do not allow paying dividend from other type of money apart from profit and do not allow paying dividend in the event that the Company has accumulated loss amount.

Dividend shall be divided based on number of shares in equal amount for each share.

The Board of Directors may occasionally pay interim dividend for shareholders when it is deemed that the Company earns proper profit for doing so, and the shareholders' meeting shall be reported for acknowledgement in next meeting.

In the event that the Company has not yet sold the full number of authorized shares or the Company has registered to increase the capital, the Company shall pay dividend in whole or in part by issuing as ordinary shares to be new ordinary shares for the shareholders upon consent from the Shareholders' Meeting.

Dividend payment is done within 1 month from the date of the shareholders' meeting or upon the resolution of the board of directors as the case may be. However, it shall be informed in writing to the shareholders and notice of dividend payment shall be publicized in newspaper as well.

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