

Company's Regulations Regarding the Meeting of Shareholders
Meeting of Shareholders

Shareholders' Meeting

Article 33. The Board of Directors shall call an Annual General Meeting of shareholders within four months of the end of the Company's fiscal year.

The meeting of shareholders other than the abovementioned shall be called shareholder meetings. The board of directors may call an extraordinary meeting of shareholders when appropriate or when shareholders holding shares of not less than 10 percent of total shares sold will name together requesting the board of directors to call extraordinary meeting at any time but need stating specific reasons and objectives. In this regards, the board of directors shall proceed to call extraordinary meeting of shareholders to be held within 45 days from date received request from the shareholders.

In case, the board of directors not holding the meeting within mentioned in paragraph two; those shareholders whose name together or other shareholders as combine number of shares may convene meeting by oneself within forty-five day from due date under paragraph two. In cases like this; shall be considered that the shareholders' meeting is called by the board of directors thus company is responsible for any necessary expenses resulting from arranging meeting and provides facilities as appropriate

In the case of a shareholders' meeting under the third paragraph; number of shareholders attending the meeting does not constitute a quorum as specified in Article 35 then those shareholders under third paragraph are responsible for compensate arising from arrangement of that meeting

Article 34. To call a meeting of shareholders, the board of directors shall prepare a written notice calling the meeting that indicates the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with sufficient details. Moreover, the agenda shall be explained clearly as proposed for acknowledgement, approval or consideration including the comments and explanations by the board of directors. The written notice shall be delivered to the shareholders not less than 7 days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper for 3 consecutive days not less than 3 days prior to the date of the meeting.

The board of directors shall fix the date, time and place of the meeting. The place shall be in the locality in which the head office or a branch of the Company is located or unless otherwise stipulated by the articles of association.

Article 35. In a meeting of shareholders, the number of shareholders and proxies (if any) attending shall not be less than 25 persons and the number of shares combined shall not be less than one-third of the total number of authorized shares, or the number of shareholders and proxies (if any) attending shall not be less than one-third of the total number of shareholders and the number of shares combined shall not be less than one-third of the total number of authorized shares to constitute a quorum.

At any meeting of shareholders, in the case where one hour has passed since the time for which the meeting is scheduled; if the shareholders' meeting was called because the shareholders requested then meeting be canceled thus not from requesting then boards schedule new meeting and send invitation letter to shareholders not less than 7 days prior date of meeting this shall not require to constitute a quorum

Article 38. At an Annual General Meeting of Shareholders, the agenda shall include the following.

- 1) To consider the board of directors' report proposed to the meeting to show the operating results of the past year.
- 2) To consider and approve the Company's financial statements.
- 3) To consider the allocation of the net profit.
- 4) To elect new directors in replacement of those retired by rotation.
- 5) To appoint the Company's auditor and to fix the auditor's fee.
- 6) Other matters

Giving a Proxy for Attending a Meeting of Shareholders and Voting Right of Shareholders

Article 36. In a meeting of shareholders, a shareholder may give a proxy to a person who has become one's legal age to attend the meeting and vote on his/her behalf. The proxy shall be dated and signed by the shareholder in accordance with the form prescribed by the registrar.

The proxy shall be submitted to the chairman or the person designated by the chairman at the meeting before attending the meeting.

Article 37. In voting, one share shall be counted as one vote and a resolution of the meeting of shareholders shall be passed by the following votes.

In an ordinary event, a resolution shall be passed by a majority vote of shareholders who attend the meeting and have the right to vote. In case of an equality of votes, the chairman of the meeting shall have an additional vote to decide.

In the following cases, a vote of not less than three-fourth of the total number of vote of shareholders who attend the meeting and have the right to vote:

- a) Selling or transferring of the whole or important parts of the business of the Company to other parties
- b) Purchasing or accepting of transfer of the business of other companies or private companies by the Company
- c) Making, amending or terminating of contracts for renting out the whole or important parts of the business of the Company
- d) Assigning other person(s) to manage the Company's business
- e) Merger of the Company and others with an objective to share profit and loss
- f) Amending the Articles of Association or the Company's regulations
- g) Increasing or decreasing the Company's capital or issuing debenture
- h) Merger or liquidating the Company