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**Articles of Association of the Company with Respect
to the Meeting of Shareholders**

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1. Closing of Share Register Book

Article 14. In the course of twenty-one (21) days prior to each meeting of the shareholders, the Company may suspend the registration of share transfer and notify the shareholders in advance by placing notice at the head office and its branch office not less than fourteen (14) days before the date commencing the suspension of share transfer.

2. Calling for the Meeting of Shareholders

Article 37. The board of directors shall convene a general meeting of shareholders within four (4) months from the date of fiscal year ended of the company.

All other general meetings of shareholders shall be called extraordinary meetings.

The board of directors may call for an extraordinary general meeting whenever they deem appropriate or when one or more shareholders holding shares amounting to not less than ten (10) percent of the total number of distributed shares may submit a written request to the board of directors to call for an extraordinary general meeting at any time, but the subjects and reasons for calling for such meeting shall be explicitly stated in such request. In this regard, the board of directors shall proceed to call for a meeting of shareholders to be held within forty-five (45) days from the date of receipt of such request from the shareholders.

In the case that the board of directors does not hold such meeting within the period specified in the third paragraph, the shareholders who have submitted the request or other shareholders holding the aggregate number of shares as prescribed in this Article may call for the meeting by themselves within forty-five (45) days from the completion of the period referred in the third paragraph. In this case, it shall be deemed that such shareholder's meeting is the meeting called by the board of directors. The company shall be responsible for all necessary expenses incurring from the holding of such meeting and provide reasonable facilitation for the meeting.

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In the case that the shareholders call for an extraordinary meeting according to the fourth paragraph, the shareholders who call for the meeting may send the notice of meeting to shareholders by electronic means, provided that the shareholders have already sent their requests or given consent to the company or the board of directors.

In the case that the quorum of the meeting convened by the shareholders' request according to the fourth paragraph cannot be formed pertaining to Article 39, the shareholders under the fourth paragraph shall be jointly responsible for any expenses incurring from the convening of such meeting.

Article 38. In summoning a meeting of shareholders, regardless of attending in person or by electronic means, the board of directors shall prepare the notice summoning the meeting, with an indication of the place, date, time, agenda of the meeting and, matters to be proposed to the meeting, together with appropriate details and a clear indication whether such matters are to be proposed for acknowledgement, approval or consideration, as well as opinions of the board of directors on such matters, and shall send such notice to the shareholders and the Registrar according to the Public Limited Companies Act not less than seven (7) days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published in a newspaper or an electronic media in accordance with the relevant laws and regulations at least three (3) consecutive days and not less than three (3) days prior to the date of the meeting. In a case where the shareholders requested or gave consent to the delivery of notices or documents by electronic means, the company or the board of directors may send notice of meeting or supporting documents by electronic means in accordance with the relevant laws and regulations.

3. Quorum

Article 39. In the meeting of Shareholders, there shall be shareholders and proxies (if any) presenting at the meeting in a number not less than twenty-five (25) persons or not less than one half (1/2) of the total number of shareholders with a number of shares amounting not less than one-third (1/3) of the total number of sold shares to constitute a quorum.

At any meeting of shareholders, upon the lapse of one (1) hour from the time fixed for the meeting commencement, if a number of the shareholders present is insufficient to form a quorum as stipulated; the meeting shall be cancelled if

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such meeting is convened because the shareholders have requested, the Meeting shall be dissolved, if such meeting is held not because the shareholders have requested, the notice of meeting shall be sent to the shareholders not less than seven (7) days in advance of the date of the meeting. In the subsequent meeting, no quorum is required.

Article 40. At a meeting of shareholders, specifically for attending in person, a shareholder may appoint a person for the purpose of attending the meeting and voting on the shareholder's behalf. The appointment of a proxy must be made in writing and signed by the grantor according to the form as prescribed by the Registrar. The proxy form must be submitted to the chairman of the board or other person designated by the chairman of the board at the meeting venue before the proxy attending the meeting. The form shall at least contain the following particulars:

- (1) Number of shares held by the grantor;
- (2) Name of the proxy;
- (3) Meeting reference that the proxy is granted to attend and vote.

The appointment of a proxy as mentioned in paragraph one may be made by electronic means in accordance with the relevant laws and regulations, provided that such means are safe and can be proven in order to believe that the proxy has been appointed by the shareholder itself.

Article 42. The chairman of the board shall preside over a meeting of shareholders. In a case where the chairman of the board is not present at the meeting or is unable to perform the duty and if a vice-chairman exists, the vice-chairman shall preside over the meeting. If there is no vice-chairman or if there is one but is unable to perform the duty, the shareholders attending the meeting shall elect one among themselves to preside over the meeting.

4. Voting

Article 43. In voting, each shareholder shall have a number of votes equivalent to the number of the shares subscribed; on the basis that one (1) share shall carry one (1) vote. Voting shall be conducted openly, except where so requested by not less than five (5) subscribers and so resolved by the meeting that the voting may be made by secret ballot. In such case the procedure for voting by secret ballot shall be as determined by the person presiding over the meeting.

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Article 44. Resolution of a meeting of shareholders shall consist of the vote as follows:

- (1) In general agenda, a majority of votes of the shareholders present and vote at the meeting. In the case of an equality of votes, the person presiding over the meeting shall have an additional vote as a casting vote;
- (2) In any of the following agendas, votes of not less than three-fourths (3/4) of the total votes of shareholders presenting at the meeting and having rights to vote:
 - (a) Selling or transferring business of the company, in whole or in substantial part, to any other person;
 - (b) Purchasing or taking a transfer of business of any other company or a private company to be owned by the company;
 - (c) Concluding, modifying, or terminating any contract concerning granting of a lease of the company's business in whole or in substantial part, entrusting of any other person to manage the business of the company, or an amalgamation of business with any other person with a purpose to share profits and loss;
 - (d) Amending the company's Memorandum of Association or Articles of Association;
 - (e) Increasing and decreasing the registered capital of the company and issuing the debentures;
 - (f) Amalgamating and dissolving of the company

5. Agenda

Article 41. The meeting of shareholders shall proceed according to an order fixed in the meeting agenda as specified in the notice of meeting unless the shareholders' meeting resolved to change the order of the agenda by the affirmative votes of the shareholders not less than two-thirds (2/3) of the shareholders attending the meeting.

After the meeting considered all agenda specified under the notice of meeting, shareholders holding not less than one-third (1 / 3) of the total number of distributed shares may request the meeting to consider other matters not specified in such notice.

In the event that the meeting cannot complete consideration of matters according to the agenda specified under the notice of meeting or the matters that are raised by the shareholders in time, and the postponement of the meeting is necessary, the meeting shall determine the place, date, and time of the next

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meeting and the board of directors shall send the notice of meeting specifying the place, date, time, and agenda of the meeting to the shareholders at least seven (7) days prior to the date of the meeting. The meeting invitation shall be published in a newspaper or electronic media in accordance with the relevant laws and regulations at least three (3) consecutive days and not less than three (3) days prior to the date of the meeting. In the case that the shareholders requested or gave consent regarding the delivery of notices or documents by electronic means, the company or the board of directors may send the notice of meeting or supporting documents by electronic means in accordance with the relevant laws and regulations.

Article 45. The business to be transacted at the annual general meeting is as follows:

- (1) To acknowledge report of the Board of Director relating to the company's performance in the past year;
- (2) To consider and approve balance sheet and profit and loss statement as of the end of the company's accounting year;
- (3) To consider and approve allocation of profit and dividend payment;
- (4) To consider and approve appointment of directors in replacement of the directors who retire by rotation and determination of the directors' remunerations;
- (5) To consider and approve appointment of the auditor and determination of audit fee; and
- (6) To consider other matters.