

Regulations of the company related to the General Meeting of Shareholders

32. Committee must have shareholders meeting as a general meeting within four (4) months from the last day of company's fiscal year.

Other meetings aside from paragraph one are called Extraordinary General Meetings. Committee can call for Extraordinary General Meeting of Shareholders anytime.

Shareholder(s) holding total of not less than ten (10) percent of all shares sold can join and make a letter for committee to call for Extraordinary General Meeting anytime but requires topic and reason to call for it in the letter. For this case, committee needs to arrange the meeting within forty-five (45) days from the day of letter submission from shareholders.

In case the committee do not arrange the meeting within the duration of time in paragraphed three, shareholders holding total of mentioned amount can call for a meeting on their own within forty-five (45) days from the duration deadline in paragraph three. In this case, it is considered a meeting for shareholders by the committee so company is responsible for necessary expense of the meeting and serves them appropriately.

In case it happens that the meeting called by shareholders in paragraph four has incomplete participants according to no. 34, shareholders in paragraph four have to be responsible for the expense of that meeting for the company.

33. In calling a shareholder meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval, or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information at least seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper 3 consecutive days prior to the date of the meeting at least three days.

The Meeting shall be arranged at either the province where the head office located or agreed neighboring provinces.

34. In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than twenty-five persons, or not less than one half of the total member of shareholders, and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold, unless otherwise stipulated by the law governing public limited companies.

At any shareholder meeting, if one hour has passed from the time specified for the meeting and the number of shareholders and the aggregate number of shares held by the shareholders attending the meeting is still inadequate for a quorum, and if such shareholder meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was called by the Board of Directors, the meeting shall be called once again and the notice calling such meeting shall be delivered to the shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

35. The Chairman of the Board of Directors shall preside over every shareholder meeting. If the Chairman of the Board is not present at a meeting, or cannot perform his duty, and if there is a Vice-Chairman, the Vice-Chairman present at the meeting shall be the chairman of the meeting. If there is no Vice-Chairman or if the Vice-Chairman cannot perform his duty, the shareholders present at the meeting shall elect on shareholder to be the chairman of the meeting.

36. In shareholder meeting votes are counted as one (1) share is one (1) vote. In any concerned agenda to the shareholder, that shareholder votes are not counted except vote for director selection. And the resolution of meeting shall be comprised
- (1) In case, voting shall be passed by majority of the shareholders present at the meeting with the right to vote. In the event of a tie vote, the Chairman of the meeting shall have a casting vote.
 - (2) In these cases, voting shall be passed by three-fourth of the shareholders present at the meeting with the right to vote
 - (a) To divest or transfer all business or signification business to others
 - (b) To acquire or merge with other company
 - (c) To commit, amend or give up the company's contract of all leasing or some part by assignment or merger with other in order to profit sharing
 - (d) Amending of memorandum of association or regulations of the company
 - (e) Increase and reductions of capital
 - (f) Dissolution
 - (g) Debenture and other securities under law and regulation of Securities and Exchange Commission (SEC)
 - (h) Merger and acquisition
37. The affairs to be carried out by the annual general meeting are as follows:
- (1.) To Acknowledge of the Company's operating results in the past year
 - (2.) To consider and approval on the statement of financial
 - (3.) To consider and approval on appropriation of the profit and dividend payment
 - (4.) To consider and approval on appointment of the directors to replace the directors whose term has expired
 - (5.) To consider and approval the directors' remuneration
 - (6.) To consider and approval the appointment of the auditor and determination of the remuneration of the auditor
 - (7.) Other matters.

Director's Qualification, Election and Rotation of Directors.

16. The directors shall be elected by the Shareholder Meeting in accordance with the rule and method as follow :
- (1) Each shareholder or proxy shall have one vote for each share.
 - (2) Each shareholder should vote all shares by (1) elect on directors or others but shall not allocate voting to any candidates
 - (3) The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as Directors in that order until all of the Director positions are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of Directors to be exceeded, the remaining appointment shall be made by the chairman of the meeting who shall have a casting vote.
17. At the annual general meeting of shareholders, one-third of the directors (1/3) is required to leave their post. If the number of directors could not be divided by three, the number closet to one-third shall be applied.
- The leaving directors may be elected to take the post again.
- During the first and the second year after registration of the company, the directors shall draw a lottery to leave the post and after that the director who stays in the post longest is required to leave the post" and the regulations of the company .