

Related Shareholders' Meeting

Article 37. The Board of Directors shall hold the shareholders' meeting as an annual general meeting within four (4) months from the end of the Company's accounting period.

Any other shareholders' meeting other than paragraph one shall be referred to as an extraordinary meeting. The Board of Directors can call an extraordinary meeting of shareholders at any time it deems appropriate.

One or several shareholders holding shares representing not less than ten (10) percent of the total number of shares sold may sign a letter requesting the Board of Directors convene a meeting of the shareholders, which is an extraordinary meeting, at any time. The letter must, however, clearly state the issues and reasons for calling the meeting. In this situation, the Board of Directors shall call a shareholders' meeting within forty-five (45) days of receiving the shareholder's letter.

In case the Board of Directors fails to hold a meeting within the prescribed period under paragraph three, all shareholders who have joined their names or other shareholders have joined together to obtain the required number of shares may call the meeting within forty-five (45) days from the expiration of the prescribed period under paragraph three. In this case, it shall be deemed that it is the meeting of the shareholders that is called by the Board of Directors, and the Company shall be responsible for the necessary expenses resulting from the holding of the meeting and facilities as appropriate.

In the event that it appears that at any shareholders' meeting called by the shareholders under paragraph four, the number of shareholders attending the meeting is insufficient to constitute a quorum as prescribed in Article 39 of the Articles of Association, the shareholders under paragraph four shall be jointly responsible for reimbursing the Company for the expenses resulting from holding the meeting.

Article 38. Shareholders' meetings can be held electronically by following the rules and procedures set out in the relevant laws or notifications.

Article 39. To call a shareholders' meeting, whether it is a meeting in person or a meeting through electronic media, the Board of Directors shall prepare a notice of the meeting by stating the place, date, time, agenda, and matters to be presented to the meeting with reasonable details. The matter shall be clearly stated as a matter to be proposed for acknowledgment, approval, or consideration, as the case may be, including the opinion of the Board of Directors on the matter. The meeting notice must be delivered to the shareholders and the Registrar not less than seven (7) days before the date of the meeting. The advertisement of the meeting notice shall be as required by law.

In addition, a meeting invitation letter and supporting documents can be sent via electronic mail by complying with the rules and procedures set out in the relevant laws or notifications.

The meeting will be held in the province where the Company's head office is located, or in nearby provinces as determined by the Board of Directors. If the shareholders' meeting is called electronically, the location of the Company's head office shall be deemed the venue for the meeting.

Article 40. At the shareholders' meeting, whether it is in person or by electronic meeting, the presence of not less than twenty-five (25) or not less than one-half (1/2) of the total number of shareholders and their proxies (if any) shall be required, and not less than one-third (1/3) of the total number of shares sold shall be counted as the quorum.

In the event that it appears that any shareholders' meeting has passed one (1) hour from the appointed time and the number of shareholders attending the meeting is insufficient to constitute a quorum as prescribed in paragraph one, if the shareholders' meeting was called at the shareholders' request, the meeting will be cancelled. If the shareholders' meeting is not convened at the shareholders' request, it can be rescheduled. In this case, the notice of the meeting shall be sent to the shareholders not less than seven (7) days before the date of the meeting. At this latter meeting, a quorum is not mandatory.

For the proxy, the power of attorney shall be submitted to the Chairman of the Board of Directors or to the person designated by the Chairman at the meeting place before the proxy attends the meeting, and there must be only one proxy for such purposes, regardless of whether or not the shareholder holds more or less of the Company's shares.

The appointment of the proxy referred to in the previous paragraph may be executed by electronic means, which must be secure and reliable to ensure that the proxy is executed by the shareholders in accordance with the rules and procedures set out in the relevant laws or notifications.

Article 41. The Chairman of the Board of Directors shall preside over the shareholders' meeting. In the event that the Chairman of the Board of Directors is absent or unable to act, the Vice Chairman of the Board of Directors shall preside over the meeting. If there is no Vice Chairman of the Board of Directors or he is absent or unable to act, the meeting shall elect one of the shareholders to preside over the meeting.

Article 42. In voting at the shareholders' meeting, one (1) shareholder shall be deemed to have one (1) vote, and if any shareholder has a special interest in any matter, that shareholder shall not have the right to vote on that matter other than the election of directors. The resolutions of the shareholders' meeting shall consist of the following votes:

- (1) In normal cases, the majority vote of the shareholders present and voting shall be required. If there is an equal number of votes, the Chairman of the meeting shall have an additional vote as a casting vote.
- (2) In the following cases, at least three-quarters (3/4) of the total number of votes of the shareholders present and entitled to vote shall be required.
 - a. Sale or transfer of all or a substantial part of the Company's business to other persons;
 - b. Purchase or receipt of transfer of the business of a private Company or another public Company to the Company;

- c. Preparation, amendment, or termination of contracts relating to the lease of all or substantial parts of the Company's business; assignment to other persons to manage the Company's business or a merger with other persons with the purpose of sharing profits or losses;
- d. Amendments to the Memorandum or Articles of Association of the Company;
- e. Increase or decrease in the registered capital of the Company;
- f. Dismissal of the Company;
- g. Issuance of debentures of the Company and other securities under the securities and exchange law;
- h. Merger of the Company with another Company;
- i. Other actions required by law to obtain at least three-quarters (3/4) of the total number of votes of the shareholders who are present and entitled to vote.

Article 43. Secret voting may be done when requested by at least five (5) shareholders before the voting and the meeting decides to vote in secret.

Upon request for a secret vote, the Chairman of the meeting shall determine the secret voting method.

Article 44. The matters required to be called for the annual general meeting of shareholders are as follows:

- (1) Considering and certifying the report of the Board of Directors that presents the activities of the Company in the past year;
- (2) Considering the approval of the balance sheet and profit and loss account;
- (3) Considering the approval of the allocation of profits and dividend payments;
- (4) Considering the election of a new director to replace a director who has retired from office due to rotation;
- (5) Considering the determination of the remuneration of the directors;
- (6) Considering the appointment of an auditor and determination of the audit fee; and
- (7) Other matters.