

**Company's Articles of Association Relating to  
the General Meeting of Shareholders**

**Section 4 Directors**

15. The company shall be not less than five, not less than half of the Directors shall be residents of the Kingdom and their qualifications shall be in compliance with the law.
17. A shareholders' meeting shall elect directors in accordance to the following rules and procedures by a simple majority vote.
  - (1) Every shareholder has one vote for every share held.
  - (2) Each shareholder shall cast all his/her votes in (1) to elect a director or more but he/she not allot his/her votes to any such person.
  - (3) The persons who receive the highest votes in their descending order shall be elected directors in a number not exceeding the number of directors to be elected in that meeting. In case the last person in that respective order and the person next to him have equal votes, the chairman of the meeting shall have a casting vote.
18. At every annual general meeting, one-third (1/3) of the Directors, or if their number is not a multiple of three, then the number nearest to one-third (1/3), must retire from the office.

Besides, the director who being retired according to paragraph one can be re-elect to the office upon the approval of the meeting. The directors to retire on the first and second year following the registration of the Company shall be decided by drawing lots. In each subsequent year, the directors who have been in office longest shall retire first.
22. The meeting of shareholders may pass a resolution removing any director from office prior to vacancy as a result of the termination of the term of office of the director, by a vote of not less than three-fourths of the number of shareholders attending the meeting and having the right to vote and the total number of shares being not less than half of the number of shares held by the shareholders attending the meeting and having the right to vote.
23. The directors may or may not be the Company's shareholders.
27. In the case where there are vacancies in the board of directors resulting in the number of directors being less than the number required for a quorum, the remaining directors may perform any act in the name of the board of directors only in matters relating to the calling of a meeting of shareholders to elect directors to replace all the vacancies and the meeting of shareholders one shall be held within one month by the order of the board of directors as from the date the number of directors falls below the number required for a quorum.
30. The director shall not operate any business, or become a partner, or become a director of in a natural person which has the same nature as and is in competition with the business of the company unless he or she notifies the meeting of shareholders prior to the resolution for his or her appointment.

32. Actions will be bind to the Company when there is co-signed by the two directors with the stamp of Company's Common Seal

The board of directors has the power to stipulate the authorized signatories that will be bind to the Company with the stamp of Company's Common Seal unless the meeting of shareholders resolves otherwise.

33. The Director shall entitle to receive remuneration in a form of monthly remuneration, bonus, attendance fee, reward, or another form of benefits as deem appropriate by the Articles of Association or by the Annual General Meeting of Shareholders. The said remuneration shall be determined either as the exact amount or the approximate number, and shall be effective until other changes applied. In addition, expenses and other benefits are entitled to receive according to the Company's Articles of Association.

The provisions of paragraph one shall not affect to right of staffs or employees of the Company elected to be the directors which entitle to receive remuneration or benefits as the Company's employees.

### **Section 5 Meeting of Shareholders**

34. The Board of Directors shall arrange for an annual general meeting of shareholders to be held within four (4) months as from the date on which the Company's fiscal year ends.

Other general meetings of shareholders apart from the aforementioned shall be called "extraordinary general meeting of shareholders".

The Board may summon extraordinary general meetings of shareholders at any time it deems appropriate. One or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may submit a written request to the Board for summoning an extraordinary general meeting of shareholder at any time, provided that the subjects and reasons for summoning be clearly stated therein. In such case, the Board shall hold the meeting within forty-five (45) days as from the date of receipt of such written request from the shareholders.

In the case that the Board does not hold the meeting within the period as prescribed under paragraph 4, the shareholders who subscribe their names or other shareholders holding the number of shares as required may summon the meeting within forty-five (45) days as from the date on which the period prescribed under paragraph 4 has elapsed. In such case, the meeting shall be regarded as the shareholders meeting summoned by the Board. The Company shall be responsible for necessary expenses arising from the summoning of such meeting and facilitate as it deems appropriate.

In the case that the quorum of the shareholders meeting summoned by the shareholders as prescribed under paragraph 5 is not formed according to Article 37, the shareholder as prescribed under paragraph 5 shall be collectively responsible for the expenses arising from the summoning of such meeting to the Company.

The general meetings of shareholders shall be held in the locality where the head office of the Company is located or in a nearby province, unless the Board determines otherwise."

35. In summoning a meeting of shareholders, the board of directors shall prepare a notice summoning the meeting, with an indication of the place, date, time and agenda of the meeting and matters to be submitted to the meeting, together with reasonable details and a clear indication as to whether such matters are to be submitted for information, approval or consideration, as the case may be, as well as

opinions of the board of directors on such matters, and shall send such notice to the shareholders and the Registrar not less than seven days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published in a newspaper not less than three days prior to the date of the meeting.

The place for the meeting under paragraph one must be in the locality where the principal business office of the company is located or in a nearby province, unless the Board of directors determine otherwise.

36. Shareholders may appoint another person as proxy for and voting at the meeting but the proxy form shall be as prescribed by the Registrar.
37. For a quorum to be constituted, at least 25 shareholders and proxies (if any) or at least half of all the number of shareholders holding in aggregate of not less than one-third of all the Company's issued shares must be present or represented at the meeting.

In the event a quorum at a general meeting is not constituted within one hour from the appointed time, the meeting, if summoned upon the requisition of the shareholders, shall be dissolved. In other cases, another meeting shall be summoned and a convening notice be delivered to shareholders no less than 7 days prior to the date of the meeting. Such new meeting may proceed without a constituted quorum.

38. The chairman of the board shall preside over the meetings of shareholders. If the chairman of the board is not present at a meeting within half an hour from the appointed time, the vice-chairman shall preside over the meeting. If there is no vice-chairman or there is a vice-chairman, but such vice-chairman is unable to perform his or her duty, the shareholders present shall elect one among themselves to preside over the meeting.
39. Casting votes in each agenda, one share shall be equal to one vote. A resolution of a meeting of shareholders requires votes as follows:
  - (1) in a normal case, a majority of votes of the shareholders present and voting at the meeting is required, provided that 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 cases, votes of not less than three-fourths of the total number of votes of shareholders present at the meeting and entitled to vote are required:
    - (a) selling or transferring the undertaking of the company, in whole or in substantial part, to any other person;
    - (b) purchasing or taking a transfer of the undertaking of any other company or a private company to be owned by the company; or
    - (c) concluding, modifying or terminating any contract concerning the granting of a lease of the company's undertaking in whole or in substantial part, the entrusting of any other person to manage the business of the company, or an amalgamation of the undertaking with any other person with a view to sharing profits and loss;
    - (d) Increases and Reductions of Capital or The issuance of Company' debentures
    - (e) Amalgamation or Dissolution of Company

40. The matters the Meeting of Shareholders shall act are as follows:
- (1) To consider the report of the Directors presented to the Meeting regarding the Annual Report for the year
  - (2) To consider and approve the Balance Sheet
  - (3) To consider the allocation of profit (if any)
  - (4) To consider the directors who are due to retire by rotation
  - (5) To appoint the Auditors and determine the remuneration
  - (6) Other Business

### **Section 6 Accounting, Finance and Auditing**

43. The board of directors must cause to be made a balance-sheet and a profit and loss account as of the end of the company's accounting year to be submitted to an annual ordinary meeting of shareholders for consideration and approval. The balance-sheet and the profit and loss account as made as made during the accounting year to be submitted to a meeting of shareholders for consideration and approval audited by an auditor prior to their submission to a meeting of shareholders.
44. The board of directors shall deliver the following documents to the shareholders along with written notices calling for an annual ordinary meeting:
- (1) copies of the balance sheet and the profit and loss account which have been examined by the auditor together with the audit report of the auditor;
  - (2) the annual report of the board of directors.
45. The board of directors may from time to time pay to the shareholders such interim dividends if the board estimates that the profits of the company justify such payment. After the dividends have been paid, such dividend payment shall be reported to the shareholders at the next meeting of shareholders.
- Payment of dividends shall be made within one month from the date of the resolution of the general meeting of shareholders, or of the meeting of the Board of directors, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper.
47. The company shall allocate not less than five percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten percent of the registered capital.
- Upon the approval of the meeting of shareholders, the Company can transfer other kinds of reserve fund, legal reserve fund and a surplus reserve respectively to compensate for the accumulated losses of the company.
50. The auditor has the duty to attend every meeting of shareholders at which the balance sheet, the profit and loss account and the problems relating to the accounts of the company are to be considered in order to explain to the shareholders the auditing of accounts. In this regard, the company shall also deliver to the auditor the reports and documents of the company that are to be received by the shareholders at that meeting of shareholders.