

## **Attachment 1**

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**Extract of the Company's Articles of Association ("AOA") relating to the Shareholders Meeting**

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**Chapter 4:  
Shareholders Meetings**

Article 33 The Board of Directors shall hold an Annual General Meeting of shareholders within four (4) months from the end of fiscal year of the Company, at the locality of the head office, in a neighboring province, or at any other place as the chairman of the Board of Directors deems appropriate.

Article 34 Any other shareholders meeting than the said meeting shall be called an Extraordinary General Meeting.

The Board of Directors may convene an extraordinary general meeting of shareholders at any time as it deems appropriate, or upon a request in writing from shareholders holding in aggregate no less than one-fifth (1/5) of the total number of issued shares, or from no less than twenty-five (25) shareholders holding in aggregate no less than one-tenth (1/10) of the total number of issued shares. Justification for a request for an extraordinary general meeting shall be clearly provided in the request. In this case, the Board of Directors shall convene the Extraordinary General Meeting of shareholders within one (1) month from the date on which the request in writing has been received from shareholders.

Article 35 At any shareholders meeting, shareholders who are entitled to attend and vote at the meeting shall be those whose names appear in the register of shareholders on the date determined by the Board of Directors. The number of shares held by each shareholder with the right to vote shall be as specified in the register of shareholders on the same date. The right of such shareholders shall not be affected regardless of any change to information in the register of shareholders as of the date of the shareholders meeting.

The date to be determined by the Board of Directors in paragraph one shall not be more than two (2) months before the date of the shareholders meeting.

Article 36 To convene a shareholders meeting, both general and extraordinary, the Board of Directors shall prepare a notice of invitation, indicating the place, date, time, and agenda items, including matters to be proposed to the meeting, and appropriate details. The notice shall indicate whether the matters, along with the relevant opinion of the Board of Directors, are proposed to the meeting for acknowledgement, for approval, or for consideration. The notice of invitation shall be delivered to shareholders and the registrar no less than seven (7) days before the date of the meeting, and shall be published in a newspaper no less than three (3) days before the date of the meeting.

The notice of invitation shall be delivered to shareholders via registered mail.

Article 37 At any shareholders meeting, a shareholder may appoint other persons of legal age to be a proxy to attend the meeting and vote on their behalf. The proxy form shall include the date and signature of the shareholder granting the proxy, and shall be the form prescribed by the registrar. The proxy form shall have at least the following particulars:

- (a) number of shares held by the proxy grantor;
- (b) name of the proxy;
- (c) serial number of the meeting at which the proxy has been authorized to attend and vote.

The proxy form must be delivered to the chairman of the Board of Directors or the person assigned by the chairman at the meeting before the proxy attends the meeting.

Article 38 Where proxy is granted, both the shareholder and non-shareholder granted proxy may naturally exercise the voting rights according to the number of proxy granted to them, in addition to the voting rights as shareholders.

Article 39 At every shareholders meeting, the attendance of no less than twenty-five (25) shareholders and proxies (if any), or no less than half (1/2) the total number of shareholders holding in aggregate no less than one-third (1/3) of the total number of issued shares, shall be required to constitute a quorum.

If it appears that at any shareholders meeting, the time scheduled for the meeting has lapsed for one (1) hour and the number of shareholders present at the meeting cannot constitute a quorum as required, the meeting, if convened at the request of shareholders, shall be dismissed, whereas a meeting that is not convened at the request of shareholders shall be reconvened, and the notice of invitation shall be delivered to the shareholders no less than seven (7) days before the date of the meeting. At this subsequent meeting, a quorum is not required.

Article 40 The chairman of the Board of Directors shall preside over every shareholders meeting. If the chairman is absent or is incapable of performing his or her duties, the vice-chairman, if any, shall preside over the meeting. If there is no vice-chairman, or if he or she is absent from the meeting or is incapable of performing his or her duties, the shareholders present at the meeting shall elect one person from among themselves to preside over the meeting.

Article 41 The chairman of the meeting may adjourn the shareholders meeting to another time with the consent of the meeting. The meeting shall determine the place, date, and time for the next meeting. At the adjourned meeting, no matters other than those pending from the previous meeting may be transacted. Methods of sending the notice of invitation to the meeting shall be as prescribed under Article 36.

Article 42 The chairman of the shareholders meeting shall have the duty to supervise the meeting, to ensure that it is conducted in accordance with the Articles of Association of the Company regarding meetings. The meeting shall be conducted following the order of agenda items prescribed in the notice of invitation thereto. The meeting may resolve to change the order of agenda items by a vote of no less than two-thirds (2/3) of the total number of shareholders in attendance.

Once the meeting has finished consideration of matters under paragraph one, shareholders holding in aggregate no less than one-third (1/3) of the total number of issued shares may request that the meeting consider other agenda items than those prescribed under the notice of invitation to the meeting.

If the consideration of matters following the order of agenda items is not finished in accordance with paragraph one, or if consideration of matters proposed by shareholders is not finished in accordance with paragraph two, as the case may be, and it is necessary to adjourn the meeting, the meeting shall determine the place, date, and time for the subsequent meeting. The Board of Directors shall then submit to shareholders the notice of invitation to that meeting, indicating the place, date, time, and agenda items, no less than seven (7) days before the date set for the meeting. The notice of invitation must be published in a newspaper no less than three (3) days before the meeting.

Article 43 Unless otherwise prescribed in these Articles of Association, to vote at a shareholders meeting, either by a show of hands or secret ballot, one (1) share shall carry one (1) vote. Any shareholder who has a special interest in any matter shall not have the right to vote on that matter, except in the case of a vote on the election of directors. Resolutions of shareholders meetings shall be passed by the following votes:

- (1) In an ordinary event, resolutions of the meeting shall be passed by the majority of votes of shareholders who are present at the meeting and cast their votes. In the case of a tie, the chairman of the meeting shall cast one extra vote to reach a final decision.
- (2) In the following cases, resolutions of the meeting shall be passed by a vote of no less than three-fourths (3/4) of the total number of votes of shareholders who are present at the meeting and are entitled to vote:
  - a. sale or transfer of the entire business of the Company, or a material part thereof, to other persons;
  - b. purchase or acceptance of the business transfer of a public limited company or a limited company, to the Company;
  - c. entering into, amendment, or termination of agreements relating to the lease of the entire business of the Company, or a material part thereof; authorization of other persons to manage the business of the Company; or consolidation of business with other persons, with the aim to share profit and loss;
  - d. amendment to the Memorandum of Association or Articles of Association of the Company;
  - e. capital increase or decrease, or issuance of debentures for sale to the public; or
  - f. amalgamation or dissolution.

Article 44 Business to be transacted at an annual general meeting shall consist of at least the following:

- (1) to acknowledge the report of the Board of Directors proposed to the meeting on the performance of the Company in the preceding year;
- (2) to consider and approve the statements of financial position and income statements of the Company in the preceding fiscal year;
- (3) to consider the allocation of profits, distribution of dividend, and allocation of legal reserve;
- (4) to consider the election of directors to replace those who retire by rotation, and determination of remuneration for directors;
- (5) to consider the appointment of auditors, and determination of auditors' fees; and
- (6) other business.

Article 45 If the Company or its subsidiaries by definition given under the law on securities and exchange enter into a connected transaction, or acquisition, or disposal of material assets of the Company, in accordance with the criteria set out under the law on securities and exchange, the Company shall comply with the criteria and methods prescribed for such a matter.