



Attachment 7

Company's Articles of Association "Shareholders' Meeting"

Chapter 6 Shareholders' Meeting

36. The Board of Directors shall call a shareholders' meeting which is an annual ordinary general meeting of shareholders within four months of the last day of the fiscal year of the Company. The General Meetings of Shareholders other than the one referred to in the first paragraph shall be called extraordinary general meetings. In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a general meeting of shareholders amounting to not less than twenty-five persons, or not less than one half of the total number 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.
37. To call a meeting of the shareholders, the Board of Directors shall make the invitation letter with the stipulated venue, date, time, agenda items and the materials outlining the proposed matters to the meeting with sufficient details. The items should be clearly stipulated whether they will be submitted to the meeting for acknowledgement, approval or consideration as the case may be. The Board of Directors' opinion in such matters shall also be sent to the shareholders and made available to the registrars at least 7 days prior to the meeting. The notice of such shareholders' meeting shall be advertised on the newspaper for three successive days and at least 3 days prior to the meeting date. The Shareholders' meeting shall be held at the company's head office or in the nearby provinces or other location set by the board of the directors.
38. attending at a general meeting of shareholders amounting to not less than twenty-five persons, or not less than one half of the total number 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 general meeting of shareholders, 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 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.



39. The Chairman of the Board of Directors shall preside at every general meeting of shareholders. 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 one shareholder to be the chairman of the meeting.
40. At the shareholders' meeting, the shareholders have the right to attend the meeting and cast the votes according to the number of shares they hold. Each share accounts for one vote.
- If the shareholders are closely connected to the issue raised in the meeting, their right to vote on that specific issue will be withdrawn, except for the vote for board of directors' selection and the resolution of the shareholders' meeting shall consist of the following votes.
- (1) The final judgment or the resolution of the shareholders' meeting shall be based on the majority votes of the shareholders who are present at the meeting. However, in the case that the votes are equal, the chairman of the meeting shall exercise additional one vote as the final ruling.
- (2) Three fourth of the total shareholders' votes present at the meeting must be tallied before making final ruling on the following issues:
- a) sale or transfer of the entire or essential part of the business to others.
 - b) acquisition or transfer of private business or other public companies.
 - c) make, amend or cancel contracts regarding the company's business rental wholly or partially, appointment of others to manage the company's business and joint venture with others with the objective of sharing profit and loss
 - d) amendment of Memorandum of Association or the company's regulations
 - e) the company capital's increase or decrease
 - f) abrogating the company
 - g) issuance and proposal of debentures
 - h) merging the company
41. Annual general shareholders' meeting shall engage in the following activities:
- a) acknowledgement of the Board of Directors' report concerning the Company's operations of the past year
 - b) approval of the balance sheet and profit and loss account
 - c) approval of profit allocation and dividend payment
 - d) replacement of the directors whose term expire and determining the directors' remunerations
 - e) appointment of the auditors and determining the Company's auditing fee



f) Others (if any)