

Enclosure 7

The Company's Articles of Association relating to shareholder meeting

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Chapter 4

Board of Directors

Article 18. The shareholders' meeting shall elect the Company's directors in accordance with the following criteria and procedures:

- (1) Each shareholder shall have one (1) vote for one (1) share held.
- (2) Each shareholder may exercise all the votes he or she has under (1) above to elect one or several persons to be a director or the directors but cannot divide his or her votes in an unequal number to vote for any particular person.
- (3) The candidates shall be ranked in descending order, from the highest number of votes received to the lowest, and shall be elected as directors in that order until all of the director positions are filled. In the case where those persons who are elected, in descending order, receive equal votes which are more than the number of directors to be elected at that time, the Chairman of the shareholders' meeting shall have a casting vote.

Article 19. At each annual general meeting, one-third (1/3) of the total number of directors, or, if the number is not a multiple of three (3), then the number nearest to one-third (1/3), must retire from office.

The directors retiring from office in the first and second years after the registration of the Company shall be selected by means of drawing lots. In subsequent years, the director who has held office the longest shall retire.

A retiring director is eligible for re-election.

Article 31. The directors shall be entitled to receive remuneration from the Company in the form of financial reward, meeting allowance, gratuity, bonus, or benefit of other nature in accordance with a resolution of a shareholders' meeting with a vote of not less than two-thirds (2/3) of the total number of votes of the shareholders present at the meeting. The remuneration may be specified in fixed amounts or as a guideline. The remuneration amount or guideline so fixed may be applied from time to time or throughout the period until a shareholders' meeting has a resolution otherwise. The directors are also entitled to allowances and fringe benefits in accordance with the Company's regulations.

The provision under the first paragraph shall not prejudice the rights of staff members or employees of the Company concerning their remuneration and benefits as staff members or employees of the Company in cases where such staff members or employees are appointed as directors of the Company.

Chapter 5
Meetings of Shareholders

Article 33. The shareholders' meeting of the Company shall be held in the locality where the Company's principal office is located or nearby provinces.

The shareholders' meeting may be conducted via electronic means as provided in the law on electronic meetings, provided that the location of the Company's principal office is deemed to be the venue for the meeting.

Article 34. The Board of Directors shall hold an annual general meeting of shareholders within a period of four (4) months after the end of the Company's accounting period.

General meetings of shareholders other than the aforementioned shall be called extraordinary general meetings.

Article 37. In convening a shareholders' meeting, the Board of Directors shall prepare a notice of the meeting, specifying the place, date, time, agenda items, and the matters to be proposed to the meeting together with appropriate details, stating clearly whether they will be for acknowledgment, for approval, or for consideration, as the case may be, including the opinions of the Board of Directors on the said matters, and shall send the same to the shareholders and the registrar for their acknowledgment no less than seven (7) days prior to the date of the meeting. The notice of the meeting shall also be published in a newspaper for three (3) consecutive days, at least three (3) days prior to the date of meeting. The Company may use electronic advertising methods instead in accordance with the rules prescribed by law or the Registrar of Public Companies.

Article 38. At a shareholders' meeting, a quorum shall consist of shareholders and their proxies (if any) attending the meeting amounting not less than twenty-five (25) persons or no less than one-half (1/2) of the total number of shareholders, holding in aggregate no less than one-third (1/3) of the total number of shares sold.

In the case where, at any shareholders' meeting, one (1) hour has passed since the time for which the meeting was scheduled, but the number of shareholders present at the meeting has not met the specified requirements, such meeting shall be canceled if the meeting is convened at the request of the shareholders. If such meeting was not convened at the request of the shareholders, the meeting shall be called once again, and the notice of such meeting shall be sent to shareholders no less than seven (7) days prior to the date of the meeting. The adjourned meeting shall not require a quorum.

Article 39. In the shareholders' meeting, shareholders may appoint proxies for others to attend the meeting and vote on their behalf. The proxy must be signed in writing and made in the form prescribed by the Registrar under the Public Limited Companies Act, or persons designated by the Chairman of the Board of Directors at the place of the meeting before the proxies attend the meeting and at least have the following items:

- (1) The number of shares held by the proxy;
- (2) Name of proxies;
- (3) Number of the meeting that the proxies attend and vote.

Proxy from shareholders to other persons to attend the meeting and vote on their behalf may be done by electronic means by using a secure and reliable method that the proxy has been executed by the shareholders in accordance with the rules prescribed by law or the Registrar of Public Companies.

Article 40. The Chairman of the Board of Directors shall preside as the chairman of a shareholders' meeting. If the Chairman of the Board of Directors is not present at the meeting or cannot perform his or her duty, a Vice-Chairman of the Board of Directors shall preside as the chairman of the meeting. If there is no Vice-Chairman of the Board of Directors, or there is a Vice-Chairman of the Board of Directors but he or she cannot perform his or her duty, the shareholders' meeting shall elect one shareholder present at the meeting to be the chairman of the meeting.

Article 41. In casting votes, a shareholder is entitled to the number of votes equivalent to the number of shares held by him or her, and one (1) share is entitled to one (1) vote. Voting shall be made by show of hands, unless at least five (5) shareholders request for voting by poll and the meeting resolves accordingly. The procedure for voting by poll shall be determined by the chairman of the meeting.

Article 42. In casting votes at a shareholders' meeting, resolutions of the shareholders' meeting shall consist of the following votes:

- (1) In general, a resolution shall be passed by a majority vote of shareholders present at the meeting and casting their votes. In the case of a tie, the chairman of the meeting shall have a casting vote.
- (2) In the following circumstances, a resolution shall be passed by a vote of no less than three-quarters (3/4) of the total votes of the shareholders present at the meeting and entitled to vote:
 - (a) the sale or transfer of all or material parts of the business of the Company to other persons;
 - (b) the acquisition or acceptance of the transfer of the business of another company or a private company by the Company;
 - (c) the execution, amendment, or termination of agreements concerning the leasing of all or substantial parts of the business of the Company, the assignment of the management of the business of the Company to another person, or the merger of the business with other persons for the purposes of sharing profits and losses;
 - (d) the amendment to the Memorandum of Association or the Articles of Association of the Company;
 - (e) the increase or decrease of the capital;
 - (f) Dissolution of the Company;
 - (g) Issuance of debentures of the Company;

- (h) Merger and amalgamation of the Company with other company;
- (i) Any other action required by law to receive a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders present at the meeting and entitled to vote.

Article 43. The following matters shall be decided by an annual general meeting of shareholders:

- (1) to consider the report of the Board of Directors concerning the Company's business during the previous year;
- (2) to consider and approve the balance sheet, and the profit and loss account;
- (3) to consider the appropriation of profits;
- (4) to appoint new directors to replace the directors who are due to retire upon the expiration of their term of office;
- (5) to determine the directors' remuneration;
- (6) to appoint auditors and to determine the audit fee; and
- (7) to transact other business.

Chapter 7

Accounting, Finance and Auditing

Article 50. The Company shall prepare and maintain books of accounting, an audit shall be performed as prescribed by the relevant laws, and a balance sheet and a statement of profit and loss account shall be prepared at least once every twelve (12) months, which constitutes an accounting period of the Company.

Article 51. The Board of Directors shall cause the balance sheet and the statement of profit and loss account as of the end of the accounting period of the Company to be prepared and shall propose the same to the shareholders' meeting for approval at an annual general meeting. The Board of Directors shall arrange for the auditor to complete an audit prior to the proposal of the said balance sheet and the statement of profit and loss account to the shareholders' meeting.

Article 52. The Board of Directors shall deliver to the shareholders the following documents, together with a notice calling for an annual general meeting of shareholders:

- (1) a copy of the balance sheet and the statement of profit and loss account, which have been audited by the auditor, as well as the audit report of the auditor; and
- (2) the annual report of the Board of Directors together with the supporting document thereto.

Article 54. The annual general meeting of shareholders shall appoint an auditor every year. The shareholders' meeting may elect the retiring auditor. In addition, the shareholders' meeting shall determine the remuneration that the auditor should receive.

Chapter 8

Dividend and Reserves

Article 58. No dividends shall be paid other than out of profits. If the Company still incurs an accumulated loss, no dividends shall be distributed.

Dividends shall be equally distributed according to the number of shares, except in the case where the Company issues preferred shares and determine the right attached to preferred shares to receive dividends different from ordinary shares. Dividend payments shall be approved by a shareholders' meeting.

In the event that the Company has not disposed of all registered number of shares, or the Company has registered an increase in its capital, the Company may pay dividends in whole or in part by issuing new ordinary shares to the shareholders, with the approval of the shareholders' meeting.

Article 59. The Board of Directors may from time to time pay to the shareholders interim dividends if the Board of Directors sees 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 following meeting of shareholders.

Dividends shall be paid within a period of one (1) month from the date of the resolution of the shareholders' meeting or of the meeting of the Board of Directors, as the case may be. The written notice thereof shall also be delivered to the shareholders and published in a newspaper. The Company may use electronic advertising methods in accordance with the rules prescribed by law or the Registrar of Public Companies.

Article 60. The Company must appropriate to a reserve fund, from the annual net profit, at least five (5) percent of the annual net profit, less carried forward accumulated losses (if any), until the reserve fund attains an amount of no less than ten (10) percent of the registered capital or more. In addition to such reserves, the Board of Directors may propose to the shareholders' meeting to vote on the allocation of other reserve funds as it deems that it will be beneficial in the Company's business operation.

Upon obtaining an approval by the shareholders' meeting, the Company may transfer other reserves, legal reserve, and premium reserve respectively to compensate for the Company's accumulated losses.