

Articles of Association of Raimon Land Public Company Limited
Relating to the Shareholders Meeting

Chapter 4

Board of Directors

Article 14. (Paragraph 2)

A director shall have the right to receive remuneration from the Company in the form of a reward, a meeting fee, gratuity, bonus or other form of remuneration, according to the Articles of Association or as shall be considered by a meeting of shareholders. This remuneration may be determined in a fixed amount or established as a payment rule, and shall be determined from time to time, or shall be effective until it is changed. In addition, the director shall be entitled to a per diem allowance and other welfares as may be granted by the Company's regulations.

The provisions contained in paragraph one shall not affect the right of the Company's staff member and employee who has been elected to be a director to received his or her remuneration and benefits in the position of three Company's staff member or employee.

Article 15. The directors shall be elected at a meeting of shareholders in accordance with the following criteria and procedures:

- 15.1 Each shareholder shall have one vote per one share.
- 15.2 In the election of directors, each shareholder may vote to elect one person or many persons to be a director as deemed appropriate by a meeting of shareholders. In casting a vote, each shareholder must exercise all of his or her votes under 15.1, but cannot allot theirs votes to any of these persons in any numbers.
- 15.3 The election of a director shall be passed by a majority of votes. In the event of a tie of votes, the chairperson of the meeting shall cast the decisive vote.

Article 16. At each annual general meeting, one-third (1/3) of the directors must retire from office. If their number is not a multiple of three, then the number nearest to one-third (1/3) must retire from office. The retiring directors pursuant to this Article may be re-appointed.

The directors to retire during the first and second years following the registration of the conversion into a limited public company shall be drawn by lots. In every subsequent year, the directors who have been longest in office shall retire.

Chapter 5

Meetings of Shareholders

Articles 33. The Board of Directors shall hold a general meeting of shareholders within four months from the last date of the fiscal period of the Company.

Other meetings of shareholders in addition to the said meeting shall be called as an extraordinary meeting. The Board of Directors may convene an extraordinary meeting of shareholders any time as it deemed appropriate or one or more of shareholders aggregately hold shares of not less than 10 percent of the total number of paid-up shares may subscribe their names for the preparation of letter requesting the Board of Director to convene an extraordinary meeting of shareholder at any time but shall also specify the reasons for such request on the letter. In such case, the Board of Directors must convene the meeting of shareholders within 45 days from the date of receipt of the letter.

In case the Board of Directors does not convene the meeting within the period as prescribed under paragraph two, the shareholders who subscribe their names or other shareholders aggregately hold the number of shares as required may convene such meeting within 45 days from the maturity date of the period specified in paragraph two. In this case, the

meeting shall be deemed as the shareholders' meeting that called by the Board of Directors and the company shall responsible for any necessary expenses arising from such meeting and facilitate the meeting as it is reasonable.

In case the quorum of the shareholders' meeting called by the shareholders as prescribed under paragraph three is not formed according to Article 36, the shareholders as prescribed under paragraph three shall collectively responsible for the expenses arising from such meeting to the company.

Article 34. The chairperson of the Board of Directors or the director authorized by the chairperson shall determine the date, time and place of the meeting of shareholders. The place of the meeting may be determined to be other place than the Company's head office or in a neighboring province.

Article 35. To convene a meeting of shareholders, the Board of Directors shall issue a notice of the meeting specified the place, date, time, agendas, and business to be proposed to the meeting together with appropriate details, and clearly specified that the proposed business is for acknowledgement, approval, or consideration, as the case may be, including opinion of the Board of Directors on the said business, and deliver the same to the shareholders and the registrar for the acknowledgment not less than 7 days before the meeting date. And, the notice of the meeting shall also be announced on a newspaper for 3 consecutive days and not less than 3 days prior to the meeting date.

Article 36. The meeting of shareholders shall be formed by the shareholders and proxies (if any) present at the meeting in a number of not less than 25 persons or not less than one half of the total number of the shareholders, and aggregately hold shares in the amount of not less than one-third (1/3) of the total number of paid-up shares, then, a quorum is formed.

In the case that the quorum of any shareholders' meeting is not formed as required within 1 hour from the commencing time of the meeting and such meeting is convened by the shareholders request, such meeting shall be cancelled. In the case that such meeting is not convened by the shareholders request, the meeting shall be re-convened and the notice of the meeting shall be delivered to the shareholders not less than 7 days prior to the re-convened meeting date. The re-convened meeting is not required to be formed by the completed quorum.

Article 37. In a meeting of shareholders, the shareholders may authorize other persons as their own proxies to present and vote at the meeting on their behalf. The proxy document shall be dated and signed by the shareholders who authorize the persons as their own proxies and shall be pursuant to the form determined by the registrar.

The proxy document shall be submitted to the chairperson of the Board of Directors or person authorized by the chairperson at the meeting's place before the proxy can attend the meeting.

Article 38. The chairperson of the Board of Directors shall be a chairperson of the shareholders' meeting. In the case that the chairperson is not present at the meeting or cannot perform the duty, a vice-chairperson, if any, shall act as the chairperson of the meeting. In case of no vice-chairperson, or, the vice-chairperson cannot perform the duty, the shareholders present at the meeting shall elect one of the shareholders to be a chairperson of the meeting.

Article 39. A resolution of the meeting of shareholders shall be approved by the votes as follows:

- (1) In a normal case, the approval shall be made by the majority votes of the shareholders present at the meeting and casting their votes. In case that the votes are equal, the chairperson of the meeting shall have one additional decisive vote.
- (2) In following cases, the approval shall be made by the votes of not less than 75 percent of total votes of the shareholders present at the meeting and entitling to vote:
 - (a) to sale or transfer business of the Company, in whole or in essential part, to other persons;
 - (b) to purchase or be transferred the business of other companies or private companies;
 - (c) to enter into, amend or terminate agreement relating to a lease of business of the Company, in whole or in essential part;
 - (d) to authorize other persons to manage the Company's business;

- (e) to join business with other persons with the objectives of sharing profit and loss;
- (f) to amend the Memorandum of Association or the Articles of Association;
- (g) to increase or decrease the Company's capital or to issue debentures; and
- (h) to amalgamate or dissolve the Company.

Article 40. The businesses that shall be conducted at the annual general meeting are as follows:

- (1) to consider the Board of Directors' report regarding the Company's operating performance of the previous that proposed to the meeting;
- (2) to consider and approve the balance sheet and the profit and loss statement;
- (3) to consider the allocation of profits;
- (4) to consider the election of directors to replace those who shall retire by rotation;
- (5) to consider the appointment of the auditor and determine the auditor's remuneration; and
- (6) Other business.

Chapter 6

Accounting, Finance and Auditing

Article 43. The Board of Directors shall arrange for a balance sheet and a profit and loss account to be prepared as of the last day of the fiscal year of the Company for submission to a meeting of shareholders for consideration and approval at an annual general meeting. The Board of Directors shall arrange for an auditor to examine the same until completion prior to submission to a meeting of shareholders.

Article 44. The Board of Directors shall forward the following documents to shareholders, together with written notice regarding an appointed annual general meeting date:

- (1) the copy of the balance sheet and the loss and profit account already examined by an auditor, together with his or her auditing report.
- (2) the Board of Directors' annual report.

Article 45. No dividend shall be paid out of funds other than profit. In the case where the Company still sustains an accumulated loss, no dividend shall be paid.

Dividend shall be distributed according to number of shares in equal amount for each share.

The Board of Directors may pay interim dividend to the shareholders from time to time when they see that the Company has sufficient profit to do so and, after the dividend has been paid, they shall report to the next meeting of shareholders for information.

Payment of dividend shall be made within one month from the date of the resolution of the meeting of shareholders or the Board of Directors, as the case may be. However, a notice thereof shall be sent to the shareholders. And also be published in a newspaper.

Article 46. The Company must allocate part of the annual net profit as reserve fund in an amount not less than five percent of the annual net profit less the sum of accumulated loss brought forward (if any) until the reserve fund amounts to not less than ten percent of the registered capital.