

**Articles of Association of The Company's Vote Counting Rules which Relating to  
The General Shareholder's Meeting 2014**

19. The shareholders' meeting shall elect the directors according to the following criteria and methods:
- (1) All shareholders shall be entitled to votes equal to the number of shares held by each shareholder, with no multiplication by the number of directors to be elected.
  - (2) Each shareholder may use all available votes according to Clause (1) to elect an individual or individuals as directors. The votes may not be divided in terms of how many votes can be granted any certain person. In the event of the election of multiple directors, each shareholder may vote for no more directors than required for election by the shareholders' meeting.
  - (3) The individuals receiving the highest number of votes shall be the ones elected as directors in order of number of votes received, and the number shall be equal to that which the shareholders' meeting must elect. In the event that a person in lower order has the same number of votes [as the person above him/her in order], but exceeds the number of directors to be elected by the shareholders' meeting, the chairman of the meeting must cast an additional decisive vote.
20. In the annual general meeting, one third of the directors shall be released from office. If the number of directors cannot be divided evenly into thirds, the number nearest one third of the number of directors shall apply. Directors who must be released from office in the first and second years following company registration shall be determined by drawing lots regarding who shall be released from office. For subsequent years, the directors who have remained in office longest shall be the ones released from. Directors who have been released from office may be re-elected.
21. In addition to release from office according to term, a director shall leave the office when he/she:
- (1) Dies
  - (2) Resigns
  - (3) Fails to qualify or possesses prohibited characteristics according to Article 68 of the Public Company Act of 1992.
  - (4) A meeting resolution is passed for release from office.
  - (5) A court order is issued for release from office.
24. The shareholders' meeting may pass a resolution to have any director be released his/her office before the term has expired with at least three fourths of the number of attending shareholders who are entitled to vote and have no less than half of the of the number of shares held by the attending shareholders who are entitled to vote.
25. The Company's directors are entitled to receive remuneration for duties performed. The remuneration includes salary, meeting allowances, allowances, bonuses, rewards or other forms of benefits according to the regulations or by the consideration of the shareholders' meeting, which may be set at a definite amount, or set as a policy for each time, or to be consistently effective until there any changes are made. In addition, the directors shall receive allowances and benefits according to the Company's regulations.

- The content of Clause One shall not affect the right of employees or staff elected as directors to receive remuneration and benefits as Company staff or employees.
26. The board of directors must elect one of the directors as the chairman of the board. If deemed appropriate, the board of directors may elect one or more directors as the vice chairman of the board. The vice chairman is obligated with the duties according to regulations in matters designated by the chairman of the board.
36. The board of directors must arrange annual general meetings of shareholders within four months from the ending date of the company's accounting year. Apart from the aforementioned regular or ordinary meetings, special general shareholders' meetings must be called. The board of directors may call a special general meeting of shareholders at any time as deemed fitting. Shareholders with a total share number of no less than one in five of all shareholders, or no less than twenty-five shareholders with a total share number of no less than one in ten of all shares sold may entering their names in written letters and requests for the board of directors to call a special general meeting of shareholders at any time. However, shareholders must clearly specify their reasons for calling the meeting in the aforementioned letter. In this case, the board of directors must arrange a meeting of shareholders within one month from the date of receiving the letter from shareholders.
37. In calling a shareholders' meeting, the board of directors must arrange meeting notification letters specifying dates, times, meeting agendas, and topics to be presented to the meeting along with details and clear specifications indicating whether the topics shall be presented for acknowledgement, approval or consideration, including opinions of the board of directors on the aforementioned topics. Meeting notifications must be sent to shareholders and the Registrar no less than seven days in advance of the meeting date and notifications of meeting schedules must be advertised in newspapers for no less than three consecutive days before the meeting date. The venues to be used as meetings locations according to the first paragraph must be on the premises where the company's main offices are located, nearby provinces, or other places as the board of directors deems proper.
38. Shareholders have the right to participate in the meeting and vote in the meeting of shareholders. Shareholders may authorize other legal adults to participate in the meeting and vote as proxies on behalf of the shareholders. Authorizations must be made in writing and signed with the name of the authorizing person according to forms designated by the registrar. Letters of authorization must be given to the chairman of the board of directors or persons assigned by the chairman of the board of directors at the place of the meeting before the authorized persons enter the meeting.
39. In shareholders' meetings, there must be no less than twenty-five shareholders and proxies authorized by shareholders (if any) or no less than half of all shareholders at meetings with a total share count of no less than one-third of all shares sold in order to have a complete quorum.
- In cases where any shareholders' meeting fails to meet the requirements for a meeting quorum one hour after the scheduled time as specified in the first paragraph, the meeting must be canceled if the meeting was called at the request of shareholders. If the shareholders' was not called at the request of shareholders, the meeting must be rescheduled and meeting notifications must be sent to shareholders no less than seven days prior to the meeting date. The subsequent meeting does not require a meeting quorum.

40. The chairman of the board of directors is the chairman of the shareholders'. In cases where the chairman of the board of directors is not at the meeting or is unable to perform his/her duties, the vice-chairman (if any) shall be the chairman. If there is no vice-chairman, or if the vice-chairman is unable to perform his/her duties, shareholders who attend the meeting must elect a shareholder as the chairman of the meeting.
41. The chairman of the shareholders' has the duty of conducting the meeting according to company regulations and proceeding with the meeting according to the order of meeting agenda items specified in meeting notifications, unless the meeting passes a resolution to change the order of agenda items with a vote of no less than two-thirds of the number of shareholders present at the meeting.
42. Votes, regardless of voting methods, must count one share as one vote. Shareholders determined by the meeting to be stakeholders with special gains or losses in any topics shall have no right to vote on that topic, except for votes to elect directors.
43. Unless the Public Company Limited Act has decreed otherwise, a resolution of the meeting of shareholders consists of the following votes:
- (1) In ordinary cases, a majority vote of shareholders who attend the meeting and vote shall be considered as the deciding vote. When votes are tied, the chairman of the meeting must cast the deciding vote.
  - (2) Votes of no less than three out of four of all votes of shareholders attending the meeting with rights to vote shall be considered as the deciding vote in the following cases:
    - (a) Sales or transfers of all or significant parts of the company's businesses to other persons.
    - (b) Purchases or receipts of transfers of businesses of other companies or private companies as company assets.
    - (c) Entry into contracts, revisions of contracts, or termination of contracts involving the rental of all or significant parts of businesses of the company.
    - (d) Assignments for third parties to manage the company's business operations.
    - (e) Merges of businesses with other persons for the purpose of dividing profits and losses between each another.
    - (f) Revisions and additions of memorandums of association or regulations.
    - (g) Increases and decrease in the company's capital or debenture issuance.
    - (h) Company takeovers or cessation of business operations.
44. Business operations which should be conducted by the annual general meeting are as follows:
- (1) Considerations of reports of the board of directors presented to the meeting showing the company's businesses managed by the board of directors during the past year.
  - (2) Considerations and approvals of balance sheets.
  - (3) Considerations of profit allocations.
  - (4) Election of directors to replace directors who have been released from office according to terms.
  - (5) Appointing auditors and setting auditing fees.
  - (6) Other business