

**Table comparing the current Articles of Association of Samitivej Public Company Limited
against the proposed amendments**

Objectives and Background

The Company desires to amend the Articles of Association to be in accordance with the Public Company Limited Act (No. 4) B.E. 2565 and relevant laws to serve the Company to use electronic means for holding board meetings, shareholders' meetings and serving letters or documents as well as assigning proxy for attending shareholders' meetings and to be in accordance with the Company's status of non-listed company on the Stock Exchange of Thailand.

Current Articles	Proposed Amendments
<p style="text-align: center;">Chapter 1: General</p> <p>Article 1. In these Articles of Association:</p> <p>“Company” means Samitivej Public Company Limited.</p> <p>“Laws” means laws concerning public limited liability company and laws concerning securities and stock exchange.</p> <p>“Registrar” means a registrar pursuant to laws concerning public limited liability company.</p> <p>“Share Registrar” means a person who acts as a share registrar of the Company pursuant to laws concerning securities and stock exchange.</p>	<p>Article 1. In these Articles of Association:</p> <p>“Company” means Samitivej Public Company Limited.</p> <p>“Registrar” means a registrar pursuant to laws concerning public limited liability company.</p>
<p>Article 2. Unless otherwise stipulated in these Articles of Association, the provisions of the Laws shall apply.</p> <p>Where the Company or its subsidiaries agrees to enter into a connected transaction or a transaction in relation to the acquisition or disposal of the assets of the Company as defined in the Notification of the Stock Exchange of Thailand regarding the Connected Transactions of Listed Companies or the Notification regarding the Acquisition or Disposal of the Assets of Listed Companies, as the case may be, the Company shall comply with the regulations and procedures of such relevant regulations.</p>	<p>Article 2. Unless otherwise stipulated in these Articles of Association, the provisions of the Laws shall apply.</p>

Current Articles	Proposed Amendments
<p style="text-align: center;">Chapter 2: Shares and Shareholders</p> <p>Article 3. All shares of the Company shall be ordinary shares having equal value, and be at one time fully paid up in money and/or be paid up in property other than money or by granting copyrights in literature, art or science, patent, trademark, form or model plan, formula or any secret methods or by granting information relating to experience in industry, commerce or science.</p> <p>The Company is entitled to issue preferred shares, debentures, preferred shares or debentures which may be convertible into ordinary shares or any other securities under the Laws.</p> <p>In making payment for shares, subscribers or purchasers shall not set-off against any of their debts to the Company, except where the Company restructures its debt by issuing new shares for repayment of debt to the creditors in accordance with the debt-to-equity conversion program, after having obtained approval from the shareholders meeting by a vote of not less than three-fourth (3/4) of the total number of votes of shareholders attending the meeting and having the right to vote.</p> <p>Issuing of shares for repayment of debt and under the debt-to-equity conversion program mentioned in the foregoing paragraph shall be complied with criteria and procedures in relation to those matters as stipulated in the ministerial regulations.</p>	<p>-No amendment-</p>
<p>Article 4. Each share certificate shall contain name of a shareholder and signed or printed signature of at least one director. In case the Company is listed in the Stock Exchange of Thailand, the director(s) may authorize the Share Registrar under the laws governing securities and stock exchange, to sign or print his/her signature on his/her behalf or by any other means as may be permitted by the Securities and Exchange Commission.</p>	<p>Article 4. Each share certificate shall contain name of a shareholder and signed or printed signature of at least one director.</p> <p><u>The Company may appoint its directors, employees or any other person to be the Share Registrar as the board of directors deems appropriate.</u></p>

Current Articles	Proposed Amendments
<p>The Company may appoint its directors, employees, any other person or the Stock Exchanges of Thailand to be the Share Registrar as the board of directors deems appropriate.</p>	
<p>Article 5. Where two persons or more jointly subscribe or hold one share or more, those persons shall be jointly liable for the payment of shares and premium. They shall appoint one of them to exercise the right on their behalf as the subscriber or shareholder, as the case may be, by preparing evidence in writing and submitting the same to the Company or the Share Registrar. In case no such appointment has been explicitly founded, it is assumed that a person whose name first appears in the share subscription form or share certificate is the person appointed by the subscribers or shareholders to exercise such right, unless evidence of such appointment is submitted to the Company.</p>	<p>-No amendment-</p>
<p>Article 6. If a share certificate is lost, destroyed, defaced or damaged in material respects, a shareholder may request the Company to issue a new share certificate to the shareholder. The Company then shall issue the new share certificate within the period prescribed by the Laws, and in such case, it is deemed that the former share certificate is cancelled.</p> <p>In case the share certificate is lost or destroyed, the shareholder shall present to the Company an evidence of report to the investigating officer or other proper evidence for verification. In case the share certificate is damaged or defaced, the shareholder shall surrender the former share certificate to the Company and submit a request in a form determined by the Company.</p>	<p>-No amendment-</p>
<p>Article 7. The Company may charge fee for issuance of a new share certificate for the replacement of the lost, destroyed, defaced or damaged share certificate or copies of share register book at the rate determined by the Company, provided</p>	<p>-No amendment-</p>

Current Articles	Proposed Amendments
<p>however, that such fee not be more than the rates prescribed by the Laws.</p>	
<p>Article 8. The Company shall not own its shares or take them in pledge, except in any of the following circumstances:</p> <p>(1) The Company may repurchase the shares from dissenting shareholder(s) who voted against a resolution of the shareholders' meeting approving an amendment to the Articles of Association regarding voting rights and the right to receive dividends which, in their opinion, is considered unfair.</p> <p>(2) The Company may repurchase the shares for financial management purposes when the Company has accumulated profits and excessive liquidity, provided that the share repurchase will not cause financial trouble to the Company.</p> <p>Shares held by the Company shall not be counted towards constituting a quorum of the shareholders' meeting and shall carry no voting right as well as no right to receive dividends.</p> <p>The Company shall dispose of the repurchased shares as mentioned in the foregoing paragraph within the period prescribed in its share repurchase program. If the Company is unable to complete the disposition within such period, the Company shall decrease its paid-up capital by writing off such unsold shares.</p> <p>The repurchase, disposition, and writing off as mentioned above, including determination of share amount, repurchase price, selling price or any other matter relating thereto, shall be in compliance with the rules and procedures as prescribed in the ministerial regulations. In the event that its shares are the registered securities in the Stock Exchange of Thailand, the</p>	<p>Article 8. The Company shall not own its shares or take them in pledge, except in any of the following circumstances:</p> <p>(1) The Company may repurchase the shares from dissenting shareholder(s) who voted against a resolution of the shareholders' meeting approving an amendment to the Articles of Association regarding voting rights and the right to receive dividends which, in their opinion, is considered unfair.</p> <p>(2) The Company may repurchase the shares for financial management purposes when the Company has accumulated profits and excessive liquidity, provided that the share repurchase will not cause financial trouble to the Company.</p> <p>Shares held by the Company shall not be counted towards constituting a quorum of the shareholders' meeting and shall carry no voting right as well as no right to receive dividends.</p> <p>The Company shall dispose of the repurchased shares as mentioned in the foregoing paragraph within the period prescribed in its share repurchase program. If the Company is unable to complete the disposition within such period, the Company shall decrease its paid-up capital by writing off such unsold shares.</p> <p>The repurchase, disposition, and writing off as mentioned above, including determination of share amount, repurchase price, selling price or any other matter relating thereto, shall be in compliance with the rules and procedures as prescribed in the ministerial regulations.</p> <p>The repurchase of shares not exceeding ten percent (10%) of the paid-up capital</p>

Current Articles	Proposed Amendments
<p>Company shall also comply with the regulations, notifications, orders or rules of the Stock Exchange of Thailand.</p> <p>The repurchase of shares not exceeding ten percent (10%) of the paid-up capital shall be subject to the authority of the board of directors for approval. Where the repurchase of shares exceeds ten percent (10%) of the paid-up capital, the Company shall obtain a resolution of the shareholders' meeting passed by the majority votes of shareholders who presented and have the right to vote at the meeting. The Company shall repurchase such shares within one (1) year from the date of such resolution.</p>	<p>shall be subject to the authority of the board of directors for approval. Where the repurchase of shares exceeds ten percent (10%) of the paid-up capital, the Company shall obtain a resolution of the shareholders' meeting passed by the majority votes of shareholders who presented and have the right to vote at the meeting. The Company shall repurchase such shares within one (1) year from the date of such resolution.</p>
<p>Chapter 3: Transfer of Shares</p> <p>Article 9. Shares of the company may be transferred without restriction, unless the transfer would cause the foreigners' shareholding in the Company to exceed 25 percent of the total number of the issued shares of the Company.</p>	<p>-No amendment-</p>
<p>Article 10. A share transfer shall be valid upon a transferor's endorsement on a share certificate, stating name of a transferee and signed by both the transferor and the transferee and upon delivery of such certificate to the transferee. Such transfer of shares shall be effective against the Company upon the Company's receipt of a request to register the transfer of the shares in the shares register book but it shall be effective against a third party only upon the Company's registration of such transfer of the shares in the share register book within the period prescribed by the Laws. If the transfer is, in the Company's view, is not valid, the Company shall notify the person submitting the request within the period prescribed by the Laws.</p> <p>In case that the shares of the Company are registered in the Stock Exchange of Thailand, the transfer of shares and issuance of share certificate shall be in</p>	<p>Article 10. A share transfer shall be valid upon a transferor's endorsement on a share certificate, stating name of a transferee and signed by both the transferor and the transferee and upon delivery of such certificate to the transferee. Such transfer of shares shall be effective against the Company upon the Company's receipt of a request to register the transfer of the shares in the shares register book but it shall be effective against a third party only upon the Company's registration of such transfer of the shares in the share register book within the period prescribed by the Laws. If the transfer is, in the Company's view, is not valid, the Company shall notify the person submitting the request within the period prescribed by the Laws.</p>

Current Articles	Proposed Amendments
accordance with the laws governing Securities and Exchange.	
Article 11. If the transferee wishes to acquire a new share certificate in his/her own name, the transferee shall submit a written request signed by the transferee and one witness in certification thereof and surrender the former share certificate or other evidence to the Company. If the Company considers that such transfer of share is legally made, the Company shall record the transfer of the shares and issue the new share certificate within the period prescribed by Laws.	-No amendment-
Article 12. In case of death or bankrupt of a shareholder, if any person entitled to the shares has completely and validly presented the evidence to the Company, the Company shall register such person to be the shareholder and issue new share certificate within the period prescribed by the Laws.	-No amendment-
Article 13. During a period of twenty one days before each general meeting of the shareholders, the Company shall not accept recording the share transfer by announcing to the shareholders in advance at the head office for a period of not less than fourteen days prior to suspension of recording the share transfer.	-No amendment-
Chapter 4: Directors	
Article 14. In, carrying out the Company's business, there shall be a board of directors consisting of not less than five persons as may be determined from time to time by the general meeting of the shareholders. Not less than one half of the number of such directors must reside in the Kingdom of Thailand.	-No amendment-
Article 15. The director must be an ordinary person and has the following qualifications: (1) Having become sui juris;	-No amendment-

Current Articles	Proposed Amendments
<p>(2) Not being a bankrupt, incompetent or quasi-incompetent;</p> <p>(3) Having never been imprisoned by the final judgment of the court for an offence related to property committed with dishonest intent; and</p> <p>(4) Having never been dismissed or removed from the position in a governmental authority or organization or state unit on a charge of performance of duty in bad faith.</p>	
<p>Article 16. The directors shall be elected at the shareholders meeting in accordance with the criteria and procedures as follows:</p> <p>(1) Each shareholder shall have one share for one vote multiplied by the number of the nominated directors;</p> <p>(2) Each shareholder may exercise all the votes he or she has under (1) to elect one or several persons as director or directors, but the shareholder cannot divide his or her votes to any particular person or persons; and</p> <p>(3) Persons who receive the highest votes arranged in order from higher to lower in a number equal to that of the number of directors to be appointed are elected to be the directors of the Company. In the event of a tie at a lower place, which would make the number of directors greater than that required, it should be elected by a draw in order to get the number of directors who should be elected.</p>	-No amendment-
<p>Article 17. At every annual general meeting of the shareholders, one-third of the directors shall resign from the board of directors</p>	-No amendment-

Current Articles	Proposed Amendments
<p>of the Company. If the number of the directors cannot be divided into three, the division shall be made nearest to the one-third.</p> <p>A vacating director may be eligible for re-election.</p>	
<p>Article 18. Apart from vacating at the end of his office term, a director shall vacate office upon:-</p> <p>(1) death;</p> <p>(2) resignation;</p> <p>(3) lack of qualifications or possession of prohibited characteristics under the Laws;</p> <p>(4) a resolution of the shareholders meeting with a vote not less than three-fourths of the total votes of the shareholders who attend the meeting and are entitled to vote, and with total shares not less than one-half of the number of shares held by shareholders who attend the meeting and are entitled to vote; or</p> <p>(5) removal by a court order.</p>	-No amendment-
<p>Article 19. Any director wishing to resign from the director position shall submit a resignation letter to the Company. The resignation shall take effect from the date on which the resignation letter reaches the Company.</p>	-No amendment-
<p>Article 20. In the event that a position of director becomes vacant for any reason other than the end of his/her office term, the board of directors shall on the next board meeting appoint a qualified person, not possessing prohibited characteristics under the Laws to be a new director, except where such office term remaining is less than two months. The substitute director shall hold office only for the remainder of the term of</p>	-No amendment-

Current Articles	Proposed Amendments
<p>office of the director whom he/she replaces.</p> <p>The resolution of the board of directors pursuant to the first paragraph must be approved by the votes of not less than three-fourths of the number of the remaining directors.</p>	
<p>Article 21. In the event that the vacancies in the board of directors resulting in the number of directors being less than the number required for a quorum, the remaining directors shall perform and act in the name of the board of directors only in matters relating to the calling of the shareholders meeting to elect directors to replace all the vacancies. The meeting shall be held within one month from the date on which the number of directors being less than the number required for a quorum. The replacing director shall hold the office up to the term of the replaced director.</p>	-No amendment-
<p>Article 22. A director shall have the right to receive remuneration from the Company in accordance with the approval of the shareholders meeting in the form of meeting allowance, gratuity, reward, allowance and welfare or any other benefit as determined by the shareholders meeting.</p> <p>The provisions in the first paragraph shall not affect the right of the director appointed from the officers or employees of the Company to receive remuneration and benefit in his/her capacity as an officer or employee of the Company.</p>	-No amendment-
<p>Chapter 5: Board of Directors</p> <p>Article 23. The board of directors has the power and duty to manage the Company as follows:</p> <p>(1) To perform in accordance with the Laws, objectives, Articles of Association and resolution of the shareholders meeting.</p>	-No amendment-

Current Articles	Proposed Amendments
<p>(2) To determine interim dividend payment to the shareholders.</p> <p>(3) To determine gratuity, reward or any other benefit to staff or employee of the Company or any person who works for the Company regardless of whether permanent or temporary.</p> <p>(4) To appoint and remove employees of the Company</p> <p>In performing the duty, the board of directors may authorize one or more directors or any persons to perform any tasks on their behalf.</p>	
<p>Article 24. The board of directors shall elect one of the directors to be the chairman of the board.</p> <p>In case the board of directors deems appropriate, the board may elect one or several directors to be vice-chairman. The vice-chairman shall have duties as assigned by the chairman of the board.</p>	-No amendment-
<p>Article 25. The board of directors shall hold the meeting at least once in every three months.</p> <p>At a meeting of the board of directors, at least one-half of the total number of directors present shall constitute a quorum. In the event the chairman of the board is not present at the meeting or cannot perform his/her duty, the vice-chairman, if any, shall be the chairman of the meeting. If there is no vice-chairman, or a vice-chairman cannot perform his/her duty, the directors present at the meeting shall elect one of the directors to be the chairman of the meeting.</p>	<p>Article 25. The board of directors shall hold the meeting at least <u>once in every three months</u>.¹</p> <p>At a meeting of the board of directors, at least one-half of the total number of directors present shall constitute a quorum. In the event the chairman of the board is not present at the meeting or cannot perform his/her duty, the vice-chairman, if any, shall be the chairman of the meeting. If there is no vice-chairman, or a vice-chairman cannot perform his/her duty, the directors present at the meeting shall elect one of the directors to be the chairman of the meeting.</p>

¹ The underline words in Thai version are amended for the purpose of better language without changing the meaning. Therefore, the English is not changed.

Current Articles	Proposed Amendments
<p>Decisions of the board of directors meeting shall be made by majority votes.</p> <p>Each director is entitled to one vote, but a director who has interests in any matter shall not be entitled to vote on such matter. In the event of a tie vote, the chairman of the meeting shall have a casting vote.</p>	<p>Decisions of the board of directors meeting shall be made by majority votes.</p> <p>Each director is entitled to one vote, but a director who has interests in any matter shall not be entitled to vote on such matter. In the event of a tie vote, the chairman of the meeting shall have a casting vote.</p>
<p>Article 26. The chairman of the board is a person summoning the meeting. In calling a meeting of the board of directors, the chairman of the board or the person assigned by the chairman of the board shall serve written notices calling for such meeting to the directors not less than seven days prior to the date of the meeting. In case that it is necessary or urgent to preserve the rights or benefits of the Company, the meeting may be called by other methods and an earlier meeting date may be chosen.</p> <p>In case two directors or more request to call for the meeting, the chairman of the board shall fix the date of the meeting within fourteen days from the date of such request.</p>	<p>Article 26. The chairman of the board is a person summoning the meeting. In calling a meeting of the board of directors, the chairman of the board or the person assigned by the chairman of the board shall serve written notices calling for such meeting to the directors not less than <u>three</u> days prior to the date of the meeting. In case that it is necessary or urgent to preserve the rights or benefits of the Company, the meeting may be called by <u>electronic means or</u> other methods and an earlier meeting date may be chosen.</p> <p><u>In the absence of the chairman of the board of directors, the vice-chairman shall call a meeting of the board of directors. In the case of the absence of a vice-chairman, at least two directors may jointly call a board of directors' meeting.</u></p> <p><u>If it is reasonable or for the protection of the Company's benefit at least two directors may jointly request the chairman of the board of directors to call the meeting, specifying the matters and the reasons proposed to the meeting. In this case, the chairman of the board of directors shall fix the date of the meeting within fourteen days from the date of such request. In the case where the chairman of the board of directors does not fix the date of the meeting within the said period, the requesting directors may jointly call and fix the date of the meeting to consider the proposed matters within fourteen days from the end of the said period.</u></p> <p><u>In case that the meeting of the board of directors is held by electronic means,</u></p>

Current Articles	Proposed Amendments
	<u>the headquarter of the Company shall be deemed to be the venue of such meeting. The regulations for the meeting by electronic means shall be those prescribed by laws governing electronic meetings.</u>
<p>Article 27. Except as specified in Article 4, two directors may jointly sign and affix the seal of the Company in documents, instruments or any documents to bind the Company.</p> <p>The board of directors has the power to consider determining and amending the name of directors who has the power to sign and affix the seal to bind the Company.</p>	-No amendment-
<p>Chapter 6: Shareholders Meeting</p> <p>Article 28. The board of directors shall call for a shareholders meeting which is an annual ordinary general meeting of shareholders within four months from the last day of the fiscal year of the Company.</p> <p>Shareholders meetings other than the one referred to in the first paragraph shall be called extraordinary general meetings. The board of directors may call for the extraordinary general meeting of shareholders at any time as deemed appropriate</p>	<p>Article 28. The board of directors shall call for a shareholders meeting which is an annual ordinary general meeting of shareholders within four months from the last day of the fiscal year of the Company.</p> <p>Shareholders meetings other than the one referred to in the first paragraph shall be called extraordinary general meetings. The board of directors may call for the extraordinary general meeting of shareholders at any time as deemed appropriate</p> <p><u>Shareholders' meetings may be held by electronic means in accordance with the laws governing electronic meetings and the headquarter of the Company shall be deemed to be the venue of such meeting.</u></p>
<p>Article 29. The annual ordinary general meeting shall transact the following agenda:</p> <p>(1) To acknowledge the report of the board of directors for the activities of the Company for the past year</p>	-No amendment-

Current Articles	Proposed Amendments
<p>(2) To consider approval the balance sheet and profit and loss statements</p> <p>(3) To consider approval the allocation of profit</p> <p>(4) To consider the appointment of directors</p> <p>(5) To consider the appointment of auditor and fixing his/her remuneration</p> <p>(6) To consider other matters (if any)</p>	
<p>Article 30. Shareholders holding shares amounting to not less than one-fifth of the total number of shares sold or at least twenty five shareholders holding shares amounting to not less than one-tenth of the total number of shares sold may submit their names and request the board of directors in writing to call for an extraordinary general meeting at any time, provided that, the reasons of request for calling for such meeting shall be clearly stated in the said written request. In such an event, the board of directors shall proceed to call for a shareholder meeting to be held within a period of one month from the date of the receipt of such request from the said shareholders.</p>	<p>Article 30. Shareholders holding shares amounting to not less than one-fifth of the total number of shares sold or at least twenty five shareholders holding shares amounting to not less than one-tenth of the total number of shares sold may submit their names and request the board of directors in writing to call for an extraordinary general meeting at any time, provided that, the reasons of request for calling for such meeting shall be clearly stated in the said written request. In such an event, the board of directors shall proceed to call for a shareholder meeting to be held within a period of one month from the date of the receipt of such request from the said shareholders.</p> <p><u>In case the shareholders call the meeting pursuant to the first paragraph, the shareholders calling the meeting may send the notice of the meeting to the shareholders by electronic means if the shareholders inform the intent or give the consent to the Company or the board of directors.</u></p>
<p>Article 31. In calling a shareholders' meeting, the board of directors shall prepare a written notice specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting in appropriate detail by clearly indicating whether it is a matter proposed for acknowledgement or for approval or for consideration, as the</p>	<p>Article 31. In calling a shareholders' meeting, the board of directors shall prepare a written notice specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting in appropriate detail by clearly indicating whether it is a matter proposed for acknowledgement or for approval or for consideration, as the case may be,</p>

Current Articles	Proposed Amendments
<p>case may be, including the opinion of the board of directors on the said matters, and the said notice shall be distributed to the shareholders and the Registrar not less than seven days prior to the date of the meeting. The notice shall be published in the newspaper for not less than three consecutive days and not less than three days prior to the date of the meeting.</p>	<p>including the opinion of the board of directors on the said matters, and the said notice shall be distributed to the shareholders and the Registrar not less than seven days prior to the date of the meeting. The notice shall be published in the newspaper for not less than three consecutive days and not less than three days prior to the date of the meeting. <u>The said publication of the notice in the newspaper may be made by electronic means instead.</u></p> <p><u>If the shareholders inform the intent or give the consent to send the notice of the meeting by electronic means, the board of directors may send the notice of the meeting by electronic means pursuant to the laws, notifications or regulations prescribed by the Registrar.</u></p>
<p>Article 32. Each shareholder has the right to attend the meeting and vote in every shareholders meeting, but may appoint any person, who becomes sui juris, to be his or her proxy to attend the meeting and vote on behalf of him or her. Proxy must be made in writing in a form specified by the Registrar and signed by the grantor and the grantee and submitted to the chairman of the board or any person determined by the chairman of the board at a place of meeting before the grantee attend the meeting.</p>	<p>Article 32. Each shareholder has the right to attend the meeting and vote in every shareholders meeting, but may appoint any person, who becomes sui juris, to be his or her proxy to attend the meeting and vote on behalf of him or her. Proxy must be made in writing in a form specified by the Registrar and signed by the grantor and the grantee and submitted to the chairman of the board or any person determined by the chairman of the board at a place of meeting before the grantee attend the meeting.</p> <p><u>The appointment of a proxy pursuant to the first paragraph may, instead, be made by electronic means pursuant to the laws, notifications or regulations prescribed by the Registrar.</u></p>
<p>Article 33. Unless otherwise required by the Laws, a quorum of the meeting shall constitute when at least twenty five shareholders and/or proxies attending a shareholders' meeting, and such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold of the Company.</p> <p>At any shareholders' meeting, if one hour has passed from the time</p>	<p>-No amendment-</p>

Current Articles	Proposed Amendments
<p>scheduled for the meeting and a quorum is not constituted as prescribed in the first paragraph, and if such shareholders' meeting was called as a result of a request of the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request of the shareholders, a new meeting shall be called for and the notice calling for such meeting shall be dispatched to shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.</p>	
<p>Article 34. The chairman of the board shall be the chairman of shareholders meeting. If the chairman of the board is not present at a meeting or cannot perform his/her duty, the vice-chairman, if any, shall be the chairman of the meeting. If there is no vice-chairman or a vice-chairman cannot perform his/her duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.</p>	-No amendment-
<p>Article 35. The chairman of the shareholders meeting has the duty to control the meeting to be in accordance with the Laws and Articles of Association with respect to shareholders meeting. The meeting shall be conducted in order with respect to the agenda specified in the notice of the meeting accordingly, except that the meeting resolved to change the order of agenda with not less than two-thirds of the votes of shareholders attending the meeting.</p>	-No amendment-
<p>Article 36. Except otherwise as specified in these Articles of Association or by the Laws, a final decision or resolution of the shareholders meeting shall require a majority of votes of the shareholders attending the meeting and cast their votes. In case of voting, one share shall equal to one vote. In case of a tie vote, the chairman of the meeting shall have a casting vote.</p>	-No amendment-

Current Articles	Proposed Amendments
Any shareholder has special interest in any transaction in which the meeting will resolve, such shareholder shall not have the right to vote in such transaction, except for the vote in terms of the appointment of directors.	
Chapter 7: Accounting, Financial and Auditing Article 37. Fiscal year of the Company shall commence on the 1 st day of January and end on the 31 st day of December of every year.	-No amendment-
Article 38. The Company shall prepare and maintain accounts and auditing of accounts as required by the relevant laws.	-No amendment-
Article 39. The Company shall prepare the balance sheets and profit and loss statements, and have them audited and certified by the auditor at least once a year for a period ended 31 st day of December. The board of directors shall submit the balance sheet and profit and loss statements for the fiscal year ended 31 st day of December to the annual general meeting in the following year.	-No amendment-
Article 40. The board of directors shall deliver the following documents to the shareholders together with the notice calling for an annual general meeting: (1) copies of the balance sheets and profit and loss statements, which have already been examined by the auditor, including the auditor's report; and (2) annual report of the board of directors.	-No amendment-
Article 41. The Company shall appropriate to a reserve fund not less than five percent of the net annual profits less the brought forward incurred loss (if any) until the reserve fund reaches an	-No amendment-

Current Articles	Proposed Amendments
<p>amount of not less than ten percent of the registered capital.</p> <p>The board of directors may allocate the remaining profits as other reserves as it deems appropriate with the approval of the shareholders meeting.</p> <p>The board of directors may from time to time pay to the shareholders such interim dividends as appear to the directors to be justified by the profits of the Company, and shall report to the shareholders on the payment of interim dividends at the next meeting of shareholders.</p> <p>The dividend payment shall be made within the period prescribed by the Laws from the date of the resolution of the shareholders meeting or the board of directors, as the case may be. The Company shall notify in writing to the shareholders and shall also publicize such dividend payment in a newspaper.</p>	
<p>Article 42. In the event that the Company has not yet issued all the shares as registered, or the Company has registered its increase of capital, the Company may, after approval of the shareholders meeting, pay dividend, in whole or in part, by issuing new ordinary shares to the shareholders.</p>	<p>-No amendment-</p>
<p>Article 43. The auditor shall not be the Company's director, officer, employee or person who holding any position or having any duty in the Company.</p>	<p>-No amendment-</p>
<p>Article 44. The auditor has the authority to examine during the office hours of the Company the accounts, documents and any other evidence relating to the revenues and expenditures including the assets and liabilities of the Company. In this regard, the auditor shall also have the authority to question the directors, officers, employees, persons holding any positions in the Company and agents of the Company, and to ask for</p>	<p>-No amendment-</p>

Current Articles	Proposed Amendments
clarification of any matter or submission of documents or evidence in connection with the business operation of the Company.	
Article 45. The auditor may submit written clarification to the shareholders' meeting, and shall attend every meeting of the shareholders at which the balance sheet, the profit and loss statements and the problems concerning the accounts of the Company are to be considered in order to explain the audit of the Company to the shareholders. The Company shall deliver to the auditor the reports and documents of the Company which the shareholders are entitled to receive at that shareholders meeting.	-No amendment-
Article 46. The Company shall deliver to the Registrar the annual report, copies of the audited balance sheet and profit and loss statements as approved by the shareholders meeting and copy of the minutes of the shareholders meeting with respect only to the approval of balance sheet, allocation of profit and dividend payment, all of which are certified true and correct by the authorized signatory of the Company. The Company shall publicize the balance sheet to the public in a newspaper at least one day, which shall be done within one month from the date of approval by the shareholders meeting.	-No amendment-
<p>Chapter 8: Last Chapter</p> <p>Article 47. Any existing order, article and regulation or approval of the shareholders meeting which was prescribed or approved to the board of directors prior to the commencement of these Articles of Association and as far as they are not in conflict with the Laws or these Article of Association, shall remain in force until they are otherwise amended.</p>	-No amendment-

Current Articles		Proposed Amendments
Article 48.	Affixed hereunder is the company's seal:	-No amendment-
Article 49.	The Company may add or amend its Memorandum or Articles of Association at any time with a resolution of not less than three-fourths of the total votes of the shareholders who attended the meeting and are entitled to vote.	-No amendment-