

THE ARTICLE OF ASSOCIATION OF GENERAL ENGINEERING COMPANY LIMITED**SECTION 5: SHATEHOLDERS' MEETING**

32. The board directors should provide the annual general meeting for the shareholders within 4 months after the end of the accounting period of the company.

Besides mentioned shareholders' meeting it is called the extraordinary general meeting of shareholders. The directors can arrange the meeting any time as appropriate or the aggregate number of shareholders not less than one-fifth of the total number of shares sold or at least 2 5 shareholders with more than one-tenth of shared holding. All numbers of share sold can be requested for the extraordinary general meeting of shareholders at any time but the reason must be specified in the book clearly. The director should provide the extraordinary general meeting of shareholder within one month from the date of receipt by the shareholders.

33. The chairman will be the president of the shareholders' meeting. If the chairman is not attended the meeting or unable to perform, the vice chairman will become the president of the meeting. However, if there is no vice chairman or vice chairman cannot perform, the attended shareholders will choose the meeting president.

34. For the shareholders' meeting, the directors should prepare a notice of the meeting by specified the place, date, time, agenda and propose to the meeting. The obvious and reasonable details are needed for approval or consideration as applicable, including the opinions of the directors. The details should be distributed to shareholders and registrar not less than 7 days before the meeting and advertise in the newspaper for 3 days continually before the meeting.

35. For the shareholders' meeting there must be shareholders and authorized persons from shareholders (if any) not less than 25 or at least half of all the shareholders, and must have the aggregate shares not less than one-third of all numbers of share sold to form the meeting.

If appears that is one hour beyond the meeting time but the shareholders do not attend completely, the meeting will be cancelled in case the shareholders request the meeting. If the new meeting is not requested by the shareholders and the notice is distributed within 7 days the meeting, the quorum is not necessary.

36. The resolution of the general meeting of shareholders consists of the following votes:

1. Normally, the majority of the votes will be held. If there are equally votes, the chairman will be vote for majority.
2. At least three-fourth votes will be held in the case below:
 - A. Sell or transfer all or substantial part to other person

- B. Purchase or acquire other companies or private company by company to others
- C. Revise or terminate the contract related to the leasing of the company totally or substantially. Delegate others to attend business management of the company or merge with another party for the purpose of profit and loss.

37. The details of the annual general meeting are included as following.
- 1. Consider the report of the board directors which is proposed to the recent years meeting
 - 2. Consider and approve the balance sheet and income statement
 - 3. Consider profits, reserves and dividends
 - 4. Elect the director who is retired by the date of term expiration
 - 5. Appoint auditor and determine the remuneration of the auditor
 - 6. Consider other businesses