

Company's articles of association relating to shareholders' meeting

Section1: General

- Article 1. The agreement is called the Regulations of JMT Network Services Public Company Limited.
- Article 2. The term 'Company' in this Regulations refers to JMT Network Services Public Company Limited.
- Article 3. Any additions or amendments to this Regulations or the Memorandum of Association are permitted only if acquired the approval of 3/4 votes of shareholders present at the meeting and have the right to vote.
- Article 4. Unless stated otherwise in this Regulations, the laws governing public company limited, securities, and securities exchange are to be used as regulations for the Company.

Section 3: The Board of Directors and Its Power

- Article 15. The Company has one Board of Directors, which comprises at least 5 members, who elect the Chairman from amongst themselves. The Directors may also elect the Vice Chairman and other positions deemed appropriate by them. More than half of directors must reside in the United Kingdom.
- Article 16. The Company's Board of Directors need not be the Company's shareholders.
- Article 17. The Board of Directors is elected during the shareholders' meeting, in compliance with the following principles and procedures:
- (1) A shareholder has the number of votes equivalent to the number of shares held by him.
 - (2) Each shareholder may vote for one or more person(s) for the Board of Directors. In the event that a shareholder votes for more than one person, the votes must be divided equally amongst those who receive the votes.
 - (3) The persons who receive the most number of votes respectively will be elected as the Board of Directors. The number of Directors in the Board shall be set by the shareholders as they deem appropriate. In the event that two persons receive the same number of votes, but if both persons were to be elected in the Board of Directors, the number of Directors in the

Board will exceed the number deemed appropriate by the shareholders, the Chairman shall make the final decision.

Article 18. At every annual general meeting, one-third of the directors shall retire from office. If the number of directors to retire from office is not a multiple of three, then the number of directors closest to one-third shall retire.

The directors to retire from office in the first and the second years shall be determined by ballots. In every subsequent year the directors who have served longest in office shall retire.

A retiring director based on the foregoing shall be eligible for re-election.

Article 19. In addition to the retirement by rotation, the directors shall be vacated upon :

- (1) death ;
- (2) resignation by submitting his resignation in writing to the Company or the Board of Directors ;
- (3) disqualification or being of a forbidden nature under the laws ;
- (4) removal by resolution of the shareholders meeting by voting of not less than three fourths of the number of the shareholders present and entitled to vote and having shares in aggregate not less than one-half of the number of shares held by the shareholders present and entitled to vote.
- (5) removal by order of the court.

Article 21. If an office of directors is vacant otherwise than by rotation, the Board of Directors, by a vote of not less than three-fourths of the number of the remaining directors, may appoint a person who is qualified and is not of a forbidden nature under the laws, as a director in his place at the following meeting of the Board of Directors unless the remaining tenure of the director is less than 2 months.

The person who takes over the office can only act as a director until the end of the term.

According to first paragraph, a meeting resolution must acquire at least 3/4 of the total votes of the remaining directors.

Article 23. The shareholders meeting might agree to remove a particular director before the end of his term by receiving more than 3/4 votes of all shareholders who attend the

meeting and have the right to vote, whose shares total to not less than 1/2 of shares held by shareholders present at the meeting and have the right to vote.

Article 24. The Board of Directors shall be responsible for all matters of the Company, and have the power to operate with the rule of law, objectives, regulations of the Company, as well as the resolutions of the meeting for shareholders.

Article 33. The shareholder's pension and remuneration depend on the resolutions of the shareholders meeting.

Directors are entitled to remuneration from the Company, namely gratuities, meeting allowances, rewards, bonuses or any other nature of interests pursuant to the Articles of Association or the consideration of the shareholders meeting, such remuneration may be fixed or specified from time to time according to the regulation laid out, or let it remain effective until there is a change. Moreover, Directors are also entitled to a per diem and any fringe benefits according to the regulations of the Company.

The provision in the first paragraph shall not affect the rights of an employee or a member of staff, who has been appointed to be a director, to receive the remuneration and benefits in his capacity as an officer or an employee of the Company.

The payment of remuneration in compliance with the first and the second paragraphs must not stand against the qualifications of the Independent Directors in compliance with the Securities and Exchange Law.

Section 4: The Shareholders Meeting

Article 34. The Company's annual meeting is held in the location of the headquarter, or in provinces within the nearby vicinity, or at any other places set by the Board of Directors.

Article 35. The Board of Directors shall summon a shareholders meeting to be held as an annual general meeting within 4 months from the end of each accounting year of the Company

All other shareholders meetings shall be called extraordinary meetings.

The Board of Directors may summon an extraordinary meeting of shareholders at any time it deems appropriate. The shareholders holding not less than one-fifth of the aggregate of the shares distributed, or not less than 25 shareholders holding not less than one-tenth of the aggregate of the shares distributed, may at any time request in writing that the Board of Directors summon an extraordinary meeting, provided that the reasons for summoning such meeting be clearly stated in such request. In such event, the Board of Directors must organize a shareholders meeting to be held within 1 month from the date of the receipt of the request from the shareholders.

Article 37. Not less than 25 shareholders present in persons or represented by proxies (if any) or not less than one-half of the total shareholders, whichever is less, holding not less than one-third of the aggregate of the shares distributed must be present at a shareholders meeting to form a quorum.

If, within an hour from the time appointed for any shareholders meeting, the quorum is not present as prescribed, the meeting, if summoned upon the requisition of shareholders, shall be dissolved. If such meeting had not been summoned upon the requisition of the shareholders, another meeting shall be summoned and a notice of such meeting shall be sent to the shareholders not less than 7 days prior to the date of the meeting. At such meeting, no quorum shall be necessary.

Article 38. A shareholder may appoint any person as his proxy to attend the meeting and vote on his behalf, such proxy shall be made in writing and in the form prescribed by laws and submitted to the Chairman or other person designated by the Chairman at the place of the meeting before the proxy attends the meeting, and have the following items at the minimum:

- A. The number of shares held by the proxy
- B. Name of the Proxy
- C. The number of meetings attended by the proxy in which he has the right to vote

Article 39. The meeting shall be conducted in accordance with the order of agenda prescribed in the notice of such meeting, unless the meeting has passed a

resolution by not less than two-thirds of the shareholders present at the meeting to alter the order of such an agenda.

After the Board of Directors has considered all the agenda prescribed in the notice of the meeting, the shareholders whose shares constitute not less than 1/3 of the total shares of the Company may request for the meeting to consider other agendas other than those prescribed in the note of the meeting.

In the event that the Board of Directors are unable to consider all the agendas prescribed in the notice of the meeting as well as agendas requested by shareholders within the meeting, and needs to reschedule the meeting, the Board of Directors shall set the date, time, and venue for the next meeting, and a notice shall be sent to the shareholders not later than 7 days prior to the date of such meeting and published by newspapers for 3 consecutive days not later than 3 days prior to the date of the meeting.

Article 40. The Chairman shall preside as the Chairman of the meeting. If the Chairman is absent or unable to perform his duties, the Vice Chairman shall preside at such meeting. If there is no Vice Chairman or he is absent or unable to perform his duties, the meeting shall then elect one of the shareholders presents at the meeting, who is also a director, to be the Chairman. In the event that such a shareholder who is also a director is absent or unable to perform his duties, the meeting shall elect one of the shareholders present at the meeting to be the Chairman.

Article 41. In the shareholders meeting, each shareholder shall have one vote per share. In the event that a shareholder's interests are particularly linked to an agenda, that shareholder shall not be entitled to vote in such agenda, and his vote shall be limited to the election of the Board of Directors.

Article 42. The voting on any agenda or approval of any projects during the shareholders meeting must be agreed upon by the majority of shareholders who attend the meeting and have the right to vote, unless stated otherwise in this Regulations or by the rule of law. The following agendas must be agreed upon by at least 1/3 of the total votes of shareholders who attend the meeting and have the right to vote:

- (a) The sale or transfer of all or significant part of the business of the Company to other individuals

- (b) The purchase or transfer of business of other or private company to be business of the Company
- (c) The making, amendment, or cancellation of agreements related to the renting of all or significant part of the Company's businesses, the transfer of responsibilities to other individuals to manage the Company's businesses, the merger of businesses with other individuals with the objective to split the profits
- (d) The amendment or addendum to the Memorandum of Association or the Company's Regulations
- (e) The increase or reduce of shares
- (f) The issuance of debenture
- (g) The merger or cancellation of the Company

Section 8: Accounting, Financing, and Auditing

Article 55. The Company shall prepare a balance sheet and a profit and loss account on the last day of the accounting year of the Company. The balance sheet and a profit and loss account shall be presented at the annual shareholders general meeting for approval. The Board of Directors shall ensure that the auditor has passed the tests prior to the presentation at the shareholders meeting.

Article 56. The Board of Directors must send the following documents to the shareholders together with the notice of the annual shareholders general meeting,

- (a) A copy of the balance sheet and a profit and loss account which have been examined by an auditor, together with the examination report of the auditor
- (b) The annual report of the Board of Directors and documents containing relevant information for the report

Article 57. The Board of Directors shall ensure that there are the Charter of Directors, and the report of the Board of Directors' meeting, and the shareholders meeting, as well as all of all the agendas discussed at the meeting. These documents shall be stored as evidence at the Company's headquarter, or by an individual appointed by the Board of the Directors to store such documents at the location of the headquarter, or in a province within the nearby vicinity, but must inform the registra of public limited companies in advance.

- Article 58. The auditor shall be appointed at the annual shareholders general meeting every day. The shareholders may select the auditor who has served the Company before to resume his position.
- Article 59. The remuneration for the auditor shall be set at the shareholders meeting.
- Article 60. Directors, staff, employees, or any office-holders of the Company at the time cannot be chosen as the Company's auditor.
- Article 61. The auditor has duties to attend every shareholders meetings of the Company that consider the balance sheet, a profit and loss account, or accounting problems of the Company, in order to clarify to the Company's shareholders. The Board of Directors shall send the report and the Company's documents which are deemed appropriate for shareholders, to the auditor.