

**The Articles of Association of the Company relating to the Shareholders' Meeting**

**Article 14.** During the 21 days before the date of a shareholders meeting, the Company may close the register and suspend registration of any transfer of shares by posting a notice thereof at its head office and all branch offices of the Company not less than 14 days prior to the date on which the suspension of the registration of the share transfer will commence. If the Company's shares are listed on the Stock Exchange of Thailand, closing the register and refraining the transfer of shares shall be in accordance with the laws of the securities and the stock exchange.

**Article 17.** Directors shall be elected by the meeting of shareholders in accordance with the following rules and procedures:

- (1) One shareholder has one vote for one share;
- (2) Each shareholder must use all of their votes under ( 1) to elect one or several persons to be directors but cannot divide his votes to any person in particular;
- (3) The directors shall be chosen based on the number of votes received and in order from the highest to lowest votes until the number of directors is filled. If there is a tie for the last director position, the presiding chairman shall have an additional deciding vote.

**Article 18.** At every annual general meeting, at least one-third ( 1/3) of the directors shall retire. If the number of directors is not a multiple of three, then the number nearest to one-third shall retire. The directors retiring from office in the first and second years after registration of Company shall be chosen by drawing lots. In subsequent years, the directors who have been in office for the longest term shall retire.

A retiring director is eligible for re-election.

**Article 34.** The Company's Shareholders Meeting shall be held in the area where the Company's head office is located, the venue in nearby provinces or the meeting can be arranged via electronic media.

**Article 35.** The Board of Directors shall organize a shareholder's meeting.at least once a year. Such meeting shall be called "Annual General Meeting" which must be held within four (4) months after the last day of the fiscal year

The other shareholder's meeting shall call "Extraordinary General Meeting"

The Board of Directors may call an extraordinary meeting whenever it deems appropriate or when one or more shareholders who holding shares in aggregate of not less than ten (10) percent of the total number of shares sold subscribing their names and may send the request the Board of Directors to call an extraordinary meeting at any time. The subjects and reasons for requesting the meeting must be

clearly stated in the said letter. The Board of Directors must hold a shareholders' meeting within forty-five (45) days from the date that received the letter from the shareholders.

In the event that the Board of Directors fails to arrange a meeting within forty-five (45) days from the date of receipt of the letter from the shareholders The shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may call the meeting themselves within forty-five (45) days from the date of expiration of the period under the above paragraph. This meeting shall be deemed as a shareholders' meeting convened by the Board of Directors. The Company will have to responsible for the necessary expenses arising from holding the meeting and providing reasonable facilitation. The Company shall be responsible for the necessary expenses incurred from holding the meeting and providing reasonable facilitation. However, in case the participants of the meeting is insufficient to form a quorum as stated in Article 37, the shareholders who jointly submitted the request for the meeting will have to responsible for the expenses incurred for the arrangement of this meeting.

**Article 36.** In summoning the shareholders meeting, either the physical meeting or the meeting via Electronic Media, the Board of Directors shall prepare a written notice of the meeting specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with reasonable details by explicitly indicating whether they are matters proposed for acknowledgement, for approval or for consideration, including the opinions of the Board of Directors on the said matters, and shall send the same to the shareholders and the registrar for their information no less than seven (7) days prior to the date of the meeting. The notice of the meeting shall also be advertised in a newspaper as per duration specified by law However, if the meeting is to be held via Electronic Media, the advertisement can be via electronic means in accordance with the rules and procedures prescribed by laws.

**Article 37.** In Shareholders Meeting; either by electronic means or by physical meeting, there shall be shareholders and proxies (if any) attending the meeting not less than twenty-five (25) persons in total or not less than half (1/2) of the total number of shareholders, holding in aggregate of not less than one-third (1/3) of the total number of shares sold, in order to constitute a quorum.

In case of an E-Meeting, the process is in accordance with the rules and procedures prescribed by law At any shareholders meeting, if one (1) hour has passed beyond the fixed time for the meeting and the number of shareholders present is inadequate to constitute a quorum as specified, and if such shareholders meeting was convened pursuant to a request of the shareholders, such meeting shall be cancelled. If such shareholders meeting was not convened pursuant to the request of the shareholders, the meeting shall be summoned once again and the notice summoning such meeting shall be delivered to shareholders not less than seven (7) days before the date of the meeting.

**Article 38.** In the shareholders' meeting, the shareholders may grant a proxy to others to attend the meeting, and may vote on their behalf. The proxy must be made in writing with the signature of the grantor and in accordance with the rules of the Public Company Registrar which is to give it to the Chairman of the Board or to a person designated by the Chairman of the Board of Directors at the meeting venue before the proxy attends the meeting. It must at least have the following items

- (1) The number of shares held by the grantor
- (2) Name of the proxy
- (3) Reference number of the meeting where a proxy is granted to attend the meeting and to vote.

**Article 39.** The meeting of shareholders shall proceed in an order of agendas as specified in the notice, unless the shareholders' meeting resolves to change the agenda by the affirmative votes of the shareholders holding not less than two-thirds (2/3) of the shareholders attending the meeting.

After all agendas specified under the first paragraph have been considered, shareholders holding not less than one-third (1/3) of the total number of sold shares may request the meeting to consider other matters not specified in such notice.

In the event that the meeting couldn't finish the consideration of the matters according to the agenda specified in the meeting notice or matters proposed by shareholders in time and need to postpone consideration, the meeting shall determine the place, date and time of the next meeting, and the Board of Directors shall send a notice of the meeting specifying the place, date, time and agenda meeting to shareholders not less than seven (7) days prior to the meeting. The notice of the meeting shall be advertised in accordance with the procedures prescribed by the law on public limited companies and other relevant laws.

**Article 40.** The chairman of the board of directors shall act as chairman of the shareholders' meeting. In the case that he is absent or is unable to perform the duty and if there is the vice chairman, the vice chairman shall act as chairman. In the absence of both the chairman of the board of directors and vice chairman or they are unable to perform the duty, the meeting shall elect one of the shareholders present to act as chairman of the meeting.

**Article 41.** A shareholder who has any special interest in a resolution cannot vote on such resolution, except for voting on the election of Directors.

**Article 42.** Unless otherwise specified in these regulations, or other cases as required by law, the casting vote of any resolution or approval of any business in the meeting of shareholders must be approved by a majority vote of the shareholders who attend the meeting and casting their vote. In case of a tie vote, the Chairman of the meeting shall have a casting vote;

In the following cases, it must receive a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders attending the meeting: and who have the right to vote

- (1) sale or transfer of all or important parts of the business of the Company to other persons
- (2) purchase or acceptance of transfer of business of other public companies or private companies
- (3) making, amending or terminating the contract relating to the lease of all or important parts of the company's business. Assigning other people to manage the business of the company or the merger of the business with other persons for the purpose of sharing profit and loss
- (4) Amendment to the company's Memorandum of Association or Article of Association
- (5) capital increase and capital reduction
- (6) issuance of debentures
- (7) Amalgamation or dissolution of the company

**Article 47.** No dividend may be declared except by resolution passed by the meeting of shareholders or the board of directors in case of payment of interim dividends.

A written notice on payment of dividends shall be sent to shareholders and published for at last three (3) consecutive days in a local newspaper. The said dividends shall be paid out with one (1) month from the date of passing such resolution.

**Article 50.** The Company shall allocate at least five (5) percent of its annual net profits less the accumulated losses brought forward (if any) as reserve fund until this reserve fund attains an amount of at least ten (10) percent of the registered share capital.

**Article 55.** The Board of Directors shall arrange for preparation of balance sheet and profit and loss statement on the last day of the fiscal year of the Company to be presented to the shareholders at the Annual General Meeting of shareholders for approval. Such balance sheet and profit and loss statement must be examined by the auditor before presenting to the shareholders meeting.

**Article 58.** The annual ordinary meeting of shareholders shall appoint an auditor. The auditor vacating his or her office may be re-appointed to be an auditor.

**Article 59.** The meeting of shareholders shall determine the amount of remuneration payable to the auditor.

**Article 63.** In the case the Company or the Board of Directors is obligated to send letters or documents in accordance with the provisions of the Public Limited Companies Act or these Articles to the Directors, shareholders, or creditors of the Company, if such persons have declared their intention to receive or

given consent to the delivery of, letters or documents via electronic methods, the Company or the Board of Directors may send such letters or documents via electronic methods according to the criteria stipulated by law.