

The Company's Articles of Association in relation to the shareholders' meeting

1. Calling of the Shareholders Meeting

Article 31

The Board of Directors shall arrange for an annual general meeting of shareholders to be held within four (4) months after the end of the accounting year of the Company.

Any other shareholders' meetings shall be called "Extraordinary General Meeting". The Board of Directors may call an Extraordinary General Meeting whenever it is appropriate.

One or more shareholder(s) holding not less than ten (10) percent of the total issued shares may request in writing to the Board of Directors to hold an extraordinary general meeting of shareholders at any time but they shall clearly specify reasons for such request in the notice. In such case, the Board of Directors must hold a meeting of shareholders within forty-five (45) days from the date of receipt of the notice.

In the case that the Board of Directors does not hold such meeting within the period specified in the third paragraph, the shareholders who have submitted the request or other shareholders holding the aggregate number of shares as prescribed may hold the meeting by themselves within forty-five (45) days from the lapse of the period referred in the second paragraph. In this case, it shall be deemed that such shareholder's meeting is the meeting called by the Board of Directors. The Company shall be responsible for all necessary expenses incurring from the holding of the meeting and reasonable facilitation.

In the case that the quorum of the meeting convened as requested by the shareholders according to the fourth paragraph cannot be formed as required by Articles 32, the shareholders under the fourth paragraph shall be jointly responsible for any expenses incurring from the convening of such meeting for the Company.

The venue of the meeting shall be at the province that the head office or branch is situated or any other place in Thailand as indicated by the Board of Directors.

The shareholders meeting may be held in electronic method. In such case, the Company shall comply with the relevant laws.

2. The quorum

Article 32

In a shareholders' meeting, a quorum shall be constituted by at least twenty-five (25) shareholders or half (1/2) of all shareholders representing up to, one-third (1/3) of all issued shares.

In any shareholders' meeting if within one (1) hour from the time fixed for the shareholders' meeting the required quorum is, not constituted upon first paragraph, the meeting, if called by a request of shareholders, shall be dissolved. If such meeting is not called by the shareholders' request, another meeting shall be convened and a notice of the meeting shall be sent to the shareholders not less than seven (7) days prior to the meeting date. At such meeting, no quorum shall be required.

**3. Chairman of the Meeting**

**Article 33**

The Chairman of the Board of Directors shall be the Chairman of the shareholders' meetings. In the event that the Chairman is absent or cannot perform his duty, the Vice-Chairman, if there is one, shall be the Chairman of the meeting. If there is not a Vice-Chairman, or if the Vice-Chairman cannot perform his duty, the shareholders present shall nominate one of the shareholders to preside at the meeting.

**4. Voting**

**Article 16**

The shareholder meeting shall appoint the director of the Company with the following rules and procedures.

- (1) Each shareholder shall have a number of votes equal to one (1) share per one (1) vote.
- (2) Shareholder may use their votes under (1) to appoint an individual or several persons to be director but may not be exceed to the number of the director to be elected at such time (Non-Cumulative Voting).
- (3) The nominated shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as director in that order until the director positions are filled. Where the vote cast for nominated in descending order are tied, which would otherwise cause the number of directors to be exceeded, the remaining appointment shall be made by the chairman of the meeting who shall have a casting vote.

**Article 37**

In casting votes, each shareholder shall have one (1) vote equal to the one share, but a shareholder who has interests in any matter shall not be entitled to vote on such matter, except for voting on the election of directors and the resolution of the meeting shall comprise of the following votes.

- (1) In normal case, the majority of votes of shareholders who attend the meeting and cast the vote. In case of equality of votes, the Chairman of the Board shall have an additional casting vote;
- (2) In the following cases, resolution shall be passed by votes of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and are entitled to vote:

- (a) The sale or transfer of the whole or substantial part of the businesses of the Company to other persons;
- (b) The purchase or acceptance of the transfer of businesses of other companies or private companies by the Company;
- (c) The making, amendment or termination of contracts relating to the leasing out of the whole or substantial part of the businesses of the Company, the assignment to any other persons to manage the businesses of the Company, or the amalgamation of the business with other persons with an objective towards profit and loss sharing.
- (d) The amendment of Company's memorandum of association or Company's Articles of Association.
- (e) The increases or decrease of capital
- (f) The dissolution of the company
- (g) Issuance of Company's debentures
- (h) The amalgamation of the business with other company

**5. The Agenda in the Annual General Meeting of Shareholders**

**Article 38**

The matter to be conducted at the Annual General Meeting are as follows:

- (1) Acknowledge the report of the Board of Directors covering the work done during the preceding year.
- (2) Considering and approving the financial statements and statement of comprehensive.
- (3) Considering the allocating of the profit.
- (4) Considering the election of the directors in place of the directors who has retired by rotation.
- (5) Determining the directors' remuneration.
- (6) Considering the appointment of auditors and determining auditors' fee and
- (7) Other businesses.