

The Company's Article of Association in relation to the Annual General Meeting of Shareholders

**Article.13.** The director shall be elected at the meeting of the shareholders in accordance with the following rules and methods.

1. Each shareholder shall have one vote for each share.
2. Each shareholder may exercise all the votes he has under (1) to elect one or several persons as directors but he may not allot his votes to any such person at any number.
3. The persons who received highest votes in their respective order of the votes shall be elected as directors at the number equal to the number of directors of the company. In the event of equal votes among the persons elected in order of respective high numbers of votes, which number exceeds the number of directors of the company, election shall be made by Easting vote of the Chairman.

**Article 14.** At each Annual General Meeting of Shareholders, one-thirds of directors, or the closest number to one-third if the number of directors could not divide into thirds shall retire.

The directors who will retire in the first year and second year after the company registration shall be made by drawing lots. For subsequent years, the director who hold a position longest shall retire. The retired director may be re-elected.

**Article 18.** The shareholders' meeting may resolve to remove the director before his/her term by passing the vote not less than three-fourths of the shareholders attended the meeting and eligible to vote and having shares not less than a half of shareholdings of the shareholders attended the meeting and eligible to vote.

**Article 28.** A meeting of shareholders must be held, called a "annual general meeting," within four months after the end of the company's accounting period.

Any other meeting of shareholders apart from the aforementioned is called an "extraordinary general meeting." The board of directors may call an extraordinary general meeting at any time whenever it thinks fit, or shareholders holding in aggregate not less than 10 percent of the total issued shares may submit a written request to the board of directors to call an extraordinary general meeting. The request must clearly specify the purpose of such a meeting. The board of directors must call a meeting of shareholders to take place within forty-five (45) days from the date of receipt of that request from the shareholders.

In the event that the board of directors fails to call the meeting within 45 days from the date of receipt of such shareholders' request, shareholders who jointly submitted the request holding in aggregate of the shares in accordance to the aforesaid may call the meeting by themselves within 45 days of the expiration of the period provided according to the aforesaid. This shall be deemed as the meeting is called by the board of directors. The Company shall be responsible for necessary expenses incurred in arranging the meeting

and shall be providing reasonable facilitation. If the number of shareholders attending the meeting is insufficient to constitute a quorum as required by this Article of Association. The shareholders who requested that the shareholders' meeting be called at that time will be jointly liable to the company for the expenses incurred in arranging the meeting.

In the event that the extraordinary general meeting is called by the shareholders, such shareholders may send the notice of the extraordinary general meeting via electronic means to the shareholders who express their intention or consent to receive such notice via electronic means, the aforesaid process shall be in accordance to criteria and method prescribed by the Public Company Limited Registrar.

**Article 29.** To call a meeting of shareholders, the board of directors must prepare a notice indicating the place, date, time, agenda, and matters to be proposed at the meeting, together with any other appropriate details. The notice must clearly specify the matter for acknowledgment, approval, or consideration, together with the opinion of the board of directors on those matters. The notice must be sent to the shareholders and the Public Companies Registrar not less than seven days before the meeting date. The notice must also be published in a newspaper or by electronic means instead, according to the rules and methods prescribed by law. In the event that the meeting is called to arrange a meeting via electronic media, the company may send the notice to attend the meeting by electronic means, and such notice must be sent and published in the newspapers in accordance with the times prescribed above.

The place for shareholders' meetings may be held in Bangkok or nearby provinces.

**Article 30.** A quorum of a meeting of shareholders, either in person or by means of electronic media, shall have shareholders and proxy (if any) at least 25 or not less than a half of total shareholders and representing not less than one-thirds in aggregate of outstanding shares to constitute a quorum.

In case the meeting of shareholders be held by electronic media, such meeting shall be proceeded in accordance with the criteria and methods specified by law.

In the event that, within 1 hour from the time appointed for any meeting of shareholders, the quorum is not present as prescribed, the meeting, if summoned upon the requisition of shareholders, shall be dissolved. However, if such meeting had not been summoned upon the requisition of shareholders, another meeting shall be summoned and an invitation letter shall be sent to the shareholders not less than seven days before the meeting date. At such meeting, no quorum shall be necessary.

**Article 31.** A resolution of a shareholders' meeting shall comprise the following votes.

- (1) All ordinary resolutions shall require an affirmative vote of 52% of the total votes cast by shareholders present at the meeting and eligible to vote. In case the votes are tied, the chairman of the meeting shall have a casting vote. Each share entitles the holder to one vote.

- (2) Decision on the following matters shall require the passing of a resolution with the vote of not less than three-fourths of the number of shares represented by shareholder who attend the meeting and eligible to vote.
- a) Amendment of the Memorandum or Articles of Association
  - b) The increase the registered capital
  - c) To decrease the registered capital
  - d) To issue debentures
  - e) To dissolved the company
  - f) A sale or transfer of all or a significant part of the company's business to other persons.
  - g) Acquisition or taking of a transfer of the business of another company, public company or private company in favor of the company.
  - h) Execution, amendment or termination of an agreement concerning lease of all or a significant part. Assignment of the management of the company's business to other persons or amalgamation with other persons for the purpose of sharing profits and losses.

A shareholder who is specially interested in any given matter has no right to vote on such matter, except on the election of a director.

**Article 32.** The following business should be transacted at an annual general meeting of shareholders:

- (1) Consideration of the board of directors' report submitted to the meeting and showing the operation results of the company in the previous year.
- (2) Consideration and approval of the balance sheet.
- (3) Consideration of profit allocation.
- (4) Election of the directors to replace those retiring by rotation.
- (5) Appointment of the auditors.
- (6) Other business (if any)