



The Company's Article of Association Concerning the Shareholders' Meeting

Article 31 The Board of Directors shall convene an Annual General Meeting of Shareholders within the period of four (4) months from the end of each accounting period.

General Meeting of Shareholders other than that as specified in the first paragraph shall be called Extraordinary General Meeting. The Board of Directors may call Extraordinary General Meeting whenever they think appropriate.

Anyone or more shareholders holding shares in aggregate no less than ten (10) percent of the total number of issued shares, may, at any time, subscribe their names and clearly state the business and purpose in a letter requesting the Board of Directors to call an Extraordinary General Meeting. In this case, the Board of Directors shall call the shareholders meeting within the period of forty-five (45) days from the date of receipt of such letter from the shareholders.

In case the Board of Directors fails to call for the meeting within such period under the third paragraph, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within of forty-five (45) days as from the date of expiration of the period under the third paragraph. In such case, the meeting is deemed to be a shareholders meeting called by the Board of Directors and the Company shall be responsible for the necessary expenses as may be incurred in the courses of convening such meeting and the Company shall provide reasonable facilitation.

In the case where, at the meeting called by the shareholders under the forth paragraph, the number of the shareholders present does not constitute a quorum as prescribed by Article 33, the shareholders under the forth paragraph shall jointly compensate the Company for the expenses incurred in arrangements for holding the meeting.

Article 32 In regard to calling the Shareholders' Meeting, the Board of Directors shall prepare a notice containing information regarding the venue, date, time, agenda, and matters to be presented to the meeting together with adequate details. The matters to be presented at the Shareholders' Meeting must be clearly identified, whether they are presented for the purpose of acknowledgement, or for approval, or for consideration, as the case may be. The meeting notice shall include the comments of the Board of Directors on such matters. The meeting notice shall be sent to the Shareholders and the registrar at least seven (7) days prior to the meeting date. In addition, the notice of a Shareholders' Meeting shall be published in a newspaper no less than three (3) consecutive days and the publication shall be made no less than three (3) days prior to the meeting date.

The venue for convening the Shareholders' Meeting may be located in the province in which the head office is located or other places in Thailand as prescribed by the Board of Directors.



Article 33 At any Shareholders' Meeting, a quorum shall consist of the presence of the Shareholders or representatives of Shareholders (if any) at least twenty five (25) persons or at least half of the total number of Shareholders and holding shares in a total amount of at least one-third (1/3) of the total number of the shares sold.

At any Shareholders' Meeting, if the quorum is not constituted by one (1) hour after the time for which the meeting is scheduled under paragraph one and such Shareholders' Meeting is called at the request of the Shareholders, such Shareholders' Meeting shall be adjourned. If the Shareholders' Meeting is not called at the request of the Shareholders, the Shareholders' Meeting shall be adjourned and rearrangement. In this regard, a notice shall be sent to the Shareholders at least seven (7) days prior to the meeting date. A quorum for this rescheduled Shareholders' Meeting is not required.

Article 34 Chairman of the Board of Directors shall be Chairman of the Shareholders' Meeting. In case that Chairman of the Board of Directors is not present or is unable to perform his/her duty, Vice Chairman shall act as Chairman of the Shareholders' Meeting. If Vice Chairman is not present or is unable to perform his/her duty, a Shareholder shall be elected to be Chairman of the Shareholders' Meeting.

Article 35 Regarding to the voting at the Shareholders' Meeting, each Shareholder shall have one vote for each share he/she holds. If any Shareholder has any specific interest in any matter, such Shareholder shall be prohibited from casting his/her vote on that matter except in the voting for the election of directors. The resolution of the Shareholders' Meeting shall be made as follows:

- (1) In normal cases, a majority of the Shareholders who are present and casting their votes shall prevail. In the event of a tied vote, the Chairman shall have a deciding vote.
- (2) Each of the following matters requires at least three-fourths (3/4) of total votes of the Shareholders who are present and entitled to vote:
 - A. The sale or transfer of all or an essential part of the Company's business to other persons;
 - B. The purchase or acceptance of transfer business of other private or public companies by the Company;
 - C. The execution, amendment, or termination of all or an essential part of the agreement related to the lease of business of the Company, the assignment of other person(s) to manage the Company's business, or the merging of the Company's business with other persons for the purpose of benefit sharing;
 - D. Amendment of the Company's Memorandum or Articles of Association;
 - E. Increase or decrease of the registered capital of the Company;
 - F. Dissolution of the Company;
 - G. Issuance of debentures of the Company;
 - H. Merger of the Company with another company;



- I. Other the Company's operation under the law that require voting cast not less than three quarters (3/4) of total votes of the Shareholders who are present and entitled to vote

Article 36 The following matters are to be transacted at the Annual General Shareholders' Meeting:

- (1) To consider the report of the Board of Directors relating to the Company's performance in the previous year;
- (2) To consider and approve the financial statement for the previous fiscal year;
- (3) To consider the arrangement of profits and the distribution of dividends;
- (4) To consider the election of Directors to replace those who retire by rotation
- (5) To Consider the remuneration of the Directors;
- (6) To appoint the Auditor and to determine the remuneration of the Auditor; and

To consider any other matters (if any).