

## The Company's Articles of Association Relevant to the Shareholder's Meeting

### The Shareholders' Meeting

Article 33. The board of directors shall call for a shareholders' meeting which is an annual general meeting of shareholders within four (4) months from the last day of the fiscal year of the Company.

Shareholders' meetings other than the one referred to in the first paragraph shall be called extraordinary general meetings. The board of directors may call for the extraordinary general meeting of shareholders at any time as deemed appropriate.

Shareholders holding shares amounting to not less than ten percent (10%) of the total number of shares wholly sold submit their names and request the board of directors in writing to call for an extraordinary general meeting at any time, provided that, the reasons of request for calling for such meeting shall be clearly stated in the said written request. In such an event, the board of directors shall proceed to call for a shareholders' meeting to be held within a period of (45) days from the date of the receipt of such request from the said shareholders.

In the event that the Board of Directors fails arranging a meeting within the period specified in paragraph three. Shareholders who are named or other shareholders the total number of shares as required shall be convened by itself within forty-five (45) days from the due date of the period under paragraph three. In such case, it shall be considered as a shareholders' meeting convened by the board of directors. The company is responsible for the expenses necessary incurred from arranging meetings and facilitating as appropriate.

In the case where a shareholder calls a meeting under Section 4, the shareholder may send a notice of the meeting to other shareholders electronically. If the shareholder has expressed or given consent to the company or the board according to the criteria specified by the Registrar of Companies.

In the event that the shareholders' meeting is called by the shareholders under paragraph four, the number of shareholders attending cannot constituting a quorum as specified in this Article of Association. Shareholders under paragraph four must share the expenses incurred from arranging the meeting.

Article 34. In calling a shareholders' meeting, the board of directors shall prepare a written notice specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting in appropriate detail by clearly indicating whether it is a matter proposed for acknowledgement or for consideration, as the case may be, including the opinion of the board of directors on the said matters, and the said notice shall be distributed to the shareholders and the registrar not less than seven (7) days prior to the date of the meeting. The notice shall be published in the newspaper for not less than three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

Sending meeting notices and advertising meeting announcements in accordance with Section 1 may use electronic media as an alternative, provided that it complies with the criteria set by the Registrar of Companies.

The place of the meeting shall be in the province in which the head office.

Shareholders' meetings may be conducted through electronic media if so specified, and such electronic meetings must comply with the criteria and procedures set forth by law.

In this case, the headquarters of the company is considered the place of the meeting.

Meetings of shareholders conducted through electronic media in accordance with the criteria and methods specified by the law are considered to be equivalent to meetings held in accordance with the procedures prescribed by law and this regulation.

Article 35. At a shareholders' meeting there shall be not less than twenty-five (25) shareholders and proxies (if any) attending the meeting or not less than one-half (1/2) of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold,

The granting of power of attorney may be conducted electronically, provided that a secure and reliable method is used, and it is carried out by the shareholder in accordance with the criteria prescribed by the Registrar of the Company Limited.

Whereby a quorum would then be constituted. At any shareholders' meeting, if one (1) hour has passed from the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed in the first paragraph, and if such shareholders' meeting was called as a result of a request of the shareholders, such meeting shall be cancelled, if such meeting was not called as a result of a request of the shareholders, a new meeting shall be. In this case, the notice of the meeting shall be sent to shareholders no less than seven (7) days prior to the meeting date. It is not mandatory for the quorum to be met in this subsequent meeting.

Article 36. The chairman of the board shall be the chairman of shareholders' meetings. If the chairman of the board is not present at a meeting or cannot perform his duty, the vice-chairman shall be chairman of the meeting. If there is no vice-chairman or there is a vice-chairman but he is not present or cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

Article 37. A resolution of a shareholders' meeting, the shareholders shall be entitled to one (1) vote per one (1) share. Any shareholder who has a special interest in any matters shall not be entitled to vote in that matter except for voting on the election of directors. A resolution of the shareholders' meeting shall require:

(a) in an ordinary event, the majority votes of the shareholders who attend the meeting and cast their votes.

In case of a tie vote, the chairman of the meeting shall have a casting vote.

- (b) In fixing directors' remuneration, a vote of not less than two-thirds (2/3) of the total number of votes of shareholders who attend the meeting and have the right to vote.
- (c) in the following events, a vote of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote:
- (1) the sale or transfer of the whole or the substantial part of the Company's business to any other person;
  - (2) the purchase or acceptance of transfer of the business of private company (s) or public company(s) by the Company;
  - (3) the making, amending or terminating of any agreement with respect to the granting of a lease of the whole or substantial parts of the Company's business, the assignment of the management of the business of the Company to any person(s), or the amalgamation of the business with other persons for the purpose of profit and loss sharing;
  - (4) the amendment of the Memorandum of Associations or Articles of Association of the Company;
  - (5) the increasing or reducing the Company's capital;
  - (6) the dissolution of the Company;
  - (7) the issuance and offering of debentures of the Company;
  - (8) the amalgamation of business of the Company with other company(s).

Under the mandate by Section 37, Paragraph One, any transaction the company undertakes that does not exceed the transaction size as defined by the Securities and Exchange Act, B.E. 2535 (1992) and the announcements by the Securities and Exchange Commission concerning the acquisition or disposal of assets, permits the Board of Directors to proceed within the scope of their authorized powers and actions as delegated by the group of company (Delegation of Authority).

#### **Governing and management of subsidiaries and associates**

Article 49. If the company or its subsidiary agrees to engage in connected transactions or transactions related to the acquisition or disposal of assets of the company or its subsidiary, as per the criteria of the Securities and Exchange Commission, the Securities and Stock Exchange Commission, and the Stock Exchange of Thailand, which relate to connected transactions of registered companies or the acquisition or disposal of assets of registered companies, as appropriate, the company must comply with the criteria and procedures set by the Securities and Exchange Commission, the Securities and Stock Exchange Commission, and the Stock Exchange of Thailand related to such transactions.