

**The Company's Articles of Association relating to the Shareholder's Meeting**

**Chapter 6**

**The Meeting of Shareholders**

Article 39. The meetings of the shareholders of the Company shall be held at the locality where the Company's head office is located or the locality where the company's branches are located or in a nearby province

The meetings of the shareholders may be conducted via electronic means as provided in the laws relating to electronic meeting. In such case, the Company's head office shall be deemed to be the venue of such meeting.

Article 40. The board of directors shall convene at least one (1) meeting of shareholders per year. Such meeting shall be called "General Meeting". The general meeting shall be held within four (4) months after the end of the Company's fiscal year.

The other meetings of shareholders shall be called extraordinary meetings of shareholders. The board of directors may summon an extraordinary meeting of shareholders whenever it deems appropriate. Or when one or more shareholders holding shares in the aggregate number of not less than ten (10) percent of the total number of shares sold may jointly make a written requisition to the board of directors for summoning an extraordinary meeting at any time. Such letter shall provide reasons for requisitioning a summons of a meeting clearly. In such cases, the board of directors must cause a meeting of shareholders to be held within forty-five (45) days from the date of receipt of the written request from the shareholders.

In the case where the board of directors did not hold a meeting of shareholders within the period specified in the paragraph two, the shareholders, who have subscribed their names, may call the meeting by themselves within forty-five (45) days from the date of expiration of the period under the paragraph two. In such cases, it shall be deemed that the meeting of shareholders is called by the board of directors, and the Company shall be responsible for necessary expenses arising from the arrangement of the meeting and reasonable facilitation.

In the case where the quorum of the shareholders' meeting convened by the shareholders under paragraph three is insufficient, as specified in Article 42, the shareholders under paragraph three must jointly be responsible for reimbursing the Company for the expenses incurred from such a meeting.

If the shareholders call a meeting in accordance with paragraph three, the shareholders calling the meeting may also send invitation letters to other shareholders via electronic means if such a shareholder appears to have requested or consented to the company or its directors in accordance with public limited company law and the relevant regulations of the registrar and the relevant laws.

Article 41. In the invitation letter to attend the meeting of shareholders, the Board of Directors shall prepare the invitation letter to attend the meeting with the information specifying the venue, date, time, agenda and matters to be presented to the meeting with details as deemed appropriate. The invitation letter of the meeting shall be clearly stated whether such matters are to be submitted for information, approval or consideration (as the case may be) and shall be indicated opinions of the Board of Directors on such matters and shall deliver such invitation letter to shareholders, registrar and the Stock Exchange of Thailand (SET) in the event that the Company is listed on the SET at least seven (7) days before the meeting of shareholders unless otherwise specified by laws.

The invitation letter to attend the meeting of shareholders shall also be published in a newspaper at least three (3) days before the meeting of shareholders, which must be published for three (3) consecutive days.

Article 42. The meeting of shareholders, whether in person or by proxy from shareholders, must have shareholders and proxies from shareholders (if any) attending the meeting together not less than twenty-five (25) persons or not less than half (1/2) of the total number of shareholders and must have at least one -third (1/3) of the total number of shares sold to be a quorum.

In the event that any meeting of shareholders has passed one (1) hour of appointment overtime and the number of shareholders attending the meeting did not reach the quorum as required. If the shareholders' meeting is summoned as the shareholder requested it, the meeting needs to be dissolved. If the meeting of shareholders does not be requested by the shareholders, the meeting shall be rescheduled, and the invitation letter of the meeting shall be sent to the shareholders at least seven (7) days prior to the date of the meeting. At such subsequent meeting, no quorum is required to be constituted.

Article 43. In the meetings of the shareholders, a shareholder may appoint another person as proxy for attending and voting on his/her behalf. The appointment of proxy must be dated and signed by the shareholder appointing the proxy and must be in the format set out by the public company limited registrar.

The appointment of proxy must be submitted to the chairman of the board, or any other person appointed by the chairman, at the meeting place, before the proxy attends the meeting and must at least include the following information.

- (1) the number of shares held by the person appointing the proxy;
- (2) the name of the proxy; and
- (3) the meeting which the proxy is authorized to attend and at which the proxy is authorized to vote.

The proxy appointment under the first paragraph may be performed by electronic means by adopting a secure and reliable method so that the proxy is appointed by the shareholder. Such

method shall be in accordance with the regulations issued by the relevant registrar and the relevant laws.

Article 44. The chairman of the board is the chairman of the meeting of shareholders, has the duty to monitor the meeting to ensure its compliance with the law and company's articles of association concerning meetings. In the case where the chairman of the board is not present or is unable to perform the duty, a vice chairman, if any, shall preside over the meeting. If there is no vice chairman or there is a vice chairman but the vice chairman is unable to perform the duty, the shareholders present at the meeting shall elect one amongst themselves to preside over the meeting, a meeting must be conducted in order of the business listed in the agenda as specified in the written notice summoning the meeting, unless the meeting passes a resolution reshuffling the order of business in the agenda, with the votes of not less than two-thirds (2/3) of the number of shareholders present at the meeting.

Upon completion of the consideration of all the business at the meeting under the notice of the meeting, the shareholders holding the aggregate number of shares of not less than one-third (1/3) of the total number of shares sold may request the consideration at the meeting of other business in addition to that specified in the notice summoning the meeting.

In the case where the consideration of the business in order of the agenda under the notice of the meeting is unfinished or the consideration of the business proposed by the shareholders is unfinished, and an adjournment of its consideration is necessary, the meeting shall fix the place, date and time of the next meeting and the board of directors shall send a written notice summoning a meeting, with an indication of the place, date, time and the agenda of the meeting to the shareholders not less than seven (7) days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published in a newspaper not less than three (3) days prior to the date of the meeting.

Article 45. In the meeting of the shareholders, all shareholders have one (1) vote per one (1) share. In terms of voting in respect of which constitutes one share is one vote, it does not apply to the case where the company issues preferred shares and determines that they have less voting rights than ordinary shares.

In the event of joint shareholders in a single share existing, they must appoint only one of them to exercise the right to vote.

Voting shall be made publicly unless no less than five (5) shareholders request it. If the meeting resolves to cast a secret ballot, it should be done so. The method of casting secret ballots shall be as specified by the Chairman of the meeting.

In the event that the shareholder has a special interest in any matter, the shareholder shall not vote on that matter unless it is a vote on the election of directors.

Article 46. The resolutions of the meeting of the shareholders shall consist of the following votes:

(1) In normal cases, any vote or approval of any matters at the meeting of the shareholders shall be approved by a majority of shareholders who attend the meeting and cast their vote. If the number of votes is equal, the chairman of the meeting shall have one (1) more vote as a decisive vote.

(2) In the following cases, at least three-fourths (3/4) of the total number of votes of shareholders attending the meeting and having the right to vote on;

- (a.) Sale or transfer of whole or part of the Company's business to any other person;
- (b.) The acquisition or transfer of the business of any other public company or private company by the Company;
- (c.) Making, amending, or termination of contracts regarding the lease of whole or part of the Company's business. Assigning other persons to manage the Company's business or a merger with others for the propose of profit and loss sharing;
- (d.) Capital increase or capital reduction;
- (e.) Amendments to the Memorandum of Association and Articles of Association of the Company;
- (f.) Issuance of debentures;
- (g.) Mergers;
- (h.) Company dissolution;
- (i.) Other actions as required by law which is prescribed that such actions required at least three-fourths (3/4) of the total number of votes of shareholders attending the meeting and having the right to vote.

Article 47. The activities which should be done by the annual general meeting are as follows:

- (1) Acknowledge the report of the Board of Directors presented to the meeting regarding the activities of the Company which the company has been operating over the past year;
- (2) To approve the balance sheet and profit and loss accounts;
- (3) To consider and approve the allocation of profit and dividend payment;
- (4) To consider the election of new directors to replace retiring directors by rotation;
- (5) To consider the remuneration of directors;
- (6) To consider the appointment of the auditor and determine the amount of the audit fee of the company;
- (7) Other business (if any).