

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

Chapter 6

The Meeting of Shareholders

Article 39. The Meeting of Shareholders of the Company shall be held at the locality of the Company's headquarters or the local area where the company's branches are located or nearby provinces.

Article 40. The Board of Directors shall hold at least one (1) meeting of shareholders. Such meeting is called "Annual General Meeting". The Meeting shall be held within four (4) months as from the date on which the accounting year of the company ends.

Other meetings of shareholders other than the aforementioned meetings shall be called Extraordinary General Meetings. Such meeting may be summoned whenever the Board of Directors deems appropriate, or when one or more shareholder's holding shares in aggregate number of not less than ten (10) percent of the total number of shares sold, may, by subscribing their names, make a written requisition to the Board of Directors for summoning an extraordinary general meeting at any time that the matters and the reasons for the request for the meeting must be clearly stated in the said letter. In such a case, the board of directors must cause the meeting of the shareholders to be held within forty-five (45) days from the date of receipt the letter from the shareholders.

In the event that the Board of Directors does not hold a meeting within the period that is specified in Paragraph 2, shareholders who are named together or other shareholders combined with the number of shares as required can summon their meetings within forty-five (45) days from the maturity date under Paragraph 2. In such cases, it shall be deemed to be a shareholders' meeting called by the Board of Directors, where the Company shall be responsible for the necessary expenses arising from arranging and facilitating the meeting as appropriate.

In the event that the meeting of shareholders is shareholders' meeting summoned by the shareholders according to Paragraph 3, where the number of shareholders who attended the meeting did not reach the quorum as set out in Article 42, the shareholders under Paragraph 3 must be jointly responsible for the expenses incurred from holding such meeting to the company.

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. At the shareholders' meeting, shareholders may assign a proxy to attend the meeting and vote on their behalf at the meeting. The proxy form must be dated and signed by the proxy holder and shall be per the form prescribed by the Registrar of Public Company Limited.

This proxy form must be submitted to the Chairman of the Board of Directors or the person designated by the Chairman at the meeting before proxies attend the meeting and the proxy form shall at least contain the following items:

- (1) The number of shares held by the person appointing the proxy
- (2) The name of the proxy
- (3) Times of the meetings that the proxy is assigned to attend the meeting and vote.

Article 44. The Chairman of the Board of Directors shall be the Chairman of the meeting of shareholders and is responsible for controlling the meeting in accordance with the laws and Articles of Association of the Company relating to the meeting. In the event that the Chairman is not present at the meeting or is unable to perform his duties, or there is only a Vice-Chairman, the Vice Chairman of the Board of Directors will be the Chairman. In case of no Vice-Chairman, shareholders who attended the meeting shall choose one shareholder to preside over the meeting. The meeting of the shareholders should be conducted in accordance with the agenda outlined in the invitation letter to attend the meeting unless the meeting resolves to change the order of the agenda with a vote of not less than two-thirds (2/3) of the number of shareholders attending the meeting.

As the meeting completely considers the agenda set out in the invitation letter to attend the meeting. Shareholders whose shares count together for at least one-third (1/3) of the total number of shares sold may ask the meeting to consider matters other than those specified in the invitation letter to attend the meeting.

In the event that the meeting of shareholders considers the agenda items outlined in the invitation letter to attend the meeting or the matters proposed by the shareholders to be unfinished and needs to postpone consideration, the meeting shall assign the venue, date, time and agenda to the shareholders at least seven (7) days prior to the occurrence of the meeting, provided that the invitation letter to attend the meeting shall also be published in a newspaper not less than three (3) consecutive days.

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 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).