

Articles of Association of the Company with respect to the meeting of shareholders

Clause 31 The Board of Directors shall hold an annual ordinary meeting of shareholders within 4 months from the end of the fiscal year of the Company.

Other meetings of shareholders apart from paragraph one shall be called an extraordinary general meeting. The Board of Directors may summon an extraordinary general meeting at any time they deem appropriate.

The meeting can be held via electronic means as prescribed by law on electronic meetings. The meeting of the Board of Directors that is held via electronic means shall be deemed as being conducted at the location of the head office of the Company.

One or more shareholders, holding shares in an aggregate amount of not less than 10 percent of all issued and subscribed shares, may submit a request in writing, at any time, to the Board of Directors for the holding of an Extraordinary General Meeting. The request shall clearly specify the subjects and the reasons for summoning the meeting. In such regard, the Board of Directors shall call a meeting to take place within 45 days from the date of receipt of the request from the shareholders.

In case that the Board of Directors does not hold the meeting within the period as prescribed under paragraph 4, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within 45 days from the completion of the period as prescribed under paragraph 4. In this regard, the meeting shall be considered as the shareholders' meeting, called by the Board of Directors. Thus, the Company shall be responsible for necessary expenses, arising from such meeting and reasonably provide facilitation.

In case the quorum of the shareholders' meeting, called by the shareholders as prescribed under paragraph 5 is not formed as required by this Articles of Association, the shareholders as prescribed under paragraph 5 shall be collectively responsible to the Company for the expenses arising from such meeting.

Clause 32 In summoning a shareholders meeting, the board of directors shall prepare a notice specifying the place, date, time, agenda and matters to be proposed to the meeting together with adequate details, by clearly indicating whether such matters are proposed for acknowledgement, for approval or for consideration, as the case may be, as well as the board's opinions on such matters. Such notice shall be sent to the shareholders and registrar not less than 7 days prior to the date of the meeting and advertised in a Thai newspaper for 3 consecutive days and not less than 3 days prior to the date of the meeting or advertised via electronic means instead of newspaper to be in accordance with the criteria prescribed by law.

The venue of the shareholders' meeting must be in the locality where the head office of the company is located, or any other places as shall be determined by the Board of Directors. In case that the meeting is held via electronic means as prescribed by law on electronic meetings, the meeting shall be deemed as being conducted at the location of the head office of the Company.

Clause 33 At a shareholders meeting, there must be not less than twenty-five shareholders and/or the shareholders' proxies (if any) or not less than half of the total number of shareholders holding altogether not less than one-third of the total issued shares attending the meeting to constitute a quorum.

In case it appears at any shareholders meeting that within one hour after the time appointed for the meeting, the number of shareholders attending the meeting does not constitute the quorum as mentioned in the above paragraph, the meeting, if summoned upon the requisition of shareholders, shall be cancelled. If the meeting had not been summoned upon the requisition of shareholders, another meeting shall be summoned. The notice for summoning such meeting shall be sent to the shareholders in not less than 7 days prior to the date of the meeting and at such subsequent meeting no quorum shall be necessary.

Clause 34 The Chairman of the board is the chairman of the shareholders' meeting. In the event that the chairman could not attend the shareholders meeting, The Vice-Chairman shall take the role. If the Company does not have a Vice-Chairman or he could not attend the shareholders meeting as well, then, the shareholders in the meeting shall select one shareholder in the meeting to be the chairman of shareholders meeting.

Clause 35 The vote in the shareholders meeting is one share per one vote. Any shareholder who has interest on any matter, except for the vote to elect director(s), shall omit his right to vote. The resolution of the shareholders meeting shall require the following votes.

- (1) In normal cases, the resolution shall be adopted by the majority votes of the shareholders who are present and vote in the meeting, of which one share will be counted as one vote. In case of equality of votes, the chairman of the meeting shall have a second or casting vote.
- (2) In the following cases, the resolution shall be adopted by the votes of not less than three-fourth of the total votes of shareholders who are present and entitled to vote, and of which one share will be counted as one vote.
 - (a) Sale or transfer of the whole or an essential part of the Company's business to other person.
 - (b) Purchase or acceptance of transfer of business of any other private company.
 - (c) Execution, amendment or termination of a contract in relation to the leasing of the whole or an essential part of the Company's business, the assignment to any other person to manage the Company's business or the consolidation of the Company's business with other persons for the purpose of profit and loss sharing.
 - (d) Amend the Memorandum of Association or the Articles of Association.
 - (e) Increase or decrease registered capital.
 - (f) Wind up the company.
 - (g) Merge with another company.

The shares held by the company shall have no vote.

Article 36 The business to be transacted at the annual ordinary meeting are as follows:

- (1) To consider the report proposed to the meeting by the board of directors on the Company's business operation during the past year.
- (2) To consider and approve the balance sheet of the Company.
- (3) To consider and approve the appropriation of profit and the dividend.
- (4) Election of directors in place of those retiring by rotation and fixing director's remuneration.
- (5) Appointment of an auditor and fixing auditor's remuneration.
- (6) Other businesses.