

## **Company's Articles of Association in relation to the Shareholders' Meeting**

### **Section 5**

#### **Board of Directors**

Article 17 The Board of Directors of the Company shall consist of not less than five (5) members. Not less than one-half (1/2) of the directors shall have residence within the Kingdom of Thailand.

Directors shall be the competent persons and incompatibility under Public Company Limited Act and other applicable laws.

Directors may or may not be the shareholders.

The board of directors has the power and duties to manage the company in accordance with its objects and articles of association and resolutions of meetings of shareholders.

Article 18 The election of Directors at a general meeting of shareholders shall be carried out in accordance with the following rules and procedures:

(1) A shareholder shall have one vote for each share he/she holds or represents.

(2) At the election of Directors, the shareholders shall vote for each individual candidate nominated for Directors, but not exceeding the number of Directors required for that election. The vote shall not be distributed.

(3) The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as Directors in that order until all of the Director positions are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of Directors to be exceeded, the remaining appointment shall be made by the chairman of the meeting who shall have a casting vote.

Article 19 At every annual general meeting of shareholders, at least one-third (1/3) of the Directors, or if their number is not multiple of three, then the number nearest to one-third (1/3), must retire from the office.

The Directors retiring from office in the first and second years after registration of the conversion to public limited company shall be selected by drawing lots. In subsequent years, the Director who has held office longest shall retire.

A retiring Director is eligible for re-election.

Article 22 A meeting of shareholders may pass a resolution removing any director from office prior to the expiration of the term, with the votes of not less than three-fourths of the number of shareholders present at the meeting and entitled to vote and also with the aggregate number of shares of not less than one half of the number of shares held by the shareholders present at the meeting and entitled to vote.

Article 28 Directors shall not operate any similar business in competition to the business of the company, or become a partner in an ordinary or an unlimited partner in any limited partnership or a director in any private limited company or public limited company which operates the same business as the company, whether for his/her own or other persons' benefits, unless he/she has notified this matter in the shareholders' meeting before the approval of a resolution for his/her appointment.

### **Section 6**

#### **Shareholders' Meeting**

Article 33 An annual general meeting of shareholders shall be held within four (4) months after the end of the accounting year of the Company. Any other shareholders' meeting shall be called "Extraordinary General Meeting". The Board of Directors may call an Extraordinary General Meeting whenever it is appropriate. One or more shareholder(s) holding not less than ten (10) percent of the total issued shares may request in writing to the Board of Directors to hold an extra-ordinary meeting of shareholders at any time but they shall clearly specify reasons for such request in the notice. In such case, the Board of Directors must hold a meeting of shareholders within forty-five (45) days from the date of receipt of the notice.

Article 34 In calling a shareholder meeting, the Board of Directors shall prepare a written notice of the meeting. The notice shall state the place, date, time, agenda of the meeting and the matters to be proposed to the meeting in reasonable details by indicating clearly whether it is the matter proposed for acknowledgement, for approval or for consideration, as the case may be, including the related opinions of the Board of Directors. The said notice shall be delivered to the shareholders and the Registrar under the public limited companies' law for their information at least seven (7) days prior to the date of the meeting. The notice of meeting shall be also published in a newspaper for three (3) consecutive days at least three (3) days prior to the meeting date.

Article 35 In a shareholders' meeting, a quorum shall be constituted by at least twenty-five (25) shareholders present in person or by proxy (if any) or half (1/2) of all shareholders representing up to one-third (1/3) of all issued shares.

If within one (1) hour from the time fixed for the shareholders' meeting, the required quorum is not constituted, the meeting, if called by a request of shareholders, shall be dissolved. If such meeting is not called by the shareholders' request, another meeting shall be convened, and a notice of the meeting shall be sent to the shareholders not less than seven (7) days prior to the meeting date. At such meeting, no quorum shall be required.

Article 36 The Chairman of the Board of Directors shall preside over the shareholders' meeting. In the event that the Chairman is unavailable or unable to perform his/her duties, the Vice Chairman shall act as the presiding Chairman. If the Vice Chairman is unavailable or unable to perform his/her duties, the shareholders present at the meeting shall elect one of their members to be the presiding Chairman.

Article 37 In voting, the subscribers shall have votes equal to the number of shares subscribed by them. One share is entitled to one vote. Shareholders who have conflict of interest in any specific agenda shall abstain from the vote. Beside the director's election agenda, a resolution of the shareholders' meeting shall be approved as follows:

1. For ordinary case, by a majority vote of the shareholders present and cast the vote. In case of a tie, the Chairman of the shareholders' meeting shall have a casting vote.
2. Directors' remuneration case requires no less than two third (2/3) of the total number of votes of shareholders who attend the meeting.
3. The resolutions of the general meeting of shareholders in the following cases require no less than three quarters (3/4) of the total number of votes of shareholders who attend the meeting with the right to vote:
  - (a) sale or transfer of the whole or important parts of the business of the Company;
  - (b) purchase or acceptance of transfer of the business of other companies or private companies by the Company;
  - (c) entering into, amending, or terminating contracts with respect to the granting of a lease of the whole or important parts of the business of the Company, or the amalgamation of the business with other persons with the purpose of profit and loss sharing;
  - (d) amendment to the memorandum of association or the articles of association;
  - (e) increase of capital, reduction of capital
  - (f) dissolution of the company
  - (g) issuance of debentures;
  - (h) amalgamation

Article 38 The agenda of an annual general meeting shall include the followings:

- (1) to acknowledge the Board of Director' s report showing the company's performance during the previous year;
- (2) to consider and approve the balance sheet or statement of financial position and the statement of profit and loss as at the end of the fiscal year;
- (3) to consider the allocation of profit and the dividend payment;
- (4) to elect new director in replacement of the former director who retires by rotation, and specify the remuneration of the Board of Directors;
- (5) to appoint the auditor and specify the audit fee;
- (6) to consider other business.

**Section 7**

**Accounting, Finance and Audit**

Article 41 The Board of Directors shall arrange for the preparation of a balance sheet and a statement of profit and loss as at the end of the fiscal year for submission to the shareholders at the annual general meeting for consideration and approval. The Board of Directors must submit the balance sheet and statement of profit and loss to be audited by the auditor before submission of the same to the meeting of shareholders.

Article 42 The Board of Directors shall send the following documents to the shareholders together with the notice of the annual general meeting:

- (1) a copy of the audited balance sheet and statement of profit and loss, together with the auditor's report; and
- (2) an annual report of the Board of Directors and supporting documents of the report.

Article 43 The auditor must not be a director, member, employee or a person holding any office of the company.

Article 44 The auditor has the right to prepare written explanations for submission to a meeting of shareholders and is obligated to be present at every meeting of shareholders at which a balance-sheet, a profit and loss account and any problem concerning accounts of the company is scheduled to be considered, for giving shareholders explanations on the auditing, and the company shall also furnish the auditor with the company's reports and documents which are to be received by shareholders at such meeting of shareholders.

**Section 8**

**Dividend and Reserves**

Article 45 Dividends shall not be paid other than out of profits. If the Company remains to have the accumulated loss, no dividends shall be distributed.

Dividends shall be distributed according to the number of shares on an equal basis. Payment of dividends shall be approved by the shareholders' meeting.

Article 46 The payment of dividend shall be made within one (1) month from the date of approval by the shareholders' meeting or the Board of Directors' meeting, as the case may be. The Company shall send notice to inform the shareholders and to publish the dividend payment notice on newspaper for not less than three (3) consecutive days.

Article 47 If the Company has yet to issue of all of its registered shares or has registered the increase of capital, it may make dividend payments in full or in part by way of issuing new ordinary shares to the shareholders, with the approval of the shareholders' meeting.

Article 48 The Company shall allocate at least five (5) percent of its annual net profit less the accumulated loss brought forward (if any) to a reserve fund until this fund attains an amount at least ten (10) percent of the registered capital. Apart from such reserve fund, the Board of Directors may ask the shareholders' meeting to approve the allocation of various reserve funds for the purpose of conducting any of the Company's activities.

**Section 9**

**Increase and Reduction of Capital**

Article 49 The share issuance has to be approved by a resolution of a meeting of shareholders with the votes of not less than three-fourths of the total number of votes of the shareholders present and entitled to vote. The shares intended to be additionally issued under section 136 may be offered for sale in whole or in part and may first be offered for sale to existing shareholders in proportion to the number of shares held by each shareholder or may be offered for sale to the public or to other persons in whole or in part, in accordance with the resolution of the meeting of shareholders.

Article 50 A company may reduce its registered capital by reducing the value of each share or reducing the number of shares, provided that no reduction shall be made to the extent rendering the capital to be below one-fourth of the total capital.

The reduction of the value of shares or the reduction of the number of shares under paragraph one or paragraph two to an intended amount and by an intended method may be made only upon approval by a resolution of a meeting of shareholders with the votes of not less than three-fourths of the total number of votes of the shareholders present at the meeting and entitled to vote.