



The Company's Articles of Association with regard to The Annual General Meeting of Shareholders.

Chapter 4

Shareholders' Meeting

**Article 31.** The Board of Directors shall convene an annual general meeting of shareholders within four (4) months from the last day of the Company's fiscal year.

Shareholders' meetings other than those specified above shall be called the extraordinary meeting. The Board of Directors may summon an extraordinary meeting whenever it deems appropriate or shareholders holding shares in aggregate of not less than one-fifth (1/5) of the total number of shares sold, or no less than twenty-five (25) shareholders holding shares in aggregate of not less than one-tenth (1/10) of the total number of shares sold, may, at any time, subscribe their names in a letter requesting the Board of Directors to call an extraordinary meeting; provided that they must clearly state the reasons for such request in the said letter. In this case, the Board of Directors shall convene the shareholders' meeting within one (1) month from the date of receipt of such letter from the shareholders.

**Article 32.** In summoning the shareholders' meeting, the Board of Directors shall prepare a written notice of the meeting specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with reasonable detail by indicating whether it is the matter proposed for acknowledgement, for approval or for consideration, including the opinions of the Board of Directors on the said matters, and shall send the same to the shareholders and the registrar for their information not less than seven (7) days prior to the date of the meeting. The notice of the meeting shall also be published in a newspaper of at least three (3) days prior to the date of the meeting in three (3) consecutive days.

Notice sent to the shareholders in Thailand shall be sent by the registered mail. Notice sent to the offshore shareholders shall be sent via facsimile or electronic mail (e-mail).

The shareholders' meeting may be held at the location where the Company's head office is situated or other locations as specified by the Board of Directors.

**Article 33.** In the shareholders' meeting, a shareholder may appoint any other adult as his/her proxy to attend and vote at the meeting on his/her behalf. The proxy instrument shall be dated and signed by the shareholder giving proxy and shall be in the form so prescribed by the registrar.

If the proxy intends to vote at the meeting, the proxy instrument shall be delivered to the Chairman or person(s) designated by the Chairman at the place of the meeting before the proxy attends the meeting.

**Article 34.** In every shareholders' meeting, there shall be shareholders and proxies (if any) attending the meeting amounting to not less than twenty-five (25) persons or not less than half (1/2) of the total number of shareholders, holding in aggregate of not less than one-third (1/3) of the total number of shares sold, in order to constitute a quorum.



At any shareholders' meeting, if one (1) hour has passed beyond the fixed time for the meeting and the number of shareholders present is inadequate to constitute a quorum as specified, and if such shareholders' meeting was convened pursuant to a request of the shareholders, such meeting shall be cancelled. If such shareholders' meeting was not convened pursuant to the request of the shareholders, the meeting shall be summoned again and the notice summoning such meeting shall be delivered to shareholders for not less than seven (7) days before the date of the meeting. In the latter meeting, a quorum is not compulsory.

In the shareholders' meeting, the Chairman shall preside over the meeting. If the Chairman is unable to perform his/her duty or the Chairman is not present at the meeting within thirty (30) minutes from the scheduled commencement of the meeting, the Vice-Chairman shall preside over the meeting. If the Vice-Chairman is unable to perform his duty, the meeting shall elect one shareholder who attends the meeting to preside over the meeting.

The Chairman may postpone the shareholders' meeting, subject to the approval of the meeting. The meeting shall also fix the place, date and time of the next meeting but the postponed meeting shall not discuss any business other than the matter unresolved from the preceded meeting. Delivery of the notice of the meeting shall be in accordance with Article 32.

**Article 35.** In casting votes at the shareholders' meeting, whether on show of hands or on poll, one (1) share shall represent one (1) vote and the resolution of the shareholders' meeting shall comprise of the following votes:

- (1) In normal case, 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 an additional casting vote to decide on the matter;
- (2) In the following cases, resolutions shall be passed by votes of not less than three-fourths (3/4) of the total votes of the shareholders who attend the meeting and are entitled to vote:
  - (a) The sale or transfer of the whole or substantial part of the businesses of the Company to other persons;
  - (b) The purchase or acceptance of transfer of businesses of public limited companies or private limited companies to the Company;
  - (c) The making, amendment or termination of contracts relating to the leasing out the whole or substantial part of the Company's business, the assignment to any other persons to manage the Company's business, or the consolidation of the business with other persons with an objective towards profit and loss sharing;
  - (d) The add up or amendment of Memorandum or Articles of Association;



- (e) The increase of the Company's registered capital;
- (f) The reduction of the Company's registered capital;
- (g) The offer for sale of debentures to public;
- (h) The dissolution of the Company;
- (i) The amalgamation with other company.

**Article 36.** Transactions to be conducted at the annual general meeting shall at least consist of the following:

- (1) Considering the Board of Directors' report proposed to the meeting for the result of the Company's operation during the preceding year and suggestions as to future business operation;
- (2) Considering and approving the balance sheets, and profit and loss statement of the preceding fiscal year;
- (3) Considering the appropriation of profits, distribution of dividend and the appropriation of reserve fund;
- (4) Considering the election of new directors in place of those who must retire on the expiration of their terms;
- (5) Considering remuneration of directors;
- (6) Considering the appointment of auditor and fixing his/her remuneration; and
- (7) Other businesses.

**Article 37.** In case the Company or its subsidiary, pursuant to the definition given by the Office of the Securities and Exchange Commission, has entered into connected transactions or transactions regarding acquisition or disposition of material assets of the Company in the manner as set out in the criteria prescribed by the Stock Exchange of Thailand, the Company shall also comply with the criteria and procedures of the Stock Exchange of Thailand prescribed for such cases.