

Company's Articles of Association related to the shareholders' meeting

Shareholder meeting Proxy for attending the shareholders' meeting and voting rights

NO. 32 The Board of Directors shall hold an Annual Ordinary General Meeting of Shareholders within four (4) months from the end of the Company's fiscal year.

Other shareholders' meetings apart from the first paragraph be called an extraordinary meeting The Board of Directors may call an extraordinary meeting of shareholders whenever it deems appropriate.

One or more shareholders holding shares in aggregate of not less than ten percent of the total number of shares sold. They can sign their names and make a letter requesting the Board of Directors to call an extraordinary meeting of shareholders at any time. However, the subject matter and reasons for calling the meeting must be clearly stated in the said letter. In such a case The Board of Directors must hold a shareholders' meeting within forty-five days from the date of receipt of the letter from the shareholders.

In the event that the Board of Directors fails to hold a meeting within the period under paragraph three All shareholders who subscribed to each other or other shareholders combined to obtain the number of shares as required. The meeting may be called by itself within forty-five days from the date of expiration of the period under paragraph three. In such a case It shall be deemed that the meeting of shareholders is called by the Board of Directors. The Company shall be responsible for necessary expenses incurred from holding the meeting and providing reasonable facilitation.

NO. 33 Calling a shareholders' meeting The Board of Directors shall prepare a written notice of the meeting specifying the place, date, time and agenda of the meeting. And matters to be proposed to the meeting with appropriate details. It clearly states that the matter will be proposed for acknowledgment, approval, or consideration, as the case may be, including the opinion of the Board of Directors on such matter. And send it to the shareholders and the registrar for acknowledgment not less than seven (7) days prior to the meeting date. Three (3) days

The place where the meeting will be held will be in the province where the company's head office is located. Or any other place in Thailand as determined by the Board.

NO. 34 Shareholder meeting There must be at least twenty-five (25) shareholders and proxies (if any) attending the meeting or not less than one-half (1/2) of the total number of shareholders. And must hold shares amounting to not less than one-third (1/3) of the total number of shares sold to constitute a quorum.

In the event that any shareholder meeting When one (1) hour has passed since the appointed time, the number of shareholders attending the meeting is inadequate to constitute a quorum as specified in the first paragraph. If the shareholders' meeting was called because of the request of the shareholders Let the meeting be suspended. If the meeting of shareholders was not called at the request of the shareholders make a new meeting And in this case, the notice of the meeting shall be sent to the shareholders at least seven (7) days prior to the meeting date. In the latter meeting, it is not mandatory that a quorum be formed.

NO. 35 The Chairman of the Board shall be the chairman of the shareholders' meeting. In case the Chairman is absent from the meeting or unable to perform duties The Vice Chairman shall preside over the meeting. If there is no vice chairman or was absent from the meeting or unable to perform duties the meeting shall elect one of the shareholders present to preside over such meeting.

NO. 36 Voting at the shareholders' meeting It shall be deemed that one (1) share has one (1) vote and any shareholder has a special interest in any matter. That shareholder has no right to vote on that matter. In addition to voting for the election of directors And the resolution of the shareholders' meeting must consist of the following votes:

- (1) In normal case, the majority vote of the shareholders who attend the meeting and vote. If there are equal votes, the chairman of the meeting shall have an additional vote. (1) as a deciding vote.
- (2) The following cases A vote of not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and having the right to vote is required.
 - (A) Sale or transfer of all or important parts of the Company's business to other persons
 - (B) Purchasing or accepting business transfers of private companies or other public companies as the Company
 - (C) making, amending or terminating contracts relating to the lease of all or important parts of the Company's business Assigning any other person to manage the business of the Company or the merger with other persons for the purpose of profit and loss sharing
 - (D) Amendment to the Memorandum of Association or company regulations
 - (E) Increase or decrease of the company's registered capital
 - (F) Company dissolution
 - (G) Issuance of company debentures
 - (H) The merger of the company with another company

NO. 37 Businesses that should be convened by the annual general meeting of shareholders are as follows:

- (1) Acknowledgment of the Board of Directors' report showing the Company's operations in the past year.
- (2) to consider and approve the balance sheet and profit and loss account
- (3) Consider approving profit allocation and dividend payment
- (4) Consider the election of new directors to replace directors who have retired from office according to the term of office.
- (5) To consider the remuneration of directors.
- (6) Consider appointing an auditor and determine the amount of audit fee; and
- (7) Other businesses

Board

NO. 16 The company shall have a board of directors to operate the business of the company. It consists of at least five (5) directors, of whom not less than half (1/2) of the total number of directors must reside in Thailand. And the company's directors must be qualified as required by law.

Company directors may or may not be shareholders of the Company.

NO. 17 The shareholders' meeting shall elect the Company's directors in accordance with the criteria. and the following methods

- (1) One shareholder has a vote equal to one (1) share per one (1) vote.
- (2) Each shareholder may use all the votes he has under (1) to elect one or more persons to be directors. In the event that several persons are elected as directors cannot divide the votes to any person in any amount
- (3) Persons receiving the highest number of votes in descending order will be elected as directors equal to the number of directors to be elected at that time. In the event that the persons elected in descending order have equal votes which would otherwise exceed the number of directors required or to be elected at that time. The chairman of the meeting shall have a casting vote.

NO. 18 At every annual general meeting of shareholders One-third (1/3) of the directors shall retire from office if the number of directors is not a multiple of three. then issued the number nearest to one-third (1/3)

Director who retired may be re-elected to take office again

Directors who must retire from office in the first and second year after the registration of the company.

To draw lots for the following years, the director who has been in office the longest is the one who retires.

NO. 19 In addition to retiring from office by rotation Directors will retire from office when:

- (1) Dead
- (2) Resign
- (3) Lack of qualifications or having prohibited characteristics under the law on public limited companies and the law on securities and exchange
- (4) The shareholders' meeting resolved to retire according to 21.
- (5) The court issued a dismissal order.

No. 21 The shareholders' meeting may pass a resolution to remove any director from office before the expiration of the term with one vote. Not less than three-fourths (3/4) of the number of shareholders attending the meeting and having the right to vote. And holding shares amounting to not less than half (1/2) of the number of shares held by shareholders attending the meeting and having the right to vote.

NO. 23 Company's directors are entitled to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses or other forms of benefits. As the meeting of shareholders will consider and resolve with a vote of not less than two-thirds (2/3) of the total number of votes of the shareholders attending the meeting. The directors' remuneration may be determined in a fixed amount or set as specific criteria. And will be determined from time to time or it can be effective forever until the shareholders' meeting resolves to change otherwise. In addition, the directors are entitled to allowances and other welfare according to the regulations of the company.

The statement in the first paragraph shall not affect the rights of directors appointed from employees or employees of the Company to receive remuneration and benefits as employees or employees of the Company.

Dividend payment and reserves

NO. 45 Do not pay dividends from money other than profit. In the event that the company still has accumulated losses Dividends shall not be paid according to the number of shares, per share equally, except in the case where the Company issues preferred shares and requires that preferred shares receive dividends differently from ordinary shares. To allocate dividends as specified. The dividend payment must be approved by the shareholders' meeting.

The Board of Directors may from time to time pay interim dividends to shareholders. When he saw that the company had sufficient profits to do so and when the interim dividend has been paid the dividend payment shall be reported to the shareholders' meeting at the next shareholders' meeting.

Payment of dividends must be made within one (1) month from the date of the shareholders' meeting. Or at the board meeting resolution, as the case may be, provided that such notice shall be sent in writing to the shareholders and such dividend payment notice shall also be published in a newspaper for at least three (3) consecutive days.

NO. 46 The company must allocate part of the annual net profit as a reserve fund of not less than five (5) percent of the annual net profit. Less the accumulated loss brought forward (if any) until the reserve fund is not less than ten (10) percent of the registered capital.

Accounting, Finance and Auditing

NO. 38 The company's fiscal year begins on January 1 and ends on December 31 of each year.

NO. 39 The company must arrange for the making and keeping of the account books. As well as auditing as required by relevant laws. And must prepare a balance sheet and profit and loss account at least once in the twelve (12) month period which is the accounting year of the company.

NO. 40 The board of directors must have the balance sheet and profit and loss account prepared at the end of the company's fiscal year to be presented to the meeting. Shareholders at the annual general meeting for approval and the Board of Directors must arrange for an auditor to complete the audit of the balance sheet and profit and loss statement before presenting it to the shareholders' meeting.

NO. 41 The Board of Directors must deliver the following documents to the shareholders. along with the notice of the annual general meeting of shareholders

- (1) Copy of the balance sheet and profit and loss account audited by the auditor together with the auditor's audit report; and
- (2) Annual report of the board along with various supporting documents to accompany the report

- NO. 42 The auditor must not be a director, employee, employee or person holding any position in the company.
- NO. 43 The auditor has the authority to audit accounts, documents and any other evidence related to income and expenses. As well as the assets and liabilities of the company during the business hours of the company. as well as requiring those persons to clarify the facts or submit documents or evidence relating to the operations of the company
- NO. 44 The auditor has a duty to attend every shareholders' meeting of the company when the balance sheet is considered. Profit and loss account and problems with the company's accounts to clarify the audit to the shareholders. And the company shall submit to the auditor all reports and documents of the company that the shareholders are expected to receive at that meeting of shareholders.