

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

**Provision 5 Shareholders' Meeting**

Article 30. The board of directors shall convene an annual general meeting of shareholders within 4 months of the last day of fiscal year of the Company.

The shareholders meetings other than those specified above shall be called extraordinary general meetings of shareholders. The board of directors may summon an extraordinary general meeting of shareholders at any time as it is deemed appropriate, or when one or several shareholder(s) holding shares in aggregate of not less than ten percent of the total issued shares may jointly subscribe their names in a written notice requesting the board of directors to call an extraordinary meeting at any time, provided that matters and reasons for calling such meeting shall be clearly stated in the said notice. In such case, the board of directors shall convene a shareholders' meeting within forty-five days from the date of the receipt of such notice from the shareholders.

In the case where the board of directors does not convene the meeting within the period specified under paragraph two, the shareholders who have subscribed their names or other shareholders holding shares in the required aggregate number may themselves call the meeting within forty-five days from the end of the period under paragraph two. In this case, such shareholders' meeting shall be deemed to be called by the board of directors, and the Company shall be responsible for necessary expenses incurred in the course of convening such meeting and shall provide reasonable facilitation.

In the case where, at a shareholders' meeting called by the shareholders under paragraph three, the number of shareholders attending the meeting does not constitute a quorum as prescribed in Article 32. of these Articles of Association, the shareholders under paragraph three shall jointly be responsible to and compensate the Company for the expenses incurred from convening of such meeting.

Article 31. In summoning a meeting of shareholders, the board of directors shall prepare a written notice summoning the meeting, with an indication of the place, date, time and agenda of the meeting and matters to be submitted to the meeting, together with reasonable details and a clear indication as to whether such matters are to be submitted for information, approval or consideration, as the case may be, as well as opinions of the board of directors on such matters, and shall send such notice to the shareholders and the Registrar at least 7 days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published in a newspaper for 3 consecutive days at least 3 days prior to the date of the meeting. Such notice may be published via electronic media instead in accordance with the criteria stipulated by the Registrar.

The date, time and place for the meeting shall be fixed by the board of directors or the director entrusted whereby the place for the meeting of shareholders must be in the locality where the Company's head office or branch office is located or in a nearby province, or other province as the board of directors deems proper.

In the case that a meeting is summoned by the shareholders under paragraph three of Article 30, such shareholders may send a notice summoning the meeting to shareholders by electronic methods, provided that the shareholders have already declared their intention or given consent to the Company or the board of directors as stipulated in the Public Limited Companies Act, B.E. 2535 (1992).

Article 32. In a shareholders' meeting, there shall be shareholders and proxies (if any) attending the meeting not less than 25 persons or not less than one-half of the total number of shareholders, and holding shares in aggregate not less than one-third of the total issued shares, to constitute a quorum.

At any shareholders' meeting, if 1 hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still not adequate to constitute a quorum as specified, if such shareholders' meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such shareholders' meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than 7 days prior to the date of the meeting. In a subsequent meeting, a quorum is not required.

Article 33. The resolution of a shareholders' meeting shall comprise the following votes:

- (1) In ordinary events, a majority vote of the shareholders who attend the meeting and cast their votes.  
In case of a tie vote, the chairman of the meeting shall have a casting vote.
- (2) In the following events, a vote of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote.
  - (a) the sale or transfer of the whole or important parts of the business of the Company to other persons;
  - (b) the purchase or acceptance of transfer of the business of other companies or private companies by the Company;
  - (c) the making, amending or terminating of contracts with respect to the granting of a lease of the whole or important parts of the business of the Company, the assignment of the management of the business of the Company to any other persons or amalgamation of the business with other persons with the purpose of profit and loss sharing.

Article 34. Transactions to be conducted at an annual general meeting are as follows:

- (1) To consider the report of the board of directors as proposed to the meeting presenting the business management of the Company in the preceding year;
- (2) To consider and approve the financial statements;
- (3) To consider the appropriation of profits;
- (4) To appoint directors in replacement of the directors who retire by rotation;
- (5) To appoint the auditors; and
- (6) To transact any other businesses.

#### **Provision 6 The Meetings via Electronic Media**

Article 35. Apart from the procedure stipulated herein, the chairman of the board may require a meeting of the board of directors or a meeting of shareholders to be held via electronic media. The meeting held via electronic media shall be in compliance with the criteria stipulated in relevant laws or notifications.

In the case that the meeting mentioned in paragraph one is held via electronic media, it shall be deemed that the Company's head office is the place of the meeting.

Article 36. In the case that the chairman of the board of directors requires a meeting to be held via electronic media, an invitation and supporting documents for the meeting may be sent by electronic mail, provided that such electronic mail shall be sent within such period of time and the notice of the meeting shall be published as stipulated herein.

Article 37. The board of directors' meeting and the shareholders' meeting through electronic media which comply with the criteria stipulated in the relevant laws and notifications shall be deemed a lawful meeting and shall have the same effect as the meeting conducted under the procedures stipulated by laws and these Articles of Association.