



Company's Articles of Association concerning to the shareholders meeting

Chapter 1 General

Clause 3. Unless otherwise stated herein, the statutory provisions of The Public Limited Companies Act, securities and exchange law shall be observed and enforced.

Chapter 3 Board of Directors

Clause 14. The director shall be elected by the general meeting of shareholders by majority vote in accordance with the following rules and procedures:

- (1) A shareholder shall have one vote for each share he holds or represents.
- (2) The shareholders shall vote for each individual candidate nominated for directors.
- (3) The candidates shall be ranked in order descending from the heights number of votes received to the lowest and shall be appointed as director in that order until all the director position are filled. where the votes cast for candidates in descending order a tied, which would otherwise cause the number of directors to be exceeded, the remaining appointment shall be made by the chairman of the meeting.

Clause 15. At the annual general meeting of shareholders, one-third off to directors, if the number is not multiple of three, then the number nearest to one-third Must retire from the office.

Clause 16. Directors are entitled to receive directors' remuneration in the form of prize money, allowance, bonus, or other benefits. According to The Company's Articles of Association or the approval of shareholder meeting. The directors' remuneration may be fixed in certain amount or set as a specific criterion and will be scheduled periodically or until the shareholder meeting is resolved otherwise. in addition, the directors are entitled to allowances and welfare in accordance with the company's regulations.

The context in the first paragraph shall not affect at all on the right of the directors appointed by the employees of the company in order to receive compensations and benefits as employees of the company.

Chapter 4 The shareholders' meeting

Clause 27. The board of directors shall hold the shareholders' meeting as Annual General Meeting within four (4) months from the end of the date of the company's accounting year.

Other time of the shareholders' meeting other than previous paragraph shall be called "Extraordinary Meeting" the board of director can call the shareholders' meeting as an extraordinary meeting whenever up to its opinion that it is appropriate. The shareholders with total counted not less than ten (10) percent of total sold shares, can submit a joint letter to request the board of directors to call the shareholders meeting as an extraordinary meeting whenever but the reason to request for calling the meeting shall be clearly specified in the said letter. In such case, the board of directors shall hold the holder the shareholders' meeting within 45 days from the received date of the letter from the said shareholders.

Clause 28. In calling the shareholders' meeting, the board of directors shall issue the meeting appointment notice specifying venue, date, time, meeting agenda, and matters proposed to the meeting together with details as appropriate by clearly specifying to be the matters proposed for acknowledgement, for approval or considerations as the case maybe, including opinions of the board of directors in the said matters, and deliver to the shareholders and the registrar for acknowledgement at least 7 days prior to the meeting date. The meeting appointment notice shall be advertised in newspaper for 3 consecutive days prior to the meeting date at least 3 days.

The shareholders meeting venue can be in the province where is the location of the company's head office or any other place specified by the board of directors.

Clause 29. In shareholders' meeting, the shareholder shall assign a proxy to another person to join the meeting and vote instead. The proxy shall specify the date of assignment and signature of the shareholder, subject to the form which prescribed by the registrar.

Clause 30. In the Shareholders' Meeting, the shareholder and the proxy of the shareholder (if any) shall attend the meeting no less than one-third (1/3) of total sold shares or no less one-half of total number of shareholders or the proxy of the shareholder, and total counted shares shall not be less than one-third (1/3) of total sold shares for constituted quorum.

In case where it appears that the number of shareholders who attend the meeting is not constituted as quorum in any time of the Shareholders' Meeting after appointment time is elapsed up to one (1) hour, the said meeting shall be suspended if it is called, and the appointment is made due to the request of the shareholders. If the said Shareholders' Meeting is not called for the meeting due to the request of the shareholders, the new meeting appointment shall be made, and the meeting appointment notice shall be delivered to the shareholders at least seven (7) days prior to the meeting date. In this next meeting, the constituted quorum shall not be enforced.

In the shareholders' meeting, The Chairman of the Board shall preside over the Shareholders' Meeting. If the Chairman of the Board is absent from the meeting or unable to perform his/her duty, the Vice Chairman of the Board shall preside over the meeting. If the Vice Chairman of the Board is unavailable, or if he/she is available, but unable to perform his/her duty, the Meeting shall select one of the shareholders who attend the meeting to preside over the said meeting.

Clause 31. In voting in the Shareholders' Meeting, it shall be deemed that one share has one vote. The resolution of the Shareholders' Meeting shall consist of the following votes.

(1) In normal case, the majority vote of the shareholders who attend the meeting and vote shall be adhered. If there is a tie, the Chairman of the Meeting shall perform one more vote as casting vote.

(2) In the following cases, the votes no less than three-fourth (3/4) of total votes of the shareholders who attend the meeting and have voting rights shall be adhered.

(a) Sale or transfer of the Company's business in whole or in significant part to others.

(b) Purchase or acceptance of business transfer of other company or private company to be owned by the Company.

(c) Entry, revision, or cancellation of the contract relating to the leasing the Company's business in whole or in significant part, assigning other person to enter into business management or merger of the business with other person under profit and loss sharing purpose.

(d) Amend Memorandum of Association or Articles of Association of the Company.

(f) Capital increase or reduction of the Company's authorized capital or the Company's issuance of debenture.

(g) Merger of the Company's business with other company or winding up the Company.

Clause 32. The undertakings that should be called for meeting by Annual General Meeting of Shareholders are as follows.

- (1) To consider the report of the Board of Directors indicating the Company's operating result in the last year.
- (2) To consider and approve balance sheet, profit and loss account of previous fiscal year.
- (3) To consider approving the appropriation of profit and payment of dividend
- (4) To elect the director in replacement of the director who retires by rotation and consider determining director remuneration
- (5) To appoint the auditor and determine amount of audit fee
- (6) Other undertakings
