



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.

Directors who must retire from office in the first year and the second year after Company's registration are required to draw lots as to who to retire whereas the following years the directors who have been in office the longest are to retire from office. The directors who retire by rotation may be re-elected to the position.

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.

Clause 20. The shareholders' meeting may resolve to remove any director prior to the expiration of his/her term of office for retirement by rotation with votes of no less than three-fourth (3/4) of the number of shareholders attending the meeting and having voting rights with total counted shares of no less than one-half (1/2) of shares held by all shareholders attending the meeting and having voting rights.

#### 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.

The other meeting of the shareholders, 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 of the shareholders' meeting within 45 days from the received date of the letter from the said shareholders.

In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph two, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five days from the completion of such period under paragraph one. The shareholders calling the meeting may send the notice of the meeting to the shareholders by electronic method if such shareholders have notified their intention or given their consent to the Company or the Board of Directors accordance with the criteria prescribed by law. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors. The company shall be responsible for necessary expenses arising from such a meeting and reasonably provides facilitation.

In case the quorum of the shareholders' meeting called by the shareholders as prescribed under paragraph three is not formed according to Article 30, the shareholders as prescribed under paragraph three shall be collectively responsible to the Company for expenses arising from such meeting.

Clause 28. In summoning a shareholders' meeting, the board of directors shall prepare a notice specifying the place, date, time, agenda and matters to be proposed to the meeting together with adequate details, by clearly indicating whether such matters are proposed for acknowledgement, for approval or for consideration as well as the Board of Director's opinions on such matters. Such notice shall be sent to the shareholders and registrar not less than 7 days prior to the date of the meeting and advertised in a Thai newspaper or via electronic media in accordance with the rules and procedures prescribed by the Registrar and the law. for 3 consecutive days at least 3 days prior to the date of the meeting.

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 a shareholders' meeting, a shareholder may appoint any other person as proxy to attend the meeting and vote on his/her behalf. The appointment shall be made in writing dated in a form as specified by the Registrar and signed by the shareholder.

The proxy form shall submit to the Chairman of the Board or to the person designated by the Chairman of the Board at the place of the meeting before the proxy attends the meeting.

Appointment of a proxy may be carried out via electronic means, provided that such method is safe, and that it is credible that such appointment has been duly made by a shareholder in accordance with the criteria prescribed by the Share 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

#### Chapter 5 Electronic meetings

Clause 33. In summoning a board meeting and a shareholders' meeting, in addition to proceeding with the prescribes in this article of association the chairman of the board may arrange the meeting via electronic media. Electronic meetings shall comply with the relevant rules and procedures prescribed by law.

In the event that the meeting is held via electronic media, the company's head office shall be deemed as the meeting venue.

Clause 34. In the event that the Chairman of the Board of Directors requires that the meeting to be held via electronic media. The meeting invitation letter and supporting documents may also be sent by electronic method. However, it must be sent within the period as required by laws and advertised in a newspaper in accordance with the criteria prescribed by the Company's Articles of Association or shall be advertised via electronic media in accordance with the rules and procedures prescribed by law and In this regard, the person charged with arranging the meeting must keep a copy of the summoning notice and its related documents as evidence, which may be stored in electronic data format.

In the event that the Company or the Board of Directors is obliged to send letters or documents to Directors, Shareholders or the creditors of the Company in accordance with the Company's Articles of Association. If such persons have notified their intention to receive or consented to the

delivery of, letters or documents via electronic means, the Company or the Board of Directors may send such letters or documents via electronic means in accordance with the criteria prescribed by law.

Clause 35. A board meeting and a shareholders' meeting held via electronic media by the criteria prescribed by applicable laws or relevant notifications shall be deemed duly held and shall have the same legal effect as meetings conducted in the manner specified by law and these Articles of Association.

#### Chapter 6 Accounting, Finance and Auditing

Clause 38. The Board of Directors must prepare the balance sheet or statement of financial position, profit and loss account at the ending date of the Company's accounting year and propose to the Shareholders' Meeting in the Annual General Meeting for the consideration and approval. The Board of Directors must assign the auditor to complete the audit of balance sheet or statement of financial position, and profit and loss prior to proposing to the Shareholders' Meeting.

Clause 39. The Board of Directors must send the following documents to Shareholders together with the Annual General Meeting Appointment Letter

(1) Copies of Balance Sheet and Profit & Loss Account audited by the Auditor with the Auditor's Auditing Report.

(2) Board of Directors' Annual Report.

Clause 40. The auditor obtains duty to attend the Company's Shareholders Meeting every times when consider balance sheet and profit and loss statements including with problem concerning the Company's accounts in order to explain the accounting audit to the Shareholders. The Company shall send the Company reports and documents which the Shareholders are deemed appropriate to receive as well. The auditor must not be Director, officer, employee nor person occupying any position of the Company.

The auditor obtains authority to audit the books and accounts, and any other evidences concerning revenues, expenses covering assets and liabilities of the Company during the

Company's official hours. As well, the auditor obtains the entitlement to call Director, officer, and employee of the Company to give any statements and explanation as necessary for doing the auditor's duty. The auditor must also do the report concerning balance sheet and profit and loss statements proposed to the Annual General Meeting of Shareholders; and must declare such report whether the balance sheet had been done correctly and shows true and correct business of the Company or not.

Clause 41. Dividend payment that takes money from other types of money other than profit shall be prohibited. In case the Company still has accumulated losses, dividends shall not be paid out.

Unless a case of preferred stock that other are specified by the company's article. Dividends shall be distributed according to the number of shares on an equal basis.

Payment of dividends shall be approved by the shareholders' meeting.

The Board of Directors may pay interim dividends to the shareholders from time to time as it deems appropriate in view of the Company's profit. Such payment shall be reported to the shareholders at the next shareholders' meeting.

Payment of dividends shall be made within one ( 1 ) month of the date of the resolution rendered by the shareholders' meeting or the Board of Directors' meeting, as the case may be. A written notice of the dividend payment shall be given to the shareholders and published in a newspaper for at least 3 consecutive days or shall be advertised via electronic media in accordance with the rules and procedures prescribed by law. And do not charge interest to the company if the dividend payment is made under the law's period.

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