

## THE COMPANY'S ARTICLE OF ASSOCIATION RELATING TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

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### Board of Directors

**Section 14** The Company shall have a board of directors consisting of at least five directors and not less than half of whom shall have a residence in Thailand.

**Section 15** The directors shall be elected at the meeting of shareholders in accordance with the following rules and procedures:

- (a) each shareholder shall have a voting right equal to 1 share per 1 vote;
- (b) each shareholder may exercise all the votes he or she has under (a) to elect one or several persons as director or directors;
- (c) the candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order, until all of the director positions are filled. Where there is an equality of votes cast for candidates in descending order causing the number of directors to be exceeded, the Chairman of the meeting shall have a casting vote.

**Section 16** At every annual ordinary meeting, one-third of the directors shall vacate in proportion. If the number of directors is not a multiple of three, the number of directors closest to one-third, but not exceeding one-third, shall vacate. A director who vacates office may be re-elected.

The directors vacating from office in the first and second years after the registration of the Company, if not provided otherwise, shall be selected by drawing lots. In subsequent years, the director who has held office longest shall vacate

**Section 17** In addition to vacating office upon the termination of the term, the director shall vacate office upon:

- (1) death;
- (2) resignation;
- (3) being disqualified or being under any of the prohibitions under the Public Company Act and the laws governing securities and stock exchange;
- (4) removal by a resolution of the meeting of shareholders under Section 19;
- (5) removal by a court order.

**Section 18** Any director wishing to resign from office shall submit his or her resignation letter to the company and the resignation shall be effective from the date on which the company receives the resignation letter.

A director who has resigned under paragraph one may also notify the Registrar for the resignation.

**Section 19** The meeting of shareholders may pass a resolution removing any director from office prior to vacancy as a result of the termination of the term of office of the director, by a vote of not less than three-fourths of the number of shareholders attending the meeting and having the right to vote and the total number of shares being not less than half of the number of shares held by the shareholders attending the meeting and having the right to vote.

**Section 20** In the case of a vacancy in the board of directors for reasons other than the termination of the term of office, the board of directors shall elect a person who has the qualifications and is not being under any of the prohibitions under the laws as the substituted director at the next meeting of the board of directors, unless the remaining term of office of the said director is less than two months. The substituted director shall be in the office only in the remaining term.

The resolution of the board of directors under paragraph one shall be by a vote of not less than three-fourths of the number of directors remaining.

**Section 21** The director may be a shareholder of the Company.

**Section 22** The director is entitled to receive remuneration from the Company as approved by the Shareholders Meeting.

### **Shareholders Meeting**

**Section 30** The Board of Directors shall call an Annual Ordinary Meeting of Shareholders within four (4) months from the last day of the fiscal year of the Company.

Other meeting of shareholders than the aforementioned shall be called extraordinary meetings. The Board of Directors may call an extraordinary meeting of shareholders any time the Board considers it expedient to do so.

Shareholders holding shares amounting to not less than one-fifth of the total number of shares sold or shareholders amounting to not less than twenty-five persons holding shares amounting to not less than one-tenth of the total number of shares sold may, by subscribing their names, request the board of directors to call an extraordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the board of directors shall proceed to call a meeting of shareholders to be held within one month as from the date the request is received from the shareholders.

**Section 31** In calling a meeting of shareholders, the board of directors shall prepare a written notice calling the meeting that indicates the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with sufficient detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the board of directors in the said matters, and shall be delivered to the shareholders and the Registrar for their information not less than seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper not less than three days prior to the date of the meeting.

The place of the meeting under paragraph one shall be in the locality in which the head office of the company is located or other place as determined by the board.

**Section 32** In a meeting of shareholders, there shall be shareholders and proxies (if any) attending at the meeting amounting to not less than twenty-five persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold to constitute a quorum.

At any meeting of shareholders, in the case where one hour has passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed, if such meeting of shareholders was called as a result of a request by the shareholders, such meeting shall be cancelled.

If such meeting of shareholders 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 seven days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

**Section 33** The chairman of the board shall preside over the meetings of shareholders. In the case where the chairman of the board is not present at a meeting or is unable to perform his or her duty, if there is no vice-chairman or there is a vice-chairman, but such vice-chairman is unable to perform his or her duty, the shareholders present shall elect one among themselves to preside over the meeting.

**Section 34** A resolution of the meeting of shareholders shall be made by the following votes:

- (1) in an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of an equality of votes, the chairman of the meeting shall have an additional vote as a casting vote;
- (2) in the following cases, a vote of not less than three-fourths of the total number of votes of 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 hire of the whole or important parts of the business of the company, the authorization of the management of the business of the company to any other person or the amalgamation of the business with other persons with the purpose of profit and loss sharing
  - (d) Amendment to the Memorandum of Association or the Articles of Association;
  - (e) increase or decrease of the Company's capital;
  - (f) dissolution of the Company;
  - (g) Amalgamation or merger;

**Section 35** The following issues shall be transacted in the Annual General Meeting:

- (a) The Board of Directors' report of past operation;
- (b) Approval of the balance sheets and the profit and loss account and report of the auditor thereon for the preceding fiscal year;
- (c) Payments of dividend, and legal reserve allocation;
- (d) Appointment of new directors to replace those whose terms are expired and fixing the remuneration of the directors;
- (e) Appointment of an auditor and fixing his/her remuneration;
- (f) Other businesses (if any).

## Accounts and Reports

**Section 36** The fiscal year of the company shall begin from January 1 and end on December 31 of every year.

**Section 37** A Board of Directors must have a balance sheet prepared at least once for every twelve-month interval i.e. at the end of the fiscal year of the Company. The balance sheet must contain a summary of assets and liabilities of

the Company and a profit and loss statement for the Company's fiscal year.

**Section 38** A Board of Directors must prepare a balance sheet and a profit and loss statement as of the end of the fiscal year to present the shareholders at the Annual General Meeting for approval. The board shall procure the auditor to certify the balance sheet and the profit and loss statement prior to presentation to the shareholders meeting.

**Section 39** The Board of Directors shall deliver the following documents to the shareholders along with written notices calling for an annual ordinary meeting:

- (1) copies of the balance sheet and the profit and loss statement which have been examined by the auditor, together with the audit report of the auditor;
- (2) the annual report of the Board of Directors with the documents showing particulars

**Section 40** Dividends shall not be paid other than out of profits. In the case where the company still has an accumulated loss, no dividends shall be paid.

Dividends shall be distributed according to the number of shares

The Board of Directors may from time to time pay to the shareholders such interim dividends if the board estimates that the profits of the company justify such payment. After the dividends have been paid, such dividend payment shall be reported to the shareholders at the next meeting of shareholders.

Payment of dividends shall be made within one month as from the date of the resolution of the meeting of shareholders or of the meeting of the board of directors, as the case may be and the shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper.

**Section 41** The company shall allocate not less than five percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten percent of the registered capital. Upon approval of the shareholders meeting, the company may transfer the reserve fund under paragraph 1 and the premium of the shares, respectively, to compensate the retained loss of the Company.

**Section 42** The auditor shall not be a director, staff, employee or person holding any position or having any duty in the company.

**Section 43** The auditor has the power to examine the accounts, documents and any other evidence relating to the revenues and expenditures including the property and debts of the company during the working hours of the company. In this regard, the auditor shall also have the power to interrogate the directors, staff, employees, persons holding any position or having any duty in the company and agents of the company, including directing them to clarify any matter or to deliver documents or evidence in connection with the operation of the business of the company.

**Section 44** The auditor has the right to present a written explanation to the meeting of shareholders and has the duty to attend every meeting of shareholders at which the balance sheet, the profit and loss account and the problems relating to the accounts of the company are to be considered in order to explain to the shareholders the auditing of accounts. In this regard, the company shall also deliver to the auditor the reports and documents of the company that are to be received by the shareholders at that meeting of shareholders.