

The Company's Articles of Association relating to Shareholders' Meetings

Chapter 6 Shareholders' Meetings

Clause 39.

The shareholders' meetings of the Company shall be held in the locality where the head office of the Company is situated, or at the location of any branch office of the Company, or in a nearby province.

Clause 40.

The Board of Directors shall arrange for a shareholders' meeting at least once per year. Such meeting shall be called the "Annual General Meeting." The Annual General Meeting shall be held within four (4) months from the end of the Company's fiscal year.

Any other shareholders' meetings apart from the above shall be called "Extraordinary General Meetings." The Board of Directors may convene an Extraordinary General Meeting at any time as it deems appropriate, or when one or more shareholders holding shares in an aggregate amount of not less than ten percent (10%) of the total issued shares submit a written request to the Board of Directors to convene such meeting at any time. The request must clearly specify the matters and reasons for convening the meeting.

In such case, the Board of Directors must arrange the meeting within forty-five (45) days from the date of receipt of such request.

If the Board of Directors fails to convene the meeting within the period specified in the preceding paragraph, the shareholders who submitted the request or other shareholders holding the required number of shares may convene the meeting themselves within forty-five (45) days from the expiration of such period. In this case, the meeting shall be deemed a shareholders' meeting convened by the Board of Directors, and the Company shall be responsible for the necessary expenses and provide reasonable facilitation.

If it appears that any shareholders' meeting convened by shareholders pursuant to the preceding paragraph does not constitute a quorum as prescribed in Clause 42, the requesting shareholders shall jointly be responsible for compensating the Company for the expenses incurred in arranging such meeting.

Where shareholders convene a meeting themselves as stated above, they may send the notice of meeting to shareholders by electronic means, provided that such shareholders have notified their intention or given consent to the Company or the Board of Directors in accordance with the law governing public limited companies and related regulations.

Clause 41.

In calling 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 reasonable details. It shall clearly indicate whether each matter is for information, approval, or consideration, as the case may be, including the Board's opinion on such matters.

The notice shall be delivered to shareholders, the registrar, and the Stock Exchange of Thailand (in the case where the Company is listed), not less than seven (7) days prior to the meeting date, unless otherwise provided by law.

The notice shall also be published in a newspaper for not less than three (3) consecutive days prior to the meeting.

Clause 42.

At any shareholders' meeting, whether attended in person or by proxy, there must be not less than twenty-five (25) shareholders and proxies (if any), or not less than one-half (1/2) of the total number of shareholders, holding in aggregate not less than one-third (1/3) of the total issued shares, to constitute a quorum.

If, after one (1) hour from the appointed time, the quorum is not present, and if the meeting was convened upon the request of shareholders, the meeting shall be cancelled. If the meeting was not convened upon shareholders' request, a new meeting shall be scheduled and a notice shall be sent at least seven (7) days prior to the meeting. At such subsequent meeting, a quorum shall not be required.

Clause 43.

At a shareholders' meeting, a shareholder may appoint another person as proxy to attend and vote on his/her behalf. The proxy form must be dated and signed by the shareholder and shall be in the form prescribed by the public company registrar.

The proxy shall be submitted to the Chairman of the Board or a person designated by the Chairman at the meeting venue prior to the proxy's attendance and must contain at least the following particulars:

- 1) The number of shares held by the shareholder granting the proxy;
- 2) The name of the proxy;
- 3) The meeting number for which the proxy is granted.

The proxy appointment may also be made by electronic means, provided that such method is secure and reliable in verifying that the proxy is granted by the shareholder, in accordance with applicable laws and regulations.

Clause 44.

The Chairman of the Board shall preside over the shareholders' meeting and shall ensure that the meeting is conducted in accordance with the law and the Company's regulations. If the Chairman is absent or unable to perform his/her duties, the Vice Chairman (if any) shall act as chairman. If there is no Vice Chairman or he/she is unable to act, the shareholders present shall elect one shareholder to preside over the meeting.

The meeting shall proceed in accordance with the agenda specified in the notice, unless the meeting resolves to change the order of the agenda by a vote of not less than two-thirds (2/3) of the shareholders present.

After all agenda items have been considered, shareholders holding not less than one-third (1/3) of the total issued shares may request the meeting to consider other matters not specified in the notice.

If consideration of the agenda items or additional matters is not completed and adjournment is necessary, the meeting shall determine the place, date, time, and agenda of the next meeting. The Board shall then send a notice of meeting to shareholders at least seven (7) days in advance and publish such notice in a newspaper for not less than three (3) consecutive days prior to the meeting.

Clause 45.

At a shareholders' meeting, each shareholder shall have one (1) vote per one (1) share. This rule shall not apply where the Company has issued preferred shares with voting rights less than those of ordinary shares.

In the case of joint shareholders, only one of them shall be appointed to exercise the voting rights.

Voting shall be conducted openly unless at least five (5) shareholders request a secret ballot and the meeting resolves accordingly. The procedure for secret voting shall be determined by the chairman of the meeting.

A shareholder having a special interest in any matter shall not be entitled to vote on such matter, except for the election of directors.

Clause 46.

Resolutions of the shareholders' meeting shall require the following votes:

(1) In general cases, any resolution or approval shall require a majority vote of the shareholders present and voting. In the event of a tie, the chairman shall have a casting vote.

(2) In the following cases, a vote of not less than three-fourths (3/4) of the total votes of shareholders present and entitled to vote is required:

- (a) Sale or transfer of the whole or substantial part of the Company's business to another person;
- (b) Purchase or acceptance of transfer of business of another public or private company;
- (c) Execution, amendment, or termination of contracts relating to the lease of the whole or substantial part of the Company's business, assignment of management to another person, or merger for profit-sharing purposes;
- (d) Increase or reduction of capital;
- (e) Amendment of the Memorandum of Association or the Articles of Association;
- (f) Issuance of debentures;
- (g) Amalgamation of the Company;
- (h) Dissolution of the Company;
- (i) Other matters as prescribed by law requiring a three-fourths (3/4) vote.

Clause 47.

The Annual General Meeting shall consider the following matters:

- 1) Acknowledgement of the Board of Directors' report on the Company's operations during the past year;
- 2) Approval of the balance sheet and profit and loss statement;
- 3) Approval of profit allocation and dividend payment;
- 4) Election of directors in place of those retiring by rotation;
- 5) Determination of directors' remuneration;
- 6) Appointment of auditors and determination of audit fees;
- 7) Other business (if any).

