

The Company's Articles of Association in respect of shareholders' meeting

The Shareholder Meeting

Article 31. The Board of Directors shall hold a shareholders' meeting to be the Annual General Meeting of Shareholders within four (4) months after the ending date of the Company's fiscal year. Other shareholders' meetings, apart from paragraph one, are called "Extraordinary Meetings". The Board of Directors may call for an extraordinary meeting whenever they deem appropriate.

A shareholder or several shareholders whose total counted shares are not less than ten (10) percent of the total number of sold shares, may submit a joint letter to request the Board of Directors to call the shareholders' meeting to be the extraordinary meeting at any time, provided that the matters and reasons of the request for calling the meeting must be clearly specified in the said joint letter. In such case, the Board of Directors must hold the shareholders' meeting within forty-five (45) days from the received date of the said letter from the shareholders.

In the case where the Board of Directors fails to hold such meeting within the specified period pursuant to paragraph three, all shareholders who have submitted the joint letter or other shareholders altogether have the compulsory number of shares are able to call such meeting by themselves within forty-five (45) from the expiry date of the period in paragraph three. However, the Shareholders may deliver the letter of meeting appointments to the shareholders via electronic means, where the shareholders have given the consent to the Company or the Board of Directors have specified in the Article of Association, the said case is deemed to be the shareholders' meeting called by the Board of Directors, whereas the Company must be responsible for the necessary expenses incurred from holding the meeting and facilitating as appropriate.

In the case where it is apparent that any shareholders' meeting is called by the shareholders pursuant to paragraph four, a quorum is not constituted by the number of shareholders attending the meeting as specified in Article 33, the shareholders in paragraph four shall take joint responsibility for reimbursing the expense incurred from holding that meeting to the Company.

Article 32. In calling the shareholders' meeting, the Board of Directors shall prepare an appointment notice of the meeting specifying the place, date, time, agenda and matters to be submitted to the meeting together with the appropriate details clearly stating the issues that will be proposed for acknowledgement, for approval or for consideration as the case may be, including the opinions of the Board of Directors on the said matters, and shall send the same to the shareholders and the Registrar for acknowledgement not less than seven (7) days prior

to the date of the meeting. The publication of an appointment notice of the meeting shall also be made in a newspaper not less than three (3) days prior to the date of the meeting for at least three (3) consecutive days. However, the place used for the meeting shall be in the province where the Company's head office is located or any other place as specified by the Board of Directors.

The Quorum

Article 33. The constituted quorum of a shareholders' meeting shall consist of either not less than twenty-five (25) shareholders and proxies from the shareholders (if any), or not less than half of the total number of shareholders who attend the meeting, and total counted shares shall be not less than one-third (1/3) of the total number of sold shares.

In the case where it is apparent that when one (1) hour is elapsed from the appointment time for any shareholders' meeting and the number of shareholders attending the meeting does not constitute a quorum as specified in paragraph one, if the said meeting is a shareholders' meeting called for appointment due to the shareholders' request, it shall be suspended. If the shareholders' meeting is not called due to the shareholders' request, it shall be re-appointed by sending an appointment notice of the meeting to the shareholders not less than seven (7) days prior to the date of the meeting. In this last meeting, a requirement of the constituted quorum is not compulsory.

Article 34 The chairman of the Board of Directors has a duty to be the chairman of the meeting. In case the chairman of the Board is not present at the meeting or cannot perform his duty, and if there is a vice-chairman shall be the chairman of the meeting. If there is no vice-chairman, or if there is a vice-chairman but he/she cannot perform his/her duties, the shareholders present at the meeting shall elect one among themselves as the chairman of meeting.

Shareholder Rights to vote in the Meeting

Article 35 In voting in the shareholders' meeting, it shall be deemed that one has one vote, and any shareholder who has a special interest in any matter is not entitled to vote for such matter, other than voting for electing the directors. The resolution of the shareholders' meeting shall consist of the following votes:

(1) In the normal event, the majority votes of the shareholders who attend the meeting and cast votes shall be adhered. If there is a tie, the Chairman of the meeting shall perform an additional casting vote;

(2) In the following events, the votes of not 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 important part to other person;

- (b) Takeover or acceptance of the transfer of other private company or public limited company's business to belong to the Company;
- (c) Entry, amendment or termination of the contracts with respect to the leasing of the business of the Company in whole or in important part, the assignment of the Company's business management to any other persons or the merger of the business with other person under the purpose of profit and loss sharing;
- (d) Amendment and addition of the Memorandum of Association or the Articles of Association of the Company;
- (e) Increase or decrease of the Company's registered capital;
- (f) Dissolution of the Company;
- (g) Issuance of debentures;
- (h) Merger of the Company's business with other company.

Additional Provisions

Article 47 In the case where the Company or its subsidiary agrees to enter into a connected transaction or transaction related to the acquisition or disposition of the asset of the Company or its subsidiary pursuant to the meaning specified in the Notifications of the Stock Exchange of Thailand, which are effective with the entry into the connected transaction or acquisition or disposition of the asset of the listed company as the case may be, the Company shall comply with the rules and procedures as prescribed in the said Notifications in such matters.