

## **Company's Articles of Association regarding the Shareholders' Meeting and to Vote**

### **1. Book Closing**

The Act in accordance with Section 60 of Public Companies act 2535 said:

“During the twenty-one days before each meeting of shareholders, the Company will suspend the registration of share transfers. The Announced in advance by the shareholders at the head office and branch office locations. Not less than fourteen days before the date of suspension of registration of transfer of shares”

### **2. The began meeting**

(Article 44.) The board of directors must cause a meeting of shareholders to be held as the annual ordinary meeting within 4 (four) months from the ending date of the accounting year of the Company. Meetings other than the said one shall be call extraordinary meetings.

The board of directors may call an extraordinary meeting at any time it may see fit to do so or shareholders the aggregate of whose shares is not less than one-fifth of the total number of shares sold or not less than 25 (twenty-five) shareholders the aggregate of whose shares is not less than one – tenth of the total number of shares sold may enter their names making a written request that the board of directors call a meeting of shareholders as an extraordinary meeting at any time, but the reason for the request for the meeting to be called must also been clearly stated in the said written request. In such a case, the board of directors shall cause the meeting of shareholders to be held within 1 (one) month from the date of receipt of the written request from the shareholders.

(Article 45.) In calling a meeting of shareholders, the board of directors shall make a written notice of convocation specifying the place, the date, the time, the agenda of the meeting and the matter to propose to the meeting together with details as is reasonable by clearly stating whether it is a matter proposed for information, for approval or for consideration as the case may be, including the opinion of the board of directors on the said matter, and send the same to the shareholders and the registrar not less than 7 (seven) days before the date of meeting and advertise the same in a newspaper for 3 (three) successive days at least 3 (three) days before the date of meeting

The meeting place of the first paragraph. Must be in the area where the headquarters of the company or branch office or nearby the provinces

### **3. The Quorum**

(Article 47.) At a meeting of shareholders there must be shareholders and shareholders' proxies (if any) present not less than 25 (twenty-five) persons or not less than one half of the total number of shares, whichever is the smaller number, and there must be an aggregate of shares not less than one-thirds of the total number of shares sold in order to form a quorum.

In the event that it appears that at any meeting of shareholders, when one hour has elapsed behind the appointed time, the number of the shareholders who are present fails to procure such a quorum as required, if the meeting was called because of shareholders making a request, it shall be cancelled. If the meeting is not one called because of shareholders making a request, it shall be re-convened, and the notice of convocation shall be sent to the shareholders not less than 7 (seven) days before the date of meeting. At the latter meeting it is not compulsory to procure a quorum.



#### 4. Proxy

(Article 46.) In the shareholders' meeting. Shareholders to appoint a proxy to attend the meeting. And vote on their behalf, the proxy shall be in writing signed by the shareholder And follow the Registrar of Public Companies' form determined, by the way deliver to Chairman, or the person who set a proxy at the meeting. At the meeting place. Should before and at least must be having following on this item:

- A. Number of shares held by the shareholder.
- B. Proxies.
- C. A time of the meeting, the proxies to attend and vote.

#### 5. Voting

(Article 49.) The decision or the passage of a resolution of the meeting of shareholders shall be done by voting, and regardless of any method by which the voting is done, one share shall always be counted as one vote. A resolution of the meeting of shareholders shall consist of votes as follows.

49.1 In a normal case, a majority of votes of the shareholders who are present at the meeting and vote thereat shall be taken. If there are tied votes, the chairman of the meeting shall vote with one more vote as the casting vote.

49.2 In the following cases, a majority of votes not less than three fourths of the total number of votes of the shareholders who are present at the meeting and have the right to vote thereat ;

49.2.1 Selling or transferring the whole or some important parts of the business of the Company to another person.

49.2.2 Buying or receiving transferred the business of another company or a private company to belong to the Company.

49.2.3 Entering into, amending or terminating a contract pertaining to the letting of the whole or some important parts of the business of the Company, assigning another person to assume managing the business of the Company or merging with another person with a view to sharing profits with each other.

49.2.4 The amendment of the articles of the company.

49.2.5 The amalgamation or Company Dissolution.

49.2.6 The issuance of debentures.

49.3 Shareholders in the remuneration to use one-half voting.

In the event that a shareholder has a special interest in the matter. Shareholders will not be entitled to vote. In addition to voting for the election of directors.