

The Articles of Association regarding the Annual General Meeting of Shareholders and the Casting Vote

1. Book-Closing Date

In compliance with Section 60 of The Public Limited Companies Act B.E. 2535 (1992)

“ During 21 days prior to the date of each shareholders’ meeting, the Company may refuse to register any transfer of shares by notifying the shareholders for information in advance at the Company’s head office or at all other Company’s branches for the period of not less than 14 days prior to the date on which the Company refuses to register any transfer of shares.”

2. Calling of Shareholders Meeting

(Article 44) The Board of Directors shall arrange for an Annual General Meeting of Shareholders Meeting to be held within four months after the end of the Company’s fiscal year. Other meetings, apart from the above mentioned meeting, are called Extraordinary Meetings.

The Board of Directors may summon an Extraordinary Shareholders Meeting whenever they think fit Shareholders holding not less than one-fifth of the total number of shares sold or not less than 25 shareholders holding not less than one-tenth of the total number of shares sold, may request the Board of Directors in writing, with clear reasons and objectives specified therein, to summon an Extraordinary Shareholders Meeting. The Extraordinary Shareholders Meeting requested by shareholders shall be held within one month from the date the Company received such request from shareholders.

(Article 45) The Board of Directors shall summon a shareholders meeting by sending a notice, specifying the place, date, time, agenda item (s) of the meeting and the subject matters to be submitted to the meeting with appropriate details together with the clearly specify that the matter is proposed to acknowledgement, approval, or consideration as the case maybe, with the Board of Directors’ comments, to all shareholders not less than seven (7) days prior to the date of the meeting and this notice shall be published in a newspaper for three (3) consecutive days.

The place for the meeting shall be in the same area as with the head office or any other place based on the discretion of the board of directors.

3.The Quorum

(Article 47) A quorum of the meeting shall consist of shareholders or proxies (if any) who represent no less than twenty-five (25) persons or no less than one-half of the total number of shareholders, holding in aggregate no less than one-third (1/3) of the total number of issued shares to constitute a quorum.

In the shareholder’s meeting, if after an hour (1) from the time stated for the start of any meeting, the number of shareholders present does not constitute a quorum as specified in the paragraph one, such

meeting shall be cancelled if such meeting was requested by shareholders. However, in some other cases, the meeting shall be called again and notice for a new meeting shall be sent to shareholders not less than seven (7) days before the date of the meeting. In this new meeting, no quorum is required.

4. Granting Proxy

(Article 46) In the shareholder's meeting, a shareholder can authorize, by proxy, any other person to attend a shareholder meeting and vote on his/her behalf. The proxy must be prepared in writing and signed by such shareholders. The proxy form must be made in conformity with the specification prescribed by the Registrar. The proxy form must be submitted to the Chairman of the Company or the person appointed by the Chairman of Directors before the proxy attends the shareholders' meeting. The proxy form must at least include the following detail:

- A. The amount of share held by authority grantor,
- B. Name of the authorized representative.
- C. The meeting(s) that the representative is authorized to attend and vote on.

5. Voting

(Article 49) The Decision or Resolution of the shareholders' meeting shall be made by voting. Regardless of the voting method, one (1) share shall carry one (1) vote. A resolution of a meeting of shareholders requires votes as follows:

49.1 All general cases: resolutions shall require a majority of the total votes cast by shareholders present and voting at the meeting. In the case that the votes are tied, the Chairman of the meeting shall have a casting vote.

49.2 In the following cases, resolutions shall require not less than three-quarters of the total number of votes cast by the shareholders present and entitled to vote, which are:

- 49.2.1 the sale or transfer of the whole or an important part of the Company's business to other persons;
- 49.2.2 the acquisition or acceptance of the transfer of the business of the other company or a private limited company by the Company;
- 49.2.3 the execution, amendment or termination of any agreements regarding the granting of lease of all or an important part of the Company's business, the authorization of other person to manage the business of the Company or the merger with other person for profit and loss sharing purposes;
- 49.2.4 the amendment of the Company's Memorandum of Association or its Articles of Association;
- 49.2.5 the merger of the Company and the dissolution of the Company;

49.2.6 the issuance of debentures;

49.3 In case of determination of director remuneration, votes not less than half (1/2) of the total number of shareholders

Any shareholder who has any particular interest in any matter is not entitled to vote on such matter unless it is the case of voting on the election of directors.