

## **Articles of Association Relating to Shareholders' Meeting**

### **1. Call for the Meeting**

#### Chapter 4 Article 34

The general shareholders' meeting of the Company shall be held in the area where the head office of the Company is located or at any adjacent province.

#### Chapter 4 Article 36

In calling a shareholders' meeting, the Board of Directors shall prepare a notice of the meeting specifying the place, date, time, agendas of the meeting and the matters to be proposed to the meeting together with details as appropriate, by clearly stating whether such matters are proposed for information, for approval or for consideration, including the opinions of the Board of Directors towards said matters. The notice of such meeting shall be sent to the shareholders and the Registrar in accordance with Public Limited Company Law not less than seven (7) days before the meeting date, and published in a newspaper or it may use electronic advertising instead by proceeding according to the rules, methods and conditions as required by law

### **2. To give proxy**

#### Chapter 4 Article 38

At shareholders' meeting, the shareholder may appoint a proxy to attend the meeting and vote on his/her behalf. The instrument appointing a proxy shall be in writing, signed by the shareholder who appoints the proxy in accordance with the form as prescribed by the Registrar of the public company limited. The proxy form shall be submitted to the Chairman or the person designated by the Chairman at the place of the meeting before the proxy attends the meeting. The proxy may be made by electronic means instead. It must use a method that is safe and reliable to ensure that the proxy is executed by the shareholder. and according to the criteria set by the registrar and at least have the following items:

- (1) The amount of shares held by such shareholder;
- (2) The name of the proxy;
- (3) The meeting (s) which the proxy is appointed to attend and vote.

### **3. Meeting Management**

#### Chapter 4 Article 39

The shareholders' meeting shall be proceeded according to sequence of agenda as specified in the notice calling the meeting, except where the meeting will resolve to change

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the sequence of agenda with the votes of not less than two-third (2/3) of the number of shareholder present.

After the meeting considers the matters pursuant to the agenda completely, the shareholders who hold shares not less than one-third (1/3) of total shares sold may request the meeting to consider other matter(s) than the ones as listed in the notice calling the meeting.

In case the meeting cannot completely consider the agenda as specified in the notice calling the meeting or the matters as requested by the shareholders and there shall be adjourned, the meeting shall specify the venue, date and time of the subsequent meeting and the Board of Directors shall send the notice calling the meeting, specifying the venue, date, time and agenda, to the shareholders not less than seven (7) days prior to the meeting. In this regard, the meeting notice must be advertised in newspapers or may be used by means of electronic media advertising instead. By proceeding according to the rules, methods and conditions as required by law

#### Chapter 4 Article 40

The Chairman of the Board of Directors shall be the Chairman of the shareholders' meeting. In event the Chairman is not present at the meeting or unable to discharge his duties, Vice-Chairman (if any) shall act as the Chairman of the meeting. If there is no Vice-Chairman or such Vice-Chairman is unable to discharge his duties, the shareholders present shall elect one of them to be the Chairman of the meeting.

## **4. Quorum**

#### Chapter 4 Article 37

At a shareholders' meeting, there shall be shareholders and proxies from shareholders (if any) not less than twenty-five (25) persons or not less than one-half of the total number of shareholders, and such shareholders shall hold an aggregate number of shares not less than one-third (1/3) of the total number of shares sold, attending the meeting to constitute a quorum.

At any shareholders' meeting, in case after one (1) hour from the time fixed for the meeting, the number of shareholders attending the meeting is not sufficient to form a quorum as specified, if the shareholders' meeting was called upon a request of shareholders, such meeting shall be cancelled. If such meeting of shareholders was not called upon a request of the shareholders, another meeting shall be convened and the notice of the meeting shall be sent to shareholders not less than seven (7) days before the meeting date. At the subsequent meeting, no quorum shall be required.

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## 5. Voting

### Chapter 4 Article 41

At shareholders' meeting, every shareholder has one vote for each share.

In case that a shareholder has a special interest in any matter, he/she cannot vote on such matter, except of the election of directors.

### Chapter 4 Article 42

Except as specified otherwise by the Articles of Association or as stipulated by laws, any resolution of shareholders' meeting shall be passed by majority votes of shareholders attending the meeting and casting their votes.

The Resolution of shareholders' meeting in relation to the following matters shall be passed by not less than three-fourth (3/4) of votes of the shareholders attending the meeting and casting their votes;

- (1) To sale or transfer of the Company's business whether in whole or in significant part to other persons;
  - (2) To purchase or accept the transfer of business of other public company or private company to the Company;
  - (3) To act, amend or rescind any contract related to the lease of the Company's business whether in whole or in significant part, to assign other person to manage the Company's business or to amalgamate business with others with intention to share profit and loss;
  - (4) To amend or modify the Company's Memorandum of Association or Articles of Association;
  - (5) To increase or decrease of capital;
  - (6) To issue debenture;
  - (7) To amalgamate or dissolve the Company
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