



The Company's Articles of Association related to the shareholders' meeting

Shareholders' Meeting

Article 19. The Board of Directors shall arrange the Annual General Meeting of shareholders within 4 months after the company's accounting period year ended.

Any shareholders' meetings other than as specified above shall be called the Extraordinary General Meeting.

Article 20. The Board of Directors may convene the Extraordinary General Meeting at any time the Board of Directors deems appropriate. A shareholder or shareholders, holding the total number of shares not less than 10% of the total number of sold shares of the company, may correctively issue a letter to request the Board of Directors to convene the Extraordinary General Meeting at any time, but the matter and the reason to convene the meeting must be clearly specified in such letter. In such case, the Board of Directors must hold the shareholders' meeting within 45 days from the date on which the letter from the shareholder(s) is received.

In case the Board of Directors does not hold the meeting within the specified period in paragraph 1, the shareholder(s) who subscribed their names in a letter or other shareholders, holding the total number of shares as prescribed may also hold the meeting by themselves within 45 days from the specified period in paragraph 1. In such event, the shareholders' meeting shall be deemed as it is held by the Board of Directors and the company must be responsible for the expenses incurred by the holding the meeting and provide the facilities as appropriate.

In case the number of shareholders attending any shareholders' meeting which is convened by the shareholders pursuant to paragraph 2 do not constitute a quorum as according to Section 103, the shareholders as per paragraph 2 must be jointly responsible for expenses arising out of organization of such meeting to the company.

Article 21. In the shareholders' meeting, there shall be shareholders and proxies (if any) at a number of not less than 25 persons or not less than one-half (1/2) of all shareholders and holding in aggregate not less than one-third (1/3) of total number of sold shares of the company to constitute a quorum. Unless Public Company Limited laws stipulated otherwise.

Article 22. The Chairman of the Board of Directors shall be the Chairman of the shareholders' meeting.

If the Chairman of the Board of Directors is not present at a meeting or is unable to perform the duty, the Vice-Chairman of the board shall act as the Chairman of the meeting. If there is no Vice-Chairman of the Board of Directors or the Vice-Chairman of the Board of Directors is unable to perform the duty, the shareholders present at the meeting shall elect one attending shareholder to be the Chairman of the meeting.

Article 23. At the shareholders meeting, the shareholders may appoint a proxy, who is sui juris to attend the meeting and vote on his/her behalf. The proxy must be made in writing with a signature of proxy and given to the Chairman or other persons assigned by the Chairman at the meeting place before proxy attend the meeting. Proxy form must be made as stipulated by the law of public company limited.

In voting, it deemed that proxy has the vote equal to the amount of vote of shareholder together unless proxy address in the meeting before voting that he/she shall vote on behalf of some proxy by specify proxy name and the number of shares held by the shareholder.



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Article 24. If there is no restriction in the Company's Article of Association or public company limited laws stipulated otherwise. Voting on any resolution in the shareholders' meeting shall use the majority votes of the shareholders who attended the meeting and have the right to vote. In case of equality of the vote, the Chairman of the meeting would be entitled a vote as a casting vote.

In voting, whether disclosed or secret voting, the shareholders shall bear the vote equal to the amount of shares holding and proxy vote deems one share equal to one vote.

Voting as prescribed in paragraph 2 is deemed that one share equal to one vote shall not apply in case of the company has issued preference shares and prescribed to have the right to vote less than that of ordinary shares.

Voting shall be conducted on a show of hands unless not less than 5 persons of the shareholders request and the meeting issue the resolution for being secret vote, then the voting shall be done as a secret vote. Procedures of a secret vote shall be determined by the Chairman of the meeting.

Article 25. Resolution of the shareholders' meeting. In the following case, a resolution shall be passed by votes not less than three-fourth (3/4) of the total number of votes of shareholders who attend the meeting and are entitled to vote:

- (1) The sale or transfer of the whole or substantial part of the businesses of the company in essential element to other persons.
- (2) The purchase or acceptance of the transfer of businesses of other companies or private companies to the company.
- (3) The making, amendment or termination of contracts relating to the leasing out of the whole or substantial part of businesses of the company in essential element. The assignment to any other persons to manage the businesses of the company or the consolidation of business with other persons with an objective towards profit and loss sharing.

Article 26. In any resolution, the shareholder who has an interest in any matter being considered shall not be entitled to vote on such matter except voting for the election of directors.

Article 27. Summon for the shareholders' meeting, the Board of Directors must be done in writing for the invitation letter specifying the meeting venue, date, time, agendas of meeting and present matters with appropriate details which clearly specify whether it is acknowledge, approval, or considered matters. The opinion from the Board of Directors shall also be addressed. The invitation letter shall be sent to the shareholders and the registrar not later than 7 days prior to the meeting date. Notice of the summoning of the shareholders' meeting shall be advertised in the newspaper at least 3 consecutive days not later than 3 days prior to the meeting date.

The invitation letter shall be sent to the receiver or his/her representative directly by register post.

The board shall fix the place for the meeting as per paragraph 1.

Article 28. At any shareholders' meeting, if after 1 hour elapsed and the total number of shareholders attending the meeting does not constitute a quorum, the meeting shall be cancelled in case the shareholders' meeting was called by the shareholders. In case that the meeting is called by the Board of Directors, the meeting shall be rescheduled by the sending of another invitation letter to shareholders not less than 7 days prior to the date of the re-scheduled meeting. In the subsequent meeting, a quorum constitution is not required.

