

Articles of Association of the Company in related to General Meeting of Shareholders

Meeting of Shareholders

Article 31 The board of directors shall hold an annual general meeting of shareholders within four (4) months after the end of the Company's accounting year.

General meetings of shareholders other than as specified in the first paragraph shall be called extraordinary general meetings. The board of directors may call extraordinary general meetings whenever they deem it appropriate.

Any shareholder or shareholders holding shares in aggregate of not less than 10 percent of the total number of shares sold, may at any time subscribe their names and clearly state the purpose in a letter requesting the board of directors to call an extraordinary general meeting. In this case, the board of directors shall call the shareholders' meeting within forty-five (45) days from the date of receipt of such letter from the shareholders.

In case the board of directors fails to arrange for a shareholders' meeting within forty-five (45) days from the date of receipt of such letter from the shareholders, the shareholder or shareholders who holds shares in the aggregate number as previously prescribed may call a general meeting of shareholders within forty-five (45) days following the lapse of forty-five (45) days period requiring the board of directors to convene a shareholders' meeting. In such event, it is deemed that a shareholders' meeting convened by the board of directors and the Company shall be responsible for any necessary and reasonable expense incurred for holding and facilitating such meeting.

In the event that a shareholder or shareholders call for a general meeting according to paragraph four, and the number of shareholders attending the meeting has not met the requirement as set out in Article 33, such shareholder shall be responsible for any necessary and reasonable expense incurred for holding and facilitating such meeting.

Article 32 In calling a shareholders' meeting, the board of directors shall prepare a notice of the meeting specifying the place, date, time, agenda items, and the matters to be proposed to the meeting together with appropriate details stating clearly whether they will be for acknowledgment, for approval, or for consideration, as the case may be, as well as the opinions of the board of directors on the said matters, and shall send the same to the shareholders and the Registrar for their information not less than seven (7) days prior to the date of the meeting. Publication of the notice of the meeting shall also be made in a newspaper for a period of not less than three (3) consecutive days, at least three (3) days prior to the meeting date.

A meeting of shareholders shall be held at the province in which the Company's head office is situated or any other location in Thailand as may be fixed by of the board of directors.

Article 33 At a shareholders' meeting, the quorum of the meeting shall consist of shareholders or proxies (if any) who represent not less than twenty-five (25) persons or not less than one-half of the total number of shareholders, holding in aggregate not less than one-third (1/3) of the total number of shares sold.

In the case that, at any shareholders' meeting, one (1) hour has passed since the time for which the meeting is scheduled but the number of shareholders attending the meeting has not met the requirements as stated in the first paragraph, if the meeting was requested by the shareholders such meeting shall be cancelled. If such meeting was not called at the request of the shareholders, the meeting shall be re-convened and the

notice of such meeting shall be sent to shareholders not less than seven (7) days prior to the date of the meeting. The re-convened meeting shall not require a quorum.

Article 34 The Chairman of the board of directors shall act as chairman of the shareholders' meeting. If the Chairman of the board of directors is not present at the meeting or cannot perform his duty, the Vice-Chairman of the board of directors shall act as chairman of the meeting. If there is no Vice-Chairman of the board of directors or if he/she is not present at the meeting or cannot perform his/her duty, the shareholders' meeting shall elect a shareholder present at the meeting to be the chairman of the meeting.

Article 35 In casting votes at a shareholders' meeting, each share shall have one vote. If any shareholder has special interest in any matter to be considered by such shareholders' meeting, such shareholder shall not be entitled to vote on such matter. Except for the vote for the appointment of Directors, resolutions of the shareholders' meeting shall consist of the following votes:

- (1) In general, a resolution shall be passed by a majority vote of shareholders present at the meeting and casting their votes. In the event of a tied vote, the chairman of the meeting shall have an additional casting vote.
- (2) In the following circumstances, a resolution shall be passed by a vote of not less than three-quarters (3/4) of the total votes of the shareholders present at the meeting and entitled to vote:
 - (a) To sell or transfer the whole or important parts of the business of the Company to other persons;
 - (b) To acquire or accept the transfer of a business of other private companies or public companies by the Company;
 - (c) To make, amend, or terminate agreements concerning the lease of all or an important part of the business of the Company, to assign another person to manage the business of the Company, or to merge the business with other persons for the purposes of sharing profits and losses;
 - (d) To amend the Memorandum of Association or the Articles of Association of the Company;
 - (e) To increase or decrease the Company's registered capital;
 - (f) To wind up the Company;
 - (g) To issue debentures of the Company;
 - (h) To amalgamate the Company's business with another company; or
 - (i) To transact any business which the law requires approval of at least three-quarters (3/4) of the total votes of the shareholders present at the meeting and entitled to vote.

Article 36 The following matters shall be decided by the annual general meeting of shareholders:

- (1) To consider and acknowledge the report of the board of directors concerning the Company's business during the previous year;
- (2) To consider and approve the balance sheet and profit and loss account of the past accounting year;
- (3) To consider and approve the appropriation of profits and dividend payment;
- (4) To consider and appoint new directors to replace the directors who have retired from office upon the expiration of their term of office;
- (5) To consider and determine the directors' remuneration
- (6) To consider and appoint an auditor and fix his/her remuneration; and
- (7) To transact other businesses.