

Articles of Association Relating to the Shareholders' Meeting

“Article 31. The Board of Directors shall convene an Annual General Meeting of Shareholders within four (4) months from the end of the Company’s fiscal year.

Any shareholders’ meeting other than the above shall be called an Extraordinary General Meeting.

The Board of Directors may convene an Extraordinary General Meeting of Shareholders at any time as it deems appropriate. In addition, one or more shareholders holding shares in aggregate of not less than ten percent (10%) of the total number of issued shares may submit a written request to the Board of Directors to convene an Extraordinary General Meeting at any time. Such request shall clearly state the matters and reasons for requesting the meeting. In such case, the Board of Directors shall convene the meeting within forty-five (45) days from the date of receipt of such request from the shareholders.

If the Board of Directors fails to convene the meeting within the period specified in the preceding paragraph, the shareholders who made the request or other shareholders holding the required number of shares may convene the meeting themselves within forty-five (45) days from the expiration of such period. In such case, the meeting shall be considered as a shareholders’ meeting convened by the Board of Directors, and the Company shall be responsible for the necessary expenses incurred in organizing such meeting and shall reasonably facilitate the meeting.

If it appears that any shareholders’ meeting convened by the shareholders under the preceding paragraph does not constitute a quorum as prescribed in Article 33, the shareholders who requested such meeting shall jointly compensate the Company for the expenses incurred in organizing such meeting.

The shareholders’ meeting may be held at the province in which the Company’s head office is located or in any other province within the Kingdom of Thailand. The meeting may also be conducted via electronic means in accordance with the laws governing electronic meetings, as deemed appropriate by the Board of Directors. In such case, the location of the Company’s head office shall be deemed the meeting venue.

Article 32. In convening a shareholders’ meeting, the Board of Directors shall prepare a written notice of the meeting together with relevant details, clearly specifying whether each agenda item is for acknowledgment, approval, or consideration, as the case may be, including the opinion of the Board of Directors on such matters. The notice shall be delivered to the shareholders and the registrar at least seven (7) days prior to the meeting date.

The notice of the meeting and supporting documents shall be delivered to the shareholders by registered mail or by electronic means in accordance with the rules prescribed by law and the registrar. In addition, the notice of the meeting shall be advertised in a newspaper or via electronic means for at least three (3) consecutive days prior to the meeting date.

The meeting venue under the first paragraph shall be located in the locality where the Company’s head office is situated or in a nearby province, unless otherwise determined by the Board of Directors in the meeting notice. Alternatively, the meeting may be conducted via electronic means in accordance with the laws governing electronic meetings as deemed appropriate by the Board of Directors. In such case, the location of the Company’s head office shall be deemed the meeting venue

Article 33. At a shareholders' meeting, there shall be shareholders and proxies (if any) present at the meeting of not less than twenty-five (25) persons, or not less than one-half of the total number of shareholders, whichever is less, representing in aggregate not less than one-third (1/3) of the total number of issued shares, in order to constitute a quorum.

The appointment of a proxy may be made by electronic means, provided that such method is reliable and verifiable that the proxy appointment has been made by the shareholder in accordance with the criteria prescribed by the registrar under the laws governing electronic transactions.

If after one (1) hour from the scheduled meeting time the number of shareholders present does not constitute a quorum as specified, and if the meeting was requested by shareholders, such meeting shall be cancelled. If the meeting was not requested by shareholders, a new meeting shall be convened and a notice of meeting shall be sent to shareholders at least seven (7) days prior to the meeting date. The notice and supporting documents may be delivered by registered mail or by electronic means in accordance with the rules prescribed by law and the registrar. At such subsequent meeting, a quorum shall not be required

Article 34. Voting at a shareholders' meeting, regardless of the method, shall be based on one share equals one vote.

Resolutions of the shareholders' meeting shall require the following votes:

(1) In general cases, a resolution shall be passed by a majority vote of the shareholders present at the meeting and casting their votes. In the case of an equality of votes, the chairman of the meeting shall have an additional casting vote.

(2) In the following cases, a resolution shall require votes of not less than three-fourths (3/4) of the total votes of shareholders present at the meeting and entitled to vote:

- (a) The sale or transfer of the whole or a substantial part of the Company's business to other persons
- (b) The purchase or acceptance of transfer of the business of another company or a private company by the Company
- (c) The amendment or termination of agreements relating to the lease of the whole or a substantial part of the Company's business
- (d) The assignment of other persons to manage the Company's business
- (e) The amalgamation of the business with other persons for the purpose of profit and loss sharing
- (f) The amendment of the Memorandum of Association or the Articles of Association
- (g) The increase or reduction of the Company's capital or the issuance of debentures
- (h) The amalgamation or dissolution of the Company

Article 35. The matters to be conducted at the Annual General Meeting of Shareholders are as follows:

- (1) To consider the report of the Board of Directors on the Company's performance in the past year
- (2) To consider and approve the balance sheet
- (3) To consider the allocation of profits
- (4) To elect directors to replace those retiring by rotation
- (5) To appoint the auditor
- (6) Other matters