

## Company's Articles Relating to the General Meeting of Shareholders

### Shareholder Meeting and Voting

**Article 30** The Board of Directors shall call a shareholder meeting which is an annual ordinary general meeting of shareholders within four months of the last day of the fiscal year of the Company

Shareholder meetings other than the one referred to in the first paragraph shall be called extraordinary general meeting. The Board of Directors may call an extraordinary general meeting of shareholders any time the Board considers it expedient to do so, or shareholders holding shares amounting to not less than one-fifth of the total number of shares sold, or shareholders numbering not less than twenty-five persons holding shares amounting to not less than one-tenth of the total number of shares sold may submit their names in a request directing the Board of Directors to call an extraordinary general meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. The Board of Directors shall proceed to call a shareholder meeting to be held within one month of the date of receipt of such request from the said shareholders.

**Article 31** In calling a shareholder meeting, the Board of Directors shall prepare a written notice calling the meeting that state the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval, or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information at least seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper at least three days prior to the date of the meeting.

**Article 32** At shareholder meetings, a shareholder may authorize a person who is sui juris as his proxy to attend the meeting and vote on his behalf. The appointment shall be made in writing and signed by the principal, and it shall be submitted to the Chairman of the Board, or the person designated by the Chairman of the Board, at the place of the meeting before the proxy attends the meeting.

**Article 33** In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than twenty-five persons, or not less than

one half of the total member of shareholders, and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold.

At any shareholder meeting, if one hour has passed from the time specified for the meeting and the number of shareholders and the aggregate number of shares held by the shareholders attending the meeting is still inadequate for a quorum, and if such shareholder meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was meeting was called by the Board of Directors, the meeting shall be called once again and the notice calling such meeting shall be delivered to the shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

The Chairman of the Board of Directors shall preside at every shareholder meeting. If the Chairman of the Board is not present at a meeting, or cannot perform his duty, and if there is a Vice-Chairman, the Vice-Chairman present at the meeting shall be the chairman of the meeting. If there is no Vice-Chairman, or if the Vice-Chairman cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

**Article 34** In voting of Shareholder, the number of shares subscribed by them. One share is entitled to one vote

- (1) In voting, it shall be deemed that the proxy has votes equal to the total number of votes of the shareholder who appointed the proxy.
- (2) In the following cases, shall consider votes of not less than 75 percents of the total number of shareholders. Present at the meeting and entitled to vote.
  - A. The sale or transfer of the entire or partial of company's business affairs to other companies
  - B. The procurement or acquisition of other businesses
  - C. To amend or terminate any agreements relating to the company's entire or partial rental business, Appointment of external parties to manage company's business affairs, The merging with other companies to share profits and losses.
  - D. To amend company's memorandum or policies
  - E. To increase or decrease of company's capital or issuing bonds
  - F. Amalgamation or dissolution of the company

**Article 35** Agendas for the Annual General Meeting are as follows:

1. Consideration on the report of the board present at the meeting clarifying the Company performance for the prior year.
2. To approve the company balance sheet and the income statement as at the period end.
3. Allocation of profit
4. Appointment of new Board Members to replace those who retire by rotation
5. Approval of the Directors Remuneration
6. Approval of the Appointment of the Company's Auditor and Determining Auditor Fee
7. Other related matters (if any)

Director's Qualifications, Election and Rotation of Directors and Director's Remuneration

- Article 17** There shall be not less than five, and not less than half of the Directors shall be residents of the Kingdom.
- Article 18** การเลือกตั้งกรรมการของบริษัทให้กระทำโดยที่ประชุมผู้ถือหุ้น ทั้งนี้ ตามหลักเกณฑ์และวิธีการดังต่อไปนี้
- (1) **Shareholder** has One share is entitled to one vote.
  - (2) **Shareholders** vote for each director individually.
  - (3) **Directors** required for the election, by votes from the highest number of votes, which would otherwise cause the number of Directors to be exceeded, the remaining appointment shall be made by the chairman of the meeting who shall have a casting vote.
- Article 19** At the annual general meeting of shareholders, one-third of the Directors, or if their number is not multiple of three, then the number nearest to one-third, must retire from the office. A retire director is eligible for re-election.
- The Directors retiring from office in the first and second years after registration of the conversion to public limited company, then they shall be selected by drawing lasts. In subsequent years, the Director who has held office longest shall retire.
- Article 20** Directors are entitled to receive remuneration from the Company in the form of prize money, allowances, and bonus or pension benefits accordance to the resolution from the General shareholders Meeting, whether to impose a fixed amount or define the criteria which will be used to determine for a period, or scheduled to take effect until it is changed. In addition, the Directors are entitled to receive remuneration and other welfare
- In the statement above, without affecting the rights of employees or personnel elected as a Director in order to receive compensation and benefits as an employee or personnel of the company as well.
- Article 24** General Shareholders Meeting may vote to remove any director from office before the term with the votes not less than three fourths of the shareholders present and voting and shares amounting to not less than one half of the shares held by the shareholders present at the meeting and entitled to vote.

Financial Accounting and Auditing

- Article 36** The Company Fiscal year begins on 1 January and ends on December 31 of each year.
- Article 38** The Commission must provide the Company balance sheet and income statement at the end of the accounting year to propose to the shareholders in the annual general shareholders meeting for their consideration and approval. The auditor shall completed and reviewed the company profit and loss prior to submission to the meeting of shareholders
- Article 39** Directors shall send a copy of the audited balance sheet and income statement including the audit report and a performance report to the along with the Annual General Shareholders Meeting invitation.
- Article 40** The Annual General Shareholders Meeting, is entitled to appoint one or several auditors and determine the annual auditing fee suitable. The auditors of the Company shall not be a director, employee, or person holding any position in the company. The auditors of the Company shall be appointed at every Annual General Shareholders Meeting, in which the same auditor may be reappointed according to the Annual General Shareholders Meeting.
- Article 41** The auditor is obligated to attend every shareholders meeting, for any issues regarding the balance sheet, income statement, and accounting issues to clarify the auditing method to the shareholders. The company shall send reports and related documents for the Annual General Shareholders Meeting that the shareholders will receive to the auditor also. The auditors have the right to inspect the company documents and other evidence relating to income, expenditures, assets and liabilities, including conduct an interview with directors and employees of the company as necessary in the performance of duties of the auditors.
- Article 42** The Company is prohibited to make dividend payment except from profits. If the Company has accumulated losses, an announcement to pay dividend is not allowed. Dividends must be approved by the General Shareholders Meeting. The Board of Directors may partially pay dividend to its shareholders from time to time if the company has enough profits to do so, however, it must be reported to the General Shareholders Meeting. The dividend payment shall be made within one month from the date of the Annual General Shareholders Meeting. The company shall make a written announcement in to the shareholders and is allow publicizing for its dividend payment via newspapers.
- Article 43** The Company must allocate the annual net profits to a reserve fund of not less than 5 percent of its annual profits after deducting the accumulated deficit (if any) until the reserve is an amount of not less than 10 percent of the share capital of the Company.