

**Articles of Association of the Company in relation to the EGM****General Meeting**

**Article 32.** The Board of Directors must arrange for the holding of an Annual General Meeting of Shareholders within four (4) months after the end of the Company's accounting year.

All other general meetings of shareholders except that above mentioned shall be called Extraordinary General Meeting of Shareholders which may be summoned by the Board of Directors at any time whenever they think fit. One or more shareholders holding shares in the aggregate number of not less than ten (10) percent of the total number of shares sold, may, by subscribing their names, submit a written requisition to the Board of Directors for calling an extraordinary general meeting of shareholders at any time, provided that subjects and reasons for calling such meeting shall be clearly stated in such requisition. In such case, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such requisition from the shareholders.

In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph two, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five (45) days from the completion of such period. In this regard, the meeting shall be considered as the shareholders' meeting called by the Board of Directors. The Company shall be responsible for necessary expenses arising from such meeting and reasonably provide facilitation.

In case the quorum of the shareholders' meeting called by the shareholders as prescribed under paragraph three is not formed according to Article 35, the shareholders as prescribed under paragraph three shall be collectively responsible to the Company for expenses arising from such meeting.

**Article 33.** A place for the holding of any shareholders' meeting can be held at the locality in which the head office of the Company or a neighboring province or at any other places as fixed by the Board of Directors.

**Article 34.** In case of calling shareholders' meeting, the Board of Directors shall make a letter to call the meeting, specifying the place, date, time, agenda and the matters to be proposed to the meeting, with details as appropriate, specifying clearly that it is the matter for acknowledgement, approval, or considering, as the case may be, and opinion of the Board in such matter and send to shareholders and registrar to acknowledge, for not less than 7 days before meeting date and advertise the notice to call the meeting in newspaper or via electronic media for 3 consecutive days before the meeting date for not less than 3 days in compliance with relevant laws prescribed by the Registrar.

**Article 35.** At any general meeting of shareholders, the presence of not less than twenty-five (25) shareholders and their proxies (if any) or not less than one-half (1/2) of the total number of shareholders, whichever is lesser, with the aggregate number of not less than one-third (1/3) of the total number of shares sold is required in order to constitute a quorum.

If within an hour from the time appointed for holding the general meeting of shareholders the requisite quorum is not constituted, such meeting, if summoned upon the requisition of the shareholders, shall be dissolved. If the meeting of shareholders is not summoned upon the requisition of the shareholders, another meeting shall be summoned and the written notices calling another meeting shall be sent to the shareholders no less than seven (7) days before the meeting date and, at such subsequent meeting, no quorum is required to be constituted.

Article 36. A resolution put to the vote of the general meeting shall be decided as follows:

- (1) Every shareholder shall have one vote per share.
- (2) In a normal case, a majority of the votes of the shareholders who present at the meeting and cast their votes is required. In the case of a tie, the presiding chairman shall have a casting vote.
- (3) Any of the following cases shall be resolved by not less than three-fourths of the votes of the shareholders who present at the meeting and are eligible to vote by votes.
  - (a) the sale or transfer of business of the Company, in whole or in essential part, to other person;
  - (b) the purchase or acceptance of transfer of business of other company or private company to be the Company's own;
  - (c) the entering into, amending, or terminating a lease of business of the Company in whole or in essential part; entrusting other person with the management of the Company; or amalgamating business with other persons with the objective to share profit and loss.

### **Additional Provisions**

Article 49. In case the Company, or subsidiary companies agree to do connected transactions or transactions related to acquire, or distribute assets of the Company, according to the meaning specified according to the notification of Stock Exchange of Thailand enforced with connected transaction of registered company, or acquiring or distributing of assets of the registered company, as the case may be, the Company shall comply with the criteria and methods notified and specified in such matter.