

**The Company's Articles of Association Related to the Shareholder Meeting****Chapter 4****Shareholder Meeting****Chapter 4****Shareholder Meeting****Shareholder Meeting**

**Article 24.** The board of directors must arrange the Annual General Meeting of shareholders every year within four months since the end of Company's fiscal year.

Other shareholder meetings apart from the aforementioned meeting shall be called an Extraordinary General Meetings. The board of directors may call an Extraordinary General Meeting of shareholders at any time that may see fit.

One or more shareholders holding shares amounting to not less than 10 percent of the total issued shares may get together to make a letter requesting the board of directors to call an Extraordinary General Meeting of shareholders at any time. But the matter and the reason for the request for the meeting must be clearly stated in the said letter. In such a case, the board of directors is required to hold a shareholder meeting within 45 days from the date of receipt of the letter from shareholders.

In the event that the committee fails to hold a meeting within the period specified in the third paragraph, any shareholder who has a name listed or a combined group of other shareholders who have the same amount of shares required may call the meeting by themselves within 45 days from the expiry date of the period under paragraph three. In such case, it shall be regarded as the shareholder meeting

In the event it appears that at any shareholder meeting which was called due to the shareholders under the fourth paragraph, the number of shareholders attending the meeting was not in the form of a quorum as specified in Article 27, the shareholders under paragraph four must be jointly responsible to reimburse the expenses incurred from holding that meeting to the Company.



**Article 25.** In calling for shareholders' meetings, either in person or via electronic media, the committee shall prepare a written notice of the meeting stating the place, date, time, agenda of the meeting, and matters to be proposed to the meeting together with reasonable details stating whether it is a matter for acknowledgement, for approval or for consideration including the opinion of the board of directors on the aforementioned matters, shall deliver to the shareholders and the registrar at least 7 days before the meeting date, and shall advertise the notice calling for the meeting in a newspaper for at least 3 consecutive days at least 3 days before the meeting date. The Company can send the invitation letter to the meeting by e-mail either.

The shareholder meetings can be held at the location of the Company's headquarters or other provinces throughout the Kingdom.

**Article 26.** In the shareholder meeting, shareholders may authorize other persons to attend and vote on their behalf in the meeting. The proxy must be dated and signed by the shareholder appointing the proxy and must be in the form prescribed by the registrar.

This proxy form must be submitted to the chairman of the board of directors or the person designated by the chairman at the meeting before the proxy attends the meeting.

**Article 27.** In a shareholder meeting, whether it is a meeting in person or is a meeting via electronic media, there must be shareholders and proxies from shareholders (if any) attending the meeting of not less than 25 people and must have shares amounting to not less than one-third of the total number of shares sold or there must be shareholders and proxies attending the meeting of not less than half of the total number of shareholders and must have shares amounting to not less than one-third of the total issued shares to constitute a quorum.

In addition to the requirements in the first paragraph, in the case of an electronic meeting, all shareholders and proxies (if any) attending the meeting must reside in the Kingdom and shareholders and proxies of shareholders (if any) attending the meeting of not less than one-third of the quorum must be at the same meeting place and it must be done through a meeting control system that has a process of securing information with sound recording or both audio and video (as the case may be) of shareholders and proxies from shareholders (if any) who attend the meeting throughout the meeting, including traffic data generated from such recording and the meeting control system must have the basic components in accordance with the announcement of the Ministry of Information and Communication Technology on Security Standards of the Electronic Conference, B.E. 2557 dated 24 November 2014, including further revisions.

In the event that in any shareholder meeting, after one hour of the appointed time, the number of shareholders who attended the meeting does not form a quorum as specified, if the shareholder meeting was called because the shareholders requested, then the meeting will be suspended. If such shareholder meeting was not a call because the shareholders requested, then call a new meeting and send a meeting invitation to shareholders no less than 7 days before the meeting date. In the latter meeting, a quorum is not required.



In the shareholder meeting, the chairman of the board of directors shall preside over the meeting. If neither the chairman existed nor the chairman is present, if there is a vice-chairman, the vice-chairman shall be the chairman; if the vice-chairman does not exist or exist but unable to perform his duties, then the meeting shall elect one of the shareholders who attend the meeting to be the chairman.

**Article 28.** In casting a vote, one share is equal to one vote and the resolution of the shareholder meeting shall consist of the following votes:

(1) In an ordinary event, use majority votes of the shareholders who attend the meeting and cast their votes. If there are equal votes, the chairman of the meeting shall have one more vote as a casting vote.

(2) In the following cases, use votes of not less than three-fourths of the total number of votes of the shareholders who attend the meeting and have the right to vote:

- a. Selling or transfer of all or a significant portion of the Company's business to another person
- b. Purchase or acceptance of business transfer of other companies or private companies to the company
- c. Making, amending or terminating the lease of all or significant parts of the Company's business, assigning someone else to manage the business of the Company, or merging with other parties for the purpose of sharing profits and losses
- d. Amendments to the Memorandum of Association or the Articles of Association
- e. Increasing or reducing the Company's capital or issuing debentures
- f. Merger or dissolution of the Company

**Article 29.** The activities which should be done by the Annual General Meeting are as follows:

- (1) To consider the report of the board of directors proposed to the meeting showing the Company's operating results for the past year
- (2) To consider and approve the balance sheet and profit and loss account of the past fiscal year
- (3) To consider allocating profits and allocating money as reserves
- (4) To elect directors in place of those who retire by rotation and determine their remuneration
- (5) To appoint an auditor and determine the remuneration
- (6) Any other businesses

