

Articles of Association of the Company related with Shareholders' Meeting

(16) The Company's Board of Directors shall consist of not less than 5 (five) persons, and not less than half of all directors shall have residence in the Kingdom of Thailand.

(37) In calling for General Meetings, the Board of Directors shall issue a notice specifying the place, the date and the time of the Meeting, the agenda and the nature of the business to be transacted together with the appropriate details. For all of the business times, it must be clearly indicated whether they are proposed for acknowledgement, approval or consideration as the case may be, including the comments of the Board of Directors on that business. Such a notice must be given to the Shareholders and the Registrar not later than seven (7) days prior to the date of the Meeting, and published in a newspaper for three (3) days consecutively at least three (3) days prior to the date of the Meeting.

(38) Any General Meeting shall require a quorum of at least 25 Shareholders or their proxies (if any) attending the Meeting or at least half of the Shareholders holding at least one-third of the total issued shares.

In the case where, 1 hour after the Meeting time has lapsed, a quorum has not been constituted, and if the Meeting has been called at the Shareholders' request, the Meeting shall be cancelled. If the Meeting has not been called for at the Shareholders' request, another Meeting shall be fixed and the Notice of the Meeting shall be sent to the Shareholders 7 days prior to the Meeting. A quorum at the latter Meeting is not required.

(39) The Chairman of the Board shall be Chairman of the General Meeting. In the absence of the Chairman and if there is a Vice Chairman, the Vice Chairman shall act as Chairman. If there is no Vice Chairman or he cannot execute his duty, the Shareholders may elect a Chairman.

(40) A Shareholder may attend and vote in any General Meeting. A Shareholder may appoint a proxy to attend the Meeting and vote on his behalf.

In case of appointment of proxy, the proxy under the form prescribed by the Registrar, shall be presented to the Chairman at the place of the Meeting.

A Shareholder having a private interest in any issue to be voted on, is not eligible to vote, except for the appointment of Directors.

In voting, one share carries one vote. A Shareholder shall have the number of votes equivalent to the number of shares he holds plus the shares under any proxy given to him.

In voting, a proxy shall have the number of votes equal to the total number of shares he represents, unless a proxy indicates to the Meeting that he will abstain from voting for certain shareholders he represents.

(41) Resolutions of the Shareholders shall consist of the following:-

- (1) In normal circumstances, a simple majority vote of the Shareholders attending. In the case of a tied vote, the Chairman shall have the casting vote.
- (2) In the following cases, three-fourth of the total votes represented by all the Shareholders attending.
 - (a) Sale or transfer of part or the whole of any essential part of the business of the company.
 - (b) Purchase or receipt of transfer of any other company's business to the Company.
 - (c) Execution, amendment or termination involving lease of part or the whole of an essential part of the business of the Company. Assignment of management of the Company by third party, merger with the purpose of sharing profit and loss.