

Articles of Association concerning the shareholders meeting and voting

Shareholders Meeting

25. The Board of Directors shall arrange Annual General Meeting within 4 months after the end of the Company's fiscal year.

The other meetings in addition to clause 1. are called Extraordinary General Meeting. The Board can summon for Extraordinary General Meeting whenever as appropriate.

Shareholders holding share of not less than one-fifth of the total number of authorized shares or shareholders not less than 25 persons holding shares not less than one-tenth of the total number of authorized shares can together file with reasons and objectives and request the Board summon the Extraordinary General Meeting. In this regard the Board shall proceed to summon the Extraordinary General Meeting within one month after received the request from shareholders.

26. To summon the meeting, the Board shall prepare written notice of the meeting specifying the place, date, time, agenda of the meeting and the subject matter to be submitted to the meeting altogether with reasonable details and specify as proposed for acknowledgement, approval or consideration including the Board recommendations and deliver to shareholders not less than 7 days before the meeting. Besides, the notice of the meeting shall also be announced in a newspaper for not less than 3 days before the meeting.

The place of the meeting shall be the headquarter of the Company or any other place where the Board will arrange.

The board of directors may determine to hold the shareholders' meeting via electronic means and it shall have the same effect as the meeting being held pursuant to a legally provided that such meeting shall be held in accordance with the rules, regulations, procedures and conditions as stipulated by the laws.

Proxy and Right to Vote

27. The meeting of shareholders must be attended by shareholders or proxies (if any) not less than 25 in number or shareholders and proxies have an aggregate number of shares not less than one-third of all shares sold to constitute a quorum.

In the event at any meeting of shareholders, after one hour from the time fixed for the meeting commencement, the number of shares present is still not enough to form a quorum as required, if such meeting of shareholders was requested by the shareholders, such meeting shall be revoked. If such meeting of shareholders was not called for by shareholders, the meeting shall be called for again and in the latter case notice of the meeting shall be delivered to shareholders not less than 7 days before the meeting in which no quorum is required.

In the meeting, the chairman of the Board shall be the chairman of the meeting, if the Chairman of the Board cannot attend the meeting or cannot act then assigned Deputy Chairman if any, If Deputy Chairman cannot act, the meeting shall elect anyone to be the Chairman of the meeting.

28. In the voting, one share shall count as one vote and shareholder who have advantage cannot vote the agenda which concerning with their advantage excepted for election of directors, Resolution of the meeting shall be supported by the following votes:

(1) In the normal case, by the majority vote of the shareholders who attend the meeting and cast their votes. In the case of an equality of vote, the Chairman of the meeting shall be entitled to a casting vote.

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

(a) The sale or transfer of whole or essential parts of business of the Company to other persons.

(b) The purchase and acceptance of transfer of businesses of other companies or private companies to the Company's own.

(c) Entering into, amending or terminating the contract relating to the leasing out of business of the Company in whole or in essential parts: the assignment of anyone else to manage the businesses of the Company or the amalgamation of the businesses with other persons with an objective to share profit and loss.

(d) Amendment of the memorandum of association or articles of association.

(e) Increase or decrease of the capital of the Company

(f) Liquidation of the Company

(g) Issuance of Debentures

(h) The amalgamation

(i) The other matters under the law

29. The following matters shall be decided by the annual general meeting of shareholders:

(1) To consider the report of the board of directors concerning the Company's business during the previous year;

(2) To consider and approve the balance sheet and profit and loss account of the past accounting year;

(3) To consider and approve the appropriation of profits and a reserve fund;

(4) To consider and appoint the directors to replace the directors who have retired from office upon the expiration of their term of office;

(5) To consider and determine the directors' remuneration;

(6) To consider and appoint an auditor and determine the auditor's remuneration;

(7) To consider other matters.

Others

30. In case of the Company or its subsidiaries enter into a related party transaction or a transaction to dispose of an important asset of the Company or its subsidiaries as prescribed in the Stock Exchange of Thailand's notifications related to related transactions, acquiring or disposing of an important asset, the Company shall apply the principle published in the notifications.