

**The Company's Articles of Association regarding Shareholders' Meeting**

- Regulation 11     The Company may suspend register of any share transfer during period 21 days prior to date of each Shareholders' Meeting by issue of public announcement at the Company's HQ and all branch offices not less than 14 days in advance of scheduled book closing date.
- Regulation 26     The Board of Directors must ensure that an Ordinary General Shareholders' Meeting is called within 4 months following the ending of the Company's fiscal year.
- Any other Shareholders' Meeting will be referred to as Extra Ordinary Shareholders' Meeting. The Board of Directors may call an Extra Ordinary Shareholders' Meeting at anytime as and when circumstance justifies, or Shareholders holding aggregate share of not less than 20% of total share or no. of shareholders not less than 25 shareholders holding aggregate share of not less than 10% of total share may put in written request to the Board of Directors to call an Extra Ordinary Shareholders' Meeting with clearly specified agenda justifying the Shareholders' Meeting. In such case, the Board of directors will call the Extra Ordinary Shareholders' Meeting within 1 month after receiving the written request.
- Regulation 27     In calling for an Extra Ordinary Shareholders' Meeting, the Board of Directors must issue Notice for attending the Extra Ordinary Shareholders' Meeting clearly stated venue of Meeting, Date and Time of Meeting, Agenda of Meeting and matters to be raised at the meeting with relevant details, and clearly specified matters requiring acknowledgement, requiring approval or requiring consideration, together with the Board of Directors' recommendation for each matter, dispatch to Shareholders and Registrar not less than 7 days in advance of Meeting date. A public announcement must be placed in daily newspaper for 3 consecutive days not less than 3 days before scheduled Meeting date. For all shareholders' Meetings, meeting may be held at the venues within province where HQ is located or any other provinces within the Kingdom of Thailand.
- Regulation 28     At the Shareholders' Meeting, any shareholder may assign his/her attendance right and voting right to his/her proxy by virtue of a Power of Attorney dated and duly authorized by the Shareholder given on the form provided by the Company's registrar.
- The Power of Attorney must be handed to the Chairman or the Chairman's assigned person at the Meeting prior to attending the Meeting.
- Regulation 29     For any Shareholders' Meeting a quorum is formed by the presence of at least 25 shareholders attending in person or by his/her proxy (if any) or at least one half of the total member of shareholders and must represent shareholding of not less than one third of total shares.
- After 1 hour beyond scheduled meeting time, if the shareholders present at the Meeting fail to form a required quorum, in case of the Extra Ordinary Shareholders' Meeting called at the request of the shareholders, such meeting failing to form a required quorum will be cancelled. But in any other cases, such meeting failing to form a quorum will be postponed and re-scheduled by sending out Notice of Attending the Re-scheduled Shareholder' Meeting not less

than 7 days prior to the rescheduled meeting date. The rescheduled shareholders meeting will not require a quorum to be formed.

In any Shareholders Meeting, the Chairman of the Board of Directors will chair the Meeting. Without the Chairman of the Board of Directors or the Chairman of the Board of Directors is not present at the Shareholders' Meeting, a Vice Chairman of the Board of Directors (if such designation exists) may chair the Meeting. If without the Vice Chairman of the Board of Directors or not present or unable to chair the Shareholders' Meeting, the Meeting may elect any shareholder in attendance to chair the Shareholders' Meeting.

Regulation 30 Resolution at the Shareholders' Meeting will be by voting, each share carries one vote.

(1) In normal cases, resolution will be by majority vote present at the Meeting. In a tied-vote situation, the Chairman of the Meeting can cast the deciding vote.

(2) In the following cases, at least 3 quarters of votes is required for such resolution

(a) Sell-out or transfer of part of or the entire business to third party.

(b) Purchase of or acquire by transfer of other company or private business to become part of the Company.

(c) Enter into contract, amending or canceling contract pertaining to leasing the Company's business whole or significant part of. Assignment to third party to manage the Company's business or merging business with third party with intent of profit sharing.

(d) Amendment to the Company's Memorandum of Association.

(e) Capital increase or decrease or issue of convertible debenture.

(f) Merging or terminating the Company.

(g) Issue of share for debt settlement as per law governing public company. (Issue No.2) year 2544