

**Articles of Association relating to the shareholders' meeting**

**Chapter 4 Shareholders' Meeting**

**Article 24.** The board of directors must hold an annual general meeting of shareholders within 4 months from the end of the fiscal year of the company.

Other shareholders' meetings other than those mentioned above shall be called an extraordinary meeting.

The Board of Directors may call an extraordinary meeting of shareholders at any time as it deems appropriate.

When one or more shareholders hold shares in agreement, not less than ten percent of the total number of shares sold. They may enter their names in a letter requesting the Board of Directors to call an extraordinary meeting of shareholders at any time, provided that the matter and reasons for calling the meeting must be clearly stated in the said letter. In such a case, the Board of Directors must hold a shareholders' meeting within forty-five days from the date of receipt of the notice from the shareholders.

In the case where the Board fails to hold a meeting within the time period under paragraph three. All shareholders who have signed their names or other shareholders aggregate the required number of shares. The meeting may be called within forty-five days from the expiration of the period under paragraph three. In such a case, it shall be deemed a meeting of shareholders convened by the Board of Directors. The company must be responsible for the necessary expenses incurred in arranging meetings and providing reasonable facilitation.

In the case where it appears that any meeting of shareholders which is convened because of all the shareholders who have signed together or other shareholders aggregate the number of shares as stipulated herein, the number of shareholders attending The meeting was insufficient to constitute a quorum as stipulated in Article 27, the shareholders who signed their names or other shareholders together with the number of shares as required, shall jointly be responsible for reimbursement of expenses incurred in arranging the meeting at that time to the company.

**Article 25.** In summoning a shareholders' meeting, the board of directors shall prepare a notice summoning the meeting specifying the place, date, time and agenda of the meeting. and matters to be presented to the meeting with reasonable details by specifying that it is a matter to be presented for acknowledgment to approve or to consider including the opinion of the Board of Directors on such matter and submit to the shareholders and the registrar not less than 7 days before the meeting date and advertise the meeting notice in a newspaper for 3 consecutive days at least 3 days before the meeting date.

The meeting of shareholders can be held at the locality where the company's head office is located or other provinces throughout the Kingdom.

In the case of an electronic shareholders' meeting, the rules shall be followed Legal methods, conditions and standards any relevant rules, regulations and/or orders which are effective as of the date of the shareholders' meeting.

**Article 26.** At the shareholders' meeting, a shareholder may appoint another person to attend the meeting and vote on his/her behalf at the meeting. The proxy form must be dated and signed by the shareholder appointing the proxy and must be in the form prescribed by the registrar.

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

**Article 27.** At the shareholders' meeting Shareholders and proxies (if any) must be present at the meeting of not less than 25 people and must hold shares in aggregate not less than one-third of the total number of shares sold. or having shareholders and proxies attending the meeting for not less than half of the total number of shareholders and there must be shares in aggregate not less than one-third of the total number of shares sold in order to constitute a quorum.

In the event that any shareholders' meeting After 1 hour of the appointment time, the number of shareholders attending the meeting did not constitute a quorum as specified. If the shareholders' meeting was called because the shareholders requested the meeting was cancelled. If the shareholders' meeting was not called because the shareholders requested a new meeting and send the meeting invitation letter to the shareholders not less than 7 days before the meeting date. In the latter meeting, a quorum is not required.

The shareholders' meeting, the chairman of the board shall be the chairman of the meeting. If there is no chairman or chairman does not attend the meeting. If there is a vice chairman, the vice chairman shall be the chairman. If the vice chairman does not have or but is unable to perform duties then the meeting shall elect one shareholder who attended the meeting to be the chairman.

**Article 28.** In voting, one share is one vote and the resolution of the shareholders' meeting shall consist of the following votes:

- (1) In normal cases, the majority vote of the shareholders who attend the meeting and vote. If there are equal votes, the chairman of the meeting shall have an additional vote as a casting vote.
- (2) In the following cases, a vote of not less than three-fourths of the total number of votes of the shareholders who attended the meeting and had the right to vote.
  - (a) Selling or transferring all or part of the Company's business to another person.
  - (b) The purchase or acceptance of transfer of the business of another company or a private company to the company.
  - (c) Making, amending or terminating contracts relating to the leasing of all or substantial parts of the Company's business; Assigning other people to manage the company's business or a merger with another person with the purpose of sharing profit and loss.
  - (d) Amendments to the memorandum of association or bylaws.
  - (e) An increase or decrease in the Company's capital or issuance of debentures.
  - (f) Merger or dissolution

**Article 29.** Annual general meeting of the shareholders meeting shall engage in the following acts:

- (1) Consider the report of the board of directors presented to the meeting showing the results of the company's operations in the past year.
- (2) Consider and approve the balance sheet and profit and loss account for the past fiscal year.(3) Consider allocating profits and allocate money as a reserve fund
- (4) Election of directors to replace those who retire by rotation and determine their remuneration
- (5) Appoint auditors and determine remuneration.
- (6) Others.

**Article 30.** In the event that the company or subsidiary agrees to enter into a connected transaction or transactions related to the acquisition or disposal of assets of the company or subsidiaries according to the meaning and criteria specified in the announcement of the Stock Exchange of Thailand applicable to connected transactions of listed companies or acquisitions or dispose of assets of a listed company, as the case may be, the company shall also comply with the rules and procedures as specified in the said announcement on that matter.

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