

The Articles of Association regarding the Shareholders' Meeting

Chapter 3 Board of Directors

13. The Board of Directors of the Company shall comprise of at least five (5) directors and no less than half of the directors shall have a domicile in Thailand. The directors of the Company shall possess qualifications stipulated by the law.

A director is prohibited from being a partner or unlimited partner in a business entity or hold a director position in a private company or any other company that conducts a similar type of business or in competition against the Company's business activities, except where the General Meeting of Shareholders is notified prior to the appointment resolution.

In conducting the Company's business, the directors shall discharge their duties in accordance with the laws, objectives and Articles of Association of the Company, as well as the resolution of the General Meeting of Shareholders, with loyalty, honesty and due care of the Company's interest.

The director shall promptly inform the Company, in the case where the director has any direct or indirect interest in any contract entered into by the Company during any fiscal year or any debenture in the Company and the subsidiary by stipulating the total amount increased or decreased during the fiscal year.

21. The Board of Directors shall appoint one of the directors as Chairman of the Board of Directors.

The Board of Directors may elect one or more directors to be the Vice Chairman as it may deem appropriate. The Board of Directors may delegate one or more directors to undertake any actions on behalf of the Board.

22. At any Board of Directors Meeting, a quorum shall consist of at least half of the total number of directors. In case that the Chairman of the Board is not present or is unable to perform his duty, the Vice Chairman shall preside over the meeting. If there is no Vice Chairman or the Vice Chairman is unable to perform his duty, the directors present shall elect one director to be the chairman of the meeting.

The resolution of the Board of Directors shall require majority vote.

Each director shall have one (1) vote, except for a director, who has an interest in any matter shall not be entitled to vote in such matter. In case of a tie of vote, the chairman shall have additional casting vote.

23. Meeting of the Board of Directors shall take place at least once every three (3) months.

The Board of Directors may hold the board meetings where its head office is located or in any other venue of their choice which is considered appropriate.

The Board of Directors may hold the electronic conference according to the condition, procedure and methods prescribed by law.

24. In calling the Meeting of the Board of Directors, the Chairman of the Board or the designee, shall send a notice of the meeting to the director no less than seven (7) days in advance, except in an urgent case, to protect the Company's rights or benefits, the notice may be given by any other means and the notice period may be shortened.

Two or more directors can jointly request the Chairman of the Board or the designee to call a Meeting of the Board of Directors. If the Chairman of the Board or the designee does not proceed accordingly, the two or more directors who request to call the meeting shall be entitled to call and convene the meeting in order to consider the agenda items per requested according to the procedure as aforementioned paragraph.

The Board of Directors can convene the Meeting via electronic media in accordance with the Announcement of the National Council for Peace and Order No. 74/2557 dated 27 June 2014 and shall be comply with the standards for maintenance of security for electronic meetings B.E.2557 (2014), prescribed by the Announcement, Re: the standards for maintenance of security for electronic meetings B.E.2557 (2014), dated 24 November 2014 as follows:

- (1) The meeting shall be conducted through an electronic means with attendees at least one-third of the quorum presenting at the same place and all attendees must be in the Kingdom of Thailand during meeting.
 - (2) The electronic meeting shall be conducted through a meeting control system that has information security by arranging to make an audio record or an audio-visual record,(as the case may be), of all attendees throughout the meeting including the computer traffic data from the record.
 - (3) The sending of the notice for the electronic meeting and the related documents can be conducted in accordance with the procedure and time period prescribed by law or the regulations relating to the meeting or can be done by electronic mail instead.
25. The Company's authorized directors shall be two (2) directors jointly sign together with the Company's seal affixed.

However, the General Meeting of Shareholders or the Board of Directors Meeting may fix the names of the authorized directors whose signatures together with the Company's seal shall bind the Company.

26. The Board of Directors may appoint other persons to carry out the Company's business under the Board of Director's supervision or may confer upon such other persons such powers as they think fit and for such time as they think expedient and they may revoke, withdraw, after or vary any of such powers.

Chapter 4 Meeting of Shareholders

27. The Board of Director shall hold an annual general meeting of shareholders within four (4) months of the end of the Company fiscal year.

All other shareholders' meetings are called Extraordinary General Meetings. The Board of Directors may summon an Extraordinary General Meetings upon its appropriate, or when one or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total paid shares submit a written request to the Board of Directors to call the Extraordinary General Meeting at any time. Such written request shall clearly specify the reason for summon of the meeting. In such case, the Board of Directors shall convene the meeting for the shareholders within forty-five (45) days as from the date of receipt of the written request from the shareholders..

In the case that the Board of Directors does not hold such meeting within the period specified in the second paragraph, the shareholders who have submitted the request or other shareholders which holding the aggregate number of shares as prescribed in this Article may hold the meeting by themselves within forty-five (45) days from the lapse of the period referred in the second paragraph. In this case, it shall be deemed that such shareholder's meeting is the meeting called by the Board of Directors. The Company shall be responsible for all necessary expenses incurring from the holding of the meeting and facilitate the meeting with reasonable manner.

In the case that quorum of the meeting convened as requested by the shareholders according to the third paragraph cannot be formed as required by the Article 30 in this Article of Association, the shareholders under the third paragraph shall be jointly responsible for any expenses incurring from the convening of such meeting.

28. In calling the General Meeting of Shareholders either in-physical meeting or electronic meeting, the Board of Directors shall prepare a notice of the General Meeting of Shareholders specifying the venue, date, time and agenda items of the meeting and the matters proposed to the meeting with details appropriately, and state the purposes of the matters whether they are for acknowledgment, approval, or consideration, together with the opinion of the Board of Directors on such matters. The notice shall be sent to the shareholders at least seven (7) days prior to the meeting date and be advertised through electronic media for three (3) consecutive days at least three (3) days prior to the meeting date.

In addition, the Company may send a notice of the meeting, any notice related to the company or any advertising messages to shareholders via electronic media instead.

The General Meeting of Shareholders may be held in the location where the Company's head office is located or other provinces in the Kingdom of Thailand as the Board of Directors deems appropriate. If the meeting is held via electronic means, the Company's head office shall be considered as the meeting venue.

29. At a General Meeting of Shareholders, any shareholder may attend and vote at the meeting by proxy. The instrument appointing a proxy shall be dated and signed by the appointing shareholder and shall be in a form prescribed by the registrar.

The instrument of appointment of the proxy must be deposited with the Chairman of the Board or the person appointed by the Chairman at the meeting before the proxy attends the meeting.

30. At a General Meeting of Shareholders whether in physical meeting or electronic meeting, a quorum shall require the presence of at least twenty five (25) shareholders and proxy holders (if any), whereby, in appointing of proxy, it must be signed in writing, or by electronic means in the form specified by the Public Company Registrar, provided that the holding no less than one-third (1/3) of the total shares issued by the Company, or the presence of shareholders and proxy holders amounting to no less than half of total shareholders outstanding and having a combined shareholding no less than one-third (1/3) of total shares issued by the Company to qualify as a quorum. Shareholders shall appoint any person as their proxies to attend the meeting and cast the votes on their behalf. The granting proxy shall be made by a signed written letter or electronic method as prescribed by the registrar of public limited company and submit the letter or evidence of granting proxy electronically to the Chairman of the Board or the designee at the meeting venue before the proxy attend the meeting.

Besides the first paragraph, in case of electronic meeting, all shareholders or proxy holders (if any), who attend the meeting shall be in the Kingdom of Thailand and no less than one-third of the quorum shall be at the same meeting venue. They must conduct through the control system which have an information security by making audio records or audio-visual records (depends on the individual case) of every attending director, throughout the meeting period, including the computer traffic data from the mentioned record. The meeting control system must comprise of the elements in accordance with the Announcement of Ministry of Information and Communication Technology, Re: the standards for maintenance of security for electronic meetings B.E.2557 (2014) including additional amendments.

In case that such required quorum is not present within 1 hour from the scheduled time of the meeting and such meeting is called pursuant to a request from the shareholder, the meeting will be cancelled. If it is called otherwise than by a request from shareholder, the meeting shall be re-summoned. The notice of invitation shall be provided to the shareholders no less than 7 days prior to the date of the meeting. At such re-convened meeting, a quorum is not required.

At the General Meeting of Shareholders, the Chairman of the Board of Directors shall serve as chairperson of the meeting. If the Chairman is not present or unable to perform his/her duties, the Deputy Chairman (if any) shall serve as chairperson. In the absence of a Deputy Chairman or if he/she is unable to perform his/her duties, the shareholders shall nominate one of the shareholders presents at this meeting to act as a chairperson.

31. Every shareholder shall have one vote for each share and the resolutions of the General Meeting of Shareholders shall require the affirmative vote as follows:
- (1) In an ordinary case, the majority vote of the shareholders present and vote at the meeting, and in case of a tie of votes, the Chairman shall have additional casting vote;
 - (2) In the following cases, shall take at least 3/4 of the total votes of the shareholders present and entitled to vote at the meeting:
 - (a) sales or transfer of all or substantial part of the business of the Company to another person;
 - (b) Purchase or accept the transfer of business of other company or other limited liability company;
 - (c) Entering into, amending or terminating contract concerning the lease of all or substantial part of the business of the Company, designating other person to manage the business of the Company or any merger of the business with other person with an objective to share profit and loss;
 - (d) amendment to the Memorandum of Association or the Articles of Association of the Company;
 - (e) increase or decrease of the capital of the Company or issuance of debentures of the Company;
 - (f) merger or dissolution of the Company
33. In the case that the Company or its subsidiary enter into a connected transaction or a transaction concerning acquisition or disposal of assets of the Company or the subsidiary according to the definition and criteria prescribed by the notification of the Stock Exchange of Thailand applicable to the connected transaction of a registered company or an acquisition or disposal of the assets of a registered company, as the case may be, the Company shall follow the rules and procedures prescribed by such relevant notification.

Chapter 6 Capital Increase or Write-down

42. The Company may increase its capital above the level which has been registered by issuing additional new shares, and may offer subscription for all or part of the new shares. Subscription will give priority to rights issue to existing shareholders in proportion to shares currently held or through a public offer either in part or in full, as follows:
- (1) All issued shares have been paid-up or in the event that some of the shares have not been fully subscribed. Remaining shares must be available to support the exercise of convertible debentures or share warrants.
 - (2) Resolution of the General Meeting of Shareholders is reached by vote comprising no less than three-fourths (3/4) of the shareholding represented at the meeting who is eligible to vote, and
 - (3) Within 14 days of the resolution being passed, the Share Registrar shall be notified of the intention to increase capital.

Through resolution of the General Meeting of Shareholders, the share allocation described in the first paragraph may be mandated to the Board of Directors of the Company to assess the price and number of shares to be offered.