

**ARTICLES OF ASSOCIATION**  
**OF**  
**TRC CONSTRUCTION PUBLIC COMPANY LIMITED**

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**Chapter 1    General**

1. These regulations shall be called the Articles of Association of TRC Construction Public Company Limited
2. Unless otherwise specified, "Company" shall mean TRC Construction Public Company Limited
3. Unless otherwise stipulated in these Articles, the provisions of the law on public limited company shall apply.

**Chapter 2    Issuance and Transfer of Shares**

4. The Company's shares shall consist of ordinary shares of par value Bt1 and with name denoted in certificates.

All shares in the Company shall be one time fully paid-up.

The subscriber or purchaser of the shares may not offset the value against other obligations with the Company, with the exception of debt restructurings which may involve issuance of new shares to settle liabilities with creditors in a debt-to-equity swap. Such cases require shareholder approval in accordance to law.

Issuance of shares to settle liabilities and debt-to-equity swap schemes described in the aforementioned paragraph shall comply with relevant guidelines and regulations pertaining to this matter.

Shares in the Company that are jointly held by 2 or more parties cannot be separated. The parties jointly holding the shares must nominate one individual or party in the group to act and represent the shareholding on behalf of others.

The Company may issue debenture or convertible debenture or preferred shares or other securities pursuant to the laws on securities and exchange to be offered to the shareholders, any person or the public. The conversion of the convertible debenture or the preferred shares to ordinary shares shall subject to the provision of the law.

5. The Company shall issue share certificates to the shareholders within 2 months after the Company has been registered or the date on which the shares are fully paid-up in the case of issuance of new shares after the Company has been registered.

All share certificates of the Company shall be signed by or affixed with the signature of at least one director. However, the Board of Directors may assign the share registrar under the laws on securities and exchange to sign

or affix the signature in place of the director. Such signing or affixing of signature shall be subject to the rules and procedures prescribed by the share registrar.

In case where the Company has appointed the Thailand Securities Depository Co., Ltd. as share registrar, the procedures applicable to the Company' share registration shall be as prescribed by the share registrar.

6. The shares in the Company shall be transferable without restriction, except where such transfer will result in the non-Thai shareholder holding more than 49% of all shares sold by the Company. The Company may reject any transfer of the shares, which will cause the shareholding of the non-Thai shareholders in the Company to exceed such ratio.
7. Subject to Article 6 of these Articles of Association, the transfer of the shares shall be completed when the share certificate is endorsed by the transferor, specifying the name of the transferee, signed by the transferor and the transferee and delivered to the transferee.

The transfer of the shares shall be used against the Company when the Company receives a request for the share transfer to be entered into the share registration and shall be used against a third party when the Company has registered such transfer.

When the Company receives the request for the registration of the share transfer, if the Company opines that such transfer is legal, the Company shall within 14 days from the date of the request, register such transfer. If the share transfer is not duly completed, the Company shall notify the applicant within 7 days.

If the Company' shares are listed as registered securities in the Stock Exchange of Thailand, the transfer of the shares shall be subject to the laws governing securities and exchange.

The transfer of any other shares, whether registered as a listed security on the Stock Exchange of Thailand or not, shall comply with the rules and regulations governing securities and the Stock Exchange of Thailand.

8. If the recipient of the share transfer requires a new share certificate, he/she should make a written request to the Company that is signed by the recipient and signed by at least one witness to verify the authenticity of the signature. In addition, the old share certificate or other documents showing the share transfer recipient's entitlement to the shares shall be surrendered to the company. When the Company has verified the share transfer as legitimate, the Company will register the shares within 7 days from the date the request was made and will issue a new share certificate within 1 month from the date of the request.
9. The shareholders may request the Company to issue a new share certificate to replace the one that is erased or substantially damaged by return of the previous share certificate. In such case the Company shall issue a new share certificate to the shareholder within 14 days from the date of receipt of the request. In case that the share certificate is lost or destroyed, the shareholder shall provide the Company with an evidence of the report to the

investigating officer and the Company shall issue a new share certificate to the shareholder within 14 days from the date on which the Company receives such request and the shareholder produces such evidence to the Company.

In the case of death or bankruptcy of the shareholder, if the person, who is entitled to the shares, returns the share certificate and provide the Company with the relevant legal evidence, the Company shall register him/her as the shareholder and issue a new share certificate within 1 month from the date of receipt of such evidence.

10. The Company may charge the fee at the rate specified by the law in the case of issuance of the new share certificate to replace the one that is lost, erased or damaged or in the case that the shareholder requests a certified copy of the share register whether in all or in part.
11. The Company shall not own its own shares nor take them in pledge, except in case of buy-back of the shares as prescribed in the Public Limited Company Act (No. 2) B.E. 2544.

Share buy-backs must receive approval through resolution of the General Meeting of Shareholders, except in the case where the shares purchased by the Company does not exceed 10 percent of the paid-up share capital which can be authorized by the Company's Board of Directors.

The buy-back and disposal of the shares, including cancellation of the bought-back registered shares shall be in accordance with the rules and procedures prescribed in the relevant Ministerial Regulations.

12. The Company may close its share register for the transfer of shares during 21 days prior to each General Meeting of Shareholders by making advance announcement to the shareholders at least 14 days prior to the closure of the share register.

### **Chapter 3 Board of Directors**

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

14. Selection of the Board of Directors shall be made by majority vote at the General Meeting of Shareholders according to the following rules and procedures:

- (1) Each shareholder is entitled to one vote for each share held;
- (2) The shareholders shall cast their votes to elect the director on an individual basis;
- (3) The persons with the highest votes shall be elected as the directors, in order of the votes received, in the number equivalent to the number of directors to be elected at such meeting. In case of a tie of votes received by the persons elected to the directors, in excess of the number of directors to be elected at the meeting, the chairperson of this meeting shall have the final casting vote.

15. At each Annual General Meeting, one-third of the directors, or if their number is not a multiple of three, then the number nearest to one-third, must retire from office.

Directors retiring in the first and second year subsequent to the registration of Company shall be determined by a draw of lots. In the subsequent years, the director who is in the office for the longest period shall retire. A retiring director is eligible for re-election.

16. The directors shall be entitled to receive remuneration from the Company in the forms of prized money, meeting remuneration, remuneration, bonus or other kinds of compensation in accordance with the Articles of Association or as approved by the General Meeting of Shareholders, which amount may be fixed or regulated and may be fixed from time to time or for such period until there is a change. In addition, the directors shall be entitled to allowance and welfare in accordance with the regulations of the Company.

The provision in the first paragraph shall not prejudice the rights of the staff or employee of the Company, who is elected as the director, to receive any remuneration and benefit as the staff or employee of the Company.

17. Other than retiring by rotation, the director shall cease to be in the position upon:

- (1) death;
- (2) resignation;
- (3) being disqualified or prohibited by law;
- (4) being removed by the resolution of the General Meeting of Shareholders;
- (5) being removed by the court order.

18. Any director may resign from his/her position by submitting his/her resignation letter to the Company. The resignation shall become effective when the Company receives the resignation letter.

The director, who resigns pursuant to the first paragraph, may also notify the registrar of his/her resignation.

19. In the case of any vacancy among the members of the Board of Directors occurring otherwise than by rotation, the Board of Directors shall elect a person, who is qualified and does not possess any qualifications prohibited by law, to be a director in his/her place at the next Board of Directors meeting, unless the remaining term of such director is less than 2 months. Any person so appointed shall retain office only during such time as the remaining term of the director, whom he/she replaces.

The resolution of the Board of Directors under paragraph one shall require an affirmative vote of at least 3/4 of the remaining directors.

20. The General Meeting of Shareholders may resolve to remove any director prior to the expiration of his/her term. Such resolution shall require an affirmative vote of not less than 3/4 of the number of shareholders attending the meeting and entitled to vote and holding altogether no less than half of the total shares held by the shareholders attending the meeting and entitled to vote.
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 Board Meetings where the head office is located or in any other venue of their choice which is considered appropriate.

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

Any 2 directors may request the Chairman of the Board to call a Meeting of the Board of Directors. Under such circumstances, the Chairman of the Board of Director or a director assigned by the Chairman shall decide on a date to hold the Meeting of the Board of Directors within 14 days of the request being made.

25. The Company's authorized directors shall be two (2) directors jointly sign together with the Company' 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' 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 General 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 general meetings are called Extraordinary General Meetings. The Board of Directors may summon an Extraordinary General Meetings whenever they think fit. Any shareholder holding in aggregate of 1/5 of the total shares sold by the Company or at least 25 shareholders holding altogether no less than 1/10 of the total shares sold by the Company may at any time submit a written request to the Board of Directors to call the Extraordinary General Meeting. Such written request shall clearly specify the reason for the summon of the meeting. In such case, the Board of Directors shall convene the meeting for the shareholders within 1 month from the date of receipt of the written request from the shareholder.

28. In calling the General Meeting of Shareholders, the Board of Directors shall prepare an invitation notice, specifying the venue, date, time, agenda and the matters to be proposed to the meeting together with reasonable details by stipulating whether such matter is proposed for acknowledgment, approve or consideration, including the opinion of the Board of Directors on such matters and send to the shareholders at least seven (7) days prior to the date of the meeting and publicize such notice in the newspaper for 3 consecutive days at least 3 days prior to the date of the meeting.

The General Meeting of Shareholders may be held in the location where the Company's head office is situated or other province in the Kingdom of Thailand.

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 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, a quorum shall require the presence of at least 25 shareholders and proxy holders (if any) holding no less than 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 1/3 of total shares issued by the Company to qualify as a quorum.

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

32. Annual General Meetings shall be summoned for the purpose of:

- (1) Reviewing the report of the Board of Directors covering the Company's performance during the previous year;
  - (2) Considering and approving the balance sheet and the profit and loss statement of the preceding fiscal year;
  - (3) Considering the allocation of profits and reserve;
  - (4) Election of new director in place of the director who is retired by rotation and fixing remuneration;
  - (5) Appointment of the auditor and fixing his remuneration.
  - (6) Other business.
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 5 Accounts, Finances, and Financial Audit**

34. The Company fiscal year commences on 1 January and ends on 31 December of each year.
35. The Company shall prepare and maintain its books and accounts, including audited account in accordance with the applicable law and shall prepare the balance sheet and profit and loss statement at least once every 12 months, which is the Company's fiscal year.
- The Company's books and accounts shall be kept in Thai with English captions, and shall be maintained according to internationally recognized accounting standards generally acceptable in Thailand and the applicable law.
36. The Board of Directors shall cause a balance sheet to be made as at the end of the Company fiscal year to be proposed to the General Meeting of Shareholders at the Annual General Meeting for approval. The Board of Directors shall have the balance sheet and profit and loss account audited by the Company's auditor before submitted to the General Meeting.
37. The Board of Director shall send the following documents to the shareholders together with the notice of the Annual General Meeting:
- (3) Copy of the audited balance sheet and profit and loss statement together with the auditor's report;
  - (4) The Board of Directors annual report.
38. The auditor shall have a duty to attend all General Meeting of Shareholders, where the balance sheet and profit and loss statement and matters relating to



the Company's accounts are considered so as to explain the audit of accounts to the shareholders. The Company shall provide the auditor with the reports and documents of the Company to be sent to the shareholders at such General Meeting. The Company must not be a director, staff, employee nor hold any position in the Company.

The auditor shall have the power to examine any books and accounts and other evidence of any income, expense, as well as assets and liabilities of the Company during the Company's business hours and shall have the right to call the director, staff and employee of the Company to give any statement and explanation as necessary for the discharge of the auditor's duty. The auditor shall prepare the report on balance sheet and account to be proposed to the Annual general Meeting and shall state in such report whether the balance sheet is duly prepared and reflects the true and correct business of the Company.

39. No dividend may be declared except from the profits. In case that the Company has retained loss, no dividend shall be declared.

Except in the case of preferred shares, where these Articles stipulate otherwise, the dividend shall be allocated equally in accordance with the number of shares.

The declaration of dividend shall be approved by the General Meeting of Shareholders.

The Board of Directors may from time to time to pay to the shareholders such interim dividends as appear to the Board of Directors to be justified by the profits of the Company and shall report such payment to the next General Meeting of Shareholders.

The payment of dividend shall be made within 1 month from the date of resolution of the General Meeting or the Board of Directors, as the case may be. Notice of any dividend that may have been declared shall be given by letter to each shareholder and announced in a newspaper for at least 3 consecutive days. No interest shall accrue if the dividend is paid within the period of time prescribed by the law.

40. In the event that the paid-up capital has not reached the registered share capital or the Company has already registered for a share increase, the Company may select to pay dividends in full or in part by issuing new shares to shareholders, subject to the resolution of the General Meeting of Shareholders.

41. The Company must appropriate to a reserve fund at least 5% of the annual net profits less retained loss carried forward (if any), until the reserve fund reaches 10% of the capital of the Company.

Subject to the resolution of the General Meeting of Shareholders, the Company may apply general retained earnings, retained earnings required by law, and premium to share capital, to offset accumulated losses the Company may have.

## **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.

43. The Company is entitled to write-down its capital from the level registered by reducing the par value of shares or decreasing the number of shares or cancelling any unpaid share capital. However, it is prohibited from reducing capital beyond one-fourth (1/4) of total share capital.

If the Company has accumulated losses, but a write-off conducted according to Article 41 still leaves some remaining accumulated losses, the Company may write-down capital beyond one-fourth (1/4) of total share capital.

The extent and methodology chosen to reduce share capital according to the first paragraph is subjected to the resolution of the General Meeting of Shareholders which must be reached by vote comprising no less than three-fourths (3/4) of the shareholding represented at the meeting who is eligible to vote. Subsequently, the Company must register the change in share capital within 14 days of the resolution being reached.

## **Chapter 7**

44. The Company seal is as follows:

