

Company's Regulations Relating to the General Meeting of Shareholders

27. The Board of Directors shall call a shareholder meeting which is an annual ordinary general meeting of shareholders within four months of the last day of the fiscal year of the Company.

Shareholder meetings other than the one referred to in the first paragraph shall be called extraordinary general meetings. The Board of Directors may call an extraordinary general meeting of shareholders any time the Board considers it expedient to do so, or shareholders holding shares amounting to not less than one-fifth of the total number of shares sold, or shareholders numbering not less than twenty-five persons holding shares amounting to not less than one-tenth of the total number of shares sold may submit their names in a request directing the Board of Directors to call an extraordinary general meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request.

28. In calling a shareholder meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval, or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information at least seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper 3 consecutive days prior to the date of the meeting at least three days.

During 21 days prior to date of meeting, the company will close the registration book and shall be published at head office and all branches at least fourteen days prior to the date of the meeting.

The Meeting shall be arranged at either the province where the head office located or other provinces in Thailand.

29. In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than twenty-five persons, or not less than one half of the total member of shareholders, and in either case such shareholders shall hold shares amounting to not less than one-third of the total number of shares sold, unless otherwise stipulated by the law governing public limited companies.

At any shareholder meeting, if one hour has passed from the time specified for the meeting and the number of shareholders and the aggregate number of shares held by the shareholders attending the meeting is still inadequate for a quorum, and if such shareholder meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was called by the Board of Directors, the meeting shall be called once again and the notice calling such meeting shall be delivered to the shareholders not less than seven days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

The Chairman of the Board of Directors shall preside over every shareholder meeting. If the Chairman of the Board is not present at a meeting, or cannot perform his duty, and if there is a Vice-Chairman, the Vice-Chairman present at the meeting shall be the chairman of the meeting. If there is no Vice-Chairman, or if the Vice-Chairman

cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

30. The resolution of Meeting shall be comprised
- (1) In case, voting shall be passed by majority of the shareholders present at the meeting with the right to vote. In the event of a tie vote, the Chairman of the meeting shall have a casting vote.
  - (2) In these cases, voting shall be passed by three-fourth of the shareholders present at the meeting with the right to vote
    - (a) To divest or transfer all business or significant business to others
    - (b) To acquire or merge with other company
    - (c) To commit, amend or give up the company's contract of all leasing or some part by assignment or merger with other in order to profit sharing
31. The affairs to be carried out by the annual general meeting are as follows :
- (1) Review on the operation of the Company in the previous year.
  - (2) Approval of the balance sheet.
  - (3) Appropriation of profit.
  - (4) Election of new directors to replace retiring directors.
  - (5) Appointment of auditor.
  - (6) Other matters.

**Director's Qualification, Election and Rotation of Directors.**

13. The directors shall be elected by the Shareholder Meeting in accordance with the rule and method as follow:
- (1) Each shareholder or proxy shall have one vote for each share.
  - (2) Each shareholder should vote all shares by (1) elect on directors or others but shall not allocate voting to any candidates
  - (3) The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as Directors in that order until all of the Director positions are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of Directors to be exceeded, the remaining appointment shall be made by the chairman of the meeting who shall have a casting vote.
14. At the annual general meeting of shareholders, one-third of the Directors, or if their number is not multiple of three, then the number nearest to one-third, must retire from the office. The Directors retiring from office in the first and second years after registration of the conversion to public limited company shall be selected by drawing lots. In subsequent years, the Director who has held office longest shall retire.