

The Articles of Association specifically relating to Shareholders' Meeting**1. Setting the date and agenda of the Shareholders' Meeting****Setting the Shareholder registration book closing date, the date and agenda of the shareholders' meeting**

Article 13 During a period of 21 days prior to the date of meeting, the Company may close the shareholder registration book and suspend any transfer of shares by making an announcement at the Company's head office including all of its branches at least 14 days prior to the date on which such shares transfer suspension is commenced.

Article 32 The Board of Directors shall convene an annual general meeting of shareholders within four months from the last day of the accounting period of the Company.

Meetings other than those specified above shall be called the Extraordinary Meeting. The Board of Directors may summon an Extraordinary Meeting whenever it deems appropriate or one or more shareholders holding the aggregate number of shares of not less than ten percent of the total number of shares sold may, by subscribing their names, request the Board of Directors in writing to call an Extraordinary Meeting at any time, provided that the reasons for calling such meeting shall be clearly stated in the said request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five days from the date the request in writing from the shareholders is received.

In case that the Board of Directors fails to arrange for the meeting within the said period under paragraph two, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days from the date of expiration of the period under paragraph two. In such case, the meeting is deemed to be shareholders' meeting called by the Board of Directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under paragraph three, the number of the shareholders presented does not constitute a quorum as prescribed by this Article of Association, the shareholders under paragraph three shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

Article 33 In summoning a shareholders' meeting, the Board of Directors shall issue meeting notice specifying the venue, date, time, agenda and related information with clear objective for each agenda whether for acknowledgement, approval or consideration plus the Board's opinion. Such notice shall be sent to shareholders at least 7 days prior to the meeting and promulgated in daily newspaper for three consecutive days at least 3 days prior to the meeting.

The shareholders' meeting shall be held at the location of head office or any other place as the Board of Directors deem appropriate.

- Article 38** An annual general meeting of shareholders shall be summoned for the following proposes:
- (1) Considering and acknowledging the annual report of the Board of Directors;
 - (2) Considering and approving the balance sheet and the profit and loss statement;
 - (3) Considering and approving the appropriation of profit;
 - (4) Electing and new director in replacement of those who must retire on the expiration of their terms;
 - (5) Appointing auditor and fixing the remuneration for auditing;
 - (6) Other businesses

2. The count of quorum for the shareholders' meeting

- Article 8** The company shall not own its own shares or take them in pledge, except in the following cases:
- (1) The company may repurchase its shares from a shareholder who votes against the resolution of the meeting of shareholders to amend the articles of association of the company relating to the right to vote and the right to dividend payment which is unfair in view of such shareholder
 - (2) The company may repurchase its shares for the purpose of financial administration, when it has accumulated profits and surplus liquidity, and such repurchase shall not cause a financial problem for the company.

In the case where the company repurchases its shares, as outlined in paragraph one, not more than 10 percent of the paid-up capital, the Board of Directors may be granted the power to determine the repurchase of shares without requesting approval from the shareholder meeting before proceeding.

In the case where the company repurchases its shares more than 10 percent of the paid-up capital, the company must request approval from the shareholder meeting before proceeding, with votes of more than half of the number of shareholders who attended the meeting and had the right to vote, and must repurchase shares within the time specified by law.

The shares held by the company resulting from the share repurchase shall not be counted towards constituting the quorum of a shareholders' meeting, and such shares shall have no voting rights or entitlement to dividends.

the shares repurchased under paragraph one; the company must sell within a specified time. If it does not dispose of or is unable to dispose of all the shares within such period, the company shall reduce its paid-up capital by canceling the remaining registered shares, in accordance with the rules and procedures prescribed by law.

- Article 34** The shareholders' meeting must be attended by shareholders in persons or by proxies (if any) not less than twenty-five persons or not less than a half of total number of shareholders and have an aggregate number of shares not less than one-third of all paid-up shares to constitute quorum.

If none hour has elapsed after the appointed time of the meeting but the shareholders attending the meeting do not constitute a quorum, the meeting shall be called off in case the meeting was summoned upon the requisition of the shareholders. If the meeting was not summoned by the shareholders not less than 7 days before the date fixed for the meeting, the meeting shall proceed even if it does not constitute a quorum.

Article 36 Any shareholder who does not attend the meeting may appoint a proxy in writing to attend the meeting and vote in his replacement. The proxy must submit the instrument appointing a proxy to the chairman of the meeting or the person designated prior to the start of the meeting.

Such instrument must be prepared in compliance with the format prescribed by the Registrar; the minimum requirement shall be as follow:

- (1) The number of shares held by the grantor;
- (2) The name of grantor;
- (3) Number of meeting and date, month, year of the meeting as appointed a proxy to attend the meeting and vote.

In voting, the proxy shall have the same number of votes as are vested in the all grantors off proxy who is entitle to vote at that time, unless other proxy informs the meeting prior to the voting that he shall exercise the voting right of particular grantors for such matter.

3. The Operation meeting

Article 35 The chairman of the Board of Directors shall be the chairman of the shareholders meetings. In case the chairman of the Board of Directors does not present at the meeting or unable to perform his duty, and if there is a vice-chairman, the vice-chairman present at the meeting shall be the chairman of the meeting. In case the vice-chairman is unable to perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

Unless otherwise provided herein, for each voting, each shareholder shall have number of votes equivalent to number of shares held by him; one share shall count as one vote.

Unless otherwise requested by the least five shareholders and resolve as such voting shall be conducted openly. If voting shall be conducted by taking a poll, it shall be take in such a manner as directed by chairman.

4. Vote of each agenda

Article 37 A resolution of the shareholder meeting shall require:

- (1) In an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of tie vote, the chairman of the meeting shall have a casting vote.
- (2) In the following events, a vote of not less than three-fourth (three quarters) of the total number of votes of shareholders who attend the meeting and have the right to vote:
 - (a) The sale or transfer of the entire or important parts of the business of the company to other persons;
 - (b) The purchase or acceptance of transfer of the business of other companies or private companies by the company
 - (c) the making, amending or terminating of contracts with respect to the granting of a lease of the entire or important part of business of the company, the assignment of the management of the business of the company to any other persons or the amalgamation of the business with other persons with the purpose of profit and loss sharing.
 - (d) The change or amending of the memorandum of association or Articles of association.
 - (e) Any capital increase, capital decrease, the issuance of debentures, the dissolution or amalgamation of the company.

5. **The dividend payment**

Article 43 Dividends shall not be paid other than out of profits. If the Company still has an accumulated loss, no dividends shall be distributed.

Dividends shall be distributed according to the number of shares, with each share receiving an equal amount.

The Board of Directors may pay interim dividends to the shareholders from time to time if the Board believes that the profits of the Company justify such payment. After the dividends have been paid, such dividend payment shall be reported to the shareholders at the next shareholder meeting.

Payment of dividends shall be made within 1 month of the date of the resolution of the shareholder meeting or of the meeting of the Board of Directors, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper.

6. **Appoint new directors to replace the directors who must retire by rotation**

Article 15 All directors must be elected and appointed by the shareholder meeting pursuant to the following rules and procedures:

- (1) Each of the shareholders shall have 1 vote per 1 share;
- (2) Each of the shareholders shall have to apply all votes he, she or it may have under (1) to appoint one or several persons as director(s), provided always that all of such votes may not be split in order for a director to obtain votes more or less than another director; and
- (3) The persons and the number of persons who shall be appointed as directors shall be based on the order of maximum number of votes each of such persons may obtain and the total number of directors the Company may have or, as the case may be, the number of directors for such time of appointment. In the event that there are persons obtaining equal number of votes at the next order of maximum number of votes and the number of such persons with equal votes is more than the number of directors to be appointed at such time, the Chairman shall also have a casting vote therefor.

Article 16 At every annual general meeting, one-third (1/3) of the directors shall retire. If the number of directors to be retired cannot be divided as such one-third (1/3), the number of directors closest to one-third shall retire.

A director retiring from office as such may be re-elected.

7. **Consider and fix remuneration and meeting allowance for directors**

Article 27 The directors shall be entitled to compensation or remuneration either in a form of cash, attending meeting allowance, gratuity, bonus or any other form of benefit, each of which as may be specified in these Articles of Association or the resolutions of the shareholder meeting, whereby the specifications of such compensation or remuneration may be made either in a form of exact amount of money or principle or regulation which may be applied from time to time or for a limitless time until it is amended or changed. In addition, the directors shall also be entitled to any other allowance or welfare pursuant to the Company's rules or regulations.

The provisions in the first paragraph shall not diminish or impair any other rights of the Company's officer or employee, who is elected and appointed as a director, to obtain any other compensation or benefit as being an officer or employee of the Company.

The compensation in the first and second paragraph is according with Public Company Limited act B.E. 2535 and Securities act B.E. 2535