

**The Company's Articles of Association relating to
the Meeting of Shareholders**

General Meetings

Article 15. An Annual Ordinary Meeting of Shareholders shall be held within four (4) months after the end of the fiscal year of the Company. Such meeting is called an "Ordinary Meeting". All other general meetings are called "Extraordinary Meetings". The Board of Directors may summon Extraordinary Meetings whenever they think fit.

Article 16. A shareholder or shareholders holding shares in aggregate of not less than ten (10) percent of the total number of shares sold may at any time make a letter requesting the Board of Directors to summon an extraordinary meeting, provided that the matters and reasons for summoning such meeting must be clearly stated in the said letter. In such event, the Board of Directors shall organize a shareholders meeting to be held within forty five (45) days from the date of the receipt of the letter from the shareholders.

In case the Board of Directors fails to arrange for the meeting within such period under paragraph one, 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 as from the date of expiration of the period under paragraph one. 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 facilitate such meeting.

In the case that the shareholders call the meeting themselves in accordance with the foregoing paragraph, the shareholders who call the meeting may send the notice of such meeting via electronic means to the shareholders if such shareholders have declared their intention or given their consent to the Company or the Board of Directors, in accordance with the criteria prescribed by the law governing public limited companies.

In the case where, at the meeting called by the shareholders under paragraph two, the number of the shareholders present does not constitute a quorum as prescribed by Article 20, the shareholders under paragraph two shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

Article 17. The Board of Directors shall summon a meeting of shareholders by sending a notice to the shareholders (in case of shareholders of foreign nationality, an English translation shall be attached to said notice) and the Registrar under the law governing public limited companies not less than seven (7) days prior to the date of the meeting. The notice of the meeting shall specify the place, date, time and agenda of the meeting and the subject matters to be submitted to the meeting together with proper details and state whether it will be for information, approval or consideration as well as the opinions of the Board of Directors on said matters. The notice shall also be published in a newspaper or through electronic media not less than three (3) days prior to the date of the meeting.

Article 18. The place of shareholders meetings shall be in Bangkok, a nearby province or any province in Thailand as decided by the Board of Directors.

Shareholders have the right to attend all meetings of shareholders and to vote in such meetings by himself or by proxy. Each share entitles the holder to one (1) vote. Voting may be made by a show of hands or by a secret ballot if at least five (5) shareholders so request and the meeting resolves to vote by a secret ballot. Notwithstanding whether the voting is made by a show of hands or a secret ballot each voter shall be entitled to the number of votes equal to the number of shares he holds or represents.

Article 19. Any shareholder may vote by proxy, provided the power given to such proxy shall be in writing, signed by the principal, and submitted to the Chairman of the Board or the person designated by him at the place of the meeting before the proxy attends the meeting.

The proxy shall be in the form prescribed by the Public Limited Companies Registrar.

In voting, the proxy shall have such number of votes as is equal to the total number of votes to which the shareholders having appointed him are entitled, unless the proxy has declared to the meeting in advance of voting that he will vote on behalf of certain principals, by specifying the names of the principals and the number of shares held by them respectively.

The appointment of a proxy under the first paragraph may be done via electronic means, provided that such electronic means are safe and it can be believed that the appointment is made by the shareholder, and in accordance with the criteria prescribed by the law governing public limited companies.

Article 20. In order to constitute a quorum, a general meeting of shareholders shall be attended by shareholders either in person or by proxy:

- (a) at least twenty-five (25) shareholders who hold no less than one-third (1/3) of the total number of shares sold; or
- (b) at least half (1/2) of the total number of shareholders who hold no less than one-third (1/3) of the total number of shares sold.

If after one (1) hour from the time fixed for any general meeting of shareholders the number of shareholders present does not constitute a quorum in accordance with the first paragraph, such meeting shall be cancelled if such general meeting of shareholders was requested by the shareholders in accordance with Article 16.

However, if such meeting of shareholders was not requested by the shareholders in accordance with Article 16, the meeting shall be called again and notice for the new meeting shall be sent to shareholders no less than seven (7) days prior to the date of the meeting. In that new meeting no quorum shall be required.

The meetings of shareholders may be held via electronic media in accordance with the law governing meeting via electronic media. In this case, the principal office of the Company shall be deemed as the venue of the meeting.

Article 21. The Chairman of the Board shall be the Chairman of the meetings of shareholders. If the Chairman is absent or unable to perform his duties, the Vice Chairman shall be the Chairman of the meeting. If the Vice Chairman is absent or unable to perform his duties, the shareholders present shall elect one among themselves as the Chairman of that meeting.

Article 22. The Chairman of the meeting of shareholders shall conduct the meeting in accordance with these Articles of Association and in the order of the agenda stated in the notice calling for the meeting, unless the meeting has passed a resolution changing the order of priority of the agenda with a vote of not less than two-thirds (2/3) of the number of the shareholders present at the meeting.

After all the businesses have been transacted in accordance with the first paragraph, the shareholders holding no less than one-third (1/3) of the total number of shares sold may request the meeting to consider matters other than those indicated in the notice calling for the meeting.

If the meeting does not complete the consideration of the matters according to the agenda under the first paragraph or does not complete the consideration of the matters raised by shareholders under the second paragraph, as the case may be, and it is necessary to postpone the consideration, the meeting shall fix the place, date and time for holding the next general meeting and the Board of Directors shall send out notices calling for such meeting to the shareholders no less than seven (7) days prior to the date of such meeting, which notice shall mention the place, date, time and the agenda of the meeting. The notice shall also be published in a newspaper or through electronic media not less than three (3) days prior to the date of the meeting.

Article 23. All ordinary resolutions shall require a majority vote of the shareholders present or represented at the meeting and casting their votes. In case the votes are tied, the Chairman of the meeting shall have a casting vote.

Article 24. Decisions on the following matters shall require the passing of a resolution with the votes of not less than three-fourths (3/4) of the total number of votes cast by shareholders present or represented at a general meeting and entitled to vote:

- (1) to amend the Memorandum or Articles of Association;
- (2) to increase the registered capital;
- (3) to issue preferred shares and to fix their preferential rights;
- (4) to reduce the registered capital;
- (5) to issue debentures;
- (6) to dissolve the Company;
- (7) a sale or transfer of the whole or important parts of the business of the Company to other persons;
- (8) a purchase or acceptance of transfer of business of other companies, whether public or private limited companies;
- (9) to amend, enter into or terminate contracts relating to the granting of a lease of the whole or important parts of the Company's business, to assign to other persons to manage the Company's business or to amalgamate with other persons with the purpose of sharing profit and loss.

Article 25. A shareholder who has a special interest in a resolution may not vote on such resolution, except a resolution concerning election of directors.

Article 26. The businesses to be transacted at the annual ordinary shareholders' meeting are:

- (1) to consider the report of the Board of Directors which is submitted to the meeting showing the business operation of the Company during the past year;
- (2) to consider and approve the balance sheet and the profit and loss statement of the Company;
- (3) to consider the distribution of profits;
- (4) to consider the election of directors to replace those who retire by rotation;
- (5) to consider the appointment of auditors; and
- (6) other businesses.

.....