

The Company's Articles of Association in Relation to the Extraordinary General Meeting of Shareholders

Shares and Shareholders

Article 4 The shares of the Company shall be the ordinary shares, each of which is equal in value and shall be issued specifying name of the shareholder.

All shares of the Company shall be fully paid up in money or otherwise than in money. No subscriber of shares or shareholder shall avail himself a set-off against the Company unless in the case where the Company restructures its debts by issuing new shares to pay off its creditors according to the debt-for-equity conversion plan approved by the meeting of shareholders with a vote of not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and having the right to vote.

The issuance of new shares for debt repayment and the debt-for-equity conversion plan under the previous paragraph shall be in accordance with the criteria and procedures prescribed by the ministerial regulations.

Each share of the Company is indivisible. If a share is subscribed or held by two (2) or more persons in common, they must appoint one of them to exercise their rights as subscriber or shareholder, as the case may be.

The Company may issue and offer ordinary shares, preference shares, debentures, warrants or any other securities as permitted by the law governing securities and exchange. The Company may convert convertible debentures or preference shares into ordinary shares subject to the provisions of the relevant law.

Issuance, Offering and Transfer of Securities

Article 17 Issuance, offering and transfer of securities to the public or any person shall be made in accordance with the law governing public limited company and the law governing securities and exchange.

Other than ordinary shares, transfer of securities having been listed as registered securities in the Stock Exchange of Thailand or other secondary market shall be made in accordance with the law governing securities and exchange.

The term "securities" means the securities as defined by the law governing securities and exchange.

Meeting of Shareholders

Article 36 The board of directors shall call a meeting of shareholders which is an annual general meeting of shareholders within four (4) months from the end of each of the Company's fiscal years.

Any meeting of shareholders other than the one referred to in the first paragraph shall be called an extraordinary meeting of shareholders which may be called by the board of directors at any time as deemed appropriate.

A meeting of shareholders may be held and arranged by an electronic means pursuant to the applicable provisions of law governing arrangement of meetings through electronic media.

One or several shareholders holding shares representing not less than ten (10) per cent of the total paid-up shares of the Company may, by subscribing their names, make a written request to the board of directors to call an extraordinary meeting at any time, provided that the written request must clearly state the matters and reasons for calling such meeting. In this regard, the board of directors shall arrange to convene a meeting of shareholders within forty-five (45) days from the date of receipt of the request of the shareholders.

In the case where the board of directors fails to convene the meeting within the period set out under the fourth paragraph, the shareholders subscribing their names in the request or any other shareholders holding shares representing not less than such required amount may call the meeting by themselves within forty five (45) days from the expiration of the period under the fourth paragraph whereby the shareholders calling such meeting may disseminate a written notice to all shareholders through an electronic means pursuant to the criteria and procedures set out in or permitted by the applicable law. Such meeting shall be deemed as called by the directors and the Company shall be responsible for the necessary expenses incurred by such meeting and provide any arrangement to facilitate such meeting as appropriate.

In the case where any meeting of shareholders called by the shareholders pursuant to the fifth paragraph fails to form a quorum as prescribed by these Articles of Association, the shareholders under the fifth paragraph shall jointly reimburse for any and all expenses incurred to the Company from convening such meeting.

Article 37 In calling a meeting of shareholders, the board of directors shall prepare a written notice specifying the venue, date, time and agenda of the meeting and the matters to be proposed to the meeting in appropriate details by clearly indicating in each matter whether it is a matter proposed for acknowledgement, approval, or consideration, as the case may be, and including the opinion of the board of directors on each of the matters. The notice shall be disseminated to the shareholders and the registrar prior to the date of the meeting and publicized pursuant to the criteria, period and procedures set out in or permitted by the applicable law.

The venue of the meeting may be in the province in which the head office of the Company is located or any other place as the board of directors may determine.

Article 38 A quorum of a meeting of shareholders shall comprise not less than twenty five (25) shareholders present in person or by proxy (if any), or not less than one-half (1/2) of the total number of shareholders, provided that, in either case, the shares held by such shareholders shall not be less than one-third (1/3) of the total issued shares of the Company.

In the event that a quorum of any meeting of shareholders is not formed as required under the first paragraph after one (1) hour has passed from the time fixed for the meeting, such meeting shall be cancelled if the meeting is called by a request of shareholders; however, if the meeting is not called by a request of shareholders, a subsequent meeting shall be convened and a notice of the subsequent meeting shall be sent to the shareholders not less than seven (7) days prior to the date of the meeting. At the subsequent meeting, no quorum shall be required.

A shareholder may appoint a proxy of legal age to attend and cast votes in a meeting of shareholders on its behalf. The appointment of proxy must be evidenced in a designated written form and comply with the procedures pursuant to the law.

The appointment of proxy may be conducted through an electronic means provided that the method made available for this purpose must be safe and capable of establishing credibility that such appointment has been made by the appointing shareholder pursuant to the criteria set out in or permitted by the applicable law.

Article 39 The chairman of the board of directors shall be the chairman of the meeting of shareholders. In the case where the chairman is not present at a meeting or cannot perform duties, if there is a vice chairman, the vice chairman shall be the chairman of the meeting. If there is no such vice chairman or such vice chairman is not present or cannot perform his or her duties, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

Article 40 In respect of voting at the meeting of shareholders, each shareholder shall have one (1) vote for one (1) share held by it. Any shareholder having special interest in any matter shall have no right to vote in such matter, except for a matter of an election of directors. A resolution of the meeting of shareholders shall be made by the following votes:

- (a) In an ordinary event, the majority votes of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have one (1) additional vote as a casting vote.
- (b) In the following matters, a vote of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote shall be required:
 - 1. The sale or transfer of the whole or substantial part of the Company's business to other person(s)
 - 2. The acquisition or acceptance of business transfer of private companies or other public companies to be a part of the Company's business
 - 3. The execution, amendment, or termination of any agreement with respect to leasing out of the whole or substantial parts of the Company's business, the assignment of other person(s) to manage the business of the Company, or the amalgamation of the business with other person(s) for the purpose of profit and loss sharing
 - 4. Amendment to the Memorandum of Association or the Articles of Association of the Company
 - 5. Increase or reduction of the registered capital of the Company
 - 6. Dissolution of the Company
 - 7. Issuance of debentures of the Company
 - 8. Amalgamation with another company
 - 9. Other matters as provided by law to require a vote of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote