

The Regulations of Shareholders' Meeting Company's Articles of Association which relate to shareholders' meeting

Meeting of Shareholders. Proxies to attend the meeting. And the right to vote.

32. The general company's annual meeting has been held at the company's head office or nearby province or other places approved by committees.

33. The general company's annual meeting shall be held at least once a year. Such a meeting shall be called "**General Meeting**" which shall be held within a period of 4 months after the end of financial year.

Other company's meetings shall be called "**Extra-Ordinary Shareholders' Meeting**"

The committee may call for an Extra-Ordinary Shareholders Meeting at any time it deems appropriate; or when there is a request by shareholders representing at least one-fifth of the total issued shares; or when at least 25 shareholders, holding not less than the total number of one-tenth of the whole issued Shares, request the Board for a General Meeting. However, the reason for requesting a Meeting must be specified in such written request. The committee shall hold a Meeting within 1 month from the date of request by the Shareholders.

34. In calling for General Meetings, the committee shall issue a notice specifying the place, the date and the time of the Meeting, the agenda and the nature of the business to be transacted together with the appropriate details. For all of the business terms, it must be clearly indicated whether they are proposed for acknowledgement, approval or consideration as the case may be, including the comments of the Board of Directors on that business. Such a notice must be given to the Shareholders and the Registrar not later than seven (7) days prior to the date of the Meeting.

35. Any General Meetings shall require a quorum of at least 25 Shareholders or their proxies (if any) attending the Meeting or at least half of the Shareholders holding at least one-third of the total issued Shares.

In the case where, 1 hour after the Meeting time has lapsed, a quorum has not been constituted, and if the Meeting has been called at the Shareholders' request, the Meeting shall be cancelled. If the Meeting has not been called for at the Shareholders' request, another Meeting shall be fixed and the Notice of the Meeting shall be sent to the Shareholders 7 days prior to the Meeting. A quorum at the latter Meeting is not required.

36. In General Meeting, the shareholder is able to give his power of attorney to vote on his behalf unless prior approval with written consent and filling the forms provided by the public limited company which should have at least the following details stated.

- a. The total number of shares holding at present
- b. The name of proxy grantor



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c. The time and date of meeting (for each authorized representation and vote on shareholders' behalf. Please submit to the Chairman or An Authorized Representative whom has been accredited by chairman before the attending the meeting.

37. In the case of unfinished voting or meeting or the total number of shareholders attending no less than three of the total sold out shares which needs to be held again, the meeting shall agreed with time, date, place, and the issues discussed of the meeting and informed all shareholders no less than 7 days prior the meeting date. However, the notice shall be published on the newspaper no less than 3 days prior the meeting date.

38. The committee chairman is the chairman of shareholders' meeting. In the case of the committee chairman is absence, the vice chairman shall be acting as the chairman (if any). In other cases, the attending shareholders will be able to choose or appoint one of shareholders to be a chairman of that meeting.

39. For shareholders' meeting, each shareholder has individual vote.

In the case of shareholder take a special part of that issue discussed, that shareholder shall not have rights to vote for that issue unless agreed by committee.

To approvals or votes and issues discussed within the general meeting shall receive the majority vote of shareholders and shall have rights to vote; excluded the following issues which shall receive the vote no less than 3 in 4 of total votes from shareholders attending and voting within meeting.

Selling or transfer the whole or part of existing company's business to third person.

- a. Purchasing or receiving the transfer of other company's businesses from other companies or private companies.
- b. Signing editing or making cancellation the whole or important part of rental company's agreements, assigning third person to take over the existing company's businesses or merging the business with others by having it purposes of benefit sharing.
- c. To manage the company's business or merge with others third party to objectives share profit and loss.

40. The Annual General Meeting of Shareholders shall be as follows.

- (1) To consider the report on the Company's operating results in the past year.
- (2) To consider and approve the audited balance sheet and profit and loss statements.
- (3) To consider and approve the appropriation of the Company's profit.
- (4) Elect Directors who retire by rotation.
- (5) Appointment of the Company's auditors.
- (6) Other business.