

Company's Regulations Relating to the General Meeting of Shareholders

32. The shareholders meeting of the company shall be held at the head office of the Company or nearby province or any places as fixed by the board of directors

33. The shareholders meeting shall be held once a year. This meeting is called “a general meeting of shareholders”. A general meeting of shareholders shall be held within four months after the books have been closed.

All other meetings are called “extraordinary meetings”

The board of directors shall convene the extraordinary meeting when there are shareholders holding at least 25 percent of the issued and paid up capitals or at least 25 shareholders who hold totally not less than one-tenth (1/10) of the issued and paid up capital can call for the extraordinary meeting by signing their names in a letter asking the board of directors to convene the extraordinary meeting.

The board of directors has to convene the meeting within one month from the date of receiving the letter.

34. The business to be transacted at the general meeting of shareholders shall be decided by the board of directors and the notice of the meeting of shareholders shall specify the place, the date and the nature of the business to be transacted: for approval, for acknowledgment or for consideration together with the opinion of the board. Such notice shall be dispatched to shareholders and the registrars at least 7 days prior to the propose date for the meeting.

The notice of the shareholders meeting must be advertised in the newspaper 3 consecutive days at least 3 days prior to the meeting date.

35. At every meeting of shareholders, more than 25 shareholders or one half of the number of shareholders and having the total number of shares not less than one-third of the issued and paid up capital shall constitute the quorum.

At any shareholders meeting, if within one hour from the time appointed for the meeting, the quorum prescribed by the above paragraph is not present, the meeting, if summoned upon the requisition of shareholders, shall be dissolved.

If the shareholders meeting had not been summoned upon the request of shareholders, another shareholders meeting shall be summoned. The invitation letter to the meeting shall be dispatched to shareholders at least 7 days prior the meeting day. At such meeting, no quorum shall be necessary.

36. In case, any shareholder wishes to vote by proxy, the power of attorney shall be submitted to the Company in writing as in the form stipulated by the registrar of the public company. The proxy form must consist of the following :-

- a. number of shares of the proxy grantor
- b. name of the proxy holder
- c. specifying, to which meeting the proxy has been granted

The proxy must be handed to the Chairman or the person appointed by the Chairman before the meeting.

37. In case, the meeting cannot finish all the business transaction specified in the notice to the meeting or cannot finish the consideration of the agenda raised by shareholders holding not less than one-third of the paid up shares and the meeting has to be postponed, then another meeting must be summoned.

Notice of the summoning of the meeting shall be dispatched to all the shareholders at least 7 days prior to the date proposed for the meeting and the notice shall be published in newspaper not less than 3 days prior to the date fixed for the meeting.

38. The Chairman of the board of directors shall summon the meeting of shareholders and take the chair.

In the event the Chairman of the board of directors is unable to convene and/or attend the meeting of shareholders, the Vice Chairman will take the chair.

In the event that the Vice Chairman cannot convene and/or attend the meeting of shareholders, the shareholders, attending the meeting shall appoint any of the shareholders as decided from time to time to take the chair.

39. In casting the votes, each shareholder shall have one vote for each share of which he or she is the holder and such voting shall be made by show of hands unless at least five (5) shareholders request for voting by a poll and the meeting has resolved to vote by a poll.

A shareholder who has, in a resolution, special interest may not vote on such resolution, except the voting for appointment of directors.

In the event that the Company or its subsidiary company has agreed to enter into a related transaction under the meaning defined in the announcements of the Stock Exchange of Thailand which is applicable to the related transactions of the Listed Companies, the Company shall observe and comply with the relevant criteria and procedures prescribed by said announcements.

A resolution of the shareholder meeting will be valid when passed by a majority votes of the shareholders attending the meeting and entitling to vote, except the following matters which shall be valid when passed by at least three-fourth (3/4) of the votes of the shareholders attending the meeting and having the right to vote :-

- a. The sale or transfer in whole or substantial parts of the business of the Company to the third party;
 - b. The purchase or acceptance of the transfer of the business of other public companies or private enterprises by the Company;
 - c. The entering into the agreement or alteration or cancellation of the agreement in relation to the granting of the lease of the business of the Company in whole or substantial parts and the assignment of management of the business of the Company to other persons or the amalgamation of the business of the Company with other persons for the purpose of sharing profit and loss;
 - d. The amendments of the memorandum of association and articles of association of the Company;
- and

- e. The dissolution or amalgamation of the Company.