

Regulations of the company related to the General Meeting of Shareholders

32. Committee must have shareholders meeting as a general meeting within four (4) months from the last day of company's fiscal year.

Other meetings aside from paragraph one are called Extraordinary General Meetings. Committee can call for Extraordinary General Meeting of Shareholders anytime.

Shareholder(s) holding total of not less than ten (10) percent of all shares sold can join and make a letter for committee to call for Extraordinary General Meeting anytime but requires topic and reason to call for it in the letter. For this case, committee needs to arrange the meeting within forty-five (45) days from the day of letter submission from shareholders.

In case the committee do not arrange the meeting within the duration of time in paragraphed three, shareholders holding total of mentioned amount can call for a meeting on their own within forty-five (45) days from the duration deadline in paragraph three. In this case, it is considered a meeting for shareholders by the committee so company is responsible for necessary expense of the meeting and serves them appropriately.

In case it happens that the meeting called by shareholders in paragraph four has incomplete participants according to no. 34, shareholders in paragraph four have to be responsible for the expense of that meeting for the company.

33. In calling a shareholder meeting, either in-person or electronic meeting, the board of directors shall prepare a notice containing information regarding the venue, date, time, agenda, and matters to be presented to the meeting together with adequate details. The matters to be presented at the shareholders' meeting must be clearly identified, whether they are presented for the purpose of acknowledgement, or for approval, or for consideration, as the case may be. The meeting notice shall include the comments of the Board of Directors on such matters. The meeting notice shall be sent to the shareholders and the registrar at least seven (7) days prior to the meeting date. In addition, the notice of a Shareholders' Meeting shall be published in a newspaper no less than three (3) consecutive days and the publication shall be made no less than three (3) days prior to the meeting date. The Company is allowed to send an invitation, a notice, a notification or an advertisement of any message related to meeting, the Company or any other advertisement message through electronic media.

The venue for convening the Shareholders' Meeting may be located in the province in which the head office is located or other nearby provinces in Thailand. In case of a meeting through electronic means, the head office will be considered as the meeting venue or other nearby provinces in Thailand as prescribed by the board of directors.

34. At a shareholders' meeting, either in-person meeting or electronic meeting, at least twenty-five (25) shareholders and proxies (if any- where shareholders can appoint proxies through electronic means) or not less than one-half (1/2) of the total number of shareholders holding an aggregate number of shares not less than one-third (1/3) of the total shares sold, must attend the meeting to constitute a quorum unless the law stipulates otherwise.

At any shareholders' meeting, in case where one (1) hour has passed since the time scheduled for holding the meeting, and the number of shareholders attending the meeting has not constituted a quorum, if the meeting is called by a request of shareholders, such meeting shall be cancelled. If the meeting is not called by the request of shareholders, another meeting shall be called and notice for a new meeting shall be sent to the shareholders not less than seven (7) days prior to the date of the meeting. At this subsequent meeting, no quorum is required.

35. The Chairman of the Board of Directors shall preside over every shareholder meeting. If the Chairman of the Board is not present at a meeting, or cannot perform his duty, and if there is a Vice-Chairman, the Vice-Chairman present at the meeting shall be the chairman of the meeting. If there is no Vice-Chairman or if the Vice-Chairman cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.
36. In shareholder meeting votes are counted as one (1) share is one (1) vote. In any concerned agenda to the shareholder, that shareholder votes are not counted except vote for director selection. And the resolution of meeting shall be comprised
- (1) In case, voting shall be passed by majority of the shareholders present at the meeting with the right to vote. In the event of a tie vote, the Chairman of the meeting shall have a casting vote.
 - (2) In these cases, voting shall be passed by three-fourth of the shareholders present at the meeting with the right to vote
 - (a) To divest or transfer all business or significant business to others
 - (b) To acquire or merge with other company
 - (c) To commit, amend or give up the company's contract of all leasing or some part by assignment or merger with other in order to profit sharing
 - (d) Amending of memorandum of association or regulations of the company
 - (e) Increase and reductions of capital
 - (f) Dissolution
 - (g) Debenture and other securities under law and regulation of Securities and Exchange Commission (SEC)
 - (h) Merger and acquisition
37. The affairs to be carried out by the annual general meeting are as follows:
- (1.) To Acknowledge of the Company's operating results in the past year
 - (2.) To consider and approval on the statement of financial
 - (3.) To consider and approval on appropriation of the profit and dividend payment
 - (4.) To consider and approval on appointment of the directors to replace the directors whose term has expired
 - (5.) To consider and approval the directors' remuneration
 - (6.) To consider and approval the appointment of the auditor and determination of the remuneration of the auditor
 - (7.) Other matters.

Director's Qualification, Election and Rotation of Directors.

16. The directors shall be elected by the Shareholder Meeting in accordance with the rule and method as follow :
- (1) Each shareholder or proxy shall have one vote for each share.
 - (2) Each shareholder should vote all shares by (1) elect on directors or others but shall not allocate voting to any candidates
 - (3) The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as Directors in that order until all of the Director positions are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of Directors to be exceeded, the remaining appointment shall be made by the chairman of the meeting who shall have a casting vote.

17. At the annual general meeting of shareholders, one-third of the directors (1/3) is required to leave their post. If the number of directors could not be divided by three, the number closet to one-third shall be applied. The leaving directors may be elected to take the post again. During the first and the second year after registration of the company, the directors shall draw a lottery to leave the post and after that the director who stays in the post longest is required to leave the post” and the regulations of the company .