



Company regulations specific to shareholder meetings

shareholder meeting

Article 31. The board of directors must arrange an annual general meeting of shareholders within four (4) months from the end of the term. Company's fiscal year Shareholder meetings other than the first paragraph shall be called an extraordinary meeting The board of directors may call a shareholder meeting as an extraordinary meeting at any time as it deems appropriate. One or more shareholders whose shares total not less than ten percent of the total number of shares sold, can sign your name and write a request to the board of directors to call an extraordinary meeting of shareholders at any time. However, the matter and reasons for requesting to convene a meeting must be clearly specified in the said letter as well. In such a case The board of directors must arrange a shareholder meeting within forty-five (45) days from the date of receipt of the letter from the shareholders. In the case where the committee does not arrange a meeting within the period specified in paragraph one, All shareholders who have signed their names together or other shareholders combined to obtain the required number of shares, can call a meeting within forty-five (45) days from the expiration of the period under paragraph one. In such a case It is considered to be a shareholder meeting called by the board of directors. The company must be responsible for necessary expenses incurred from arranging the meeting and providing reasonable facilitation. In the event that it appears that The shareholder meeting which was called because the shareholders according to the second paragraph The number of shareholders attending the meeting was not sufficient to form a quorum as specified in Section 103 (Public Limited Companies Act B.E. 1992). The shareholders according to the second paragraph must be jointly responsible for reimbursement of expenses incurred from organizing the meeting at that time to the company.

Article 32. In calling a shareholder meeting The committee shall prepare a meeting invitation letter specifying the place, date, time, agenda, and matters to be presented to the meeting along with reasonable details by specifying clearly that it is a matter to be presented for information, for approval or for consideration, as the case may be, including the opinion of the board of directors on such matter and deliver it to shareholders and the registrar not less than seven (7) days before the meeting date. The notice of meeting appointment shall be advertised in Newspapers not less than three (3) days before the meeting date for a consecutive period of not less than three (3) days. The location that will be used for the meeting will be in the province where the company's headquarters is located. or any other place as the committee may determine.

Article 33. In the shareholder meeting There must be no less than twenty-five (25) shareholders and shareholders' proxies (if any) present at the meeting, or not less than half of the total number of shareholders. and there must be shares totaling not less than one-third (1/3) of the total number of shares sold to form a quorum.

In the case where it appears that there is any shareholder meeting When one (1) hour has passed from the appointed time, the number of shareholders attending the meeting does not constitute a quorum as specified in paragraph one. If the shareholder meeting was called because the shareholders requested it The meeting shall be adjourned. If the shareholder meeting was not called because the shareholders requested that the meeting be rescheduled. And in this case, the meeting invitation letter shall be sent to the shareholders not less than seven (7) days before the meeting date. In the next meeting, it is not required that a quorum be present.

Article 34. The chairman of the board of directors shall be the chairman of the shareholder meeting. In the event that the Chairman of the Board is not present at the meeting or cannot perform duties The Vice Chairman of the Board shall be the chairman of the meeting. If there is no vice-chairman of the board or is not present at the meeting or is unable to perform his duties The meeting shall elect any shareholder who attends the meeting to be the chairman of the said meeting.

Article 35. In voting at the shareholder meeting It is considered that one share has one vote. And any shareholder who has a special interest in any matter, that shareholder does not have the right to vote on that matter. In addition to voting for the election of directors and resolutions of the shareholders' meeting, the following votes must be included:



- (1) In normal cases, a majority vote of the shareholders who attend the meeting and vote is taken. If there are equal votes The chairman of the meeting shall cast an additional vote as the deciding vote.
- (2) In the following cases A vote of not less than three-quarters (3/4) of the total number of votes of shareholders present Attend meetings and have the right to vote.
 - (a) Selling or transferring all or important parts of the company's business to another person.
 - (b) Buying or accepting transfer of business of a private company or another public company owned by the company.
 - (c) Making, amending or canceling contracts regarding the rental of all or important parts of the company's business assign any other person to manage the company's business. or a merger with another person with The objective is to share profits and losses.
 - (d) Amendments to the memorandum of association or company regulations.
 - (e) Increasing or decreasing the registered capital of the company.
 - (f) Dissolution of the company.
 - (g) Issuance of corporate bonds.
 - (h) Merger of the company with another company.
 - (l) Other operations As specified by law, there must be a vote of not less than three-quarters (3/4) of the total number of votes of shareholders who attended the meeting and had the right to vote Article 36.

Business that the annual general meeting of shareholders should convene is as follows:

- (1) Consider the report of the board of directors showing the company's operations in the past year.
- (2) Consider and approve the balance sheet and profit and loss account at the end of the company's fiscal year.
- (3) Consider approving the allocation of profits. and dividend payment.
- (4) Consider electing new directors to replace those who retire by rotation. and determine the remuneration of directors.
- (5) Consider appointing auditors and determining the amount of audit fees and Other businesses.

Article 39. The board of directors must prepare a balance sheet and profit and loss account as of the end of the company's fiscal year and submit them to the board of directors, Meeting shareholders at the annual general meeting for consideration and approval and the board of directors must arrange for an auditor to complete the balance sheet and income statement before presenting them to t he shareholder meeting.

Qualifications of directors How to elect directors and directors vacate their positions upon completion of their terms.

Article 15. The company shall have a board of directors to carry out the business of the company .Consisting of at least five (5) directors:Not less than half of the total number of directors must reside in Thailand. Company directors will be holders.Company shares or not

Article 16. The shareholder meeting shall elect company directors according to the criteria. and the following methods

- (1) One shareholder has one (1) share of votes per one (1) vote.
- (2) Each shareholder may use all of his/her votes according to (1) to elect one or more persons as directors. But the votes cannot be divided among anyone, to any extent.
- (3) The persons who receive the highest number of votes in descending order are elected as directors in equal numbers. Directors that should be or will be elected at that time In the case where the persons who are elected in descending order are Equal votes exceed the number of directors that should be had. The chairman of the meeting will have the deciding vote.



Article 17 . At every annual general meeting of shareholders One-third ($\frac{1}{3}$) of the number of directors shall retire from office at that time. If the number of directors cannot be divided exactly into three parts The number closest to one-third ($\frac{1}{3}$) of the directors who retire from office must be removed. May be elected to return to the position again. Directors who must retire from positions in the first and second years after the company is registered Let the lottery be drawn. For subsequent years, the next director The person who has been in office the longest is the person who leaves the position.

Article 18. In addition to retiring from office at the end of the term. Directors will leave their positions when

- (1) dead
- (2) resign
- (3) Lacking qualifications or having prohibited characteristics according to the law on public limited companies. and the law regarding Securities and stock exchange
- (4) The shareholder meeting voted to remove him according to Article 20.
- (5) The court ordered him to leave.

Article 19. Any director who wishes to resign from his position must submit a resignation letter to the company. The resignation will be effective from the date the resignation letter is received. Company Directors who resign in accordance with the first paragraph may also notify their resignation to the Registrar.

Article 20. The shareholders' meeting may vote to remove any director from his position before the end of his term with a vote of not less than three-quarters ($\frac{3}{4}$) of the number of shareholders who attend the meeting and have the right to vote and have shares totaling not less than half of the number of shares held by shareholders who attended the meeting and had voting rights

Article 21 . In the case where the position of director is vacant for reasons other than retirement at the end of the term. Let the committee select a person who has

Qualifications and do not have prohibited characteristics according to the law on public limited companies and the law on securities. and the stock exchange Become a replacement director at the next board meeting. Unless the term of that director is less than two (2) months remaining, the person who replaces him or her as a director will hold the position of director only for that term. remaining members of the directors they replace. The resolution of the board of directors according to the first paragraph must consist of votes. A vote of not less than three-quarters ($\frac{3}{4}$) of the number of remaining directors.

Article 22. Company directors have the right to receive director remuneration from the company in the form of prize money, meeting allowances, gratuities, bonuses, or other types of benefits. As the shareholder meeting will consider and vote with a vote of not less than two-thirds ($\frac{2}{3}$) of the total number of votes of shareholders attending the meeting, which may determine the remuneration of directors in The number is fixed or set according to specific criteria and will be determined from time to time. or to be effective forever until the shareholder meeting resolves to change to something else. In addition, company directors have the right to receive allowances and various benefits. According to the company's regulations, the contents of the first paragraph will not affect the rights of directors appointed by employees.

or an employee of the company who will receive compensation and benefits as an employee or employee of the company

Article 27. Directors are prohibited from operating businesses with the same nature . and is in competition with the company's business or becoming a partner in a general partnership. or being a partner with unlimited liability in a limited partnership or being a director of a limited company or any other public limited company that carries on business with the same nature and is in competition with the Company's business Whether doing it for your own benefit or benefit others unless the shareholder meeting is informed before a resolution is passed to appoint that director.