

## Articles of Association concerning the Shareholders' Meeting and Voting Procedures

### 1. Convening of Meeting

#### Chapter IV Clause 37

A meeting of shareholders must be held in the area where the Company's head office is located or in any adjacent provinces or any other places as designated by the board of directors.

#### Chapter IV Clause 39

To call a meeting of shareholders, the board of directors must prepare a notice indicating the place, date, time, agenda and matters to be proposed at the meeting together with any other appropriate details. The notice must clearly specify the matter for acknowledgement, approval or consider together with the opinion of the board of directors on those matters and the notice must be sent to the shareholders and Public Company Limited Registrar not less than seven (7) days before the meeting date and shall be published in a newspaper not less three (3) days before the meeting date for a period of three (3) consecutive days.

The shareholder meeting shall be held the province in which the Company's head office is located or other location to be specified by the board of directors.

### 2. Proxy

#### Chapter IV Clause 42

A shareholder may appoint a proxy to attend and vote at a meeting of shareholders on his/her behalf. The instrument appointing a proxy must be made in writing, signed by the shareholder and made in a form prescribed by the Public Companies Registrar. The proxy instrument must be submitted with the Chairman or his/her assignee before the proxy attends the meeting. The proxy instrument must contain at least the following particulars:

- a. the amount of shares held by the shareholder;
- b. the name of the proxy; and
- c. the meeting at which the proxy is appointed to attend and vote.

### 3. Meeting Procedures

#### Chapter IV Clause 43

The person presiding over a meeting of shareholders has the duty to monitor the meeting to ensure its compliance with the company's articles of association concerning meetings. For this purpose, a meeting must be conducted in order of the business listed in the agenda as specified in the written notice summoning the meeting, unless the meeting passes a resolution reshuffling the order of business in the agenda, with the votes of not less than 2/3 of the number of shareholders present at the meeting.

Upon completion of the consideration of all the business at the meeting under the notice, the shareholders holding the aggregate number of shares of not less than 1/3 of the total number of shares sold may request the consideration at the meeting of other business in addition to that specified in the notice summoning the meeting.

In the case where the consideration of the business in order of the agenda or the consideration of the business proposed by the shareholders under paragraph one and/or paragraph two is unfinished, and an adjournment of its consideration is necessary, the meeting shall fix the place, date and time of the next meeting and the board of directors shall send a written notice summoning a meeting, with an indication of the place, date, time and the agenda of the meeting to the shareholders not less than seven days before the meeting date, provided that the notice summoning the meeting shall also be published in a newspaper not less than three days before the meeting date.

#### **4. Quorum**

##### Chapter IV Clause 40

at a meeting of shareholders, the presence of not less than 25 shareholders and their proxies (if any) or not less than 1/2 of the total number of shareholders, with the aggregate number of shares of not less than 1/3 of the number of shares sold, is required to constitute a quorum.

In the case where, at any meeting of shareholders, it appears that after an hour from the appointed time the quorum is not constituted by the presence of shareholders as prescribed under paragraph one, the meeting, if summoned upon the requisition of shareholders, shall be dissolved. If the meeting of shareholders had not been summoned upon the requisition of shareholders, another meeting shall be summoned, and a written notice summoning the meeting shall be sent to the shareholders not less than 7 days before the meeting date. At such subsequent meeting, no quorum is required to be constituted.

#### **5. Voting Procedures**

##### Chapter IV Clause 44

In the meeting of shareholders, a shareholder has one vote for each share and in the case of a shareholder who has a special interest in any matter may not cast votes on that matter, except for the election of directors, and the resolution of the shareholders' meeting must consist the following votes:

- (1) In an ordinary case, any voting and approval must be passed by a majority of the votes cast by the shareholders attending and eligible to vote at the meeting, in the case of an equality of votes, the person presiding over the meeting shall have an additional vote as a casting vote;
- (2) In other case as required by law or the following cases a resolution must be passed by 3/4 of the votes cast by the shareholders attending and eligible to vote at the meeting:
  - a. a sale or transfer of all or substantial part of the business of the Company to any person;
  - b. a purchase or acceptance of transfer of business of other public or private companies;
  - c. an entering into, amendment or termination of any agreement concerning a lease out of all or substantial part of the business of the Company or an assignment of the management control of the business of the Company to any person or a merger with any person for the purposes of profit and loss sharing;
  - d. a dissolution of the Company and
  - e. an amalgamation or a dissolution of the Company.

## 6. Appointment of Directors

### Chapter IV Clause 21

A meeting of shareholders shall elect the directors in accordance with the following rules and procedures:

- (1) Each shareholder has one vote for each share held;
- (2) Each shareholder shall use all votes that they have as per (1) above to elect one or more directors. No cumulative voting shall be permitted in the case of electing several directors and
- (3) With respect to a vote for a particular candidate, the persons receiving the most votes in their respective order of the votes shall be elected as directors in the number equal to the number of the directors required or to be elected at that time. In the event of any equality of votes among the persons elected in order of respective high numbers of votes, which number exceeds the required number of directors at that time, the chairman shall have casting vote.