

## **A summary of the Company's Articles of Association as relevant in the meeting and registration procedure of meeting attendance and proxy appointment methods**

### **1. Personal attendance at a meeting**

- To register attendance to a shareholders' meeting, a shareholder must provide an official identification card or a government official identification card.
- In case of foreign citizen an official, a shareholder must provide passport/alien identification card at the registration desk.
- If there is a change in the name or the last name of any shareholder, such shareholder must provide evidence in relation to that change.

### **2. Appointment of the proxy holder**

- A shareholder is allowed to grant a proxy to only one representative to attend and vote at the shareholders' meeting by using the attached Proxy Form.
- A shareholder who grant a proxy could be vote at the shareholders' meeting with options to approve, disapprove, or abstain in some identified agenda by specifying requirement to vote in some identified agenda and countersign proxy form to ensure that the representative conform to that requirement.
- A completed proxy includes main part and supplement proxy form with the signature of grantor and proxy holder must be submitted to the Chairman of the meeting or the authorized persons prior to the meeting. If there is any material amendment or correction to the proxy form, a shareholder must countersign such amendment or correction. The proxy form must be affixed with a duty stamp of Baht 20.

### **Documents required supporting the appointment of a proxy holder**

1. If a shareholder is an individual with Thai nationality, the following documents are required to register attendance: A certified copy of the identification card, or the government official identification card.
2. If a shareholder is an individual with foreign nationality, the following documents are required to register attendance: A certified copy of the passport/alien identification card.
3. If a shareholder is a juristic person
  - If the shareholder is a juristic person registered under Thai law, the following documents are required to register attendance: a copy of the Affidavit of that juristic person, issued by the Ministry of Commerce, or by the relevant government authority, and bears a date within sixty days prior to the date of the shareholders' meeting. The copy of the Affidavit must be certified as a true copy by the authorized person of that juristic person and bear the seal of the juristic person (if any). The authorized person of that juristic person must provide the original his/her identification card, or government official identification card attached with required document.
  - If the shareholder is a foreign juristic person, the authorized signatory must sign and stamp with company logo seal on Proxy Letter in person in-front of Notary Public or relevant Authorized officer that formally stated in that country's Laws. Then, representative have to submit a signed proxy letter to authorized person from Thai Embassy or Consul or Authorized Person appointed on behalf of above or persons who can legally certify in the Country concerned to certify the document (Notary Public) once again.
4. In case of using thumb print in stead of signing, use left thumb then write down "Left Thumb print (attachment 1) of....." with required two witnesses to certify original thumb print of that person and the thumb printing must be done in front of witnesses who have to sign off. The witnesses must also provide certified copies of Identification Cards or Official Cards as attachments.

5. If shareholder cannot attend in person to the 2013 Annual General Meeting of Shareholders, the shareholder has an option to grant a proxy right to a representative or grant a proxy right to one of the Company's independent directors to vote on behalf of that shareholder, namely:

- |   |                            |  |
|---|----------------------------|--|
| - | Mr. Sanit Vorapanya        | Chairman of BOD/Independent Director/Chairman of Audit Committee |
| - | Mr. Sutham Malila          | Director/Independent Director/Audit Committee                    |
| - | Ms. Nongram Laohaareedilok | Director/Independent Director/Audit Committee                    |

6. The shareholder, who wants to grant such authorization to the Company's independent directors, must send the authorization document, which carries the shareholder's signature, together with the other required documents, to the Company's secretary office. The documents must reach the secretary office at least one day before the meeting.

7. The authorized persons, who want to attend the meeting, must show their own identity cards/state official's identity cards or passports (if they are foreigners) at the meeting's registration desk.

- The case that the shareholder passed away: The estate manager of the departed shareholder can attend the meeting in person or in proxy. The manager or the authorized proxy must show the court document, which proves the estate manager's status, at the meeting. The date of the signing of the court's authority on the court document must be within the period of not exceeding six months before the meeting date.
- The case that the shareholder is below the legal age, the parents can attend the meeting in person or in proxy. The persons, who will attend the meeting, must show a copy of the house registration paper of the shareholder.
- The case that the shareholder is incapable of representing himself: The caretaker can attend the meeting in person or in proxy. The meeting attendee must show the court document to prove the legal status of the caretaker and the date of the signing of such document by the authority must be within the period of not exceeding six months before the meeting date.

### Registration

The shareholders or the proxy holders can present the documents at the meeting venue at least 1 hour prior to the commencement of AGM meeting.

### Voting

1. A voting process a shareholders' meeting must be transparent. The shareholders shall be entitled to one (1) vote per one (1) share.

A resolution of the Shareholders' Meeting shall require:

- In an ordinary event, the majority votes of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote. In the following events, a vote of chairman is a judging conclusion for meeting resolution.
- Other activities as prescribed by law which are required the shareholders' meeting approval to abide by stating regulation or law and chairman of the meeting would formally announce the regulation to the shareholders prior to voting for that session.

2. The proxy of the shareholder is obliged to vote in accordance with the authorization document.

3. The shareholders, which have special benefits, from any agenda, is not permitted to vote on that agenda, and that the meeting's chairman is authorized to ask those particular shareholders to walk out of the meeting before the voting on the agenda.

4. The meeting can resort to the secret voting if requested by at least five shareholders and that the meeting agrees to grant the request. The meeting's chairman will determine the methods of the secret voting and will inform the methods to the meeting before making the secret voting.

## **The Company's Articles of Association concerning AGM**

### **Section 3**

#### **Board of Directors and Authorization**

**Article 15** A board of directors for carrying out the Company's business consists of not less than five (5) persons. Not less than one half of the number of such directors must reside within the Kingdom of Thailand.

**Article 16** A director need not be a shareholder in the Company.

**Article 17** The directors shall be elected at the shareholder's meeting in accordance with the criteria and procedures as follows:

- 1) Each shareholder shall have one share for one vote.
- 2) To elect one or several persons as directors or directors, but the shareholder cannot be divided his or her votes to any person in any number.
- 3) Persons who receive the highest votes arranged in order from higher to lower in a number equal to that of the number of directors to be appointed are elected to be the directors of the Company. In the event of a tie at a lower place, which would make the number of directors greater than that required, the chairman of the meeting should have a casting vote.

**Article 18** At every annual ordinary shareholder's meeting one-third (1/3) of the directors, or, if the number of directors cannot be divided exactly into three parts, the number of directors nearest to one-third (1/3) shall vacate office.

The directors to vacate office in the first and second years following the registration of the conversion of the Company shall be drawn by lots. In subsequent years, the directors who have remained in office for the longest time shall vacate office.

A vacating director may be eligible for re-election.

**Article 31** Do not allow any Director to have business in the same kind and in competitive to the Company's; or to be a partner at any partnership organization or to be an unlimited partner at any limited partnership organization or a Director at any private company or any other companies having the same kind of business and in competitive to the Company's. No matter that it will be done for own benefit or for other persons' benefits except informing to AGM prior to adopt resolution of appointment.

**Article 34** The remuneration of the Board of Directors, if not provided herein this Article, shall be determined in accordance with the resolutions of the Annual General Meeting of Shareholders.

The director is entitled to receive remuneration from the company; namely salaries, wages, rewards, meeting allowances, remunerations, bonuses, or other types of benefits in accordance with the articles or the shareholders' meeting consideration, which can specify the amounts or establish the criteria and specify for each occasion, or be effective until any changes.

The preceding paragraph shall not include such compensation or welfare given to the directors as a staff or employee of the Company.

Remuneration payment under this first and second paragraph must not conflict with the Independence Committee qualifications required by The Stock Exchange of Thailand (SET) and the Securities and Exchange Commission (SEC).

## **Section 4**

### **Annual General Meeting Procedure**

- Article 35** A place of the meeting under paragraph one shall be in the locality in which the head or branch office of the Company is located or any other place as the Board of Directors may designate.
- Article 36** The Board of Directors shall summon a shareholder meeting as an annual general meeting of shareholders within four (4) months as from the last day of the fiscal year of the Company.
- The shareholder meetings other than the said meeting shall be called extraordinary meetings.
- The Board of Directors may summon an extraordinary meeting of shareholders any time as it deems appropriate. The shareholders holding shares amounting to not less than one-fifth (1/5) of the total number of shares sold or not less than twenty-five (25) shareholders holding shares amounting to not less than one-tenth (1/10) of the total number of shares sold may subscribe their names in a written request directing the Board of Directors to summon an extraordinary meeting at any time but the reasons for summoning such meeting must be clearly stated in such a request. In this event, the Board of Directors must summon a shareholder meeting within one (1) month as from the date of receipt of the request from the shareholders.
- Article 37** In summoning a shareholder meeting, the Board of Directors shall prepare a written notice summoning the meeting stating the place, date, time, agenda of the meeting with reasonable details by indicating clearly whether such matters are proposed for information, for approval or for consideration as the case may be including opinions of the Board of Directors with respect to the said matters and the said notice shall be served on the shareholders for their information not less than seven (7) days prior to the date of the meeting and shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.
- Article 38** At a shareholder meeting, there must be not less than twenty-five (25) shareholders and proxies (if any) present or not less than half (1/2) of the total number of shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold in order to form a quorum unless otherwise provided by law in any specific case. At any shareholder meeting, when one (1) hour has passed since the time specified for the meeting, the number of shareholders present at the meeting remains inadequate to form a quorum as specified in Article 37 and if such shareholders meeting was called at the request of the shareholders, such meeting shall be canceled. If such meeting was not called at the request of the shareholders, the meeting shall be summoned once again and the notice summoning such meeting shall be served on the shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.
- Article 39** In AGM meeting, the shareholders may authorize other persons as proxies to attend and vote at a meeting on their behalf and the proxies must submit the instrument appointing the proxy to the Chairman or a person designed by the Chairman of the Board at the place of the meeting before attending such meeting. The instrument appointment the proxy shall be executed in accordance with the form specified by the Registrar under the law on public limited companies with at least required information as follow:
- 1) The number of shares holding by shareholder who grant the proxy vote
  - 2) The name of representative
  - 3) Date and number of the meeting at which the Proxy is appointed to attend and vote
- Article 40** The Chairman of a shareholder meeting shall have the duty to conduct the meeting in compliance with the Articles of Association of the Company relating to the meeting. In this regard, the meeting shall be conducted in accordance with the sequence of the agenda specified in the notice summoning the meeting unless a resolution allowing a change in the sequence of the agenda is passed by the meeting with the votes of not less than two-thirds (2/3) of the number of shareholders present at the meeting.

Upon completion of consideration under paragraph one, the shareholders holding shares amounting to not less than one-third (1/3) of the total number of shares sold may request the meeting to consider the matters other than those specified in the notice summoning the meeting.

In case where the meeting has not finished the consideration of the matters according to the sequence as specified in the agenda under paragraph one or of the matters proposed by the shareholders under paragraph two as the case may be and the meeting is required to be adjourned, the meeting shall designate the place, date and time for the next meeting and the Board of Directors shall serve a notice summoning a meeting specifying the place, date, time and agenda to the shareholders not less than seven (7) days prior to the date of the meeting provided that such notice summoning the meeting shall also be published in a newspaper for three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

**Article 41** At every meeting, the Chairman shall act as Chairman of the meeting. If the Chairman cannot attend the meeting the Executive Vice-Chairman shall act instead, and if the Executive Vice-Chairman cannot attend the meeting, the meeting shall elect one Director from those present to act as Chairman of the meeting.

**Article 42** A resolution of a shareholders' meeting, the shareholders shall be entitled to one (1) vote per one (1) share.

Any shareholder who has a special interest in any matters shall not be entitled to vote, except for voting on the election of directors.

**Article 43** The resolution of the meeting shall be decided by a majority vote cast by the attending shareholders and proxy votes except as otherwise provided or implied by these Rules or by other related regulation or in the following events, a vote resolution must be not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote:

- a) The sale or transfer of the whole or the substantial part of the Company's business to any other person;
- b) The purchase or acceptance of transfer of the business of private companies or public companies by the Company.
- c) The making, amending or terminating of any agreement with respect to the granting of a lease of the whole or substantial parts of the Company's business, the assignment of the management of the business of the Company to any person, or the amalgamation of the business with other persons for the purpose of profit and loss sharing;
- d) The amendment of the Memorandum of Associations or Articles of Association of the Company;
- e) The increasing or reducing the Company's capital;
- f) The issuance and offering of debentures of the Company;
- g) The amalgamation of business of the Company with other companies

## Section 6

### Dividend Payout and Capital Reserve

**Article 48** The annual dividend payment shall be only made by the resolution of shareholders' meeting or from the resolution of Board Committee meeting unless determined otherwise for the preference shares.

Distribution of the dividends shall be made within one (1) month as from the date of resolution of shareholder meeting or the meeting of the Board of Directors as the case may be provided that notice thereof in writing shall be served on the shareholders and such notice shall also be published in a newspaper for three (3) consecutive days.

- Article 49** The Board of Directors may distribute the interim dividends to the shareholders from time to time if the Board regards that the profits of the Company justify such distribution. Such distribution of the dividends shall be reported to the shareholders at the next shareholder meeting.
- Article 50** Dividends shall be distributed according to the number of shares at an equal amount each except as otherwise provided or implied by these rules regarding to preferred stock dividend.
- Article 51** The Company has to allocate part of the net profit for capital reserve, at least 5% of the annual net profit, deducted by beginning balance of retained losses (if any), until this reserve increases to at least 10% of the registered capital.
- Apart from the capital reserve as abovementioned, the Board of Directors may propose shareholders' meeting to allocate for other reserves as deemed appropriate for the purpose of the Company's business operation.
- Upon the approval of the shareholders meeting, the Company may transfer other reserve funds, legal reserve fund and share premium reserve fund respectively to compensate for the accumulated loss of the Company.

## Section 8

### Financial Reports and Auditors' Qualification

- Article 53** The Company's fiscal year is one year from January 1 and end on December 31 of the following year.
- Article 56** The board committee shall have a duty to attend every shareholders meeting to provide and consider the balance sheet, profit and loss statement and any other accounting problems of the company in order to clarify the audit to the shareholders.
- Article 57** The board committee shall have a duty to prepare and submit audit report listed in the following as attachments to shareholder AGM invitation.
- (1) Copy of auditor certified balance sheet and income statement and audit report on financial statements  
(2) Annual Report and footnotes to financial statement for (1)
- Article 59** An auditor shall be elected annually by the general shareholder meeting. A retiring auditor may be re-elected.
- Article 60** A remuneration of an auditor shall be determined by a shareholder meeting.
- Article 61** An auditor shall not be a director, staff member, employee or a person holding any office or having any duty in the Company.
- Article 62** An auditor has the duty to attend every shareholder meeting of the Company in which the balance sheet and statement of income and issues relating to the accounts of the Company are considered in order to clarify the auditing to the shareholders. The Company shall also submit to the auditor such reports and documents of the Company as to be obtained by the shareholders in every shareholder meeting.