

Regulations of the company related to Shareholder's meeting

Commission

16. The company has at least 9 commissions and at least half of commission must have domicile in Kingdom of Thailand and shall be qualified as the law stipulates
17. Shareholder's meeting select the committee according to following principle and procedures
 - (1) A shareholder has a vote by a vote is a share
 - (2) Each shareholder shall use total shares (1) to select a person or people as committee but votes cannot be shared
 - (3) A person that has highest vote with descending order are selected as committee equal to amount of committee that shall be available or elected in that time. In case persons that are selected in next order have same vote beyond amount of committee that should be available or selected, the president shall make another vote to make a final judgment.
18. In Every annual shareholder's meeting, at least one-third of committee shall retire. If amount of committee cannot be divided into 3 portions, the nearest number shall be done.

However, committees that retire as in one paragraph can be appointed as committee if the meeting selects them for relocation. Committees that must retire in first and second year after the company is registered, they shall be casted to select the retired but for following years, the committee that is in position longest will be retired.

34. The committees have right to receive returns from the company in forms of salary, gratuity, attendance fee, remuneration, bonus and other forms as in regulations or as the shareholder's meeting considers. It can be specific or it is stipulated periodically or it can be valid until changes. Besides, they can receive allowance and welfares as in regulations of the company.

Message in paragraph one does not affect rights of staffs or employees of the company that are elected as committee supposed to receive returns or benefits from the company as its employee

Shareholder's meeting

35. The Board of directors shall convene an Annual General Meeting of Shareholders within four months from the last day of the fiscal year of the Company.

The shareholders meeting other than the said. "Extraordinary General Meeting" The Board of Directors shall convene an Extraordinary General Meeting of Shareholders at any

time but shall deem appropriate or one or more shareholders holding not less than ten percent of the total number of shares sold may together request the Board of Directors to convene an extraordinary shareholders' meeting at any time. However, it is necessary to specify the subject matter and the reasons for requesting the meeting to be clear in the letter. In such cases, the Board of Directors must arrange a meeting of shareholders within forty-five days from the date of receipt of the letter from the shareholders.

If the Board of Directors does not arrange a meeting within the period specified in the second paragraph, the eligible shareholders may convene such meeting within 45 days from the completion of such 45 day period. The Company is responsible for expenses arising from such meeting as appropriate.

In case that the meeting of shareholders has been convened because the shareholder under second paragraph. If the quorum is not in accordance with Article 38, the shareholders requesting the meeting will be responsible for such expenses to the Company.

The company's general meeting will be held in the area where the company's head office is located or the branch office or province adjacent to the head office or branch office or Bangkok, or any other place as the Board may determine.

36. To summon for shareholder's meeting, the commission shall make an invitation letter identifying place, date, time and agendas and matters proposed in meeting along with details as seen proper. It shall be identifying clearly if it is proposal for information, approval or consideration case by case including comments of the committee about such matter. The company shall deliver it to shareholders ad registrar at least 7 days before the meeting and publish appointment or statement in newspaper for 3 executive days before the meeting date.
37. Shareholders can give proxy to others to vote for them in shareholder's meeting but proxy shall be conducted as pattern stipulated by the registrar and submitted to the committee chairman or his representative at the meeting place before the proxy attends the meeting.
38. In shareholder's meeting, there must be at least 25 shareholders and proxies (if any) o the amount is not less than half of all shareholders. Beside, total shares must not be less than one-third of all distributed shares so as to have a quorum.

In case there appears that the shareholder's meeting is delayed for an hour and the amount of attendant cause not having a quorum. If the meeting is summon as the shareholders request, it is suspended but if the meeting is not summoning as the shareholder

requests, the meeting is reappointed and the invitation letter is submitted to shareholders for at least 7 days before the meeting. The later meeting is not specified to have a quorum.

39. The committee chairman acts as the president in shareholder's meeting. If the committee chairman does not attend the meeting for 30 minutes after appointment, vice committee chairman will act as the president in the meeting. If he cannot attend the meeting or do duty, shareholders will select a person as the president in the meeting.
40. For Voting, a share is a vote except the company issues preference share and specifies as voting must be less than ordinary share.

According to resolution of shareholder's meeting, the majority of shareholders to attend the meeting and have rights to vote shall prevail. If votes are equal, the president shall make a nother vote for final judgment.

Following cases are supposed with three quarters of all votes of shareholders who attended the meeting and had rights to vote

- (A) Whole or partial business transfer or sale to other people
- (B) Business sale or Transfer Acceptance of other companies or private enterprises
- (C) Making, revising or terminating an agreement related to partial or whole business lease of the company
- (D) Assigning other people to manage business of the company
- (E) Co-operating with other people with purpose of profit-loss share
- (F) Amendment of memorandum of association or regulations
- (G) Adding or reducing capital of the company or debenture issue
- (H) Amalgamating or Provoking Company
- (I) Debt restructuring by issuing new debt to settle to the creditor according to Debt-Capital Transform project

41. Activities the annual ordinary meeting should perform are as follows

- (1) considering the report of commission proposed to the meeting to show that business of the company was managed in previous year
- (2) Considering and approving balance sheet
- (3) Considering allocating profit (if any)
- (4) Electing committee to replace committee with retirement by rotation
- (5) Appointing an auditor and Specifying returns
- (6) other activities

Accounting, Finance and Audit

42. The fiscal year of the company starts from 1 January and ends on 31th day of every year
43. The company shall make and maintain the account along with auditing according to law associated with such matter and shall make Statements of Balance Sheet and Statement of Income at least once in 12 months as it is a fiscal year of the company.
44. The committee shall make Statements of Balance Sheet and Statement of Income on the end date of company's fiscal year and present it in annual ordinary meeting to consider approving Statements of Balance Sheet and Statement of Income, the commission shall finish appointing the auditor before proposing to the shareholder's meeting
45. Commission shall deliver following documents to shareholders along with invitation letter to annual ordinary meeting
 - (1) Copy of Statements of Balance Sheet and Statement of Income verified by the auditor including report of auditing of the auditor
 - (2) Annual Report of Commission
46. The auditor shall not be a committee, staff or employee or take any positions of the company
47. The auditor has authority to make an audit for account, documents and other evidences pertaining to income, expense along with asset and liability of the company during working time of the company.

Meanwhile, he has right to inquire committee, staffs, employees or any person with positions of the company and its agent and to explain fact or deliver document and evidences related to company's operation
48. The auditor has duty to attend every shareholder's meeting with consideration of Statements of Financial Position and Statements of Comprehensive Income and problems associated with company's account to explain auditing to shareholders. The company shall submit a report and documents of the company shareholders should perceive in such shareholder's meeting to the auditor

Dividend and Reserved Money

49. Dividend from other income shall not be paid except from profit; in case the company still has accumulated loss, dividend shall not be paid

Dividend is paid by amount of share

The commission may pay interim dividend to shareholders periodically when seeing that the company has sufficient profit to do so and report in shareholder's or commission's meeting to resolve case by case. However, it shall be informed in written to shareholders and dividend payment is published in newspaper for 3 consecutive days.

50. The company allocates some annual net profit as reserved fund at least 5(five) % of annual net profit deducting with accumulated loss (if any) until such reserved fund amount is not less than 10 (ten) % of authorized capital.

Apart from identified reserved fund, the commission may propose in shareholder's meeting to make a resolution to allocate it as other reserved fun as seen proper to operate activity of the company. When being approved by the meeting, the company may transfer other reserved fund or reserved fund in paragraph 1 or share premium reserve to compensate with accumulated loss.

To compensate accumulated loss in paragraph 3, it shall be deducted from other reserved fund and then reserved fund in paragraph 1 and share premium reserve respectively