

Company's Regulations Regarding to Shareholders Meeting

Shareholders Meeting

No.44 The Board of Directors shall call an Annual General Meeting of shareholders within four months of the end of the Company's fiscal year.

The meeting of shareholders other than the above mentioned shall be called extraordinary meetings. The board of directors may call an extraordinary meeting of shareholders when appropriated.

At an Annual General Meeting of Shareholders, the agenda shall include the following.

- (1) To consider the board of directors report proposed to the meeting to show the operating results of the past year.
- (2) To consider and approve the Company's financial statements.
- (3) To consider the allocation of the net profit.
- (4) To elect new directors in replacement of those retired by rotation.
- (5) To appoint the Company's auditor and to fix the auditor's fee.
- (6) Other matters (if any)

No.45 In a meeting of shareholders, the number of shareholders and proxies attending shall not be less than 25 persons and the number of shares combined shall not be less than one in ten of total shares sold could ask Board of Directors to call the meeting of shareholders as Extraordinary Meeting of Shareholders but need to specify the reason to call this meeting in the invitation letter. In this case, Board of Directors needs to hold the meeting within one month counting from date of receipt letter from shareholders.

No.46 To call a meeting of shareholders, the board of directors shall prepare a written notice calling the meeting that indicates the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with sufficient details. Moreover, the agenda shall be explained clearly as proposed for acknowledgement, approval or consideration including the comments and explanations by the board of directors. The written notice shall be delivered to the shareholders not less than 7 days prior to the date of the meeting. By this, shall be published in newspaper for 3 consecutive days and not less than 3 days prior date of meeting.

No.48 In a meeting of shareholders, the number of shareholders and proxies (if any) attending shall not be less than 25 persons and the number of shares combined shall not be less than one-half the total number of all shareholders and must have share certificate as not less than one-third of total shares sold to constitute a quorum except as otherwise require by law.

In the case where one hour has passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed, if such meeting of shareholders was called as a result of a request by the shareholders such meeting shall be cancelled. If such meeting of shareholders was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than 7 days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

Giving a Proxy for Attending a Meeting of Shareholders and Voting Right of Shareholders

No.47 In a meeting of shareholders, a shareholder may give a proxy to a person who has become one's legal age to attend the meeting and vote on his/her behalf. The proxy shall be dated and signed by the shareholder in accordance with the form prescribed by the registrar. The proxy shall be submitted to the chairman or the person designated by the chairman at the meeting before attending the meeting.

- (1) Amount of shares which a proxy holds
- (2) Name of proxies
- (3) The Conference of the proxies to attend and vote ratings

No.50 Resolution of the shareholders' meeting shall include the following vote.

- (1) Decision making for resolution of this meeting shall be made by vote and whether the voting is done by any means will count one share for one vote.
- (2) For normal case, majority votes of shareholders attend the meeting and exercise their right by voting, if the vote is equal then chairperson shall have an additional casting vote as one voice
- (3) In the case that the equality of votes cast for candidates leading to the number of appointed directors exceeding the number of vacate positions, the chairman shall extra vote to decide.

A secret ballot may be made if there are no fewer than five shareholders requests and shareholders approved by a majority vote of the shareholders and proxies from the shareholders (if any) attended meeting and right to votes by counting one share for one vote.

Director Election Process, Director Retirement and Directors' Remuneration

Article 21. The number of members of the Company's board of directors shall not be less than 5 members but not less than half total of Director. Additionally, at least half of total number of the board's member shall reside in Thailand and possess the prescribed qualifications.

Article 22. Directors must be individual

- (1) Underage
- (2) Not Bankrupt, incompetent person or quasi
- (3) Never been convicted by final judgment to imprisonment, an offense related to property group has made in good faith
- (4) Never punished or release from government sector, organization or other sectors related to government due to malpractice

Article 23. Directors shall be elected by the General Meeting of Shareholders following the rules and procedures

- (1) Each shareholder has one vote per share.
- (2) In selecting directors may use voting methods to select directors individually One person at a time or several times as appropriated thus each vote, shareholders must vote with all the votes in accordance with (1)
- (3) After the vote, the candidates shall be ranked in a descending order and shall be appointed as directors in that order, until all the vacate director positions are filled. In the case that the equality of votes cast for candidates leading to the number of appointed directors exceeding the number of vacate positions, the chairman shall extra vote to decide.

Article 24. At every Annual General Meeting of shareholders, one-third of the directors shall retire. If one-third of the number of directors is not a whole number, the number of retiring directors shall be as close to one-third

In the first and second years after the Company was registered, the retiring directors shall be determined by drawing lot unless there is other agreed method.

In subsequent years, the directors who have held office longest shall retire and the retiring directors may be reelected for another term.

Article 32. No Director shall engage in any business or become a partner with unlimited liability or a director of any other private company that is similar in nature to and competes with the business of the Company, except where such was notified to the meeting of shareholders prior to the passing of the appointment resolution.

Article 37 Bonus and compensation, depending on the shareholders' meeting will be scheduled

Directors are entitled to remuneration from the Company in the form of prize money, meeting allowance, bonus, pension or other benefits in accordance with the regulations or by the shareholders' meeting to consider. This could be defined as an absolute number or a set criteria and

will from time to time, give or take effect until it is changed and moreover proposes receive allowances and benefits. According to the company's Article of Association

In the first paragraph shall not affect the rights of officers and employees of the Company. Elected as a director in order to receive compensation and benefits as an employee or employees of the company

Payment of compensation under the first paragraph and second paragraph shall not be inconsistent with the qualification of independent directors as required by law with the Securities and Exchange Commission to determine

Appointment of the Company's Auditor

Article 59. Each shareholders meeting (annually) will appoint company's auditor thus appointment shall be the same auditors and those auditors must not be Director, officer, employee or person holding any position in the company.

Dividend Payment

Article 57. Prohibit the payment of dividends from funds other than profit. If the company still has an accumulated loss, no dividend and the company must allocate part of its annual net profit as reserve not less than five percent of annual profits. Less any accumulated losses brought forward (if any) until this reserve money has less than 10 percent of registered capital. In addition, apart from mentioned reserve- Board of Directors propose to shareholders meeting for approval to allocate the funds otherwise deemed as appropriate to conduct the business.

Dividend pay by number of shares equally

By resolution from shareholders meeting thus company may pay all or part of dividend in form of stock dividend as issue new shares to shareholders (in case company has not sold all registered shares)

The Board of Directors may pay an interim dividend to the shareholders from time to time when company is profitable enough to do so thus report to the meeting of shareholders in the next meeting

Dividend shall be paid within one month from the date of the resolution passed by the meeting of shareholders or the board of directors, as the case may be. The shareholders shall be notified in writing of such dividend payment, and the notice shall also be published in a newspaper within 1 month from the date of the resolution passed by the meeting of shareholders or the board of directors, as the case may be.

Others

Article 5. In case that the Company or its subsidiary enter into a related transaction or a transaction to dispose of an important asset of the Company or its subsidiary as prescribed in the Stock Exchange of Thailand's notifications related to related transactions, acquiring or disposing of an important asset, the Company shall follow the principle published in the notification that may apply

If the Company agreed to enter into a transaction or related to the acquisition or disposal of major assets of the company thus according to the definition stipulated by the Market for Alternative Investment (MAI) as applicable for transaction of listed companies or acquisition of assets if announcement follows stated of company and its subsidiaries to comply with rules and procedures as set out.