

The Article of Association of the Company concerning Shareholder's Meeting

Summoning

37. The Board of Directors shall call a shareholder meeting which is an annual ordinary general meeting of shareholders within four (4) months of the last day of the fiscal year of the Company.

Other shareholders' meetings besides the abovementioned meeting shall be called extraordinary meetings, which shall be held anytime as the Board of Directors deems appropriate.

One or several shareholders collectively holding shares not less than ten (10) percent of total issued and paid up shares, may jointly subscribe signatures and prepare a letter requesting the Board of Directors to convene extraordinary shareholders' meeting anytime, provided that the matter and reason of meeting convocation shall be clearly specified in such letter. In this case, the Board of Directors shall convene shareholders' meeting within forty-five (45) days after receiving such letter from the shareholders.

In the event that the Board of Directors does not convene a meeting within the period as specified in the fourth paragraph, the shareholders who jointly subscribed their signatures or other shareholders collectively holding shares in the number as prescribed, may convene the meeting within forty-five (45) days after the period, as specified in the fourth paragraphs, has lapsed. In such event, the meeting shall be deemed as being convened by the Board of Directors, provided that the Company shall be responsible for any necessary expenses incurred by the meeting convocation, and shall help facilitating as appropriate.

In case it appears that the number of shareholders attending shareholders' meeting convened by the shareholders as specified in the fifth paragraph does not constitute meeting quorum as prescribed in Article 39, the shareholders as specified in the third paragraph shall be responsible for any expenses incurred by such meeting convocation against the Company.

38. In calling a shareholder meeting, the Board of Directors shall prepare a written notice calling the meeting that states the place, date, time agenda of the meeting and the matters to be proposed to the meeting with reasonable detail by indicating clearly whether it is the matter proposed for information, for approval, or for consideration, as the case may be, including the opinions of the Board of Directors in the said matters, and the said notice shall be delivered to the shareholders and the Registrar for their information at least seven (7) days prior to the date of the meeting. The notice calling for the meeting shall also be the disclosure of the notice of the meeting shall be in accordance with the law.

The Meeting shall be arranged at either the province where the head office located or other provinces in Thailand.

39. In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholder meeting amounting to not less than twenty-five (25) persons, or not less than one half (1/2) of the total member of shareholders, and in either case such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold, unless otherwise stipulated by the law governing public limited companies.

At any shareholder meeting, if one (1) hour has passed from the time specified for the meeting and the number of shareholders and the aggregate number of shares held by the shareholders attending the meeting is still inadequate for a quorum, and if such shareholder meeting was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was called by the Board of Directors, the meeting shall be called once again and the notice calling such meeting shall be delivered to the shareholders not less than seven (7) days before the date of the meeting. In the latter meeting, it is not necessary to constitute a quorum.

Each shareholder may submit a proxy to attend the meeting and vote on their behalf, at most one time at a time as specified by the Registrar. And to deliver to the chairman of the board or the person designated by the chairman at the meeting place before the proxies attend the meeting and the proxies for that purpose will have only one person regardless of whether that shareholder holds many or little shares of the company.

40. The Chairman of the Board of Directors shall preside over every shareholder meeting. If the Chairman of the Board is not present at a meeting, or cannot perform his duty, and if there is a Vice-Chairman, the Vice-Chairman present at the meeting shall be the Chairman of the meeting. If there is no Vice-Chairman, or if the Vice-Chairman cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the Chairman of the meeting.

How to Vote

41. In casting votes, one (1) share shall have one (1) vote, any shareholders who has any particular interest in any matter is not entitled to vote on such matter unless it is the case of voting on the election of directors and the resolutions of the Shareholders' Meeting shall consist of the votes as follows:
 - (1) In case, voting shall be passed by the majority of the shareholders present at the meeting with the right to vote. In the event of a tie vote, the Chairman of the meeting shall have a casting vote.
 - (2) In these cases, voting shall be passed by three-fourth (3/4) of the shareholders present at the meeting with the right to vote.
 - (a) to sell or transfer business in whole or in part at Important to others
 - (A) The sale or transfer of the business of the company in whole or in significant parts to other persons;
 - (B) The purchase or acceptance of transfer of the business of a private company or other public companies to be the company;
 - (C) Making, editing or terminating the contract relating to the leasing of the Company's business or important parts, assigning any other person to manage the company's business or mergers and acquisitions with other parties with the objective of dividing profits and losses together
 - (d) The amendment of the Memorandum of Association or The Article of Association;
 - (E) Increasing or decreasing the registered capital of the company
 - (F) Dissolution of the Company;
 - (G) The issuance of corporate debentures and other securities under the Securities and Exchange act; and
 - (H) Merger with another company.

42. A secret vote may be performed by at least five (5) shareholders before voting and the meeting resolves to vote in secret.

When requested to have a secret score the Chairman of the meeting shall determine the secret voting method.

43. Transactions conducted at the annual general meeting are as follows:

- (1) Consider and acknowledge the report of the Board of Directors covering the work done during the previous year.
- (2) Consider and approve the balance sheet;
- (3) Consider and approve the appropriation of profits and contribution dividend payment;
- (4) Election of directors to replace those who retire by rotation;
- (5) Appointment of the auditor and fixing their audits remuneration; and
- (6) Other businesses.

Dividend and reserve funds

51. No dividends shall be paid otherwise than out of profits. In case the Company still sustains an accumulated loss, no dividends shall be paid.

Dividends shall be distributed according to the number of shares in equal number for each share and must be duly approved by the meeting of shareholders.

The Board of Directors may pay interim dividends to shareholders at each time they consider that the Company has an appropriate profit and inform shareholders at the subsequent meeting.

Payment of dividends shall be made within one month from the date the resolution is passed by the meeting of shareholders or by the meeting of the Board of Directors, as the case may be. The notice of such payment must be announced in a newspaper for not less than three days continually.

52. In the case where the company still cannot sell its shares up to number registered or the company has registered an increase of capital, the company may pay dividend in full or in part by issuing new ordinary shares to the shareholders, with approval of the meeting of shareholders.
53. The company must allocate part of the annual net profit as reserve fund in an amount not less than five percent of the annual net profit less the sum of accumulated loss brought forward (if any) until the reserve fund amounts to not less than ten percent of the registered capital, unless the articles of association of the company or other law provides for a greater amount of the reserve fund.

Increase Capital

54. The company may increase the amount of its registered capital by issuing new shares. the meeting of shareholders has passed a resolution by not less than three-fourths of the total votes of the shareholders attending the meeting present and qualified to voted; and may be offered for sale in whole or in part and may be offered to shareholders in proportion to their respective shares already held first or to the public or any person whether in whole or in part, however, according to the resolution of the meeting of shareholders.

The Director's Qualification, Election and Rotation of Directors.

19. The directors shall be elected by the Shareholder Meeting in accordance with the rule and method as follow:
 - (1) Each shareholder shall have one (1) share for each one (1) vote.
 - (2) Each shareholder should vote all shares by (1) elect on directors or others but shall not allocate voting to any candidates.
 - (3) The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as Directors in that order until all the Director positions are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of Directors to be exceeded, the remaining appointment shall be made by the Chairman of the meeting who shall have a casting vote.
20. A person who can be a director of the company must consist of the following qualifications
 - (1) Must be a natural person and a juristic person;
 - (2) Not being a bankrupt Incompetent or incompetent;
 - (3) Having never been imprisoned by a final judgment to imprisonment for an offense relating to property committed dishonestly;
 - (4) Being Never punished for dismissal or discharged from a government agency that is dishonest.
21. At every annual general meeting, one-third of directors shall retire from office. If their number is not a multiple of three, then the number nearest to one-third (1/3) shall retire from the office.

The directors to retire from office in the first and second years following the registration of the Company shall be drawn by lots. In every subsequent year, the directors who have been in office longest shall retire.

A retiring director is eligible for re-election
26. the Board of Directors shall be entitled to compensation from the company in of the money, bonus, Meeting fee or other benefit in other ways. The meeting of shareholders to consider and vote by vote of not less than two-thirds (2/3) of the total votes of the shareholders who attended the meeting. The directors ' remuneration may be defined as a certain amount, or placed as a specific basis and shall be prescribed as a pour or to be effective until the shareholders ' meeting changes otherwise. In addition, the directors are entitled to receive various allowances and benefits according to the company regulations.
