





(English translation)

Certified true copy

- Signature -

Ms. Suntreewan Thongkam  
Registrar

The Company shall keep the shareholder register and other evidence relating to entries in the shareholder register at the head office of the Company. However, the Company may appoint Thailand Securities Depository Company Limited to be the registrar of the Company. If the Company appoints Thailand Securities Depository Company Limited to be the Company's registrar, the Company's registration shall be as set forth by the registrar.

Article 7. The Company shall issue share certificates to shareholders within two (2) months of date on which the registrar accepts the registration of the Company or of the date of receipt of full payment for shares in the event that the Company sells remaining shares or newly issued shares after the registration of the Company.

Article 8. If the share certificate is defaced or damaged materially, shareholders may ask the Company to issue a new share certificate by surrendering the former certificate.

In the event that a share certificate is lost or destroyed, the shareholder shall present to the Company a police report or other proper evidence.

In both cases, the Company shall issue a new share certificate to the shareholder within the period prescribed by the law. The Company may charge a fee for issuing such new share certificate(s). However, the fee charged shall not be more than the rates prescribed by law.

Any lost, defaced, or damaged share certificate(s) for which a new share certificate has been issued in substitution shall be deemed canceled.

Article 9. The Company shall not own its shares or take them in pledge, except for the following:

- (1) The Company may repurchase its shares from dissenting shareholders who vote against a resolution of the shareholders' meeting approving an amendment to the Articles of Association regarding voting rights and the rights to receive dividends which, in their opinion, is considered unfair.
- (2) The Company may repurchase its shares for financial management purposes when the Company has accumulated profits and excessive liquidity, provided that the share repurchase will not create financial problems for the Company.

The shares held by the Company shall neither be counted towards constituting a quorum of the shareholders' meeting, nor shall they confer voting rights and the right to receive dividends.

The Company shall distribute the repurchased shares as mentioned in the above paragraph within the period set out in the ministerial regulations. If the Company fails to do so or is unable to complete the distribution within the set period, the Company shall reduce its paid-up capital by writing off those unsold shares.

The repurchase of shares, the distribution of repurchased shares, and the write-off of unsold repurchased shares shall be done in accordance with the rules and procedures set out in the ministerial regulations and the relevant laws.

(Sign) - Signature - Director  
(Mr. Chan Kin Tak)







Certified true copy

- Signature -

Ms. Suntreewan Thongkam  
Registrar

- (3) having a lack of qualifications or having prohibited characteristics under the laws governing public limited companies and the laws governing securities and exchange;
- (4) removal by a resolution of the shareholders' meeting under Article 20; or
- (5) removal by a court order.

Article 19. Any director who wishes to resign from the directorship shall submit a resignation letter to the Company, and the resignation shall be effective from the date of receipt of the resignation letter by the Company.

A director who has resigned under the first paragraph may also notify the registrar of such resignation.

Article 20. The shareholders' meeting may pass a resolution to remove any directors from office prior to retirement by rotation, by a vote of not less than three-fourth ( $3/4$ ) of the number of shareholders attending the meeting and having the right to vote, and the shares held by them shall, in aggregate, amount to not less than one-half ( $1/2$ ) of the number of shares held by the shareholders attending the meeting and having the right to vote.

Article 21. In the event that a board seat becomes vacant for any reason other than by rotation, the board of directors shall elect any person who is qualified and who does not have any of the prohibited characteristics under the laws governing public limited companies and under the laws governing securities and exchange as a substitute director at the subsequent board of directors meeting, unless the remaining term of office of the vacant directorship is less than two (2) months. The aforesaid substitute director shall retain office only for the remaining term of office of the director whom he replaces.

The resolution mentioned in the first paragraph shall be passed by an affirmative vote of not less than three-fourth ( $3/4$ ) of the remaining directors.

Article 22. The Company's directors are entitled to receive remuneration from the Company either in the form of rewards, a meeting allowance, a pension, a bonus, or any other kind of benefit in accordance with a resolution of the shareholders' meeting passed by an affirmative vote of at least two-third ( $2/3$ ) of the total votes of the shareholders attending the meeting. In this regard, remuneration of the directors may be set at a fixed amount, or specific rules for such remuneration may be set, and such rules can be effective for a certain period of time or perpetually until changed by a resolution of the shareholders' meeting. In addition, the Company's directors are entitled to receive an allowance and any other benefits in accordance with the Company's rules.

The paragraph above does not affect the rights of the Company's directors who are appointed from the officers or employees of the Company to receive remuneration and other benefits in their capacity as the Company's officers or employees.

Article 23. The board of directors shall elect one (1) of the directors to be the chairman of the board.

(Sign) - Signature - Director  
(Mr. Chan Kin Tak)







Certified true copy

- Signature -

Ms. Suntreewan Thongkam  
Registrar

At any shareholders' meeting, if one (1) hour has passed from the time scheduled for the meeting, and the number of shareholders attending is still inadequate to constitute a quorum as specified in the paragraph above, and if such a shareholders' meeting was called at the request of shareholders, such a meeting shall be canceled. If such a shareholders' meeting was not called at the request of shareholders, the meeting shall be called once again, and the notice calling for such a meeting shall be dispatched to shareholders at least seven (7) days before the date of the meeting. At such a subsequent meeting, a quorum is not required.

Article 34. The chairman of the board of directors shall be the chairman of shareholders' meetings. In the event that the chairman of the board is not present at the meeting or cannot perform his or her duties, if there is a vice-chairman, the vice-chairman will be the chairman of the meeting. If there is no such vice-chairman or the vice-chairman cannot perform his or her duties, the shareholders present at the meeting shall jointly elect one of the shareholders present at the meeting as chairman of the meeting.

Article 35. In a shareholders' meeting, a shareholder shall have one (1) vote for every one (1) share. Any shareholder who has any special interests in any matter shall not be entitled to vote on such a matter, save for voting on the election of directors. A resolution of the shareholders' meeting shall require:

- (1) in an ordinary event, a majority vote of the shareholders who attend the meeting and cast their votes. In the event of a tie, the chairman of the meeting shall have an additional, deciding vote.
- (2) in the following events, a vote of at least three-fourths (3/4) of the total number of votes of shareholders attending the meeting and having the right to vote:
  - (a) the sale or transfer of the Company's entire business or a substantial part of the Company's business to any person;
  - (b) the purchase or acceptance of any transfer of the business of other private or public limited companies by the Company;
  - (c) the execution, amendment, or termination of any agreement concerning granting a lease of all or a substantial part of the Company's business, the assignment of the management of the Company's business to any other persons, or the amalgamation of the business with other persons for the purpose of profit and loss sharing;
  - (d) the amendment of the Memorandum of Association or Articles of Association of the Company;
  - (e) the increase or reduction of the Company's registered capital;
  - (f) the dissolution of the Company;
  - (g) the issue of debentures of the Company; and
  - (h) the amalgamation of the Company with another company.

(Sign) - Signature - Director  
(Mr. Chan Kin Tak)





Certified true copy  
- Signature -  
Ms. Suntreewan Thongkam  
Registrar

Article 36. The matters that should be conducted at the annual general meeting of shareholders are as follows:

- (1) to consider and acknowledge the report of the board of directors concerning the business of the Company in the preceding year;
- (2) to consider and approve the balance sheet and the statement of profit and loss;
- (3) to consider and approve the appropriation of profits and the payment of dividends;
- (4) to consider and elect new directors in place of those who are due to retire by rotation;
- (5) to consider and determine the directors' remuneration;
- (6) to consider and appoint an auditor and determine the auditor's remuneration; and
- (7) to consider any other business.

**CHAPTER 7**  
**Accounts, Finances and Audits**

Article 37. The fiscal year of the Company shall start on 1 April and end on 31 March of each year.

Article 38. The Company shall prepare and maintain accounts, including auditing the accounts as required by applicable laws, and shall prepare a balance sheet, and a profit and loss statement, at least once every twelve (12) months making up the fiscal year of the Company.

Article 39. The board of directors shall prepare and maintain the balance sheet, and profit and loss statement, as of the end of the fiscal year, and propose that they be considered and approved at the annual general meeting of shareholders. The board of directors shall ensure that the balance sheet and profit and loss statement are audited by the auditor before being submitted to the shareholders' meeting.

Article 40. The board of directors shall send the following documents to the shareholders together with the notice calling for the annual general meeting of shareholders:

- (1) copies of the audited balance sheet, and profit and loss statement, together with the auditor's report; and
- (2) the annual report of the board of directors, as well as other supporting documents.

Article 41. The auditor of the Company shall not be the Company's director, staff or employee, or hold any position in the Company.

Article 42. The auditor shall have the authority to examine, during the office hours of the Company, the accounts, documents, and any other evidence relating to revenue and expenditure, including the assets and liabilities of the Company. In this regard, the

(Sign) - Signature - Director  
(Mr. Chan Kin Tak)



(English translation)

Certified true copy

- Signature -

Ms. Suntreewan Thongkam  
Registrar

auditor shall also have the authority to inquire of the Company's directors, staff, employees, or any people holding a position in the Company, and agents of the Company, including asking them to clarify any facts or to deliver documents or evidence in connection with the Company's business operations.

- Article 43. The auditor has a duty to attend every shareholder's meeting which is held to consider the balance sheet, profit and loss statement, and any problem regarding the Company's accounts, in order to explain any matters concerning the auditing of the Company to the shareholders. The Company shall also deliver to the auditor all the reports and documents of the Company which the shareholders are entitled to receive at such a meeting.

#### **CHAPTER 8** **Dividends and Reserves**

- Article 44. No dividend shall be paid out of funds other than profits. If the Company has incurred a loss, no dividend shall be paid.

Dividends shall be distributed in accordance with the number of shares, with each share receiving an equal amount, except where the Company issues preference shares and stipulates the preference shares to receive dividends differently from that for ordinary shares. The payment of dividends shall be approved by a shareholders' meeting.

The board of directors may, from time to time, pay to the shareholders interim dividends, as appear to the directors to be justified by the profits of the Company, and shall report to the shareholders regarding the payment of interim dividends at the next meeting of shareholders.

The dividend payment shall be made within one (1) month of the date on which the resolution has passed at the meeting of shareholders or of the board of directors, as the case may be. The dividend payment shall be announced to the shareholders in writing, and shall publish a notice of the dividend payment on a newspaper for at least three (3) consecutive days.

- Article 45. The Company shall place at least five (5) percent of its annual net profit less any accumulated losses carried forward to a reserve fund, until the reserve fund reaches at least ten (10) percent of the registered capital.

#### **CHAPTER 9** **Miscellaneous**

- Article 46. The Company's seal shall be as affixed below.

Imprint of the Company's seal

(Sign) - Signature - Director  
(Mr. Chan Kin Tak)