

## **Articles of Association relation to the AGM and the voting requirements for each agenda**

### **Closing of Shares Registration Book**

(Article 13) The Company may suspend registration of shares transferring during the period of 21 days prior to the date of every shareholders meeting by making an announcement to the shareholders in advance at its head office and every branch office(s) not less than 14 days prior to the date of beginning of suspending of registration of shares transferring.

### **Calling of Shareholders Meeting**

(Article 29) The Board shall arrange for an Annual General Shareholders Meeting to be held within 4 months after the end of the Company's fiscal year.

Other meetings, apart from the abovementioned meeting, are called Extraordinary Meeting. The Board of Directors may summon Extraordinary Shareholders Meeting whenever they think fit

(Article 30), the Company's annual general meeting shall be as follows. (1) Acknowledge receipt of the report of the Board of Directors to the affairs of the Company during the past year. (2) To approve the balance sheet and income statement. (3) To approve the appropriation of profit. (4) Election of Directors. (5) To appoint auditors and the audit fee. (6) Others (if any).

(Article 31) shareholders holding not less than one-fifth of the total number of shares sold or not less than 25 shareholders holding not less than one-tenth of the total number of shares sold, may request the Board of Directors in writing, with clear reasons and objectives specified therein, to summon an Extraordinary Shareholders Meeting. The Extraordinary Shareholders Meeting requested by shareholders shall be made within 1 month from the date the Company have received such request from shareholders.

(Article 32) The Board of Directors shall summon a shareholders meeting by sending a notice, specifying the place, date, time, agenda(s) of the meeting and the subject matters to be submitted to the meeting with appropriated details together with the Board of Directors' comments, to all shareholders not less than 7 days prior to the date of the meeting and this notice shall be published in newspaper not less than 3 consecutive days prior to the date of the meeting before the meeting not less than 3 days.

### **Granting Proxy**

(Article 35) A shareholder can grant proxy to anyone to attend the meeting and votes on his/her behalf in any shareholder meeting. Proxy shall be specified date, and signed with the shareholders signature and must be in the same format determined by the registrar. Proxy shall be delivered to the Chairman of the Board or the person(s) determined by the Chairman at the place where the meeting held before proxy attends the meeting.

### **The quorum**

(Article 34) The quorum of a shareholders meeting shall be either not less than 25 shareholders and the total number of shares altogether should not less than one-third of the total number of shares sold or the number of shareholders present and proxies (if any) not less than half of total number of shares altogether should not less than one-third of the total number of shares sold.

If after an hour from the time state for ant meeting, the number of shareholders present does not constitute a quorum as specified, such meeting shall be cancelled if such meeting was requested by shareholders. However, in some other cases, the meeting shall be called again and notice for a new meeting shall be sent to shareholders not less than 7 days before the date of meeting. In the new meeting, no quorum is required.

### **Voting**

(Article 37) In casing votes, each shareholder shall have votes equivalent to the number of shares held. The resolution of the shareholders meeting shall comprise the votes as follows;

- (1) All general cases: resolutions shall require a majority of the total votes cast by shareholders present and votes at the meeting. In case the votes are tied, the Chairman of the meeting shall have a casting vote.
- (2) In the following cases, resolutions shall require not less than three-fourth of the total number of votes cast by the shareholders present and entitled to vote, which are (a) selling or transferring whole or the important part of the Company's business to other persons; (b) buying or receiving business of other companies, or any private companies, by the Company; (c) execution, amendment or terminate any agreements regarding granting of lease of all or the important part of the Company's business; (d) to assign other person(s) to manage the Company's business; (e) amalgamation of the business with other persons with purpose of profit and loss sharing; (f) amendment of the Company's Memorandum of Association or its Articles of Association; (g) increases and reduction of capital or issuing debentures; and (h) amalgamation or dissolution of the Company.

### **The payment of dividends**

Under the terms of the policy dividend on January 11, 2012 "The Company has a policy to pay dividends to shareholders at a rate of not less than 50 percent of net profit after tax and deductions. And deduct all reserves required by law based on the consolidated financial statements. However, these dividends will be based on cash flow, investment plans, terms and conditions of the contract which the Company is bound. As well as legal restrictions, the necessary and appropriate in the future, unless the interim dividend The Board of Directors has authorized the payment of an interim dividend. It will report to the meeting of shareholders in the future ".