

Articles of the company with regard to shareholder meeting

Chapter 3

Directors and Power of Directors

Item 15. The Shareholders' Meeting shall select Directors on basis of the following principles

- (a) One shareholder has the vote equals to the number of shares he/she is holding to vote for one (1) Director.
- (b) Each shareholder would use all votes he/she has as in (a) to select one person or several persons as the Directors. However, the votes shall not be dividend unequally and specifically to any persons.
- (c) Persons who are given respective highest votes shall be selected as Directors equals to the number of Directors to be selected in each time. In case that the selected persons in next order have equal votes exceeding the number of Directors of which to be selected, the Chair shall have additional one (1) vote as the final vote.

Item 16. In the Annual Ordinary Meeting, one-third (1/3) of Directors shall be discharged from the position. If the number of Directors to leave the position can not be divided into three portions equally, the number which is closest to one-third (1/3) shall be taken. Directors who are to be discharged from the position in the first and the second year shall be decided by way of drawing lots. As for the later years, Directors who are in the position longest will have to be discharged from the position. However, Directors who have left the position might be selected into the position again.

Item 20. The meeting might resolve to have any Director leave the position before the due period by giving the vote not less than three-fourth (3/4) of shareholders who attend the meeting and entitled to vote and have the total shares not less than half (1/2) of the share held by the shareholders who attend the meeting and entitled to vote.

Item 21. The Board of Directors shall arrange the meeting at least once in three (3) months at the venue as set by the Board of Directors. The Chair or the person authorized by the Chair is to call for the Board of Directors meeting. Directors from two (2) persons may require from the Chair to have a meeting. In case that the requirement for the meeting is made by two (2) Directors, the Chair or the person authorized by the Chair shall set the date for the meeting within fourteen (14) days from the date the requirement is made.

Chapter 4

Shareholders' Meeting

Item 30. There shall be the Shareholders' Meeting at least once (1) a year. Such meeting is called "Ordinary Meeting" which is to be arranged within four (4) months from the date the company's accounting year ended. Other shareholders meeting is called "Extraordinary Meeting", for which the Board of Directors can call at any time as appropriate.

Item 30 a. Shareholders who hold the total shares not less than one-fourth (1/5) of the shares which have been sold or the shareholders not less than twenty five (25) persons hold the total shares not less than one-tenth (1/10) of the total shares which have been sold, may request in writing to the Board of Directors to hold the Extraordinary Meeting at any times. The request must state a clear reason for the meeting. In this case, the Board of Directors shall hold the Extraordinary Meeting within one (1) month from the date the request is received.

Enclosure 9

Item 31. The Board of Directors to call for Shareholders Meeting by sending a Notice of Meeting to the shareholders and the registrar in accordance with the law of public company not less than seven (7) days before the date of the meeting. Notice of Meeting should indicate the venue, date, time, meeting agendas and matters to be proposed in the meeting in particulars. No matter the subject is to be acknowledged, approved or considered and with the view of the Board of Directors included. The Notice of Meeting shall be publicized in the newspaper not less than three (3) days consecutively before the date of the meeting.

Item 32. In the Shareholders' Meeting, a shareholder may give a proxy to other person to attend the meeting and vote on behalf of the shareholder. However, written Letter of Proxy shall be made and signed by the Authorizer and hand over to the Chair or other person who authorized by the Chair before the proxy attend the meeting. The Letter of Proxy, in accordance with the registrar's regulation, shall contain the followings:

- (a) Number of shares held by the Authorizer.
- (b) Name of the Proxy and
- (c) Date and number of the meeting that the proxy is given to other persons to attend and vote in the meeting.

As for voting, the Proxy has the vote equals to the total vote of the shareholders who give the proxy except that the Proxy informs in the meeting before voting that he/she will vote on behalf of some authorizers only by indicating the name of the authorizers and number of shares held by the authorizers.

Item 33. In the Shareholders' Meeting, the number of shareholders and the Proxy (if any) who attend the meeting must be not less than twenty five (25) persons or not less than half (1/2) of the total number of shareholders who have the total shares which have been sold, the meeting then has a quorum.

In case that the meeting is delay for one (1) hour and the number of shareholders who attend the meeting does not have a quorum as stated in para 1, and as the meeting is called for by the shareholders it shall be cancelled. If the meeting has not been called for by the shareholders, a new date shall be made and the Notice of Meeting shall be sent to the shareholders not less than seven (7) days before the date of meeting and it is not necessary that the number of the shareholders is concerned for the meeting to have a quorum.

Item 34. The Chairman of the Board of Directors will be the Chair in the meeting. In case that the Chairman of the Board of Directors is absent or can not perform the duty, the Vice-Chairman of the Board of Directors will be the Chair in the meeting. If there is no Vice-Chairman or the Vice-Chairman cannot perform the duty, the shareholders who attend the meeting shall select one shareholder as the Chair.

Item 34 a. The Chair or the person authorized by the Chair shall follow the respective agenda as stated in the Notice of Meeting. Except the meeting has a resolution to change the order of the agendas with the vote not less than two-third (2/3) of the shareholders who attend the meeting.

If the meeting has discussed all subjects stated in the Notice of Meeting, the shareholders who hold the total shares not less than one-third (1/3) of the total which has been sold may propose other matters to be considered in the meeting.

Enclosure 9

In case that the meeting cannot complete the matters as stated in the Notice of Meeting or the additional matter proposed by the shareholders as in paragraph 2 and the meeting needs to be postponed, the meeting shall set the date, time and venue for the next meeting and the Board of Directors shall send the Notice of Meeting indicating date, time, venue and the meeting agendas to the shareholders not less than seven (7) days before the date of meeting.

The Notice of Meeting shall be publicized in Thai language newspapers not less than three (3) days consecutively before the date of meeting.

Item 35. The shareholder is entitled to attend and vote in the meeting as equal to the number of shares he/she is holding with each share has one (1) vote per one (1) share.

In case that the shareholder happens to have special interest on any agenda, the shareholders shall have no right to vote on that agenda except the vote for Directors selection.

Item 36. The meeting resolution is finalized by the majority who attends the meeting and entitled to vote. In case that the votes are equal, the Chair is entitled to have one more vote as the final vote.

Item 37. To finalize the following matters, the vote must be not less than three-fourth (3/4) of the total vote of the shareholders who attend the meeting and entitled to vote.

- (a) To increase or decrease the company's capital.
- (b) To issue and sell the debenture.
- (c) To revise the memorandum of association or the company's article.
- (d) To sell or transfer the whole or parts of the company business to other persons.
- (e) To buy or to be transferred of other company's business either of the public company limited or the company limited.
- (f) To make, revise or terminate the contract with regard to the company's business rental as a whole or parts.
- (g) To authorize other persons to manage the company's business.

Item 38. In the Ordinary Meeting, the followings shall be taken into account.

- (a) To consider the report of the Board of Directors with regard to the performance in the past year.
- (b) To consider and approve the balance sheet and the profit and loss account.
- (c) To consider the allocation of profit and to pay the dividend (if any)
- (d) To consider appointing new Directors to replace the Directors who complete their term of assignment and to set the Directors' remuneration.
- (e) To consider appointing auditors and to set the auditing fee and
- (f) Other matters (if any).