

Information on proposed Amendment to Article 24 and Article 31 of the Company's Articles Association

Existing Articles of Association	Proposed Articles of Association	Rationale and Background
Chapter 5 Board of Directors		
<p>Article 24.</p> <p>At a Meeting of the Board of Directors, there must not be less than one-half (1/2) of the total number of directors present to form a quorum. The Chairman of the Board of Directors shall preside as Chairman of the Meeting. In the event that the Chairman of the Board is not present at the Meeting or cannot perform his or her duty, 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 duty, the Directors present at the Meeting may elect one of the other directors to be Chairman of that Meeting.</p> <p>Decisions of the Meeting shall be made by a majority vote. Each director is entitled to one (1) vote, but a director who has interests in any matter shall not be entitled to vote on that matter. In the event of a tie of vote, the Chairman of the Meeting shall have an additional casting vote.</p>	<p>Article 24.</p> <p>At a Meeting of the Board of Directors, there must not be less than one-half (1/2) of the total number of directors present to form a quorum. The Chairman of the Board of Directors shall preside as Chairman of the Meeting. In the event that the Chairman of the Board is not present at the Meeting or cannot perform his or her duty, 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 duty, the Directors present at the Meeting may elect one of the other directors to be Chairman of that Meeting.</p> <p><u>At each Meeting of the Board of Directors, the Chairman of the Meeting may allow the Directors to attend the Meeting and perform any action with respect to the Meeting by means of teleconference, whereby at least the Directors amounting to one-third (1/3) of the quorum shall be present at the same place and all the Directors present at the Meeting shall be in Thailand at the time of the Meeting.</u></p> <p><u>The Meeting conducted by means of teleconference under the second paragraph shall contain information security measures by recording the audio, or video and audio, as the case may be, of every director present at the Meeting throughout the entire Meeting, as well as retaining the computer traffic log created by such recording, and imposing a Meeting control mechanism in accordance with the relevant laws.</u></p>	<p>The Announcement of the National Council for Peace and Order No. 74/2557 Re: Electronic Conferencing was issued to legitimate the Board of Directors' Meeting by means of teleconference provided that such subject shall be specified in the public limited company's article of association.</p>

	<p><u>The attendance of Directors by means of teleconference in accordance with the aforementioned methods and procedures shall be counted as a constitution of a quorum. Furthermore, such Meetings of the Board of Directors conducted by means of teleconference bear the same effects as any Meeting conducted in accordance with the means prescribed under the law and these Articles of Association.</u></p> <p>Decisions of the Meeting shall be made by a majority vote. Each director is entitled to one (1) vote, but a director who has interests in any matter shall not be entitled to vote on that matter. In the event of a tie of vote, the Chairman of the Meeting shall have an additional casting vote.</p>	
Chapter 6 Shareholders' Meeting		
<p>Article 31.</p> <p>The Board of Directors shall arrange for an Annual General Meeting of Shareholders to be held within four (4) months of the last day of the accounting year of the Company.</p> <p>Shareholders' Meeting other than the Meeting mentioned in the first paragraph shall be called Extraordinary General Meetings. The Board of Directors may call such an Extraordinary General Meeting at any time it deems appropriate.</p> <p>Shareholders holding shares amounting to not less than one-fifth (1/5) of the total number of shares sold, or shareholders numbering not less than twenty-five (25) people holding shares amounting to not less than one-tenth (1/10) of the total number of shares sold, may submit their request for the Board of Directors to call an Extraordinary General Meeting at any time, but the reasons for calling such a</p>	<p>Article 31.</p> <p>The Board of Directors shall arrange for an Annual General Meeting of Shareholders to be held within four (4) months of the last day of the accounting year of the Company.</p> <p>Shareholders' Meeting other than the Meeting mentioned in the first paragraph shall be called Extraordinary General Meetings. The Board of Directors may call such an Extraordinary General Meeting at any time it deems appropriate.</p> <p><u>One or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may submit their request for the Board of Directors to call an Extraordinary General Meeting at any time, but the subject and reasons for calling such a Meeting must be clearly stated in the request in which case the Board of Directors shall call a Shareholders' Meeting to be held</u></p>	<p>The amendment is proposed for the purpose of compliance with the Public Limited Company Act B.E. 2535 as amended by the Order of the Head of the National Council for Peace and Order No. 21/2560 Re: Amendments of Laws to Facilitate the Ease of Doing Business, which provides the amendment regarding the convening of Shareholders' Meetings by the Shareholders, in the case where the Board of Directors fails to arrange for the Meeting as requested by the Shareholders.</p>

<p>Meeting must be clearly stated in the request in which case the Board of Directors shall call a Shareholders' Meeting to be held within one (1) month of the date of receipt of such a request from shareholders.</p>	<p>within <u>forty-five (45) days</u> of the date of receipt of such a request from shareholders.</p> <p><u>If the Board of Directors does not arrange for the Meeting of Shareholders within forty-five (45) month of the date of receipt of such a request from Shareholders, the Shareholders who subscribe their names or other shareholders holding shares amounting to the required amount may call the Meeting themselves within forty-five (45) days as from the date on which the period of forty-five (45) days that the Board of Directors shall convene the Meeting ends. In this case, the Meeting is deemed a shareholders Meeting called by the Board of Directors and the Company shall be responsible for the necessary expenses incurred from convening the Meeting and shall reasonably facilitate the Meeting.</u></p> <p><u>In the case where the number of shareholders present at the Meeting convened by the Shareholders under the fourth paragraph is not sufficient to constitute a quorum as required in Clause 33, the Shareholders under the fourth paragraph shall be jointly responsible to the Company for the expenses incurred from the convening of such Meeting.</u></p>	
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