

**The company's Articles of Association
specifically for the shareholders' meeting**

Article 16 Ordinary Meeting

The board of directors shall call a meeting of shareholders at least one (1) time a year at the location where the company's head office is located or nearby province or at other place determined by the board of directors. This meeting shall be called "Ordinary Meeting" which shall be occurred within four (4) months of the last day of the fiscal year of the Company.

Article 18 Notice for Shareholders Meeting

Written notice calling the meeting shall be delivered to every shareholder, at the place given in the share registration book, and to the registrar not less than seven (7) days prior to the date of the meeting. In the event that shareholders living in Thailand, such notice shall be sent directly to shareholders or his agent or sent by registered mail. In the case that shareholders living outside Thailand, such notice shall be sent via facsimile or other new telecommunication methods which shall be confirmed by sending registered air-mail in the same day.

In this case, the board of director shall also publish this calling notice for the meeting in a newspaper not less than three (3) consecutive days prior to the date of the meeting not less than three (3) days.

Every calling notice for the meeting shall indicate the place, date, time, the agenda of the meeting and the matters to be proposed to the meeting together with sufficient 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.

Article 19 Carry Out the Meeting

The chairman of the board shall preside over the meetings of shareholders or he may appoint any director to preside over the meeting. In the case where there is no director attend the meeting or directors be unable to perform his or her duty, the shareholders present shall elect one among themselves to preside over the meeting.

The chairman of the meeting of shareholders shall have the duty to conduct the meeting in compliance with the Articles of Association of the company relating to meetings and to follow the sequence of the agenda stipulated in the notice calling for the meeting, unless the meeting pass a resolution allowing a change in the sequence of the agenda with a vote of not less than two-thirds (2/3) of the number of the shareholders present at the meeting.

When the consideration of the matters under the agenda finished, the shareholders, holding shares amounting to not less than one-third (1/3) of the total number of shares sold, may request the meeting to consider matters other than those indicated in the agenda of such meeting.

In the case where the meeting has not concluded the consideration of the matters according to the sequence of the agenda or the matters raised by shareholders, as the case may be, and it is necessary to postpone the consideration of the meeting, the meeting shall determine the place, date and time for the next meeting and the board of directors shall deliver the notice calling the meeting which indicates the place, date, time and agenda of the meeting to the shareholder not less than seven (7) days prior to the date of the meeting, provided the notice calling the meeting shall also be published in a newspaper not less than three (3) consecutive days prior to the date of the meeting no less than three (3) days.

Article 20 Quorum

Quorum of every meeting of shareholders shall be constituted by shareholders and proxies (if any) attending at the meeting amounting to not less than twenty-five (25) persons or not less than one half of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third ($\frac{1}{3}$) of the total number of shares sold.

At any meeting of shareholders, in the case where one hour has passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting is still inadequate for a quorum so specified, if such meeting of shareholders was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting of shareholders was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to shareholders not less than seven (7) days prior to the date of the meeting. At the subsequent meeting, a quorum is not required.

Article 21 Voting

In any shareholders meeting, a shareholder attended the meeting by himself or his proxy shall have one vote to one share held, for whichever voting method is selected.

A resolution of the meeting of shareholders shall be made by the following votes:

(1) In an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes. In case of an equality of votes, the chairman of the meeting shall have an additional vote as a casting vote;

(2) In the following cases, a vote of not less than three-fourths ($\frac{3}{4}$) of the total number of votes of shareholders who attend the meeting and have the right to vote:

- (a) The sale or transfer of the whole or important parts of the business of the company to other persons;
- (b) The purchase or acceptance of transfer of the business of other companies or private companies by the company;
- (c) The making, amending or terminating of contracts with respect to the granting of a hire of the whole or important parts of the business of the company, the entrustment of the management of the business of the company to any other person or the amalgamation of the business with other persons with the purpose of profit and loss sharing;

- (d) The amendment of Memorandum of Association or Article of Association;
- (e) Increasing of capital and decreasing of capital;
- (f) Issuing debentures;
- (g) Amalgamation or dissolution of the Company.

Article 22 Proxy

A shareholder is entitled to authorize other persons as proxy to attend and vote at any meeting on his behalf by submitting the proxy form, in form designated by the registrar, signed by appointer, to the chairman or to the person designated by the chairman at the place where the meeting take place before the proxy person attend the meeting.

The company's Articles of Association for consideration

Agenda 2: To acknowledge the company's performance in 2014 and the 2014 Annual Report of the Board of Directors

Agenda 3: To consider and approve the Statement of financial position and the Statement of comprehensive income for the year ended December 31, 2014

Article 39 Accounting

The Fiscal year of the Company shall commence on 1 January and end on 31 December of every year. The board of directors shall prepare or keep accounts, registers or documents of balance sheet, together with auditing of such balance sheet in accordance with the relevant laws.

The board of directors shall prepare a balance sheet and a profit and loss account at least once during each twelve month period which is the company's fiscal year.

The board of directors shall have the balance sheet and the profit and loss account, at the end of the company's fiscal year for submission to the meeting of shareholders for approval, examined by an auditor prior to submission to the meeting of shareholders be made.

The board of directors shall deliver the following documents to the shareholders along with written notices calling for an annual ordinary meeting:

- (1) Copies of the balance sheet and the profit and loss account which have been examined by the auditor together with the audit report of the auditor;
- (2) The annual report of the board of directors and supporting documents of such report.

The board of directors shall prepare the directors registrar, record of the minutes of the board of directors and shareholders with all accurate resolutions of such meeting for evidence. Such evidence shall be kept at head office of the Company or assign to any person to keep at local area where head office be located or nearby province, but prior inform the public company registrar be required.

The Company's Articles of Association for consideration Agenda 4:
To consider and approve the allocation of 2014 net profit to statutory reserve and
the dividend payment

Article 37 Dividend

Announcement of paying dividend shall not be made unless the resolution of meeting of shareholders, or resolution of the board of director in case of paying interim dividend be made.

The shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper for three (3) consecutive days and payment of dividends shall be made within one month as from the date of the aforesaid resolution.

Where permitted by the articles of association of the company, the board of directors may from time to time pay to the shareholders such interim dividends if the board estimates that the profits of the company justify such payment. After the dividends have been paid, such dividend payment shall be reported to the shareholders at the next meeting of shareholders.

Unless otherwise provided regarding preference shares, dividends shall be distributed according to the number of shares, with each share receiving an equal amount.

Article 38 Reserve Fund

The company shall allocate not less than five (5) per cent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than the amount specified by law.

The Board of Directors may, allocate the remaining portion of the profit after making payment of dividends pursuant to the resolution of the shareholders meeting or the interim payment of dividends must be appropriated as for the company's capital fund or other reserve funds as they may deem appropriate. In light of this, the board of director shall, as it deems appropriate, also have power to adjust portions of the said capital fund or other reserve previously appropriated, except for the reserve fund referred to in the first paragraph and the shares premium reserve fund (if any). And after the approval for the meeting of shareholders the company may transfer other reserves fund, legal reserve fund and premium reserve fund to compensate for the accumulated loses of the company.

The company's Articles of Association for consideration Agenda 5:
To consider and approve the election of the directors to replace those who are retired by rotation

Article 23 Number of Directors

The company shall have a board of directors consisting of at least five (5) directors. The board of directors shall elect one among themselves to be chairman of the board of directors, and may also elect vice-chairman and other positions that they may think appropriate. Not less than half of all the directors shall reside

within the Kingdom of Thailand and the company shall have number of directors with Thai nationality as prescribed by laws.

Article 24 Election of Directors

Being directors of the company can either holding shares in the company or not, and shall be elected at the meeting of shareholders in accordance with the following rules and procedures:

(1) Each shareholder shall have a number of votes equal to the number of shares held;

(2) Each shareholder may exercise all the votes he has to elect one or several persons as director or directors. If several persons are to be elected as directors, the shareholder may not allot his or her votes to any person in any number;

(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 of the director positions are filled. Where there is an equality of votes cast for candidates in descending order causing the number of directors to be exceeded the number of directors to be elected or to have in such meeting, the chairman of the meeting shall have an additional vote as a casting vote;

Article 25 Term of being Directors and Vacating of being Directors

At every annual ordinary meeting, the one-third (1/3) of the directors shall vacate in proportion. If the number of directors is not a multiple of three, the number of directors closest to one-third (1/3) shall vacate.

A director who vacates under this section may be re-elected.

The Company's Article of Association for consideration Agenda 6:

To consider and approve the directors' remuneration for the year 2015

Article 36 Remunerations of Directors

Remunerations and bonus of directors shall be in accordance with those specified by the meeting of shareholders.

Director entitled to received remuneration from the company in form of bonus, meeting allowance, pension, or other benefits in any form, stipulated in the Article of Association or under consideration of the meeting of shareholders, which shall be fixed determined, or be under criteria to be determined from time to time, or be permanently determine unless be changed, together with allowances and welfares according to the company's regulations.

The terms in the aforesaid paragraph shall not effected to right of officers and employees of the company who be selected to be director to receive remunerations and benefits as officers or employees of the company. Payment of remuneration under first and this second paragraph shall not be conflicted or in contrary with qualification of being independent director, as per stipulated in laws regarding Stock and Stock Exchange.

The company's Articles of Association for consideration Agenda 7:

To consider and approve the appointment of auditors and determine the audit fee for the year 2015

Article 40 Auditor

Auditors shall be appointed by the annual ordinary meeting of shareholders of every year. In appointing the auditor, the former auditor may be re-appointed. Provided this shall be complied with that rules and regulations of the Bank of Thailand or other relevant governmental agencies.

The remuneration of the auditor shall be determined by the meeting of shareholders.

Director, staff, employee or person holding any position or having any duty in the company shall not be elected as the company's auditor.

The auditor has the duty to attend every meeting of shareholders at which the balance sheet, the profit and loss account and the problems relating to the accounts of the company are to be considered in order to explain to the shareholders the auditing of accounts. In this regard, the company shall also deliver to the auditor the reports and documents of the company that are to be received by the shareholders at that meeting of shareholders.

The company's Articles of Association for consideration Agenda 8:

**To consider and approve the company's Registered Capital Decreasing and
Registered Capital Increasing**

Article 6 Increase of Capital

The company may increase the amount of its registered share capital by issuing new shares after the meeting of shareholders has passed a resolution by not less than three-fourths (3/4) of the total votes of the shareholders present and qualified to voted.

The new shares from capital increasing may be offered for sale in whole or in part and may be either first offered for sale to the shareholders in proportion to the number of shares already held by each of them or may be offered for sale to the public or other persons in whole or in part in accordance with the resolution of the meeting of shareholders.

Article 7 Decrease of Capital

The company may decrease the amount of its registered share capital by either lowering the par value of each share or by reducing the number of shares after the meeting of shareholders has passed a resolution by not less than three-fourths (3/4) of the total votes of the shareholders present and qualified to voted.

However, the capital of the company may not be decreased to less than one-fourth (1/4) of its total registered share capital except for the event that the company has an accumulated loss and it has already compensated for it under the relevant laws and the accumulated loss still, however, remains, the company may decrease its registered share capital to the amount less than one-fourth (1/4) of the total registered share capital.

Decreasing of registered share capital to less than one-fourth (1/4) of its total registered share capital said in second paragraph shall be made only the meeting of shareholders has passed a resolution by not less than three-fourths (3/4) of the total votes of the shareholders present and qualified to voted.

In the event that the company desired to decrease its registered share capital, the company shall in writing notify the known creditors of the resolution for the decreasing of capital within fourteen (14) days as from the date on which the meeting of shareholders passes such resolution and shall specify in the notification that any objection thereto shall be submitted within two (2) months as from the date on which the creditors receive the notice of such resolution. The company shall also have the notice of such resolution published in a newspaper within the above-mentioned fourteen (14) day period, provided that, such notice shall publish in a newspaper in three (3) consecutive days.