### The amendment to the Company's Articles of Association in order to be aligned with the law

Amendment of Articles 25, 29, 31, 32 and 33 as follows:

# **Company's Current Articles of Association**

# Section 25 In summoning a meeting of directors, the Chairman of the Board or the person designated by the Chairman shall send a notice to each director not less than seven (7) days in advance of the meeting, except in case of an emergency where it is necessary to protect the rights or privileges of the Company, when a meeting may be summoned by other means and on shorter notice.

# **Proposed change**

Section 25 In summoning a meeting of the Board of Directors, the Chairman of the Board or the person designated by the Chairman shall send a notice to each director not less than three (3) days in advance of the meeting, except in case of an emergency where it is necessary to protect the rights or privileges of the Company, when a meeting may be summoned by electronic means or other means and on shorter notice.

However, if it is reasonable, or to protect the rights or privileges of the Company, at least two directors may jointly request that the Chairman of the Board summon a meeting of the Board of Directors, whereby the agendas and reasons that will be proposed for consideration must be specified. In such case, the Chairman of the Board shall summon and fix the date of the meeting within fourteen (14) days of the date of receipt of the request.

In the case where the Chairman of the Board does not take action in accordance with the provision in second paragraph, the requesting directors may jointly summon and fix the date of the meeting of the Board of Directors to consider the proposed agenda items within fourteen (14) days of the end of such period mentioned in second paragraph.

If there is no Chairman of the Board by any reason, a Vice-Chairman shall summon the meeting. If there is no Vice-Chairman of the Board by any reason, at least two directors may jointly summon the meeting of the Board of Directors.

Section 29 The Board of Directors shall be held at least once every three months at the province where the head office of the Company is located, or neighboring province, or any other places. The date, time and place shall be fixed as deems appropriate by the Board of Directors.

Section 29 The Board of Directors shall be held at least once every three months at the province where the head office of the Company is located, or neighboring province, or <u>any other places</u> within the Kingdom of Thailand.

The meeting of the Board of Directors in accordance with the provision in first paragraph,

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	may be held via electronic means according to the law on electronic meetings. In such case, the Company's head office shall be deemed the venue of the meeting.
Section 31 The Board of Directors shall hold an annual general meeting within four (4) months after the end of each fiscal year.	Section 31 The Board of Directors shall hold an annual general meeting within four (4) months after the end of each fiscal year.
All meetings of shareholders other than annual general meetings referred to in the paragraph one are called "Extraordinary Shareholders' Meeting". The Board of Directors may summon an extraordinary shareholders' meeting whenever it deems appropriate.	All meetings of shareholders other than annual general meetings referred to in the paragraph one are called "Extraordinary Shareholders' Meeting". The Board of Directors may summon an extraordinary shareholders' meeting whenever it deems appropriate.
A shareholder or shareholders holding an aggregate of at least ten percent of the total shares sold may, by subscribing their names, make a written requisition to the Board of Directors for summoning an extraordinary shareholders' meeting at any time, provided that reasons for requisitioning a summons of a meeting shall also be clearly indicated therein. In such case, the Board of Directors must cause a meeting of shareholders to be held within forty-five (45) days as from the date of receipt the written request from the shareholders.	A shareholder or shareholders holding an aggregate of at least ten percent of the total shares sold may, by subscribing their names, make a written requisition to the Board of Directors for summoning an extraordinary shareholders' meeting at any time, provided that reasons for requisitioning a summons of a meeting shall also be clearly indicated therein. In such case, the Board of Directors must cause a meeting of shareholders to be held within forty-five (45) days as from the date of receipt the written request from the shareholders.
In the event the Board of Directors fails to convene the shareholder's meeting within the period under third paragraph, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves summon the meeting within forty-five (45) days from the date of expiration of the period under third paragraph. In such case, the meeting is deemed to be a shareholders' meeting summoned by the Board of Directors, and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.	In the event the Board of Directors fails to
In the event that, at the shareholders' meeting summoned by the shareholders under the fourth paragraph, the number of the shareholders present	In the event that, at the shareholders' meeting summoned by the shareholders under the fourth paragraph, the number of the shareholders present

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# in the meeting does not constitute quorum as prescribed in Section 33 of this Articles of Association, the shareholders under fourth paragraph shall jointly compensate the Company for the expenses incurred in arrangements for convening that meeting.

Section 32 In summoning a meeting of shareholders, the Board of Directors shall send notice of the meeting specifying the venue, day, time and agenda of the meeting together with reasonable details and a clear indication as to whether such matters are to be submitted for acknowledgement, for for approval, consideration including the opinion of the Board of Directors on said matters and shall deliver the same to the shareholders and the Registrar not less than seven (7) days before the date of the meeting. In addition, the notice of the meeting shall also be published in a newspaper for three (3) days consecutively and at least three (3) days in advance of the meeting.

A meeting of shareholders may be held at the province where the head office of the Company is located, or any other place shall be fixed as deems appropriate by the Board of Directors.

Section 33 The meeting of shareholders must be attended by shareholders or proxies (if any) of not less than twenty-five (25) persons or not less than one-half (1/2) of the total number of shareholders and have an aggregate number of shares of not less than one-third (1/3) of all shares issued to constitute a quorum.

If at any meeting of shareholders, after one (1) hour from the time fixed for the meeting a

### **Proposed change**

in the meeting does not constitute quorum as prescribed in Section 33 of this Articles of Association, the shareholders under fourth paragraph shall jointly compensate the Company for the expenses incurred in arrangements for convening that meeting.

The shareholders' meeting may be held via electronic means according to the law on electronic meetings.

Section 32 In summoning a meeting of shareholders, the Board of Directors shall send notice of the meeting specifying the venue, day, time and agenda of the meeting together with reasonable details and a clear indication as to whether such matters are to be submitted for acknowledgement, approval, for consideration including the opinion of the Board of Directors on said matters and shall deliver the same to the shareholders and the Registrar not less than seven (7) days before the date of the meeting. In addition, the notice of the meeting shall also be published in a newspaper for three (3) days consecutively and at least three (3) days in advance of the meeting. The Company may the notice via electronic advertise means according to the law on electronic meetings instead. A meeting of shareholders may be held at the province where the head office of the Company is located, or any other place shall be fixed as deems appropriate by the Board of Directors. In the event that any shareholders' meeting is conducted via electronic means, the Company's head office shall be deemed the venue of such meeting.

Section 33 The meeting of shareholders must be attended by shareholders or proxies (if any) of not less than twenty-five (25) persons or not less than one-half (1/2) of the total number of shareholders and have an aggregate number of shares of not less than one-third (1/3) of all shares issued to constitute a quorum.

Appointment of a proxy may be carried out via electronic means, provided that such method is

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quorum, as prescribed in paragraph one, is not constituted, and if such meeting of shareholders was requested for by the shareholders, such meeting shall be cancelled. If such meeting of shareholders was not summoned for by the shareholders, another meeting shall be summoned, and a written notice summoning the meeting shall be sent to the shareholders not less than seven (7) days prior to the date of the meeting. At such subsequent meeting, no quorum is required to be constituted.

### **Proposed change**

safe, and that it is credible that such appointment has been duly made by a shareholder in accordance with the criteria prescribed by the Share Registrar.

If at any meeting of shareholders, after one (1) hour from the time fixed for the meeting a quorum, as prescribed in paragraph one, is not constituted, and if such meeting of shareholders was requested for by the shareholders, such meeting shall be cancelled. If such meeting of shareholders was not summoned for by the shareholders. meeting shall another he summoned, and a written notice summoning the meeting shall be sent to the shareholders not less than seven (7) days prior to the date of the meeting. At such subsequent meeting, no quorum is required to be constituted.