

**Constitute consideration agenda 5<sup>th</sup> and agenda 6<sup>th</sup>****By Company Regulations Related to the Shareholder's Meeting****Chapter 5**  
**The Board of Directors**

Article 17 The Company shall have a Board of Director comprising of minimum 5 directors. Not less than half of which must take residency in the kingdom and The Board of Director must have the qualification of laws.

The Board of Director will be shareholders' of the company or will not is fine.

Article 18 The director shall be elected at the Shareholders' Meeting in accordance with the following rules and procedures:

- (1) Each shareholders' shall have one vote per share;
- (2) Each shareholders' will be voted on their rights follow item (1) to elect one or several persons as directors. And cannot split or share the score to any person.
- (3) The persons who received highest votes in their respective order of the votes shall be elected as directors until all of director positions that the Company may have or that are to be elected at such meeting are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of directors to be exceeded, the Chairman of the meeting shall have a casting vote.

Article 19 At each Annual Shareholders' General Meeting, 1/3 of the directors shall be retired. If the number is undividable, then the number closest to 1/3 shall be accounted for.

The retired directors can be re-elected.

In the 1<sup>st</sup> and 2<sup>nd</sup> year after the Company's registration, the directors shall be retired by lots. In subsequent years, the longest serving directors shall retire

Article 20 The retirement of directors, besides completing the terms, are by his/her;

- (1) Death;
- (2) Resignation;
- (3) Disqualification or forbidden by law;
- (4) Voted out of office at the Shareholders' Meeting Article 22.
- (5) By court order.

Article 22 Voted out of office at the Shareholders' Meeting by voters whose number not less than 3/4 of those attended, who command not less than 50% of shares with voting rights participated in the Meeting.

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Chapter 6  
Shareholders' Meeting

Article 35 The board shall hold the annual general meeting (AGM) within Four (4) months following the date of the end of the financial year of the Company.

Other shareholders' meetings besides the first paragraph shall be called an extraordinary general meeting (EGM), which the board can call an EGM anytime it deems appropriate.

The shareholders with the total shares combine a minimum of one-fifth (1/5) of the total outstanding shares, or the shareholders a minimum of Twenty-Five (25) persons, who altogether form a minimum of one-tenth (1/10) of the outstanding shares to countersign and request the board to call an EGM anytime. However, it must state the reason to call that meeting clearly in that notice as well. In such a case the board shall hold a shareholders' meeting within One (1) month following the date of receiving that notice from the shareholders.

Article 36 In calling a shareholders' meeting, the board shall prepare an appointment for the meeting by stating the day, time and agenda and the matter to be presented to the meeting with reasonable details. It shall state clearly to be a matter for acknowledgement, approval or consideration as the case maybe. It includes the opinion of the board on such the matter and is submitted to the shareholders and the registrar a minimum of Seven (7) days before the meeting date. However, it shall advertise the meeting appointment in a newspaper a minimum of Three (3) days before the meeting date for Three (3) consecutive days.

Nonetheless, the meeting venue can be in the province, where the head office situated or other places as the board shall specify.

Article 37 In the shareholders' meeting, it must have the shareholders and the proxies (if any) to attend a minimum of Twenty-Five (25) persons, or a minimum of one-half of the total shareholders, and the total shares a minimum of one-third (1/3) of the outstanding shares to achieve the quorum.

In the case it appears that a shareholder's meeting after passing the appointed time by One (1) hour, if the number of the shareholders cannot achieve the quorum as required in the first paragraph, if the meeting is called by the shareholders, it shall be suspended. Nevertheless, if that meeting is not called by the shareholders, make a new meeting appointment in writing to the shareholders a minimum of Seven (7) days before the meeting. In the latter meeting it is not required to meet the quorum.

Article 38 The chairman of the board shall preside over a shareholders' meeting. In the case the chairman is absent or cannot perform the duty, the vice chairman can chair the meeting. Also, if the vice chairman is unavailable, or is absent or cannot perform the duty, the meeting shall choose a shareholder to chair the meeting.

Article 39 In voting at the shareholders' meeting, it is considered one share has one vote, and any shareholder has a conflict of interest on a matter, they cannot vote on that matter. Other than voting to elect a board member and the resolution of the shareholders shall consist of the following votes.

(1) In a normal case, the majority vote of the attending and voting shareholders shall prevail. However, if the votes reach equilibrium, the chairman of the meeting shall make the casting vote.

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- (2) In the following cases shall require a minimum of three-fourths (3/4) of the total vote of the attending and eligible shareholders.
- (a) The entire or partial business sale or transfer to other people.
  - (b) Business purchase or transfer of a private or public company to the Company.
  - (c) Amendment or termination of the contract related to the lease of the important business in whole or in part, or an assignment of other people to manage the business or merger with other people to share the profit and loss.
  - (d) Amendment of the memorandum of association or the bylaws.
  - (e) Recapitalization or reduction of the registered capital.
  - (f) Dissolution of the Company.
  - (g) Issue of debentures by the Company.
  - (h) Merger with other companies.

Article 40 The businesses that the AGM can be called for a meeting is as follows:

- (1) Consideration of the directors' report to show the business of the Company in the past year.
- (2) Consideration for the balance sheet and the profit and loss account of the past financial year.
- (3) Consideration for allocating the profits and dividends.
- (4) Consideration for electing a new director to replace the rotated directors and set the remuneration for the directors.
- (5) Consideration for appointing the auditor and set the remuneration for the accounting audit and,
- (6) Other business.

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