



The Company's Articles of Association concerning the Shareholders' Meeting

Article 28. The board of directors shall convene the annual general meeting of shareholders within four (4) months of the last day of the fiscal year of the Company. This shareholders' meetings shall be called "annual general meeting". The shareholders' meetings other than those specified shall be called extraordinary general meetings of shareholders. The board of directors may call an extraordinary general meeting of shareholders at any time as it is deemed appropriate. one or several shareholder(s) holding shares in aggregate of not less than ten (10) percent of the total issued shares may at any time jointly subscribe their names in a written notice requesting the board of directors to call an extraordinary meeting, provided that matters and reasons for calling such meeting shall be clearly stated in the said notice. In such case, the board of directors shall convene a shareholders' meeting within forty-five (45) days from the date of the receipt of such notice from the shareholders.

In the case where the board of directors does not convene the meeting within the period specified under paragraph two, the shareholders who have subscribed their names or other shareholders holding shares in the required aggregate number may themselves call the meeting within forty-five days from the end of the period under paragraph two. In this case, such shareholders' meeting shall be deemed to be called by the board of directors, and the Company shall be responsible for any necessary expenses incurred in the course of convening such meeting and shall provide reasonable facilitation.

In the case where, at a shareholders' meeting called by the shareholders under paragraph three, the number of shareholders attending the meeting does not constitute a quorum as prescribed in these Articles of Association, the shareholders under paragraph three shall jointly be responsible to and compensate the Company for the expenses incurred from convening of such meeting.

In the event that shareholders call an extraordinary general meeting of shareholders by themselves, a shareholder calling a meeting may send a meeting invitation by electronic means to shareholders who have expressed their intention or consent to send a meeting invitation by electronic means. Such actions must be in accordance with the rules and procedures prescribed by the Public Company Registrar.

Article 29. In summoning the shareholders meeting, the Board of Directors shall prepare a notice of the meeting specifying the place, date, time, agenda and the matters to be submitted to the meeting, together with appropriate details stating clearly whether they will be for acknowledgement, for approval or for consideration, as the case may be, including the opinions of the Board of Directors on the said matters and shall send the same to the



shareholders and the public limited company registrar for information not less than seven (7) days prior to the meeting and advertise the meeting notice in a newspaper or may use electronic media instead by operating in accordance with the rules and procedures prescribed by law.

The shareholders' meeting can be held at the locality where the company's head office is located. or any other place throughout the Kingdom as the Board deems appropriate. In the event that a meeting is held via electronic means, it shall be deemed that the Company's head office is the venue of the meeting, and such meeting shall have the same effect as a meeting of shareholders attending the same venue. Provided that it is in accordance with the rules, procedures and conditions prescribed by law and this regulation stipulates.

Article 30. A shareholder may appoint another person as his or her proxy to attend a shareholder meeting and vote on his or her behalf. The appointment of proxy shall be made in writing and signed by the shareholder giving proxy and shall be in the form as prescribed by the public limited company registrar and it must be given to the chairman of the board of directors or a person designated by the chairman at the meeting before the proxy attends it, or the proxy may be made by electronic means instead. It must use a safe and reliable method that the shareholder makes the proxy in accordance with the criteria set by the Registrar and shall contain at least the following particulars:

- (1) The number of shares held by the shareholder
- (2) Name of proxy
- (3) The number of such meeting for which proxy is appointed to attend and vote

Article 31. In the shareholders' meeting, whether meeting at the same venue or a meeting via electronic media, there must be at least twenty-five (25) shareholders and proxies (if any) attending the meeting and holding shares in aggregate of at least one-third (1/3) of the total number of shares or there are shareholders and proxies from the shareholders attending the meeting not less than half of the total number of shareholders and must hold shares amounting to not less than one-third (1/3) of the total number of shares sold to be a quorum. In this regard, the proxy under this paragraph may be performed by electronic means in accordance with the rules prescribed by law instead.

If, after one hour from the time scheduled for the shareholders meeting, the number of shareholders is insufficient to form a quorum as specified, if such shareholders meeting is convened at the request of shareholders, it shall be cancelled. If such shareholders meeting is not convened at the request of shareholders, the meeting shall be called again and, in such case, notice calling for the meeting shall be sent to shareholders not less than seven (7) days before the date of the meeting. In the latter meeting, a quorum is not compulsory.



Article 32. The Chairman of the board of directors shall act as chairman of the shareholders' meeting. If the Chairman of the board of directors is not present at the meeting or cannot perform his duty, the Vice - Chairman of the board of directors shall act as chairman of the meeting. If there is no Vice-Chairman of the board of directors or if he/she is cannot perform his/her duty, the shareholders' meeting shall elect a shareholder present at the meeting to be the chairman of the meeting.

Article 33. In casting votes at a shareholders' meeting, each share shall have one (1) share have one (1) vote and the shareholder resolution. of the shareholders' meeting shall consist of the following votes:

(1) The resolutions general, a resolution shall be passed by a majority vote of shareholders present at the meeting and casting their votes. In the event of a tied vote, the chairman of the meeting shall have an additional casting vote.

(2) In the following circumstances, a resolution shall be passed by a vote of not less than threequarters (3/4) of the total votes of the shareholders present at the meeting and entitled to vote.

- (a) To sell or transfer the whole or important parts of the business of the Company to other persons.
- (b) To acquire or accept the transfer of a business of other companies or private companies by the Company.
- (c) To make, amend, or terminate agreements concerning the lease of all or an important part of the business of the Company, to assign another person to manage the business of the Company, or to merge the business with other persons for the purposes of sharing profits and losses.
- (d) To amend the Memorandum of Association or the Articles of Association of the Company.
- (e) To increase or decrease the Company's registered capital.
- (f) To amalgamate the Company's business with another company or wind up the Company.
- (g) To issuance of debentures of the Company.

Article 34. The following matters shall be decided by the annual general meeting of shareholders:

- (1) To consider the report of the board of directors concerning the Company's business during the previous year.
- (2) To consider and approve the balance sheet and profit and loss account of the past accounting year.



- (3) To consider and approve the appropriation of profits, dividend payment, and the appropriation of a reserve fund.
- (4) To consider and appoint the directors to replace the directors who have retired from office upon the expiration of their term of office and determine the directors' remuneration
- (5) To consider and appoint an auditor and determine the auditor's remuneration;
- (6) To consider other matters.