

**Supporting Document for Item 9 : To consider and approve the amendment of  
the Articles of Association**

1. Article 44 of the Articles of Association stipulates that ... the resolutions of the shareholders' meeting shall require: ... (2) a resolution shall be passed by affirmative votes of not less than three-fourths (3/4) of the total number of votes of the shareholders who attend the meeting and have the right to vote... (d) The amendment of the Memorandum of Association or the Articles of Association...
2. The Order of the Head of the National Council for Peace and Order No. 21/2560 (2017) on Amendments of Laws to Facilitate the Ease of Doing Business on April 4, 2017 (the "NCPO's Order No. 21/2560"), Clause 9, requires that Section 100 of the Public Limited Companies Act B.E. 2535 (1992) shall be revoked.
3. This is because the NCPO's Order No. 21/2560 has an influence on the shareholders' right to call a shareholders' meeting under Article 35 of the Articles of Association as specified under Section 100 of the Public Limited Companies Act B.E. 2535 (1992). The Board of Directors' Meeting No. 1/2018 on February 27, 2018 then considered the matter and deemed it appropriate to propose that the 2018 Annual Ordinary General Meeting of Shareholders consider amending Article 35 of the Articles of Association to ensure consistency with the NCPO's Order No. 21/2560, as follows:

Current

"Article 35. Meetings other than those specified above shall be called extraordinary general meetings.

The Board of Directors may call an extraordinary general meeting whenever it deems appropriate or shareholders holding shares in aggregate not less than one-fifth (1/5) of the total number of shares sold, or not less than twenty-five (25) shareholders holding shares in aggregate not less than one-tenth (1/10) of the total number of shares sold, may at any time subscribe their names in a letter requesting the Board of Directors to call an extraordinary general meeting, provided that they shall clearly give a reason for such request in the said letter. In this case, the Board of Directors shall call a shareholders' meeting within one (1) month from the date of receipt of such letter from the shareholders."

Amended to read as follows:

"Article 35. Meetings other than those specified above shall be called extraordinary general meetings.

The Board of Directors may call an extraordinary general meeting whenever it deems appropriate or one or more shareholders holding the aggregate number of shares of not less than ten (10) percent of the total number of shares sold, may at any time subscribe his/her or their names in a letter

requesting the Board of Directors to call an extraordinary general meeting of shareholders, provided that they shall clearly specify a matter(s) and give a reason(s) for such request for calling the meeting in the said letter. In this case, the Board of Directors shall call a shareholders' meeting within forty-five (45) days from the date of receipt of such letter from the shareholders.

In the event that the Board of Directors fails to convene the meeting within the specified period under paragraph two, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days from the date of expiration of the period under paragraph two. In such case, the meeting is deemed to be a shareholders' meeting called 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 that, at the shareholders' meeting called by the shareholders under paragraph three, the number of the shareholders present in the meeting does not constitute quorum as prescribed in Article 40, the shareholders under paragraph three shall jointly compensate the Company for the expenses incurred in arrangements for convening that meeting.”

4. The Articles of Association as registered with the Department of Business Development, Ministry of Commerce, were numbered incorrectly in the last Article, namely, from Article 60 to Article 65, the provision relating to the Company's seal, the Board of Directors' Meeting No. 1/2018 then considered the matter and deemed it appropriate that the number of the Article shall be corrected on the same occasion, namely, Article 65 shall be revised to Article 60.