



Enclosure No.8

## Articles of Association relating to the shareholders' meeting

Article 31. The Board of Directors must call an annual general meeting of shareholders, within four (4) months following the end of the Company's fiscal year.

Shareholders' meetings other than the first paragraph shall be called extraordinary meetings. The Board of Directors may call an extraordinary meeting of shareholders at any time as it deems appropriate.

One (1) or more shareholders holding not less than ten (10) percent of the total number of shares sold may join their names in a letter to request the Board of Directors to convene an extraordinary meeting of shareholders at any time. However, the subject and reasons for convening the meeting must be specified clearly in the aforementioned letter. In this instance, the Board of Directors must call a shareholders' meeting within forty-five (45) days from the date of receipt of the letter from the shareholders.

If the Board fails to convene a meeting within the time period specified in paragraph three, all shareholders who have signed their names or aggregated with other shareholders to obtain the required number of shares may convene a meeting within forty-five (45) days of the expiration of the period specified in paragraph three. In this instance, it is deemed to be a meeting of shareholders convened by the Board of Directors. The Company shall bear the costs of scheduling meetings and providing reasonable facilitation.

If it appears that the number of shareholders attending any meeting of shareholders called by the shareholders pursuant to paragraph four is insufficient to constitute a quorum as defined in Article 33, the shareholders pursuant to the fourth paragraph must jointly be responsible for reimbursement to the Company of the expenses incurred in holding the meeting at that time.



Article 32. When the Board of Directors convenes a shareholders' meeting, the Board of Directors shall prepare a letter convening the meeting that specifies the location, date, time, and agenda of the meeting, as well as the matters to be proposed to the meeting, in reasonable detail, must clearly state that the matter is being proposed for acknowledgment, approval, or consideration, as the case may be, including the Board of Directors' opinion on such matter, and shall send it to the shareholders and registrar for acknowledgment not less than seven (7) days prior to the meeting date. In this regard, notice of the meeting shall be published in a newspaper for at least three (3) days, at least three (3) consecutive days prior to the meeting date.

The meeting will be held in the province in which the Company's headquarters is located or in another location in the Kingdom as may be determined by the Board.

Article 33. At the shareholders' meeting, a quorum must consist of not less than twenty-five (25) shareholders and their proxies (if any), or not less than one-half (1/2) of the total number of shareholders, and there must be shares in aggregate not less than one-third (1/3) of the total number of shares sold to constitute a quorum.

In the event of any shareholders' meeting, after one (1) hour from the scheduled time, the number of shareholders present is inadequate to create a quorum as defined in the first paragraph, and the meeting was called at the shareholders' request, the meeting shall be cancelled. If the shareholders' meeting is not called at the shareholders' request, a new meeting should be scheduled. In this situation, the shareholders shall receive an invitation letter to the meeting not less than seven (7) days prior to the meeting's date. A quorum is not necessary for the latter meeting.

Article 34. The Chairman of the Board of Directors shall preside over the shareholders meeting. In the absence of the chairperson or inability to exercise his or her duties, the Vice Chairperson shall preside over the meeting. If there is no Vice Chairman, or if there is one but he or she is unable



to perform the duties, the meeting shall elect one of the shareholders present to preside over the meeting.

Article 35. To vote at the shareholders' meeting, one (1) share must be assumed to have one (1) vote, and any shareholder who has a particular interest in any topic other than voting for the election of directors shall be disqualified from voting on that matter, except for voting for the election of directors. The shareholders' meeting resolution must include the following votes:

- (1) In most cases, the majority vote of shareholders present and voting prevails. If the votes are tied, the meeting's chairman shall have an additional vote (1) as a casting vote.
- (2) In the following instances, three-fourths (3/4) of the total number of votes must be cast. Shareholders who attend the meeting and have the right to vote
  - (ก) Selling or transferring all or a portion of the business of the Company to another individual
  - (ข) Purchasing or accepting a business transfer involving a private company or other publicly traded companies owned by the Company
  - (ค) Making, revising, or terminating contracts relating to leasing all or a major portion of the Company's business, assigning another person to run the Company's business, or merging with another person for the purpose of sharing profits and losses.
  - (ง) Amendment to the memorandum of association or the articles of association of the Company
  - (จ) Increase or decrease the Company's registered capital
  - (ฉ) Dissolution
  - (ช) issuing corporate debentures
  - (ฅ) Merging and acquisitions of other businesses



Article 36. The following are the activities that the annual general meeting of shareholders should convene:

- (1) Acknowledge the Board of Directors' report on the Company's activities over the previous fiscal year.
- (2) Consider and approve the balance sheet and profit and loss statements
- (3) Consider and approve the allocation of profits and dividend payment
- (4) Consider electing new directors to fill the vacancies created by rotation.
- (5) Consider the determination of directors' remuneration
- (6) Consider appointing auditors and determining the amount of audit fees; and
- (7) other affairs