

## **The Articles of Association Regarding the Shareholders Meeting and Voting Thai Plastic Industrial (1994) Public Company Limited**

### **Section 4 Board of Directors**

- A. 15 The board of directors of the Company shall comprise not less than 5 directors, and not less than half of whom shall reside in the Kingdom. The Board of Directors shall elect a President from amongst their numbers and, if they deem it appropriate, a Vice-President, a Managing Director and such other positions as they see fit. The Vice-President role and responsibilities would be at the President's discretion.
- A. 16 The director may or may not be the shareholder of the Company.
- A. 17 Directors shall be elected at the meeting of shareholders in accordance with the following rules and procedures:
- (1) Each shareholder shall have one vote per one share held.
  - (2) Each shareholder may exercise all of his/her votes under (1) to elect one or several persons as director or directors but the shareholder must not allot his/her votes to any person in any number.
  - (3) The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order, until all of the director positions are filled. Where there is an equality of votes cast for candidates in descending order causing the number of directors to be exceeded, the chairperson of the meeting shall have a casting vote.
- A. 18 At every shareholders' annual general meeting, one-third (1/3) of the directors of the company shall retire by rotation, if their number is not a multiple of three, then the number nearest to one-third shall retire.

The directors to retire from office in the first year and second years following the registration of the company shall be drawn by lots. In every subsequent year the directors who have been in office longest shall retire.

A retiring director is eligible for re-election.

- A. 30 Directors have a right to receive any remuneration from the Company in the form of gratuity, attendance fee, pension, bonus or any other benefit in turn in accordance with the articles of association or consideration of the shareholders meeting. The shareholders meeting may stipulate the certain or criterial amount. Such stipulation may be periodically or effectively enforced until any change is occurred. Moreover, directors shall receive the expense allowance and any welfare according to the company's rules.

The above content in paragraph one shall not affect the rights of receiving any remuneration and other benefits as being a staff or employee of the company who is also appointed to be a director.

### **Section 5 Meeting of Shareholders**

- A. 33 The Board of Directors shall convene an annual general meeting of shareholder within four (4) months from the last day of the fiscal year of the Company.

Shareholders meeting other than the aforesaid shall be called the extraordinary meeting. The Board of Directors may summon an extraordinary meeting whenever it deems appropriate or shareholders holding shares in aggregate not less than one-fifth (1/5) of the total number of issued shares, or shareholders in a number of not less than twenty-five (25) persons holding shares in aggregate not less than one-tenth (1/10) of the total number of issued shares, may at any time subscribe their names in a letter requesting the Board of Directors to call an extraordinary meeting, providing that they clearly

state the reasons for such request in the said letter. In this case, the Board of Directors shall call the shareholder meeting within one (1) month from the date of receipt of such letter from the shareholders.

A. 34 In summoning the shareholders meeting, the Board of Directors shall prepare an invitation notice of the meeting specifying the place, date, time, agenda and all the matters to be submitted to the meeting together with appropriate details starting clearly whether they will be for acknowledge, for approval or for consideration, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders and the Registrar for information not less than seven (7) days prior to the meeting. Publication of invitation of the meeting shall also be made in a newspaper for three (3) consecutive days no less than three (3) days prior to the meeting. The Board of Directors can arrange the shareholders' meeting by Teleconferences through Electronic Devices in accordance with conditions, procedures and methods prescribed by the law and security policy and standards of the meeting via electronic media set forth in the law including additional amendment.

A. 35 At the shareholders meeting, there shall be shareholders and proxies (if any) attending the meeting at a number amounting to not less than twenty-five (25) persons or not less than one-half of the total number of shareholders holding shares altogether amounting to not less than one-thirds (1/3) of the total number of issued shares to constitute a quorum.

If after one hour from the time fixed for shareholder meeting, the number of shareholder present is insufficient to form a quorum as specified, if such shareholder meeting was convened at the request of shareholders, it shall be canceled. If such shareholder meeting was not convened at the request of shareholders, the meeting shall be called again and, in this latter case, notice calling for the meeting shall be sent to shareholders no less than seven (7) days before the date of the meeting. In the latter meeting, a quorum is not compulsory.

A. 36 At the shareholder meeting, the shareholders may authorize other persons as proxies to attend and vote at the meeting on their behalf. The instrument appointing the proxy must bear the date and signature of shareholder who appoints his proxy and must be in accordance with the form specified by the Registrar. The instrument appointing the proxy shall be submitted to the Chairman of the Board or a person entrusted by him at the meeting before the attendance of the proxy with at least the following particulars;

- (1) the total number of shares held by grantor,
- (2) the name of the proxy,
- (3) clear identification of the particular meeting for which the proxy is intended.

A. 39 The resolutions of the shareholders meeting shall be passed by the following votes:

- (1) In an ordinary circumstance, the majority vote of shareholders who attend the meeting and cast their votes. In case of the tie vote, the Chairman of the meeting shall have a casting vote.
- (2) In the following circumstances, a vote of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and have right to vote:
  - a. the sale or transfer of the whole or important parts of the business of the Company to other persons;
  - b. the purchase or acceptance of transfer of the business of other companies or private companies by the Company;
  - c. the making, amending or terminating of contracts with respect to the granting of a lease of the whole or important parts of the business of the Company, the assignment of the management of the business of the Company to any other persons, or the amalgamation of the business with other persons with the purpose of profit and loss sharing.
  - d. the amendment or alteration of the Memorandum or Articles of Associations;
  - e. the increase or decrease of the Company's capital; and
  - f. the amalgamation, the dissolution, liquidation or winding-up of the Company.

## Section 7

### Payment of dividend and Legal reserve

A. 47 No dividend shall be distributed otherwise than out of profits. In the event the Company still incurs accumulated losses, no dividend shall be distributed.

Dividend shall be distributed equally for each share according to the number of shares.

In case where the shares of the Company have not yet been completely sold up to the number of shares registered or where the Company has already registered an increase in capital, the Company may pay the dividends, in whole or in part, by issuing new ordinary shares to the shareholders, provided it has received the approval of the meeting of shareholders.

- A. 48 The Board of Directors may pay interim dividends to the shareholders from time to time if it determines that the profits of the Company justify such payment. After the dividends have been paid, such dividend payment shall be reported to the shareholders at the next meeting of shareholders.

Payment of dividends shall be made within one month from the date of the meeting of shareholders or the date of the pertinent resolution. Written notice of dividends shall be sent to the shareholders and notice of payment of dividends shall be published in a local newspaper for three (3) consecutive days.

- A. 49 The Company shall allocate not less than five (5) percent of its annual net profit less the total of any accumulated losses brought forward, to a reserve until such time as the reserve reaches an amount of not less than ten (10) percent of the registered capital. The Board of Directors may also ask the shareholders meeting to approve other reserves for purpose of the Company's business operations.

After the approval for the meeting of shareholders, the Company may transfer other reserves fund, legal reserve fund and premium reserve fund to compensate for accumulated loses of the company.

### **Section 8**

#### **Accounts, Finance, and Audit**

- A. 52 The Board of Directors shall arrange for preparation of the Balance Sheet and the Statement of income as of the end of the accounting period of the company, and shall submit the same to the Shareholders Meeting at the Annual General Meeting to consider approving the Balance Sheet and the Statement of Income, which have been considered by the Audit Committee and audited by the Certified Public Accountant.
- A. 53 The Board of Directors shall deliver the following documents to the shareholders together with the notice calling for an annual general meeting of shareholders,
- (1) Copies of the audited balance sheet and the statement of income, including the auditor's report.
  - (2) Annual report of the board of directors.
- A. 55 The Company's auditors shall be appointed by the annual general meeting of shareholders. Retiring auditors may be re-appointed for a further term. Auditors' remuneration shall be established by a resolution of the annual general meeting of shareholders.
- A. 56 The auditor shall not be a director, staff, employee, or person holding any position in the company.
- A. 58 The auditor has the duty to attend every meeting of shareholders at which the balance sheet, the profit and loss statement, and the issues concerning the accounts of the Company are to be considered in order to explain the auditing to the shareholders. The Company shall also deliver to the auditor the reports and documents of the Company that are to be received by the shareholders at that meeting of shareholders.