

**The Company's Articles of Association relating to the Shareholders Meetings**

**Chapter 3**

**Share Transfers**

Article 15. In twenty-one (21) days before each shareholder meeting, the Company may suspend share transfer registrations by announcing to shareholders in advance at the Company's main offices and every branch office of the Company no less than fourteen (14) days before the starting date of suspension of transfers and transfer registrations.

**Chapter 5**

**Board of Directors**

Article 18. The Company's Board of Directors must comprise at least five (5) directors and no less than a half (1/2) of all the directors must have residence within the Kingdom of Thailand. The Company's Board of directors comprises directors with qualifications and no prohibited characteristics pursuant to laws on public companies limited and other laws concerning the Company's business operation.

The Company directors may be shareholders of the Company or not.

Article 19. The shareholder's meetings appoint Company's directors by majority vote using the following criteria and methods:

- (1) A shareholder has votes equal to one (1) share per one (1) vote.
- (2) Each shareholder may use all existing votes in clause (1) to elect one or several individuals as directors. In case where multiple individuals are elected as directors, votes may not be divided to any person
- (3) In the event multiple individuals are elected as directors, the candidates with the most votes in descending order are to be elected equal to the number of directors that should be or will be elected in that event. In case where elected individuals in the next order were elected with tied votes and exceed the number of directors that the Company should have or will be elected in that event, the chairman of the meeting is to cast the deciding vote.

Article 20. The Company's directors must have qualifications as follows:

- (1) Must be natural person who has reach legal majority and reach legal age.
- (2) Not being a bankrupt, incompetent or quasi-incompetent person
- (3) Never be sentenced to imprisonment by final verdict in favor of imprisonment for an offence relating to property which was committed through corruption.
- (4) Never having been expelled or discharged from the government or government organization or governmental agencies in punishment for corruption.

Article 21. At annual general meetings, one-third (1/3) of all current directors are to leave their positions. If the number of directors cannot be divided into three parts, the number of directors closest to one-third (1/3) of all directors is to leave positions.

Directors who must leave positions in the first and second years after the Company's registration shall be decided by drawing lots. For subsequent years, the director who has held office the longest shall retire from the position.

A retiring Directors is eligible for re-elected to the position.

Article 26. Directors are entitled to remuneration from the Company in the form of rewards, meeting gratuities, pensions, bonuses or other benefits as the shareholder meeting consider and voted with votes from no less than two-thirds (2/3) of votes from all shareholders in attendance. Directors' remuneration may be fix in a certain amount or set as a specific criteria and may be set periodically or continue to be effective until the shareholder meeting votes to change, In addition, directors are entitled to receive allowances and benefits in compliance with the Company's regulations.

The content in paragraph one has no effect on the rights of the Company's employees or hired workers elected as directors to receive remuneration and benefits as the Company's employees or hired workers.

**Chapter 6**

**The Meeting of Shareholders**

Article 37. The Board of Directors must hold an Annual General Meeting within four (4) months from the end of the company's fiscal year.

Any shareholder meeting other than previously stated is called an Extraordinary General Meeting. The Board of Directors may call an Extraordinary General Meeting at any time when the Board of Directors considers it appropriate.

One or many shareholder(s) holding no less than ten percentage (10) of all distributed shares jointly prepare a letter petitioning the Board of Directors to call an Extraordinary General Meeting. However, reasons for calling a special meeting must be clearly specified on the aforementioned letter. In this case, the Board of Directors is to hold a shareholder meeting within forty-five (45) days from the date of receiving a letter from shareholders.

In cases where the board of directors does not hold a meeting within the specified period of time set forth in the third paragraph, the shareholders who have entered their names together or other shareholders can join together and meet the required number of shares specified by regulations, can call a meeting within forty-five (45) days from the scheduled meeting date in the third paragraph. In such cases, consider the meeting called by shareholders as a meeting called by the board of directors. The company will be required to take responsibility for necessary expenses occurring as a result of organizing the meeting and facilitate as deemed fitting.

In cases where any special shareholder meetings occur with only the shareholders in the fourth paragraph and the number of shareholders is not sufficient for a meeting quorum as prescribed in Article 39, the shareholders in the fourth paragraph are required to take joint responsibility for compensating the company for the expenses occurring as a result of the meeting.

Article 38. To call a shareholder meeting, the Board of Directors must prepare meeting invitations with the specified meeting place, date and time along with the meeting agenda, topics to be presented to the meeting and suitable information in addition to specifying topics to be presented for acknowledgement, approval or consideration, including the Board of Directors' opinion on the aforementioned topic. Meeting invitations must be delivered to shareholders no less than seven (7) days before the meeting, to reveal the meeting notifications must be followed the law.

Shareholders Meeting can be held at the site of the Company's main office or other provinces throughout the Kingdom.

Article 39. Shareholders Meeting must have no less than twenty five (25) shareholders and persons who have been granted proxy rights from shareholders (if any) or no less than half (1/2) of all shareholders and with a collective share count of no less than one-third (1/3) of all distributed shares to have a meeting quorum.

In cases where any shareholder meeting does not have a meeting quorum after 1 hour from the appointed time and the shareholder meeting was requested by shareholders, the meeting is considered suspended. If the shareholder meeting was not requested by shareholders, the meeting is to be rescheduled and meeting invitations are to be sent to shareholders no less than 7 days before the meeting date. This subsequent meeting is not required to have a quorum.

At Shareholders Meeting, shareholders may grant power of attorney for other persons to attend meetings and vote at meetings. Power of attorney letters must be dated and signed by the power of attorney grantor in addition to meeting forms specified by the registrar. This power of attorney letter must be delivered to the Chairman or the person specified by the Chairman at the meeting before the power of attorney grantee may attend the meeting.

Article 40. At meetings of the Board of Directors, no less than half of all directors must attend the meeting in order to have a quorum. In cases where the Chairman is not in attendance or is unable to perform duties, the Vice Chairman is to act as Chairman. If there is no Vice Chairman or the Vice Chairman is unable to perform duties, the directors in attendance at the meeting are to elect a director as the Chairman at the meeting.

Article 41. When voting, one (1) share is equal to one (1) vote, directors with a stake in any issue will not be entitled to cast a vote on that issue and resolutions of the shareholder meeting are composed of the following votes:

- (1) In ordinary cases, the resolution follows the majority of votes of the attending shareholders who voted. If the votes were tied, the Chairman of the meeting will cast the deciding vote.
- (2) In the following cases, no less than three-fourths (3/4) of all votes from shareholders in attendance with the right to vote are required:

- (a) Sale or transfer of all or significant parts of the Company's business to another person.
- (b) Purchases or receipt of business transfers from other companies or a private company to belong to the Company.
- (c) Preparation, revision or termination of contracts related to the lease of all or significant parts of the Company's business, assignment for other persons to manage the Company's business or joint ventures with other persons with the objective to share profits and losses.
- (d) Revisions and additions of the Company's memorandum of association or regulations.
- (e) Increases or reductions to the Company's registered capital or bond issuance.
- (f) Termination the company.
- (g) Merging or termination of the Company.

Article 42. The secret vote can be done when at least five (5) shareholders request before doing vote and the meeting has resolution to do so.

If there is request of doing secret vote, the director of the meeting will specify the process to do secret vote.

Article 43. The following items of business are the agenda items of the Annual General Meeting:

- (1) Consideration of reports from the Board of Directors presented to the meeting to show the Company's performance during the previous year.
- (2) Consideration and approval for the Company's balance sheet and profit-loss accounts during the previous fiscal year.
- (3) Consideration to allocate profits and reserve capital.
- (4) Election of directors to replace directors whose terms expired and remuneration specifications.
- (5) Allowance to the directors.
- (6) Appointment of certified public accountants and remuneration.
- (7) Other businesses.

**Chapter 7**

**Accounting, Financial and Audit**

- Article 45. The Company must arrange for the preparation and storage of accounts, including audits pursuant to laws on audits and the Company must prepare balance sheets and profit-loss accounts at least once in twelve (12) months in the Company's fiscal cycle.
- Article 46. The Board of Directors must prepare balance sheets and profit-loss accounts as of the end of the Company's fiscal cycle for presentation to the shareholder meeting at the Annual General Meeting for consideration of approval. The Board of Directors must arrange for balance sheet and profit-loss accounts to be examined by a certified public accountant before being presented to the shareholder meeting.
- Article 47. The Board of Directors must prepare and send the following documents to shareholders along with invitations to the Annual General Meeting (AGM).
- (1) Copies of the balance sheet and profit-loss accounts examined by the certified public accountant along with an auditing report from the certified public accountant.
  - (2) The Board of Directors' annual report.
- Article 48. The certified public accountant must not be a director, employee, hired worker or a person holding any position or duty in the Company.
- Article 50. The certified public accountant must prepare reports on the balance sheet and accounts for presentation to the annual general shareholder meeting and declare on the aforementioned reports whether the balance sheet was prepared accurately and whether the balance sheet displayed the Company's true and accurate business.

**Chapter 8**

**Dividends and reserves**

- Article 51. No dividends shall be paid otherwise than out of profits. In case the Company still sustains an accumulated loss, no dividends shall be paid.

Dividends shall be allocated to each share equally. If the Company issues preference shares and the dividends allocated to such shares differ from that of ordinary shares, the dividends shall be allocated as approved by the shareholders. Dividends shall be distributed equally according to the number of shares.

The Board of Directors may pay interim dividends to Shareholders at each time they consider that the Company has an appropriate profit and inform the matters to Shareholders at the subsequent meeting.

Payment of dividends shall be made within one (1) month from the date the resolution is passed by the meeting of Shareholders or by the meeting of the Board of Directors, as the case may be. The notice of such payment must be announced in a newspaper within three days from the date the resolution is passed by the meeting of Shareholders or by the Board of Directors, as the case may be.

Article 52. Where the shares in the Company have not yet been completely sold according to the number of shares registered or where the Company has already registered an increase in capital, the Company may pay dividends, in whole or in part, by issuing new ordinary shares to the shareholders, provided it has the approval of a shareholders meeting.

Article 53. The Company shall allocate to a reserve fund from the annual net profit, not less than five (5) percent of the annual net profit deducted by the total accumulated losses brought forward (if any) until the reserve fund reaches an amount of not less than ten (10) percent of the registered capital.

The full version of the Company's Articles of Association will be found on the Company's website, [www.snp.co.th](http://www.snp.co.th)