

## The Company's Articles of Association relating to Shareholder Meetings and Shareholders Meetings through Electronic Means

### Chapter 5 Board of Directors

Article 18. The Company's Board of Directors must comprise at least 5 directors and no less than a half of the directors must have residence within the Kingdom and the Company's directors must be qualified as stated by the law.

In the Company's business operations, directors must perform duties in compliance with the law, the Company's objectives and the Company's regulations, including resolutions of the shareholder meeting with honesty and care to preserve the Company's interests.

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

- (1) One shareholder has votes equal to one share per vote.
- (2) Shareholders are to vote to elect directors individually.
- (3) The people receiving the highest votes, respectively, will be elected as directors in the number of people that should be assigned or elected in that meeting. In cases where the next person elected has the same number of votes in the meeting, the Chairman is to cast the deciding vote.

Article 20. The directors must have qualifications as follows:

- (1) Must be natural person and reach legal age
- (2) Not a bankrupt person, not incompetent person or virtual incompetent person.
- (3) Never be sentenced to prison by verdict to the end is to be in prison in financial case as doing dishonestly.
- (4) Never be punished by fire or discharge from the government or government organization or institution as dishonest in duty.

Article 21. At annual general meetings, one-third 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 of all directors is to leave positions.

Directors who must leave positions in the first and second years after the Company's registration are to draw lots to decide which director will leave. For subsequent years, the director in position longest is to leave the position. Directors whose terms have expired may be reappointed to the position.(4)

Article 22. Other than leaving office as terms expire, director will be out of office for the following reasons:

- (1) Death
- (2) Resignation
- (3) Resolution for dismissal by the shareholder meeting as No. 24.
- (4) Court order to dismiss directors

- Article 23. Any director seeking to resign from the position is to submit a resignation form to the Company. Resignation is effective from the date when the resignation form reaches the Company.
- Article 24. The shareholder meeting may vote to dismiss any director prematurely with a vote of no less than three-fourths of all shareholders in attendance with the right to vote and a total share count of no less than half of all shares held by shareholders in attendance with the right to vote.
- Article 25. In cases where a director position becomes vacant for any reason other than expiration of terms, the Board of Directors must select a person who is qualified and has no forbidden characteristics under the law to act as a replacement director at the next meeting of the Board of Directors unless the director's term has less than 2 months remaining. Individuals replacing directors may remain in position only for as long as the remaining term of the replaced director. The board of director's resolution in Paragraph One must be composed of votes from no less than three-fourths of all remaining directors.
- Article 26. Directors are entitled to remuneration from the Company in the form of rewards, meeting gratuities, pensions, bonuses or other remuneration in compliance with regulations or approval from the shareholder meeting. A set amount or criteria may be specified and remuneration may be specified for each instance or become effective until changed. In addition, directors are to receive allowances and benefits in compliance with the Company's regulations. 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.
- Article 27. The Board of Directors is to select a director as the Chairman. In cases where the Board of Directors deems it fitting to do so, a director or several directors may be appointed as the Vice Chairman. The Board of Directors may assign one or more directors to perform any actions on behalf of the Board of Directors.
- Article 28. Any director who has been appointed, but appeared that he/she is lack of qualifications as said in Article 20 or the resolution of meeting is to relive director's vote according to Article 24, the director must release from being the director suddenly.
- Article 29. 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. The meeting decides by a majority vote. Each director is entitled to one vote (1). Directors with a stake in any issue will not be entitled to cast a vote on that issue. If the votes are tied, the Chairman at the meeting adds one vote (1) to cast the deciding vote.

- Article 30. Unless the regulation is specified as other. In the case of the Board of Directors' meeting is arranged via electronic media, all directors in the meeting must be in the kingdom. The directors who join in the meeting at least one-third of quorum must be in the same meeting place. The Board of Directors Meeting by electronic media must arrange as the information technology security standard specified by law.
- Article 31. When a meeting of the Board of Directors is called, the Chairman or the assigned person must send meeting invitations to the directors no less than seven (7) days before the meeting date. In cases with a need and urgency to preserve the Company's rights and benefits, meeting dates may be notified by other meetings and meetings may be scheduled earlier. If the meeting is arranged by online electronic media, the company can send meeting invitations by email.
- Article 32. In the Company's business operations, directors must perform duties in compliance with the law, the Company's objectives and the Company's regulations, including resolutions of the shareholder meeting with honesty and care to preserve the Company's interests.
- Article 33. Directors are forbidden from operating in businesses, becoming partners in ordinary partnership or non-responsible partner in partnership limited or being directors of company limited or public company limited with the same conditions and operations in competition with the Company's business unless the shareholder meeting has been notified prior to directors' appointment.
- Article 34. Directors must notify the Company without delay regarding direct or indirect stakes in any contract made by the Company during the fiscal year, shares or bonds held in the Company and companies in the group in addition to reporting all increases or reductions during the fiscal year.
- Article 35. Directors must have meeting at least once in three (3) months at the location of head office of the company or nearby province or any site which has been informed date, time and site depends on the discretion of managing director.
- Article 36. The director(s) who is/are authorized to affix signature(s) binding the company is/are: Two directors jointly sign together with company's seal affixed. The directors can consider to specify and change the name of director(s) who is/are authorized to affix signature(s) binding the company.

## Chapter 6 The Meeting of Shareholders

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

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 one month 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 Regulation 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 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) in attendance with a total share count of no less than one-third of all distributed shares or no less than half (1/2) of all shareholders and power of attorney grantees of all shareholders in attendance with a collective share count of no less than one-third 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 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 44. The Company's fiscal year begins on 1 January and ends on 31 December of every year.
- 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 49. The certified public accountant has the authority to examine any books, accounts and evidence related to the Company's income, expenses, property and debts during the Company's business hours. In addition, the certified public accountant has the authority to call for the Company's directors, employees and hired workers to provide any statements or explanations necessary for the performance of the certified public accountants' duties.
- 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 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 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 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)