

**The Articles of Association regarding Annual General Meeting of Shareholders and Casting Vote**

**1. Calling of Shareholders Meeting**

(Article 31) The Board of Directors shall arrange for an Annual General Meeting of Shareholders Meeting to be held within four months after the end of the Company's fiscal year.

Other meetings, apart from the abovementioned meeting, are called Extraordinary Meetings. The Board of Directors may summon an Extraordinary Shareholders Meeting whenever they think fit or shareholders holding not less than one-fifth of the total number of shares sold or not less than 25 shareholders holding not less than one-tenth of the total number of shares sold, may request the Board of Directors in writing, with clear reasons and objectives specified therein, to summon an Extraordinary Shareholders Meeting. The Extraordinary Shareholders Meeting requested by shareholders shall be held within one month from the date the Company received such request from shareholders.

(Article 32) The Board of Directors shall summon a shareholders meeting by sending a notice, specifying the place, date, time, agenda item(s) of the meeting and the subject matters to be submitted to the meeting with appropriate details together with the Board of Directors' comments, to all shareholders not less than seven days prior to the date of the meeting and this notice shall be published in a newspaper for not less than three consecutive days not less than three days prior to the date of the meeting. The Board of Directors or the director(s) appointed by the Board of Directors, shall determine date, time and place for the meeting to be held.

The place for the meeting shall be in the same area as with the head office or any other place.

**2. The Quorum**

(Article 33) A quorum of the meeting shall consist of shareholders or proxies (if any) who represent no less than 25 persons or no less than one-half of the total number of shareholders, holding in aggregate no less than one-third of the total number of issued shares to constitute a quorum.

at least 25 shareholders or the shareholders' proxies (if any) must attend the meeting or the total number of shares represented altogether should be at least than one-third of the total number of shares sold.

If after an hour from the time stated for the start of any meeting, the number of shareholders present does not constitute a quorum as specified in the first paragraph, such meeting shall be cancelled if such meeting was requested by shareholders. However, in some other cases, the meeting shall be called again and notice for a new meeting shall be sent to shareholders not less than seven days before the date of the meeting. In this new meeting, no quorum be required.

### **3. Granting Proxy**

(Article 35) A shareholder can grant a proxy to anyone to attend the meeting and vote on its behalf at the meeting. The date and the signatory of the shareholder who grants such proxy must be specified in the proxy form and the proxy must be in form specified by the registrar.

The proxy form shall be delivered to the Chairman of the Board of Directors or the person(s) determined by the Chairman at the place where the meeting is held before the proxy may attend the meeting.

### **4. Voting**

(Article 35) In casting votes at the shareholders' meeting, a shareholder is deemed to have one share and for any shareholder who has any special interest in any particular matter, such shareholder shall not be entitled to vote on such matter. The resolution of the shareholders meeting shall require votes as follows;

(1) All general cases: resolutions shall require a majority of the total votes cast by shareholders present and voting at the meeting. In the case that the votes are tied, the Chairman of the meeting shall have a casting vote.

(2) In the following cases, resolutions shall require not less than three-quarters of the total number of votes cast by the shareholders present and entitled to vote, which are:

(a) the sale or transfer of the whole or an important part of the Company's business to other persons;

(b) the acquisition or acceptance of the transfer of the business of a private limited company or public limited company by the Company;

(c) the execution, amendment or termination of any agreements regarding the granting of lease of all or an important part of the Company's business, the authorization of other person to manage the business of the Company or the merger with other person for profit and loss sharing purposes;

(d) the amendment of the Company's Memorandum of Association or its Articles of Association;

(e) the increase and decrease of capital;

(f) the dissolution of the Company;

(g) the issuance of debentures;

(h) the merger of the Company with other company; and

(i) Other actions that are required by law to be passed with at least three-quarters of the votes of the shareholders entitled to vote and present at the meeting.

## **5. Payment of dividend**

(Article 44) Dividends shall not be paid from any sources other than from the profit. If the Company has an accumulated loss, no payment of dividends shall be made.

Dividends shall be allocated to each share equally, unless the Company issues preference shares with a different specification on receiving of dividend payment from the ordinary shares then such allocation of dividend payment shall be specified provided that such dividend payment must be approved by the shareholders' meeting.

The Board of Directors may from time to time pay to the shareholders an interim dividend if it views that the profit of the Company justifies such payment. One such interim

**Enclosure 4.**

dividend payment is made, it shall be reported at the shareholders' meeting at the next shareholders' meeting.

The payment of dividends shall be made within one month from the date that a resolution is passed by the shareholders' meeting or the Board of Directors, as the case may be and a written notice shall be delivered to the shareholders and the notice of such dividend payment shall be published in a newspaper within 3 days.

(Article 43) The Company shall allocate not less than five percent of the net annual profit as its capital reserve, deducted by any total amount of accumulated loss (if any) until this capital reserve fund reaches at least ten percent of the registered capital.

Remark: The Shareholders can check the full version of The Company's Articles of Association on <http://www.origin.co.th>