

## **Articles of Association in the part relating to the Shareholders' Meeting of Unimit Engineering Public Company Limited**

### Chapter 5 : Shareholders' Meeting

Article 36 The Board of Directors must hold an annual ordinary meeting of shareholders within 4 months from the ending date of the fiscal year of the Company.

All other meetings of shareholders apart from the aforementioned shall be called extraordinary meetings. The Board of Directors may summon an extraordinary meeting of shareholders whenever it sees fit, or shareholders representing in aggregate not less than one-fifth of the outstanding shares or not less than 25 shareholders representing in aggregate not less than one-tenth of the outstanding shares may at any time request the Board of Directors in writing to summon the extraordinary meeting of shareholders, provided the reason for requesting the summoning of the meeting must be stated clearly in the writing. In such a case, the Board of Directors must hold the meeting of shareholders within 45 days from the date of receipt of such writing from the shareholders.

In the event the Board of Directors fails to hold the meeting within a specified period of time under paragraph 2, shareholders representing or other persons holding shares in aggregate as provided may summon the meeting within 45 days from the date of the lapse of the time period specified in paragraph 2. In such case, the meeting shall be deemed to be summoned by the Board of Directors where the Company shall be responsible for necessary expenses incurred from holding of the meeting and reasonable facilitation therefor.

In the event where it appears in any meeting of shareholders summoned under paragraph 3 that the number of shareholders attending the meeting does not constitute a quorum as provided in the Article 38 of the Company's Articles of Association, the shareholders under paragraph 3 shall be jointly responsible to the Company for the expenses incurred from holding such meeting.

Meetings of shareholders may be held electronically in accordance with the provisions of laws regarding electronic meetings.

Article 37 The Board of Directors shall prepare a written notice for a meeting of shareholders, specifying the place, date and time, and agenda of the meeting, as well as the matters to be proposed to the meeting, together with such details as may be reasonable, and indicating clearly whether such matters are to be proposed for information, for approval or for consideration, as the case may be, including the Board's opinions about them, and the notice shall be sent to the shareholders and the Registrar for acknowledgement not less than 7 days before the date fixed for the meeting and published for 3 consecutive days, not less than 3 days before the date fixed for the meeting, in a Thai daily newspaper published and distributed in the locality where the principal office of the Company is situated.

The place to be used for the meeting of shareholders must be located in the locality where the principal office or a branch office is situated, or in a province near the principal office location.

In the event of an electronic meeting, the locality where the principal office of the Company is situated shall be deemed a locality of the meeting.

In sending a letter of appointment for the meeting to the shareholders under paragraph 1, the Board of Directors may send such letter or document electronically to an electronic mail address or other electronic channels informed by such persons.

In the event of shareholders summoning a meeting, the shareholders summoning the meeting may send a letter of appointment of the meeting to shareholders electronically if the shareholders have notified the Company or the Board of Directors of their intent or consent to that effect.

In the event the shareholders wish to change a detail of an electronic mail address or other electronic channels earlier given or to cancel the sending of a letter of appointment for the meeting electronically, the shareholders shall notify the Company or the Board of Directors as such not less than 7 days before the date of meeting.

In the event the shareholders fail to notify the Company or the Board of Directors of a

change of detail of an electronic mail address or a cancellation of sending of a letter of appointment for the meeting within the time period specified under paragraph 6, sending of a letter of appointment of the meeting to the electronic mail address or electronic channels earlier informed by the shareholders shall be deemed lawful.

In publishing of the notice for a meeting under paragraph 1, the Board of Directors may publish electronically, as provided in the provisions of laws regarding electronic publication.

Article 38. At a shareholders' meeting there shall be not less than twenty five (25) shareholders and proxies (if any) attending the meeting and holding shares amounting to not less than one-third (1/3) of the total number of shares sold of the Company, or not less than one-half (1/2) of the total number of shareholders and holding shares amounting to not less than one-third (1/3) of the total number of shares sold of the Company. Where by a quorum would then be constituted.

At any shareholders' meeting, if one (1) hour has passed from the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for a quorum as prescribed in the first paragraph, and if such shareholders' meeting was called as a result of a request of the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request of the shareholders, a new meeting shall be called for and the notice calling for such meeting shall be dispatched to shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required

Article 39 A shareholder may grant proxy to another person to be present at a meeting of shareholders and vote on his/her behalf. The proxy shall be dated and signed by the grantor and shall be in accordance with the form determined by the Registrar.

The proxy shall be deposited with the chairman or a person designated by the chairman before the proxy holder attends the meeting.

Proxy granting under paragraph 1 may be done electronically by using a method which is safe and reliable that such proxy granting is done by shareholders, in accordance with the criteria set out by the Registrar.

In granting proxy electronically, an identity of the granting shareholder must be identifiable. In the event of a use of an electronic signature, proving and verifying of the proxy granter must be of a standard at least in accordance with the provisions of laws regarding electronic transactions.

Article 40. The chairman of the board shall be the chairman of shareholders' meetings. If the chairman of the board is not present at a meeting or cannot perform his duty, and if there is a vice-chairman, the vice-chairman present at the meeting shall be chairman of the meeting. If there is no vice-chairman or there is a vice-chairman but he cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

Article 41. In voting for a resolution of a shareholders' meeting, one share will entitled one vote

A resolution of the Shareholder's Meeting shall require:

- (1) vote per one (1) share. Any shareholder who has a special interest in any matters shall not be entitled to vote, except for voting on the election of directors.

A resolution of the Shareholders' Meeting shall require:

- (1) in an ordinary event, the majority votes of the shareholders who attend the meeting and cast their votes. Incase of a tie vote, the chairman of the meeting shall have a casting vote.
- (2) in the following events, a vote of not less than two-third (2/3) of the total number of votes of shareholders who attend the meeting:
  - (a) fixing the remuneration of director
  - (b) change sequence of shareholder meeting's agenda
- (3) in the following events, a vote of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote:
  - (a) the sale or transfer of the whole or the substantial part of the Company's business to any other person;

- (b) the purchase or acceptance of transfer of the other business or other private companies by the Company;
- (c) the making, amending or terminating of any agreement with respect to the granting of a lease of the whole or substantial parts of the Company's business,
- (d) the assignment of the management of the business of the Company to any person;
- (e) the amalgamation of the business with other persons for the purpose of profit and loss sharing;
- (f) the amendment of the Memorandum of Associations or Articles of Association of the Company;
- (g) the increasing or reducing the Company's capital or issue prefer stock, prefer stock delivertive, bond delivertive, warrant, any all kind of legal note or security.
- (h) the dissolution of the Company

Article 42. Any shareholder who has a conflict of interest in which matter, that shareholders shall not be entitled to exercise the right of the vote on that matter. However vote for the appointment of the Directors is not subject to this Article.

Article 43. The matters which should be conducted by the annual general meeting of shareholders are as follows:

- (1) to consider the report of board of directors concerning the Company's business in the past year period.
- (2) to consider and approve the balance sheet
- (3) to consider and approve of profit allocation.
- (4) to consider and elect new directors in place of those who retire by rotation.
- (5) to consider and appoint auditor and fix the yearly remuneration of the auditor.
- (6) Other business.