

## The Company's Articles of Association Relevant to the Shareholder's Meeting

### General Provision

Article 1. These Articles shall be called the Articles of Association of "TQM Corporation Public Company Limited"

Article 2. Unless specified otherwise, the term "Company" shall mean บริษัท ทีคิวเอ็ม คอร์ปอเรชั่น จำกัด (มหาชน) with the name in English as "TQM Corporation Public Company Limited"

### Board of Directors

Article 17. The directors shall be elected at the shareholder's meeting in accordance with the criteria and procedures as follows:

- (a) Each shareholder shall have one(1) share for one(1) vote;
- (b) Each shareholder may exercise all the votes he or she has under (1) to elect one or several persons as directors or directors, but the shareholder cannot be divided his or her votes to any person in any number as the shareholder pleases; and
- (c) Persons who receive the highest votes arranged in order from higher to lower in a number equal to that of the number of directors to be appointed are elected to be the directors of the Company in the meeting. In the event of a tie at a lower place, which would make the number of directors greater than that required, the chairman of the meeting should have a casting vote.

Article 18. At every annual ordinary shareholder's meeting one-third (1/3) of the directors, or, if the number of directors cannot be divided exactly into three parts, the number of directors nearest to one-third (1/3) shall vacate office.

A vacating director may be eligible for re-election.

The directors to vacate office in the first and second years following the registration of the conversion of the Company shall be drawn by lots. In subsequent years, the directors who have remained in office for the longest time shall vacate office.

### The Shareholders' Meeting

Article 32. The board of directors shall call for a shareholders' meeting which is an annual general meeting of shareholders within four (4) months from the last day of the fiscal year of the Company.

Shareholders' meetings other than the one referred to in the first paragraph shall be called extraordinary general meetings. The board of directors may call for the extraordinary general meeting of shareholders at any time as deemed appropriate.

Shareholders holding shares amounting to not less than ten percent (10%) of the total number of shares wholly sold submit their names and request the board of directors in writing to call for an extraordinary general meeting

at any time, provided that, the reasons of request for calling for such meeting shall be clearly stated in the said written request. In such an event, the board of directors shall proceed to call for a shareholders' meeting to be held within a period of (45) days from the date of the receipt of such request from the said shareholders.

In the event that the Board of Directors fails arranging a meeting within the period specified in paragraph three. Shareholders who are named or other shareholders the total number of shares as required shall be convened by itself within forty-five (45) days from the due date of the period under paragraph three. In such case, it shall be considered as a shareholders' meeting convened by the board of directors. The company is responsible for the expenses necessary incurred from arranging meetings and facilitating as appropriate.

In the event that the shareholders' meeting is called by the shareholders under paragraph four, the number of shareholders attending cannot constituting a quorum as specified in this Article of Association. Shareholders under paragraph four must share the expenses incurred from arranging the meeting.

Article 33. In calling a shareholders' meeting, the board of directors shall prepare a written notice specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting in appropriate detail by clearly indicating whether it is a matter proposed for acknowledgement or for consideration, as the case may be, including the opinion of the board of directors on the said matters, and the said notice shall be distributed to the shareholders and the registrar not less than seven (7) days prior to the date of the meeting. The notice shall be published in the newspaper for not less than three (3) consecutive days and not less than three (3) days prior to the date of the meeting.

The place of the meeting shall be in the province in which the head office

Article 34. At a shareholders' meeting there shall be not less than twenty-five (25) shareholders and proxies (if any) attending the meeting or not less than one-half (1/2) of the total number of shareholders and in either case such shareholders shall hold shares amounting to not less than one-third (1/3) of the total number of shares sold,

whereby 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.

Article 35. 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, the vice-chairman shall be chairman of the meeting. If there is no vice-chairman or there is a vice-chairman but he is not present or cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

Article 36. A resolution of a shareholders' meeting, the shareholders shall be entitled to one (1) vote per one (1) share. Any shareholder who has a special interest in any matters shall not be entitled to vote in that matter except for voting on the election of directors. A resolution of the shareholders' meeting shall require:

- (a) in an ordinary event, the majority votes of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote.
- (b) In fixing directors' remuneration, a vote of not less than two-thirds (2/3) of the total number of votes of shareholders who attend the meeting and have the right to vote.
- (c) 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:
  - (1) the sale or transfer of the whole or the substantial part of the Company's business to any other person;
  - (2) the purchase or acceptance of transfer of the business of private company (s) or public company(s) by the Company;
  - (3) 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, the assignment of the management of the business of the Company to any person(s), or the amalgamation of the business with other persons for the purpose of profit and loss sharing;
  - (4) the amendment of the Memorandum of Associations or Articles of Association of the Company;
  - (5) the increasing or reducing the Company's capital;
  - (6) the dissolution of the Company;
  - (7) the issuance and offering of debentures of the Company;
  - (8) the amalgamation of business of the Company with other company(s).

Pursuant to paragraph 1 of Article 36, execution of transactions not exceeding the size of transactions according to the Securities and Exchange Act, B.E. 2535 and the Notification of the Securities and Exchange Commission, the Board of Directors shall have the authority to execute such transactions according to the Delegation of Authority.

#### **Governance and management of subsidiaries and associates**

Article 54. The seal of the Company is as affixed here to.

