

**Company's Regulations Regarding the Meeting of Shareholders
Ratchthani Leasing Public Company Limited**

Company's Regulations Regarding the Meeting of Shareholders

Article 32. In calling for a meeting of shareholders, the Board of Directors shall send notice of the meeting specifying the venue, date, time, meeting agenda and the subject matter whereby this should be stated that this subject is for acknowledgement, for consideration or approval, depending on cases, to the meeting together with reasonable details, including the Board's opinion on such subjects. These shall be sent to the shareholders and the Registrar no less than 7 days before the commencement of the meeting. Besides, the notice of the meeting shall also be announced in a newspaper no less than three consecutive days and at least 3 days before the commencement of the meeting.

Article 33. At the shareholder meeting, there shall be shareholders or proxies (if any) attending the meeting no less than 25 persons or no less than a half of total shareholders and shall have the shares no less than one-third of total issued shares in order for a quorum to be constituted.

In any shareholder meeting, if an hour after the stated time of the commencement of the meeting a quorum cannot be constituted due to the less number of the attending shareholders and in case the shareholder meeting is conducted due to a request of the shareholders, such meeting shall be adjourned. However, if the shareholder meeting is not conducted due to a request of the shareholders, the meeting shall be re-scheduled and the notice of the meeting shall be sent to shareholders no less than 7 days before the commencement of the meeting. In this meeting, it does not require to have certain number of shareholders for the quorum to be constituted.

Article 34. The resolution of the shareholder meeting shall be supported by the following votes:

- (1) In general cases, resolution shall comprise of the majority vote of the shareholders who attend the meeting and have the voting rights whereby one share is equal to one vote. In case of tie votes, the Chairman of the meeting shall be entitled to a casting vote.

- (2) For the following, resolution shall comprise of vote no less than three-fourth of the votes of shareholders attending the meeting with the voting rights, whereby one share contributes to one vote.
- (a) The sale or transfer of whole or essential business of the Company to other persons.
 - (b) The acquisition or the receipt of the transfer of businesses of other companies or private companies to the Company
 - (c) Amendment or termination of the lease of the whole business or essential business
 - (d) The appointment of other person to manage the businesses of the Company
 - (e) The amalgamation of the businesses with other persons with an objective to share profit and loss.
 - (f) Amendment of the Memorandum of Association or Articles of Association.
 - (g) The increase or reduction of the capital of the Company
 - (h) The issuance of debentures
 - (i) The amalgamation of the businesses
 - (j) Company liquidation

Article 35. A Vote cast shall be done by raising hands. However, Secret vote may be made upon the request of at least 5 shareholders and the meeting shall secretly vote.

Article 36. The following topics shall be covered at the Annual Ordinary General Meetings.

- (1) Considering the performance report of the Board on their previous year's performance
- (2) Considering and Approving the company's balance sheet and income statement
- (3) Approving the profit allocation
- (4) Electing Directors in lieu of retired Directors as well as considering the Directors' remunerations
- (5) Appointing an external auditor and setting an audit fee
- (6) Other activities

Articles of Association regarding Election of Directors

Article 15. The Company shall have a Board of Directors comprising at least five directors, and no less than a half of the total directors shall reside in Thailand.

Article 16. The meeting shall elect the directors according to the rules and procedures as follows:

- (1) Each shareholder shall have the number of votes equaling to the number of their holding shares.

- (2) Each shareholder may exercise all the votes stating under the item (1) to elect one or several persons to be director. However, the shareholder cannot split their votes to one person more than the others.

- (3) Persons with the votes in follow-up orders of those with the highest votes shall be elected as directors whereby the number of persons to be elected as directors shall be equal to the number of directors that the company should have or shall be elected in this meeting. In case the persons with the votes in the follow-up order have the tie votes and by electing both of them this shall exceed the number of the shareholders that the company should have or shall be elected in this meeting, hence, the chairman of the meeting shall be entitled to a casting vote.

Article 17. At every Annual Ordinary General Meeting, one-third of the directors should be released from the post whereby the directors with the longest term would leave the office. If the number of the directors could not be equally divided into three parts, the number of directors left the post would be the nearest figure of one-third. Such retired director may be re-elected to the office.