

**ARTICLE OF ASSOCIATION  
OF  
TOYO-THAI CORPORATION PUBLIC COMPANY LIMITED  
Chapter 5  
Board of Directors**

**22. Retire by Rotation**

At every annual general meeting of shareholders, one-third (1/3) of the Director, or if it is not a multiple of three, then the number nearest to one-third (1/3) must retire from office.

There must be a drawing by lots to determine the Directors retiring on the first and second years following the registration of the Company. In each subsequent year, the Directors who occupy the position for longest period shall retire.

A retiring is eligible for re-election.

**Chapter 6  
Meeting of Shareholders**

**38. Meeting Schedule and Request for Holding Meeting**

The Board of Directors shall hold a “general meeting” of shareholders at least once in every year within four (4) months after the end of accounting period of the Company.

Any other meeting of the shareholders is called an “extraordinary general meeting” that the Board of Directors may call this meeting at any time whenever it thinks fit.

In case where shareholders holding in aggregate one-fifth(1/5) or more of total issued shares or twenty-five(25) shareholders or more holding in aggregate one-tenth(1/10) or more of the total issued shares may submit a written request specifying clear purpose to the Board of Directors to call an extraordinary general meeting that contains clear specification of the purpose of such meeting, the Board of Directors shall call a meeting of shareholders to take place within one(1) month from the date of receipt of such request.

**39. Notice of Calling Meeting**

To call a meeting of shareholders, the Board of Directors shall prepare a notice indicating the place, date, time, agenda and matters to be proposed at the meeting together with any appropriate details. The notice shall clearly specify the matter for acknowledgement, approval or consideration, together with the opinion of the Board of Directors on those matters. The notice must be sent to the shareholders and the Public Company Registrar seven (7) days or more before the meeting date. The notice must also be published in a newspaper at least three (3) days before the meeting date for a period of three (3) consecutive days.

A meeting of shareholders shall be held at the head office of the Company or in a province where the Company's head office is located or any other place designated by the Board of Directors.

#### **40. Quorum**

A quorum of a meeting of shareholders requires the lesser of twenty-five(25) shareholders or one-half or more of total number of shareholders, holding in aggregate one-third(1/3) or more of total issued shares, present in person or by proxy(if any).

In case where one (1) hour from the time fixed for a meeting of shareholders a quorum has not been constituted, the meeting which was called at the request of shareholders shall be dissolved. In case where the meeting is called other than the request of shareholders, an adjourned meeting shall be called and a notice of meeting must be sent to the shareholders seven(7) days or more before the adjourned meeting. No quorum is required at the adjourned meeting.

#### **41. Chairman**

The Chairman of the Board of Directors shall act as Chairman of the meeting of shareholders. In the case where the Chairman is not present or is unable to discharge his/her duty duties, the Vice-Chairman shall serve as the Chairman. If there is no the Vice-Chairman or the Vice-Chairman is unable to discharge his/her duties, the shareholders attending the meeting shall elect one of them to act as the Chairman.

A shareholder may appoint a proxy to attend and vote at the meeting of shareholders on his/her behalf. The instrument appointing a proxy shall be made in writing, signed by the shareholder and made in form prescribed by the Public Companies Registrar.

The proxy instrument shall be submitted with the Chairman or his/her assignee before the proxy attends the meeting.

#### **43. Voting**

A resolution of shareholders shall be passed by the following votes :

- (1) In an ordinary case, a majority of the votes cast by the shareholders attending the meeting. In case of equality of votes, the Chairman of the meeting shall exercise his/or her casting vote in addition to his/her voting right;
- (2) In the following case, votes of not less than three-quarter(3/4) of total number of votes by shareholders attending the meeting and eligible to vote :
  - (a) A sale or transfer of all or substantial part of the business of the Company to any person ;
  - (b) A Purchase or acceptance of transfer of the business of other public or private company;
  - (c) An entering into, amendment or termination of any agreement concerning a lease out of all or substantial part of business of the Company or an assignment of the management control of the business of the Company to any person or a merger with any person for the purpose of profit and loss sharing;
  - (d) An amendment of the Memorandum or Article of Association of the Company;
  - (e) An Increase or reduction of the capital of the Company;

- (f) An issuance of preference shares, debentures, securities debenture, convertible debenture, share warrant, debenture warrant or warrant for other securities that the Company is allowed to issued by applicable law;
- (g) A Dissolution of the Company;
- (h) A consolidation with other company.

#### **44. Agendas of the Meeting**

The matter which should be conducted by annual general meeting of shareholders are as follows:

- (a) To consider the report of the Board of Directors concerning the Company's business in the past year period;
- (b) To consider and approve the balance sheet and the statement of profit and loss;
- (c) To consider and approve of profit allocation and dividend payment;
- (d) To consider and elect new directors in place of those who retire by rotation;
- (e) To consider and appoint an auditor and to fix the remuneration;
- (f) Other business as necessary.