

**Articles of Association (related to the Shareholders' Meeting)
of NFC Public Company Limited**

Chapter 4 – Shareholders' Meeting

32 The board of directors shall arrange a shareholders' meeting as an Annual General Meeting to be held within 4 months from the last day of the financial year of the Company.

Any other shareholders' meeting shall be called an Extraordinary General Meeting.

The board of directors may call such meeting at any time the board considers it expedient to do so. One or more shareholder(s) holding shares amounting to not less than 10% of the total number of shares sold may submit its(their) name(s) in a written notice requesting the board of directors to call an Extraordinary General Meeting at any time, but the purposes and reasons for calling such meeting shall be clearly stated in such notice. In this respect, the board of directors shall arrange a shareholders' meeting to be held within 45 days from the date of receipt of such notice from the said shareholder(s).

33 In calling a meeting of shareholders, the board of directors shall prepare a written notice calling the meeting that indicates the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with sufficient detail by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinions of the board of directors in the said matters, and shall be delivered to the shareholders and the Registrar for their information not less than seven days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper for three consecutive days not less than three days prior to the date of the meeting.

The place of the meeting under paragraph one shall be in the locality in which the head office of the company is located or in a branch office, unless otherwise stipulated by the board of directors.

34 In a shareholders' meeting, in order to constitute a quorum, there shall be shareholders or proxies (if any) attending the meeting of not less than 25 persons, or one-half of the total number of shareholders, holding not less than one-third of the total number of shares sold.

35 If within an hour from the time fixed for the shareholders' meeting, the quorum prescribed in article 34 is not constituted, the meeting, if called upon the request of the shareholders, shall be dissolved. If such meeting is called other than by the shareholders' request, another meeting shall be called and a notice of the meeting shall be sent to the shareholders at least seven days prior to the meeting date. At such meeting, no quorum shall be necessary.

36 The chairman of the board shall preside over the meetings of shareholders. In the case where the chairman of the board is not present at a meeting or is unable to perform his or her duty, if there is a vice-chairman, the vice-chairman shall preside over the meeting. If there is no vice-chairman or there is a vice-

37 chairman, but such vice-chairman is unable to perform his or her duty, the shareholders present shall elect one among themselves to preside over the meeting.

The chairman of the meeting of shareholders shall have the duty to conduct the meeting in compliance with the articles of association of the company relating to meetings and to follow the sequence of the agenda stipulated in the notice calling for the meeting, unless the meeting pass a resolution allowing a change in the sequence of the agenda with a vote of not less than two-thirds of the number of the shareholders present at the meeting.

When the consideration of the matters under paragraph one is finished, the shareholders holding shares of not less than one-third of the total number of shares sold may request the meeting to consider matters other than those indicated in the notice calling for the meeting.

In the case where the meeting has not concluded the consideration of the matters according to the sequence of the agenda under paragraph one or the matters raised by shareholders under paragraph two, as the case may be, and it is necessary to postpone the consideration of the meeting, the meeting shall determine the place, date and time for the next meeting and the board of directors shall deliver the notice calling the meeting which indicates the place, date, time and agenda of the meeting to the shareholders not less than seven days prior to the date of the meeting, provided that the notice calling the meeting shall also be published in a newspaper for three consecutive days not less than three days prior to the date of the meeting.

38 Every shareholder shall be entitled to attend every shareholders' meeting.

39 The shareholder may appoint any other person who is sui juris as proxy to attend the meeting and vote on his or her behalf. Proxy shall submit the proxy form to chairman of the board or the person designated by the chairman of the board. The proxy form shall be as prescribed by the Registrar.

40 The shareholder who has a vested interest in any matter shall not be entitled to vote on such matter, except for voting on the election of directors.

41 In voting, one share is entitled to one vote. The resolutions of the shareholders' meeting shall be passed in the following manners:

- 1) in the ordinary event, a majority vote of shareholders who attend the meeting and are entitled to vote. In the case of a tie, the chairman of the meeting shall have a casting vote; and
- 2) in the following events, a vote of not less than three-quarters of the total number of votes of shareholders who attend the meeting and are entitled 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 any transfer of the business of other public companies or private companies;

- c. the entering into, alteration or termination of any agreement concerning the lease, in whole or in substantial part, of the company's business, the assignment to any person for the management of the company's business, or the merger with any other person for the purpose of profit and loss sharing;
- d. the amendment of the memorandum of association or the articles of association;
- e. the registered capital increase or decrease of the company;
- f. the issuance of bonds; and
- g. the merger and dissolution.

42 The Annual General Meeting is for considering the following matters:

- 1) Annual report of the company.
- 2) Consider and approve balance sheet and profit and loss account.
- 3) Consider profit allocation.
- 4) Consider the election of new directors in replacement of the retired.
- 5) Consider and appoint the auditor and the determination of audit fees.
- 6) Other matters.