

**Articles of Association  
of  
Vichitbhan Palmoil Public Company Limited  
(Certain Parts in relation to the Meeting of Shareholders)**

.....

**Chapter 5 General Meetings of Shareholders**

Article 32. The shareholders' meeting of the Company shall be held at the locality where the head office of the Company is located or in a nearby province or any other places as prescribed by the Board of Directors. The shareholders' meeting may be held by electronic means, which the Company's head office shall be deemed as the venue of such meeting.

Article 33. The Board of Directors shall cause the general meeting of shareholders to be held as "Annual General Meeting" within four (4) months from the date of which the accounting year of the Company ends.

Shareholders' meeting other than the aforesaid shall be called "Extraordinary General Meeting". The Board of Directors may call for an Extraordinary General Meeting at any time as deemed appropriate, or any one shareholder or more holding shares in aggregate number of not less than ten (10) percent of the total shares sold, may, by subscribing their names, request the Board of Directors to call an Extraordinary General Meeting at any time, provided that the matter and reason of the request shall be explicitly stated therein. In such case, the Board of Directors shall hold a shareholders' meeting within forty-five (45) days from the date of receipt of such letter from the shareholders.

If the Board of Directors does not hold the shareholders' meeting within the period as prescribed in the second paragraph, the shareholders who subscribed their names or other shareholders holding shares in aggregate number as prescribed may call for shareholders' meeting within forty-five (45) days, from the lapse of period as prescribed under the second paragraph. The shareholders calling the meeting may send a notice calling the meeting to the shareholders by electronic means, if such shareholder has declared his/her intention or has granted consent to the Company or the Board of Directors in accordance with the regulations of the Registrar. In this case, it shall be deemed as shareholders' meeting called by the Board of Directors, which the Company shall be responsible for the expenses necessary for holding and facilitating such meeting as deemed appropriate.

If it appears that the number of shareholders attending any shareholders' meeting called as a result of a shareholder pursuant to the third paragraph does not constitute a quorum as prescribed in Article 35, the shareholders under the third paragraph shall be jointly liable to the Company for the expenses arising from holding such meeting.

Article 34. In calling a shareholders' meeting, the Board of Directors shall prepare a notice calling for the meeting, indicating the place, date, time, agenda of the meeting, and matters to be submitted to the meeting, together with sufficient details and clear indication as to whether such matters are for acknowledgement, approval, or consideration, as well as opinion of the Board of Directors on such matters, and shall send such notice to the shareholders and the Registrar under the law on public limited companies not less than seven (7) days prior to the date of the meeting, provided that the notice calling for the meeting shall also be published in a newspaper or by electronic means in accordance with the regulations of the Registrar for three (3) consecutive days, being at least three (3) days prior to the date of the meeting.

Article 35. The general meeting must be attended by at least twenty-five (25) shareholders and proxies (if any) or by shareholders and proxies whose number is not fewer than half of the total number of shareholders and whose shares are combined to be not less than one-third (1/3) of all the issued shares, to form a quorum.

If within an hour of any general meeting, the quorum as prescribed is not present, the meeting, if summoned upon the request of shareholders, shall be dissolved. If the meeting has not been summoned upon the request of shareholders, it shall be re-scheduled and a notice of summoning of a general meeting be sent to the shareholders at least seven (7) days before the date fixed for the meeting and at such meeting no quorum is required.

Article 36. In the meeting of shareholders, a shareholder may appoint another person as proxy for attending and voting at the meeting on his/her/their behalf(ves). The appointment shall be made in writing signed by the grantor, or by electronic means being safe and reliable that the appointment of proxy was done by the shareholder, subject to the regulations of the Registrar, and in the form prescribed by the Registrar under the law on public limited companies, and given to the Chairman or any person designated by the Chairman prior to the proxy attending the meeting, and shall at least contain of the following item:

- (i) The number of shares held by the grantor;
- (ii) The name of the proxy; and
- (iii) Number of the meeting appointed as proxy for attending and voting at the meeting.

Article 37. The Chairman of the Board of Directors shall preside at a general meeting. If there is no such Chairman or if at any general meeting, he cannot perform the duty, if there is a Vice Chairman, the Vice Chairman shall chair the meeting. If there is no Vice Chairman or if there is but he cannot perform the duty, the shareholders present may elect one of their members to be chairman of the meeting.

Article 38. On voting, the shareholders shall have the same votes as the number of shares held such that one (1) share shall have one (1) vote. Voting shall be done in public, except where at least five (5) shareholders request secret voting and the meeting resolves to take a ballot. In that case, the method of voting shall be determined by the chairman of the meeting.

Article 39. A resolution of the general meeting shall consist of the following votes:

(1) In normal circumstances, a majority of votes of the shareholders who attend the meeting and vote shall hold. In case of an equality of votes, the chairman has a casting vote.

(2) In the following cases, at least three-fourths (3/4) of all the votes of the shareholders present and entitled to vote shall hold:

(a) Sale or transfer of the business of the Company, in whole or in material part, to another party;

(b) Acquisition or acceptance of transfer of the business of another company or private company.

(c) Alteration or termination of an agreement of lease of the Company's business, in whole or in material part, assignment to another party to manage the Company's business or merger with another party for the purpose of sharing profits and losses.

(d) Amendment to the Memorandum of Association or Articles of Association;

(e) Increase or reduction of the capital of the Company or issuance of debentures; and

(f) Amalgamation or dissolution of the Company.

Article 40. The business to be transacted at an annual general meeting is as follows:

(1) Acknowledge the report of the Board of Directors showing the results of the Company's operation during the past year;

(2) Consider and approve the balance sheet or statement of financial position, and income statement of the last accounting period;

(3) Consider and approve the allocation of profit and dividend payment;

(4) Consider and appoint new directors to replace the ones who retire by rotation and their fix remuneration;

(5) Consider and appoint the auditors and fix their remuneration; and

(6) Other businesses.