

Articles of Association
of
Principal Capital Public Company Limited

Chapter 1
General Provisions

- Article 1. These Articles of Association shall be called the Articles of Association of Principal Capital Public Company Limited.
- Article 2. The term “the Company” in these Articles of Association means Principal Capital Public Company Limited.
- Article 3. Any amendment or modification of these Articles of Association or Memorandum of Association shall be made by a resolution of the shareholders’ meeting with a vote of not less than three quarters (3/4) of all votes of shareholders attending the meeting and entitled to vote.
- Article 4. Unless otherwise stipulated in these Articles of Association, the provisions of law on public companies limited and law on securities and exchange shall apply.

In the event the Company or subsidiaries enter into related transactions or transactions relating to acquisition or disposal of assets of the Company or subsidiaries pursuant to the meaning prescribed under the notification of the Stock Exchange of Thailand then applicable to related transactions of listed companies or acquisition or disposal of assets of listed companies, as the case may be, the Company shall comply with the criteria and procedures pursuant to the stipulations under such notification.

Chapter 2
Issuance of Shares and Transfer of Shares

- Article 5. The shares of the Company shall be ordinary shares which bears the names of shareholders. Every share of the Company shall be paid up in full at one single payment by means of cash and/or paid up by property otherwise than by money or grant of

copyright in artistic or scientific works or patent, trade mark, model, map or formula or any secret procedures or to use information relating to industrial, commercial or scientific experiences.

The Company has the right to issue any preferred shares, debentures, warrants or any other securities as permitted by the laws governing securities and exchange.

Article 6. Payment for subscription of shares shall not be made by set off by subscribers or shareholders against debt owed by the Company except in the case of debt restructuring by issuing new shares receipt of which shall be made to creditors under a conversion of debt to equity scheme as approved by a resolution passed by the shareholders' meeting with a vote of not less than three quarters (3/4) of all votes of shareholders attending the meeting and entitled to vote.

Issuing shares to repay the debt and the conversion of debt to equity scheme under the preceding paragraph shall be in accordance with the criteria and procedures as prescribed in a ministerial regulation.

Article 7. The share certificate of the Company shall bear an affixed or printed signature of at least one director. However, the Company may authorize the Share Registrar under the laws governing securities and exchange to sign or print its name on their behalf.

Article 8. The Company may appoint a natural or juristic person to act as the Share Registrar and if the Company appoints a Share Registrar pursuant to the law on securities and exchange, the registration procedures shall be as stipulated by the Share Registrar.

Article 9. Any person who is entitled to shares because of death or bankruptcy of shareholders, after such person presents complete lawful evidence to the Company, the Company shall register such person the shareholder and issue a new share certificate within one month after the date to receive complete evidence.

Article 10. The shares of the Company are transferrable without restriction and the total number of shares held by aliens at any time shall not exceed forty-nine (49) per cent of total shares sold. The Company may refuse to register any transfer of shares that shall

cause the aliens of the Company to exceed the aforesaid proportion.

The word "An alien" as specified in this Articles of Association means

- (1) A natural person who is not of Thai nationality;
- (2) A juristic person who is not registered in Thailand;
- (3) A juristic persons who is registered in Thailand and having the following characteristics:
 - (a) A juristic person with fifty per cent or more of its registered capital share belonging to person as specified in (1) or (2) or a juristic person having person as specified in (1) or (2) have made the investment at the amount of fifty percent or more or its registered capital share
 - (b) A limited partnership or an ordinary partnership with a managing partner or manager being a person as specified in (1) or (2).
- (4) A juristic person who is registered in Thailand with fifty per cent or more of its registered capital share belonging to a person as specified in (1) (2) or (3) or a juristic person having person as specified in (1) (2) or (3) have made the investment at the amount of fifty percent or more or its registered capital share.

Article 11. A transfer of shares shall be valid upon the transferor's endorsing of the share certificate with the name of the transferee stated, the transferor's and the transferee's affixing of signatures thereon, and the delivery of share certificate to the transferee.

The transfer of shares shall be asserted against the Company when the Company has received a request for the registration of transfer, and be asserted against third parties only when the Company has registered the said transfer of shares in the share register. When the Company deems that the transfer is lawful, the Company shall register the said transfer within fourteen (14) days from the date of receiving the request. If the Company deems that the transfer is invalid, the Company shall notify the person making the request within seven (7) days.

If the Company's shares are listed on the Stock Exchange of Thailand, a transfer of Shares shall be in accordance with the laws governing securities and exchange.

Article 12. The Company shall not own its shares or take them in pledge, except for the following

cases:

- (1) The Company may repurchase its shares from shareholders who vote against a resolution of the shareholders meeting on the amendment to the Company's Articles of Association regarding the voting rights and the rights to dividend payment, as those shareholders view that such resolution is unfair to them; or
- (2) The Company may repurchase its share for the purpose of financial management if the Company has accumulated profits and excess liquidity, and such repurchase of shares does not cause any financial problem for the Company.

The shares held by the Company shall not be counted as a quorum at the shareholders meeting, and shall not be eligible to vote and receive dividend payments.

The Company shall resell the shares repurchased under the preceding paragraph within the period specified by the Company in the share repurchase project. In case the Company is unable to resell all the repurchased shares within the specified period, the Company shall reduce its paid-up capital by writing off the registered shares unsold.

The repurchase of shares, the sale and writing-off of repurchased shares, including fixing the amount, the repurchase price or the resell price or any other cases regarding such repurchase of shares shall be done in accordance with the rules and procedures specified by the ministerial regulations. If the Company's shares are listed on the Stock Exchange of Thailand, the Company shall operate in accordance with the regulations, notifications, orders or requirements of the Stock Exchange of Thailand.

The repurchase of shares at the amount not exceed ten (10) per cent of the paid-up capital, the board of directors of the Company shall have the power to approve such repurchase. However, in case the amount of shares to be repurchased exceed ten (10) per cent of paid-up capital, the Company must receive the resolutions of the shareholders' meeting with a majority vote of shareholders attending the meeting and entitled to vote. and the Company shall repurchase its shares within one (1) year from the date receiving the resolutions of the shareholders' meeting.

Article 13. In case of preferred shares, preferred shares shall be converted into common shares only by shareholders who wish to do so, who shall submit a request and return share certificates to the Company.

Such share conversion under the first paragraph shall be valid and effective as from the date the request is submitted. Then, the Company shall issue the new share certificates to the requestor within fourteen (14) days as from receipt of request.

Article 14. During the course of twenty-one (21) days prior to the shareholders' meeting, the Company may suspend the registration of shares by notifying shareholders in advance at the head office of the Company and every branch not less than fourteen (14) days prior to the date commencing suspension of share transfer.

Chapter 3

Board of Directors and Authority

Article 15. The Company shall have the board of directors comprising at least five (5) directors. The board of directors shall elect one member to be a Chairman and may select a Vice-Chairman as well as other positions as deemed appropriately. Not less than one-half of the total number of directors shall reside in the Kingdom of Thailand.

Article 16. A director may or may not be a shareholder of the Company.

Article 17. The shareholders meeting shall elect directors in accordance with the following rules and procedures:-

- 1) A shareholder shall have votes equal to the numbers of shares he/she has;
- 2) Each shareholder may exercise all the votes he/she has to elect one or more persons as director. In case of electing several persons, each shareholder may not divide his/her votes to any of such persons;
- 3) The persons receiving the highest votes in respective order of the votes shall be elected as directors in the number equal to the number of the directors required at such meeting. In case several persons receive equal votes, causing the number of directors to exceed the required number, the chairman of the meeting shall have a casting vote.

Article 18. At every annual general meeting, one-third (1/3) of directors at that time shall retire from office. If the number of directors is not a multiple of three, then the number of directors nearest to one-third (1/3) shall retire from office.

The directors to retire from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the directors having held office longest shall retire.

The directors retiring from office may be re-elected.

Article 19. Apart from retirement by rotation, the directors shall vacate office upon:-

- (1) Death;
- (2) Resignation;
- (3) Lack of qualifications, or possession of prohibited characteristics as specified by the laws governing public limited companies;
- (4) Removal by a resolution of the shareholders meeting;
- (5) Removal by a court order.

Article 20. Any director wishing to resign from his/her office shall submit a resignation letter to the Company. The resignation shall be effective on the date the letter reaches the Company.

The resigning director under the first paragraph may notify the registrar of his/her resignation.

Article 21. In case an office of directors is vacant for reasons other than a retirement by rotation, the board of directors shall elect a person who is qualified and possesses no prohibited characteristics under the laws governing public limited companies as a replacement director at the next board of directors meeting, unless the remaining term of the former director is less than two (2) months.

The replacement director shall hold office only for the remaining term of office of the director whom he/she replaces.

The resolution of the board of directors under the first paragraph shall be passed by a

vote of not less than three-fourth (3/4) of the number of remaining directors.

Article 22. In the event of retirement of full board of directors, such retiring board of directors shall remain in office to continue operation of the Company as is necessary until new board of directors shall be in office unless a court order has been issued otherwise in the event the retirement is by court order.

The retiring board of directors shall convene a shareholders' meeting for election of new board of directors within one (1) month as from retirement, by sending a notice of not less than fourteen (14) days to shareholders and publicizing the notice in a newspaper for at least three (3) days before the meeting date for a period of three (3) consecutive days

Article 23. The shareholders meeting may resolve to remove any director from office before the expiration of his/her term of office by a vote of not less than three-fourth (3/4) of the total shareholders attending the meeting and entitled to vote, and having an aggregate number of shares not less than one-half (1/2) of the total shares held by the shareholders attending the meeting and entitled to vote.

Article 24. The board of directors is responsible for managing all businesses of the Company and has the power to perform in compliance with laws, objectives, the Company's Articles of Association and the resolution of the shareholders' meeting.

The board of directors may appoint one or more persons to perform any duty on behalf of the board of directors.

Article 25. The board of directors shall hold a meeting at least once every three (3) months.

Article 26. The board of directors' meeting shall be held in the province in which the head office of the Company is located, or in nearby province or any other places as fixed by the chairman of the board or the assigned person.

Article 27. In calling a board of directors meeting, the chairman of the board or the assigned person shall send a notice of the meeting to directors not less than seven (7) days prior to the date of the meeting. However, in case of an urgency to preserve the rights or interests of

the Company, the notice of the meeting may be sent by other methods and the date may be fixed sooner than that.

In case that at least 2 directors request to call for a board of directors meeting, the Chairman shall specify the meeting date within fourteen (14) days from the date of requesting.

Article 28. At a board of directors meeting, not less than one-half of the total number of directors must be present to constitute a quorum.

In case the chairman is not present or unable to perform his/her duties, the vice chairman (if any) shall act as the presiding chairman. If there is no vice chairman or the vice chairman is unable to perform his/her duties, the directors present at the meeting shall elect one director as the presiding chairman.

Article 29. All decision at the meeting shall be made by a majority vote.

Each director shall have one vote, but a director who has interests in any matter shall not be entitled to vote on such matter. In case of a tie vote, the chairman of the meeting shall have an additional vote as a casting vote.

Article 30. Regarding the number and name of the authorized directors, two directors shall jointly sign and affix common seal of the Company to bind the Company. The shareholders' meeting and the board of directors have power to prescribe name of authorized directors who can sign to bind the Company.

Article 31. No director shall, either for his/her own benefit or the benefit of others, operate any business which has the same nature as or is in competition with the business of the Company, or become a partner in any ordinary partnership or an unlimited partner in any limited partnership, or become a director of any private company or public limited company which has the same nature and is in competition with the business of the Company, unless he/she has notified this to the shareholders meeting prior to the resolution for his/her appointment.

Article 32. A director shall notify the Company without delay if he/she has either direct or indirect

interests in any contract made by the Company, or if the number of shares or debentures of the Company or an affiliated company held by him/her increases or decreases.

Article 33. Subject to the law on public limited company, the board of director has authority to sell or mortgage any immovable property of the Company or lease out any immovable property of the Company for a period exceeding three (3) years, or give or enter a compromise or initiate litigation to court or refer any dispute to arbitration for an award.

Article 34. The shareholders' meeting shall definitely define the allowance and remuneration for the directors.

The directors shall be entitled to receive remuneration from the Company in the form of reward, meeting allowance, gratuity, bonus or benefits of other nature according to the Articles of Association or as considered and approved by the shareholders meeting. The remuneration may be fixed in a certain amount, or be specified from time to time, or be in effect until a change by a resolution of the shareholders meeting. The directors shall also be entitled to receive per diem allowances and other fringe benefits in accordance with the Company's regulations.

The provision in the aforementioned paragraph shall not prejudice the rights of the staff and employees of the Company, who have been appointed as directors, to receive the remuneration or benefits as a staff or an employee of the Company.

The payment of remuneration specified in the first and second paragraph shall not contradict or oppose to the qualifications of an independent director under the laws governing securities and exchange.

Chapter 4

The Shareholders' meeting

Article 35. The shareholders' meeting shall be held in the province in which the head office of the Company is located, or in nearby province or any other places as fixed by the board of directors.

Article 36. The shareholders' meeting shall be held at least once a year. This meeting shall be called "general meeting". Such annual general meeting of shareholders shall be arranged within four (4) months from the last day of the accounting year of the Company.

Shareholders meetings other than the general meeting shall be called extraordinary meetings.

The board of directors may call an extraordinary meeting of shareholders at any time it deems appropriate, or shareholders holding an aggregate number of shares not less than one-fifth ($1/5$) of the total shares sold, or not less than 25 shareholders holding an aggregate number of shares not less than one-tenth ($1/10$) of the total shares sold, may at any time jointly sign and submit a written request to the board of directors for the convening of an extraordinary meeting, provided that the reasons for calling such meeting be clearly stated in such request. In this case, the board of directors shall arrange for the shareholders meeting within one (1) month from the date of receiving the request from the shareholders.

Article 37. In calling a shareholders meeting, the board of directors shall prepare a notice thereof specifying the place, date, time, agendas of the meeting and the matters to be proposed to the meeting together with proper details by indicating whether they are proposed for acknowledgement, approval or consideration, including opinions of the board of directors thereon. The notice of such meeting shall be sent to the shareholders and the registrar of public company limited not less than seven (7) days prior to the date of the meeting, and be published in a newspaper for at least three (3) days before the meeting date for a period of three (3) consecutive days

Article 38. At a shareholders meeting, at least twenty-five (25) shareholders and proxies (if any), or not less than one-half of the total number of shareholders holding an aggregate number of shares not less than one-third ($1/3$) of the total shares sold, must attend the meeting to constitute a quorum.

At any shareholders meeting, in case where one (1) hour has passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting has not constituted a quorum, if the meeting is called by a request of shareholders, such

meeting shall be cancelled. If the meeting is not called by the request of shareholders, another meeting shall be called and the notice of the meeting shall be sent to the shareholders not less than seven (7) days prior to the date of the meeting. At this subsequent meeting, no quorum is required.

Article 39. For the shareholders' meeting, shareholders may appoint proxies to attend and vote in the meeting on their behalf. The letter of power of attorney shall be signed by appointers and prepared in a form as prescribed by the registrar of public company limited, as well as submitted to the Chairman or an assigned person at a meeting place before attending the meeting. Such letter should include at least the following items;

- a. Number of shares held by the proxy grantor
- b. Name of proxy grantee
- c. Number of the meeting at which the proxy is appointed to attend and vote

Article 40 The shareholders' meeting must be proceeded according to the agenda specified in the notice of the meeting except that the meeting has the resolution to reshuffle the sequence of the agenda with the votes not less than two-thirds (2/3) of the votes cast by the shareholders attending the meeting.

After the shareholders' meeting completes its consideration of the agenda prescribed in the notice of the meeting, the shareholders holding in aggregate at least one-third (1/3) of the total issued shares may request the meeting to consider any matters in addition to the agenda prescribed in the notice of the meeting.

If the meeting of shareholders is unable to complete its consideration of the agenda prescribed in the notice of the meeting or additional matters raised by the shareholders and it is necessary to adjourn the meeting, then the meeting must specify the place, date and time of the adjourned meeting. The Board of directors must send a notice of the meeting specifying the place, date, time and agenda to shareholders at least seven (7) days 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.

Article 41. The chairman of the board shall preside over the shareholders meeting. In case the chairman of the board is absent or unable to perform his/her duties, the vice chairman

shall act as the presiding chairman. If there is no vice chairman, or the vice chairman is absent or unable to perform his/her duties, the meeting shall elect a shareholder present at the meeting as the presiding chairman.

Article 42. In vote casting at the shareholders meeting, each share shall be counted as one vote.

Any shareholder having particular interests in any matter shall not be entitled to vote on such matter, except for voting on the election of directors.

Article 43. In vote casting or approving any business at the shareholders meeting, all decision shall be made by a majority vote of the shareholders attending the meeting and entitled to vote, unless otherwise provided in these Articles of Association or other cases as prescribed by law, or the following cases that must receive a vote of not less than three-fourth (3/4) of the total votes of the shareholders attending the meeting and entitled to vote:-

- (a) Sale or transfer of the entire or partial material business of the Company to other person;
- (b) Purchase or acceptance of transfer of the business of other public limited companies or private companies by the Company;
- (c) Execution, amendment or termination of contracts in respect of the granting of a hire of the entire or partial material business of the Company; empowerment of other person to manage business of the Company; or merger of business with other person for the purpose of profit and loss sharing;
- (d) Amendment to the Memorandum of Association or Articles of Association;
- (e) Increase or decrease of the registered capital of the Company;
- (f) Issuance of debentures of the Company;
- (g) Merger of business with other company and dissolution of the Company.

Chapter 5

Increase and reduction of capital

Article 44. The Company may increase the amount of its registered capital by issuing new shares under the resolution of the shareholders' meeting with a vote of not less than three-fourth (3/4) of the total votes of the shareholders attending the meeting and entitled to vote.

Article 45. The Company may offer to sale an increased capital in whole or in part and may offer to sale to the shareholders in proportion to the number of shares already held by each of them or may offer to sale to the public or other persons either in whole or in part in accordance with the resolution of the shareholder meeting.

Article 46. The Company may reduce its registered capital either by reducing the value of each share or the number of shares under the resolution of the shareholders' meeting with a vote of not less than three-fourth (3/4) of the total votes of the shareholders attending the meeting and entitled to vote.

However, the Company cannot reduce such registered capital to less than one-fourth (1/4) of total capital, except in case where the Company has accumulated loss and it has already been compensated orderly as specified by the law, if it still retains the accumulated loss, the Company may reduce its capital to less than one-fourth (1/4) of its original total capital amount.

The reduction of such registered capital to less than one-fourth (1/4) of total capital in the second paragraph must get approval by a resolution of the shareholders' meeting with a vote of not less than three-fourth (3/4) of the total number of votes of the shareholders who attend the meeting and are entitled to vote.

Article 47. Where the Company desires to reduce the capital, it shall send a letter notifying a resolution to known creditors within fourteen (14) days as from the date of the resolution passed by the shareholders' meeting and requires that an objection be made within two (2) months as from receipt of the resolution which shall be advertised in a newspaper within fourteen (14) days for a period of three (3) consecutive days.

Chapter 6

Dividends and statutory reserve

Article 48. The approval of dividend payment shall not be announced, except by the resolution of the shareholders' meeting or the resolution of the board of directors for the case of the interim dividend payment.

A written notice of dividend payment shall be sent to the shareholders and also be published in a newspaper for not less than three (3) consecutive days. Also, payment of dividends shall be made within one (1) month from the date the resolution therefor has been passed.

Article 49. The board of directors may pay interim dividends to shareholders from time to time, upon viewing that the Company has adequate profit to do so. The payment of interim dividends shall be reported to the shareholders at the next shareholders meeting.

Article 50. Dividends shall be distributed according to the number of shares on an equal basis, unless otherwise defined in this Articles of Association.

Article 51. The Company shall allocate not less than 5% of annual net profits as statutory reserves, net of accumulated losses (if any), until the value of statutory reserves is not less than 10% of registered capital.

Other than such statutory reserves, the board of directors may propose to the shareholders' meeting to approve the allocation of net profits as other reserves if it is considered as the benefits for the Company's operations.

After the approval from the shareholders' meeting, the Company may transfer other reserves, statutory reserves and share premium reserve, respectively, to compensate for the Company's accumulated loss.

Chapter 7

Debentures

Article 52. Borrowing money by the Company by issuing debentures to be offered to the public shall be in accordance with the law on securities and exchange.

A resolution to issue debentures under the first paragraph shall be passed by a majority of not less than three-quarters (3/4) of all the shares of shareholders attending and entitled to vote.

Chapter 8

Accounting book and auditing

Article 53. The accounting period of the Company shall commence on 1st January and end on 31st December of every year.

Article 54. The board of directors shall arrange for the preparation and keeping of accounts, as well as auditing thereof in accordance with relevant laws.

Article 55. The board of directors shall arrange for the preparation of a balance sheet and a profit and loss account at least once every twelve months, which is the accounting period of the Company.

Article 56. The board of directors shall arrange for the preparation of the balance sheet and the profit and loss account as at the end of the accounting period, and propose them to the annual general meeting of shareholders for consideration and approval. The board of directors shall arrange for the auditor to complete the auditing before proposing them to the shareholders meeting.

Article 57. The board of directors shall send the following documents to the shareholders together with the notice of the annual general meeting:-

- (1) A copy of the audited balance sheet and the profit and loss account, together with the auditor's report; and
- (2) An annual report of the board of directors, together with supporting documents.

Article 58. The board of directors shall ensure a register of directors, minutes of meetings of the board of directors, the shareholders' meeting and all resolutions passed at all meetings as accurate evidence which shall be maintained at the Company's head quarter, or may assign any person to maintain at the province of head quarter or a nearby province provided a place shall be first notified to the Public Company Registrar.

Article 59. An auditor shall be appointed by the annual general meeting of shareholders and may be re-elected.

Article 60. A remuneration of the auditor shall be determined by the shareholders' meeting.

Article 61. The auditor shall not be a director, staff or employee of the Company, or hold any position in the Company.

Article 62. The auditor has a duty to attend every shareholders meeting that is held to consider the balance sheet, the profit and loss account, and any issues relating to the accounts of the Company in order to clarify the auditing of accounts to the shareholders. The Company shall also submit to the auditor all the reports and documents duly be received by the shareholders at such shareholders meeting.

Chapter 9

Additional Provisions

Article 63. The Company's seal is as affixed below.

(Seal of the Company affixed)

Signed byApplicant for registration

(Mr. Satit Viddayakorn)