



**The Company's Article of Association**  
**M.K. Real Estate Development Public Company Limited**  
**Chapter 5. Meeting of Shareholders**

**Article 27.** The Board shall arrange for an annual general meeting of shareholders to be held within four months after the end of the accounting year of the Company.

Any other shareholders' meetings shall be called "Extraordinary General Meeting". The Board of Directors may call an Extraordinary General Meeting whenever it is appropriate. Or any shareholders holding the aggregate amount of up to one-fifth of all issued shares or at least twenty-five shareholders holding the aggregate amount of up to one-tenth of all issued shares, may request in writing to the Board of Directors for the holding of an Extraordinary General Meeting. The request shall clearly specify the reason for summoning the meeting.

**Article 28.** In calling a shareholder meeting, The Board of Directors shall prepare a written notice of the meeting and shall state the place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable details by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the related opinions of the board of directors. The said notice shall be delivered to the shareholders and the Registrar under the public limited companies law for their information at least seven days prior to the date of the meeting. The notice of meeting shall be also published in a newspaper for three consecutive days at least three days prior to the meeting date.

The meeting of shareholders of the Company shall be held in the area where the office of the Company is located or at any adjacent provinces.

**Article 29.** In a shareholders' meeting, a quorum shall be constituted by at least twenty-five shareholders present in person or by proxy (if any) or half of all shareholders representing up to one-third of all issued shares.

If within one hour from the time fixed for the shareholders' meeting the required quorum is, not constituted, the meeting, if called by a request of shareholders shall be dissolved. If such meeting is not called by the shareholders' request another meeting shall be convened and a notice of the meeting shall be sent to the shareholders not less than seven days. At such meeting, no quorum shall be required.

The Chairman of the Board of Directors shall preside over the shareholders' meeting. In the event that the Chairman is unavailable or unable to perform his/her duties, the Vice-chairman shall act as the presiding Chairman. If the Vice-chairman is unavailable or unable to perform his/her duties, the shareholders present at the meeting shall elect one of their members to be the presiding Chairman.

**Article 30.** In casting votes, each shareholder shall have votes equal to the number of shares held. The solution of the shareholders meeting shall comprise the following votes :

(1) All general cases: Resolutions shall require a majority of the total of votes cast by Share holder present and vote at the meeting. In case the votes are tied, the Chairman of the meeting shall have a casting vote.

(2) In the following events, a vote of three-quarter of all shareholders present and eligible to vote shall be required:

- (a) Sale or transfer of the whole or substantial parts of the business of the company to other persons;
- (b) Purchase or acceptance of transfer of the business of other companies, both public limited company and private company;
- (c) Entry into, amendment to or termination of any contracts with respect to the granting of a lease of the whole or substantial parts of the Company's business assignment of the management of the Company's business to any other persons or amalgamation of the business with any entities for the purpose of profit and loss sharing;
- (d) amendment to the memorandum of association and these Articles;

**Article 31.** An annual general meeting shall include the followings:

- (1) To consider the Board of Director's report showing the Company's performance during the previous year;
- (2) To consider and approve the balance sheet and the statement of profit and loss;
- (3) To consider the allocation of net profit;
- (4) To elect any new director in replacement of the former director who retires by rotation, and specify remuneration;
- (5) To elect the auditor and specify the audit expense;
- (6) To consider other business.

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