

**-Translation-**  
**Regulations of**  
**Business Online Public Company Limited**

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**Section 1**

**General Provisions**

- Item 1 These regulations are called the 'Regulations of Business Online Public Company Limited'.
- Item 2 The word 'Company' in these regulations refers to 'Business Online Public Company Limited'.
- Item 3 Any addition or amendment of any provision herein or of any provision in the Memorandum of Association can be carried out only when approved by at least three-fourths (3/4) of the members of the quorum of the shareholder meeting, who attend the meeting and have the right to vote.
- Item 4 Unless stated otherwise in these regulations, the laws concerning public companies limited and securities and exchange shall apply.

In case where the Company or any of its affiliate makes an agreement to bind the Company with any obligation or has a transaction to acquire or sell properties of the Company or the affiliate in accordance with the definitions in an announcement of the Stock Exchange of Thailand (SET), used for making an agreement to bind the Company with any obligation or to acquire or sell properties of a registered company, as the case may be; the Company should follow the criteria and procedures that concern the same matter, as stated in the announcement.

**Section 2**

**Stock Issuance and Share Transfer**

- Item 5 The stocks of the Company are common stocks that indicate the holders' names, which have to be paid-up with money in the full amount at one time; or have to be paid with assets other than money; or have to be paid with the copyrights to literatures, arts or sciences, patents, trademarks, models or dummies, plans, formulas or recipes or secret techniques, or information concerning experiences in industrial, commercial or scientific works.

The Company has the right to issue preferential shares, debentures, share warrants or any other assets, as allowed by laws concerning securities and exchange.

- Item 6 As for the payment for the share price, a share buyer cannot make any set-off agreement with the Company, except the case where the Company restructures its debts by issuing new shares in order to pay debts to its creditors in accordance with its debt-equity swap project which must be voted in favour for by at least three-fourths (3/4) of the members of the quorum of the shareholder meeting, who attend the meeting and have the right to vote.

The issuance of new shares in order to pay debts under the first paragraph shall be in accordance with the rules and prescription of the ministerial regulations.

- Item 7 The share certificates of the Company must be signed or name printed on by at least one director of the Company's board. However, the Company may assign a stock registrar, as authorized by laws concerning securities and exchange, to sign or print name on the Company's share certificates as a substitute.

- Item 8 The Company may appoint an individual or a juristic person as the stock registrar. If the Company appoints the stock registrar in accordance with laws concerning securities and exchange, the procedures concerning the registration and documentary works of the Company are to be set out by the stock registrar.

- Item 9 Any individual that obtains possession of any share through the decease or bankruptcy of an actual shareholder must submit all the legitimate evidence and proofs of such to the Company. The Company will issue a new share certificate within one month from the day on which the complete proofs and evidence have been submitted to the Company.

In case where any essential content of a share certificate is worn off or faded off, the holder of that share certificate must return the share certificate to the Company so that the Company will issue a new certificate. If a share certificate is lost or damaged, the holder must submit to the Company the report of the loss or damage written by the inquiry police official or other appropriate proofs so that the Company will issue a new certificate within the period set out by applicable laws.

- Item 10 The Company's shares can be freely transferred, provided that all the shares held by aliens must account for no more than 49% of all the Company's sellable and transferable shares. Any share transfer that makes the proportion of alien shareholders' shares exceed the aforementioned proportion will be denied by the Company.

The term 'alien' in these regulations means an 'alien' as defined by laws concerning aliens' businesses.

- Item 11 Share transfer will be completely done when the transferor has endorsed at the back of the share certificate by indicating the names of transferor and transferee and submitted the certificate to the transferee.

Such share transfer can be used as a proof to be shown to the Company when the Company receives an application for share transfer registration; and can be used as a proof to be shown to people outside the Company when the Company has registered the share transfer. Deeming that the share transfer is legal and legitimate, the Company will register the share transfer within fourteen (14) days from the day on which the Company receives the application. If the share transfer is improper, the Company will notify the applicant within seven (7) days.

The transfer of shares sold and bought in stock markets must be compliant with the laws concerning securities and exchange.

- Item 12 The Company cannot hold its own shares or receive its own shares that are pledged to it, except any of the following cases:

- (1) The Company may repurchase its shares from a shareholder who votes against a resolution of the quorum of a shareholder meeting that approves the amendment of the Company's regulation that concerns the right to vote and the right to receive dividends because the shareholder who votes against the resolution deems that he/she receives injustice; or
- (2) The Company may buy its shares back for the purposes of financial management in the case where the Company enjoys accumulated profits and liquidity, and the purchase of its shares is not a case that makes the company face any financial problem.

The shares held by the Company are not regarded as members of the quorum of a shareholder meeting and provide no right to vote and no right to receive dividends.

The Company must sell out the shares that the Company buys back as described in the preceding Paragraph within the period of time determined by the company in the share re-purchase project of the company. If the Company is unable to sell out the shares that the Company bought back within the period of time determined, the Company will reduce the paid-up capital by eliminating the unsold registered shares.

The re-purchase of shares and the sale of repurchased shares, the elimination of the repurchased shares, the determination of amount and repurchase price or

shares and sale price of repurchased shares or any other case concerning the re-purchase of shares must be in accordance with the related Ministerial Regulations. In the case where the Company's shares are registered properties in Stock Exchange of Thailand (SET), the Company must adhere to SET's regulations, announcements, orders or restrictions.

The re-purchase of shares that does not exceed ten percent (10%) of the paid-in capital can be approved by the directors of the Company's board. If the re-purchase of shares exceeds ten percent (10%) of the paid-in capital, the Company must receive approval from the majority of the members of the quorum of the shareholder meeting, who attend the meeting and have the right to vote, and the Company will repurchase its shares within one (1) year from the day on which the resolution is given.

- Item 13 In case of preferential shares, a shareholder of preferential shares, who decides to transform such shares into common shares, must submit a share transform application and return the share certificate (s) back to the Company.

The share transform in Paragraph 1 will be effective from the day of application submission. The Company must issue a new share certificate to the applicant within fourteen (14) days from the day of application submission.

- Item 14 During the period of twenty-one (21) days before a shareholder meeting, the Company may close its registration book and stop the registration of share transfers provided that the company has shown proclamations at its headquarters and all of its branch offices for no less than fourteen (14) days before the day that the registration of share transfers is stopped.

### **Section 3**

#### **Company's Board of Directors and Directors of the Company's Board**

- Item 15 The Company has a board of directors with at least five (5) directors. The directors of the board shall elect one from among their own number as the chairman of the board. The directors may also choose the vice chairman and members of other positions as deemed appropriate. At least a half of all the directors must have domiciles in Thailand.
- Item 16 Directors of the Company's board need not be shareholders of the Company.
- Item 17 The quorum of a shareholder meeting shall appoint directors of the Company's board in accordance with the following criteria and procedure:
- 1) A shareholder has votes in the same number of the shares he/she holds;

- 2) Each shareholder can give his/her votes for selecting a person or many people to be directors; in case where a shareholder chose many people to be directors, the shareholder cannot vary the number of the votes (scores) for each nominee; and
- 3) The people who receive the most votes are the directors; the number of the directors are in accordance with the predetermined one; if there are two nominees with equivalent votes for only one available director position, the chairman of the meeting shall cast the deciding vote.

Item 18 In an annual general meeting, at least one-third (1/3) of the directors must be discharged. If the number of the directors cannot be divided into three groups, the number of discharged directors must be as close as one-third (1/3) as possible.

The directors to be discharged from their positions in the first and second years are chosen from a draw of names. As for the latter years, the directors who hold the positions longer than others must be discharged.

The discharged directors can be chosen to be directors again.

Item 19 Apart from the discharge at the end of the term, a director's position may end in case of any of the following events:

- 1) Death,
- 2) Resignation,
- 3) Lack of proper qualities or possession of unfavorable traits in accordance with laws concerning public companies limited,
- 4) Resolution of the quorum or a meeting, and
- 5) Court order.

Item 20 A director can resign from the position by submitting a resignation letter to the Company. The resignation will be effective from the day on which the resignation letter reaches the Company.

A director who resigns according to Paragraph 1 may notify his or her resignation to the registrar of public companies.

Item 21 In case where a director position is unoccupied by dint of any cause other than the natural end of the term, the remaining directors may choose an individual with appropriate qualities and without unfavorable traits in accordance with laws concerning public limited companies to fill in the unoccupied position for the latter board meetings, except the case where the term of the missing director will end in less than two (2) months.

The person who fills the unoccupied director position will hold the position only for the remaining period of the term of that director.

The resolution of the board in Paragraph 1 must be endorsed by at least three-fourths (3/4) of the remaining directors.

- Item 22 In a case where all the directors of the board are discharged, the discharged directors must hold their positions in caretaking capacity in order to run the company's businesses as long as necessary until the new board is appointed, unless ordered otherwise by the court in case where the discharge is ordered by the court.

The discharged board of directors has to hold a shareholder meeting in order to appoint a new board within one (1) month from the day on which the board is discharged by sending appointment letters to all shareholders at least fourteen (14) days before the meeting day prior to the meeting date and advertise the meeting notices in newspapers or via electronic media through a website that is generally accessible or in accordance with rules prescribed by the Registrar not less than three (3) days before the meeting date. The advertisements must be made for at least three (3) consecutive days.

The Board of Directors may send the meeting notice to the shareholders by electronic means if the shareholder has requested or giving consent in writing or given consent by electronic means according to channels, methods and within the period specified by the company, or according to the rules prescribed by the Registrar and applicable laws.

- Item 23 The quorum of a shareholder meeting may resolve that a director has to be discharged before his/her term ends if least three-fourths (3/4) of the members of the quorum of the shareholder meeting, who attend the meeting and have the right to vote, and collectively hold at least a half (1/2) of the shares held by shareholders attending the shareholder meeting and have the right to vote, vote for the discharge.

- Item 24 The directors of the board are responsible for the management and implementation of all the businesses of the Company and possess power to take actions within legal limitations and in accordance with the Company's objectives and regulations, and resolutions of the quorum of a shareholder meeting.

The directors of the board may assign a particular person or many people to work on a task instead of the board.

Item 25 The Board of Directors of the Company must meet at least one (1) time every three (3) months at the area of the Company's headquarters or nearby province or at any other places in the Kingdom as determined by the Chairman of the Board.

The meeting of the committee under Paragraph 1 may be conducted via electronic media as provided in the law on electronic conferencing. In such a case, the location of the company's head office shall be deemed the meeting place.

Item 26 The chairman of the board shall call the meeting of the board of directors.

When there is a reasonable cause or to protect the rights or benefits of the company, two or more directors may jointly request the Chairman of the Board to call a meeting of the Board of Directors. The subject and reason to be proposed to the meeting must also be specified. In such case, the chairman shall call and schedule the meeting within fourteen (14) days from the date of receiving the request.

In case the Chairman fails to comply with the second paragraph, Requesting members may jointly call and schedule a meeting of the Board of Directors to consider the requested matter within fourteen (14) days from the date of expiration of the period under the second paragraph.

Item 27 In the absence of the Chairman for any reason The Vice-Chairman shall be the person to call the meeting of the Board of Directors. In the absence of the Vice Chairman for any reason, two or more directors may jointly call a meeting of the Board of Directors.

Item 28 In summoning a meeting of the Board of Directors, notice of the meeting shall be sent to the directors at least three (3) days prior to the meeting, except in case of urgent necessity to preserve the rights or benefits of the Company, the meeting may be notified via electronic means, or any other means, and the date of the meeting maybe scheduled earlier.

The Board of Directors may send meeting invitations to the directors by electronic means, if the director has requested or given consent in writing or given consent by electronic means according to channels, methods and within the period specified by the company, or according to the rules prescribed by the Registrar and the applicable laws.

Item 29 A board meeting must be attended by at least half of all the directors of the board to form a proper quorum.

In case where the chairman of the board is absent or cannot perform tasks and if there is the vice chairman, the vice chairman can preside over the meeting instead of the chairperson. If there is no vice chairman or there is but he/she cannot perform tasks, the directors at the meeting can choose any from among their own number to preside over the meeting.

Item 30 Any resolution of the quorum of a board meeting must be decided by the majority vote of the attendants.

A director has one vote. However, a director who has some stakes in a matter cannot give vote to that matter. In case where a matter receives equal number of votes, the president of the meeting can give another vote to finalize the result.

Item 31 Concerning the number or names of directors who are authorized to sign documents to bind the Company with any obligation, two directors can sign documents together and affix the Company's official seal on such documents. The quorum of a board meeting or directors with power may stipulate the directors who are authorised to sign documents to bind the company with obligations.

Item 32 Any and all directors of the board are prohibited to own or run any business that has the same nature as and competes with the Company's businesses; or to be a partner of an ordinary partnership, or a partner without limitation in responsibilities of a partnership limited, or a director in any other private or public company that has the same nature as and competes with the Company's businesses, except the case where the director or directors have notified the quorum of a shareholder meeting, which resolves that the director or directors are allowed to do so.

Item 33 A director must hastily notify the Company if he/she has a direct or indirect stake emerging in a contract or agreement that the Company makes; or shares or debentures increasing or decreasing in the Company or any of its affiliate.

Item 34 Under the provisions of public limited companies laws, the directors of the board have the power to sell or pledge any of the Company's immovable properties, or lease any of the Company's immovable properties, for the period over three (3) years, or to reach settlement of lawsuits, or file a charge to a court or present any dispute to the arbitrator.



- Item 35 Bonuses and remunerations for the directors of the board must be determined by the quorum of a shareholder meeting.

Directors can receive from the Company the remunerations in the forms of monetary rewards, allowances for meetings, bonuses or any other kind of remuneration in accordance with the regulations or the determination of the quorum of a shareholder meeting, which might be fixed for all cases, or set case by case under certain criteria, or fixed until there is a change. In addition, directors of the board are also subject to all allowances and welfares in accordance with the Company's regulations.

The provisions in the preceding Paragraph do not affect the rights of the Company's employees or staff members who are chosen to be directors to receive remunerations and privileges as the Company's employees or staff members.

The payment of remunerations in Paragraph 1 and Paragraph 2 must not contradict the retention of the qualities of independent directors as prescribed by securities and exchange laws.

#### **Section 4**

#### **Shareholder Meetings**

- Item 36 A shareholder meeting must be held in the area of the Company's headquarters or in a nearby province or at any other place determined by the board.

The shareholders of meeting under the Paragraph 1 may be conducted via electronic media as provided in the law on electronic conferencing. In such a case, it shall be deemed that the head office of the company is the meeting place.

- Item 37 There must be at least one shareholder meeting per annum. This meeting is called the 'general meeting', which must be held within four (4) months after the end of the fiscal year of the Company.

Any other shareholder meeting is called an 'extraordinary meeting

One or more shareholders holding shares in the aggregate number of not less than ten percent of the total number of shares sold may, by subscribing their names, make an petition in writing for the board to call a shareholder meeting as an extraordinary meeting at any time. However, the matter and reason for the meeting request must be clearly stated in the petition. In such a case, the board must call a shareholder meeting within fourteen days from the receipt of the petition.

In case the board of directors fails to arrange for the meeting within such period under paragraph three, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five days from the date of expiration of the period under paragraph three. In such case, the meeting is deemed to be

shareholders' meeting called by the board of directors and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In the case where, at the meeting called by the shareholders under paragraph four, the number of the shareholders presented does not constitute quorum as prescribed by Clause 38, the shareholders under paragraph four shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

- Item 38 In an invitation letter for a shareholder meeting, the board must clearly indicate in the invitation letter the place, date, time and agenda of the meeting, and issues to be reported to the quorum of the meeting with appropriate details by clearly indicating whether each of the reported issues is for acknowledgment, approval, or consideration, together with the board's opinions towards such matters. The invitation letters must be sent to all shareholders and the public limited company registrar at least seven (7) days before the meeting day, and advertising the meeting in a newspaper or by electronic means via a generally accessible website or by any other means prescribed by the registrar or applicable laws for at least three (3) days before the meeting day. The advertisements must be made for at least three (3) consecutive days.

Delivery of meeting notices to shareholders may be performed by electronic means, if the shareholder has requested or giving consent in writing or give consent by electronic means according to channels, methods and within the period specified by the company, or according to the rules prescribed by the Registrar.

- Item 39 A shareholder meeting must be attended by at least twenty-five (25) or a half of all shareholders or shareholders' proxies (if any), and the total shares must amount to one-third (1/3) of all the sellable shares of the Company in order to constitute a quorum.

For a shareholder meeting that has passed the appointed time by one (1) hour but does not have enough attendants to constitute a quorum as stated before, if the meeting is requested by shareholders, it will be cancelled. If the meeting is not held because of shareholders' request, the meeting has to be postponed to a new appointed date. The invitation letters must be sent to all shareholders at least seven (7) days before the new meeting day. The number of attendees at this new meeting need not constitute a quorum.

Delivery of meeting notices to shareholders may be performed by electronic means, if the shareholder has requested or giving consent in writing or give consent by electronic means according to channels, methods and within the period specified by the company, or according to the rules prescribed by the Registrar and applicable laws.

Item 40 A shareholder can grant proxy to any other person to attend a shareholder meeting and cast votes in place of the shareholder. The proxy must be done through a letter of proxy signed by both the shareholder and the proxy in the format set out by the public limited company registrar. The letter of proxy must be submitted to the chairman of the board or any other person appointed by the chairman, at the meeting place, before the proxy attends the meeting. The letter of proxy must at least include the following information.

- A. Number of shares held by the proxy grantor,
- B. Name of the proxy/ies, and
- C. The meeting(s) that the proxy is authorized to attend and to give votes.

The proxy under the one paragraph may be made by electronic means instead, provided that the proxy is secure and reliable that the proxy is made by the shareholder, in accordance with the rules prescribed by the Registrar. In regard to sending, receiving and storage of documents related to proxy by electronic means, the company will proceed in accordance with the rules prescribed by the electronic transaction law.

Item 41 A shareholder meeting must be run in the order of the agenda in the invitation letter, except if the quorum of the meeting resolves that the order of the agenda must be changed. The resolution must be supported by at least two-thirds (2/3) of the attendants.

After all the agenda of a meeting in the invitation letter have been considered, shareholders whose shares collectively amount to at least one-third (1/3) of all the sellable shares of the Company may ask the quorum of the meeting to consider any agenda other than the agenda in the invitation letter.

In case where the quorum of a meeting does not finish considering the agenda in the invitation letter or the additional agenda proposed by shareholders, and the consideration of such agenda have to be postponed, the quorum shall determine the place, date and time for the next meeting; and ask the board of the Company to send to all shareholders the invitation letters with place, date, time and agenda of the meeting at least seven (7) days before the meeting day, and advertising the meeting on a newspaper or via electronic media through a website that is generally accessible or in accordance with prescribed by the Registrar not less than three (3) days before the meeting day. The advertisements must be made for at least three (3) consecutive days.

Delivery of meeting notices to shareholders may be performed by electronic means if the shareholder has requested or given consent in writing or given consent by electronic means according to channels, methods and within the period specified by the company, or according to the rules prescribed by the Registrar and applicable laws.

Item 42 The chairman of the Company's board will preside over a shareholder meeting. In case where the chairman of the board is absent or cannot perform tasks and if there is the vice chairman, the vice chairperson can preside over the meeting instead of the chairperson. If there is no vice chairman or the chairperson cannot perform tasks, the shareholders at the meeting can choose any of their own number to preside over the meeting.

Item 43 In a shareholder meeting, a shareholder has the votes in the number equivalent to the shares he/she holds in the ratio of one vote per share.

In a case where a shareholder has a stake in a particular matter, that shareholder will have no right to give vote to that matter, except the vote in the election of the directors of the board.

Item 44 The voting to any resolution or any approval for any activity in a shareholder meeting must be supported by the majority of the shareholders who attend the meeting and have right to vote, except prescribed otherwise in these regulations, or stated otherwise by applicable laws. As for any of the following cases, it must receive at least three-fourths (3/4) of all votes by the shareholders who attend the meeting and have right to vote:

- A. The sale or transfer of all or a significant portion of the Company's businesses to another party,
- B. The purchase or acquisition of a business of another public limited company or a private company,
- C. The making, amendment or termination of a contract or agreement related to the lease of all or some of the company's significant businesses, the assignment for any other party to manage a business of the Company, or the establishment of a joint venture or a consortium with another party's business with the objective to share profits and losses,
- D. The amendment of the memorandum of association or the regulation of the Company,
- E. A capital increase or reduction,
- F. Issuance of debentures, or
- G. A merger or the dissolution of the Company.

**Section 5**  
**Capital Increase and Reduction**

Item 45 The Company may increase its capital through the issuance of new shares, with the resolution from the quorum of a shareholder meeting with at least three-fourths (3/4) of all votes by the shareholders who attend the meeting and have right to vote.

Item 46 The Company may sell all or some of its increased shares; and sell the shares to the shareholders in the proportion of the shares held by each shareholder or sell all or some of its increased shares to other people or parties, in accordance with the resolution of the quorum of a shareholder meeting.

Item 47 The Company may deduct its registered capital by reducing the value per share of its shares or reducing its shares, with the resolution from the quorum of a shareholder meeting with at least three-fourths (3/4) of all votes by the shareholders who attend the meeting and have right to vote.

The Company cannot reduce its shares to less than one-fourth (1/4) of all of its shares, except in the case where the Company has the accumulated loss and has compensated for the accumulated loss as prescribed by the applicable laws, but still bears the accumulated loss. In that case, the Company can reduce its shares to less than one-fourth (1/4) of all of its shares.

However, the reduction of shares to less than one-fourth (1/4) of all shares as stated in Paragraph 2 must receive the resolution from the quorum of a shareholder meeting with at least three-fourths (3/4) of all votes by the shareholders who attend the meeting and have the right to vote.

Item 48 Resolving to reduce the capital, the company must notify its resolution to all of its known creditors within fourteen (14) days from the day on which the quorum of a shareholder meeting reaches the resolution. The objection letter must be sent back to the company within two (2) months from the day on which the notification is received. The resolution must also be advertised in a newspaper or via electronic media through a website that is generally accessible or in accordance with prescribed by the Registrar within fourteen (14) days. The advertisements must be made for three (3) consecutive days.

### **Section 6** **Dividend and Reserved Fund**

Item 49 The announcement of the permission for dividend payment is prohibited, except with the resolution of the quorum of a shareholder meeting or resolution of the Company's board to pay the interim dividend.

The payment of the dividend must be notified in writing to all shareholders and advertised on a newspaper or via electronic media through a website that is generally accessible or in accordance with prescribed by the Registrar for three (3) consecutive days. The dividend payment shall be made within one (1) month of such resolution.

Item 50 The Company's board may pay interim dividends to shareholders from time to time when it is apparent to the board that the Company has made enough profits to do so. After the dividend is paid, the payment of the dividend must be reported to the quorum of the following shareholder meeting.

Item 51 The dividend is divided by shares in the justified proportion, except determined otherwise herein for preferential shares.

Item 52 The Company must allocate at least five percent (5%) of its net profits after the accumulated loss (if any) for the reserved fund until the reserved fund reaches no less than ten percent (10%) of the registered capital.

Apart from the aforementioned reserved fund, the Company's board may ask the quorum of a shareholder meeting to resolve the allocation of any other reserved fund that is deemed to be beneficial for the Company's businesses.

After the quorum of the shareholder gives the aforementioned resolution, the Company may use the other reserved fund, the reserved fund ordered by applicable laws, and the reserved fund for premiums on shares, respectively, for compensating the accumulate loss.

### **Section 7** **Debentures**

Item 53 The money borrowing that the Company conducts through the issuance of debentures to be sold to other people or parties must comply with securities and exchange laws.

The resolution for the issuance of debentures in Paragraph 1 must be from at least three-fourths (3/4) of all votes by the shareholders who attend the meeting and have the right to vote.

### **Section 8** **Book, Account and Account Audit**

Item 54 The fiscal year of the Company begins on 1<sup>st</sup> January and ends on 31<sup>st</sup> December of each year.

Item 55 The Company's board must arrange the making, retention and audit of its account in the proper manner as prescribed by applicable laws.

Item 56 The Company's board must arrange the making of the balance sheet and the profit and loss account once every twelve months of a fiscal year.

Item 57 The Company's board must arrange the making of the balance sheet and the profit and loss account as at the end of a fiscal year of the Company, which will be reported to the shareholders in the annual ordinary meeting for approval. The board must have account auditors complete the account audit works, the outcomes from which are reported to a shareholder meeting.

- Item 58 The Company's board must submit the following documents and the invitation letter for the annual ordinary meeting to each of all shareholders:
- (1) A photocopy of the balance sheet, and profit and loss account audited by account auditors, and the report from account auditors; and
  - (2) The annual report by the Company's board and all documents appended to the report.
- Item 59 The Company's board must arrange the making of the register of directors of the board, meeting minutes for all board meetings and shareholder meetings, and the records of all agenda of all meetings, which can be used as references or proofs. These documents must be kept at the Company's headquarters, or be assigned to be kept, by any person, in the area of the Company's headquarters or in any nearby province, provided that the public limited company registrar is notified.
- Item 60 The account auditors must be appointed by the quorum of the annual ordinary meeting on an annual basis. The quorum of the meeting may appoint the account auditors whose terms have expired to work as auditors again.
- Item 61 The remunerations that account auditors should receive are determined by the quorum of a shareholder meeting.
- Item 62 Any of the Company's directors, employees, staff members or workers who is on duty cannot be appointed to be an account auditor.
- Item 63 The account auditors must attend the shareholder meetings in which a balance sheet and a profit and loss account, and problems concerning the account of the Company are considered, in order to explain the account audit works to the quorum of the meeting. The Company also must send the Company's reports and documents that all shareholders of the Company should receive in the shareholder meeting to account auditors.

**Section 9**  
**Additional Section**

- Item 64 The official seals of the Company are as follows:
- (1) Seal 1, which is to be affixed on documents used for contacting governmental agencies, and on ordinary documents of the Company.



(2) Seal 2, which is to be affixed on the Company's financial documents.

