



**Thaifoods Group Public Company Limited** No.1010 Shinawatra Tower 3  
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Registration Number: 0107557000292

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## Articles of Association

### Chapter 6

#### Meeting of Shareholders

**Section 31.** The Board of Directors shall hold an annual general meeting of shareholders within four (4) months from the end date of the accounting period of the Company.

Meetings of shareholders other than annual general meetings shall be called extraordinary general meetings. The Board of Directors may call an extraordinary general meeting any time the Board considers it expedient to do so.

Shareholders holding shares in aggregate not less than one-fifth (1/5) of the total number of shares sold, or at least twenty-five (25) shareholders holding shares in aggregate not less than one-tenth (1/10) of the total number of shares sold, may at any time collectively submit a letter requesting the Board of Directors to call an extraordinary general meeting, provided that reasons for such request must be clearly specified in the said letter, and the Board of Directors shall convene the meeting of shareholders within one (1) month from the date of receipt of such letter from the shareholders.

**Section 32.** In calling a meeting of shareholders, the Board of Directors shall issue a notice of meeting, specifying the location, date, time, agenda, and matters to be proposed to the meeting together with reasonable details, stating clearly whether such matters will be for acknowledgement, for approval, or for consideration, as the case may be including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders and the registrar for their information not less than seven (7) days prior to the date of the meeting. Publication of notice of the meeting shall also be made in a newspaper at least three (3) days prior to the date of the meeting.

The shareholders meeting may be held at the locality in which the Company's head office is situated or any other place determined by the Board of Directors.

**Section 33.** In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at the meeting in a number of not less than twenty-five (25) or not less than one-half of the total number of shareholders holding shares in aggregate amount of not less than one-third (1/3) of the total number of shares sold.

At a meeting of shareholders, if after one hour from the time scheduled for the meeting, the number of shareholders present is insufficient to form a quorum, if such meeting was convened at the request of shareholders, it shall be cancelled. If such meeting was not convened at the request of shareholders, it shall be called again and

the notice of meeting shall be sent to the shareholders not less than seven (7) days before the date of the meeting. In the latter meeting, a quorum is not required.

**Section 34.** The Chairman of the Board of Director shall preside over the meeting of shareholders. In the case where the Chairman is not present or unable to perform his duty, the Vice-Chairman shall preside over the meeting. If there is no Vice-Chairman, or the Vice-Chairman is unable to perform his duty, the shareholders present at the meeting may elect one of their number to chair the meeting.

**Section 35.** In casting votes, one share shall be entitled to one vote. Any 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. The resolution of the meeting of shareholders shall consist of the following votes:

- (1) In normal cases, the majority of votes of shareholders who attend the meeting and cast votes. In case of an equality of votes, the Chairman of the meeting shall have a casting vote.
- (2) In the following cases, a resolution shall be passed by votes of not less than three-fourths (3/4) 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 a substantial part of the business of the Company to other persons;
  - (b) The purchase or acceptance of transfer of the business of private companies or other public companies by the company;
  - (c) The entry into, amendment or termination of contracts with respect to the leasing out of the whole or a substantial part of the business of the Company, the assignment to any other persons to manage the business of the Company or the amalgamation of the business with other persons with the objective towards profit and loss sharing;
  - (d) The amendment of the Memorandum of Association or Articles of Association;
  - (e) The increase or decrease in the Company's capital;
  - (f) The dissolution of the Company;
  - (g) The issuance of debentures of the Company;
  - (h) The amalgamation of the Company with another company

**Section 36.** Business to be transacted at an annual general meeting are as follows:

- (1) To acknowledge the report of the Board of Directors on the Company's operating results in the preceding year;
- (2) To consider and approve the balance sheet and profit and loss statement;
- (3) To consider the appropriation of profits and the payment of dividend;
- (4) To consider and approve the appointment of directors to replace those who are retiring by rotation;
- (5) To consider and approve directors' remuneration;
- (6) To consider and approve the appointment of auditors and their remuneration;  
and
- (7) Other business.