

(TRANSLATION)

ARTICLES OF ASSOCIATION  
OF  
SRI TRANG AGRO-INDUSTRY PUBLIC COMPANY LIMITED

CHAPTER I  
GENERAL PROVISIONS

Article 1. These Articles of Association shall be called the Articles of Association of Sri Trang Agro-Industry Public Company Limited.

Article 2. The word “Company” herein means the “Sri Trang Agro-Industry Public Company Limited”.

Article 3. Matters not dealt with herein shall be construed and governed by the provisions of the law relating to public limited companies in all respects. If the Company becomes listed on the Stock Exchange of Thailand, the provisions of the Securities and Securities Exchange Act shall also be applicable.

Article 4. These Articles of Association shall have effect as of the date they are adopted as Articles of Association at a meeting of shareholders.

CHAPTER II  
ISSUANCE OF SHARES

Article 5. All shares of the Company shall be ordinary shares having equal par value and in the form of a named certificate.

Shares of the Company must be fully paid up in one single payment in money or in kind other than money. Subscribers or shareholders shall not offset any debts with the Company.

The Company may issue preference shares, debentures, convertible debentures, and other securities under the laws governing securities and exchange. Preference shares (if any) shall convert to ordinary shares provided that the preference shareholders submit a request as determined by the Company to the Company together with the return of the old share certificate.

Article 5 bis The Company's share is indivisible. If two or more persons subscribe for or hold one share or several shares jointly, those persons shall be jointly liable for the payment on shares

and any amount in excess of the par value of such shares, and shall appoint only one among themselves to exercise the rights as a subscriber or shareholder, as the case may be.

Article 6. Share certificates of the Company are named certificates only and must be signed by at least one Director and affixed with the common seal of the Company. However, the Directors may authorize the Registrar of Shares under the law relating to securities and securities exchange to append or print signature on their behalf.

Article 7. In the case of issuance of preference shares, the total number of issued preference shares shall not exceed the total number of issued ordinary shares issued at any time. Preference shareholders shall have the same rights as the ordinary shareholders as regards receiving of notices, reports and balance sheets and attending general meetings of the Company, and preference shareholders shall also have the right to vote at any meeting convened.

The Company has the power to issue further preference shares ranking equally with, or in priority to, preference shares already issued.

Article 8. The Company will issue share certificates to the shareholders within 2 months from the date the Registrar effects registration of the Company or from the date of receiving full payment for the shares in the event of a sale of newly-issued shares subsequent to the registration of the Company.

Article 9. In the case that a share certificate is damaged or materially defaced, the shareholder may request the Company to issue a new share certificate by returning the old one.

In the case that a share certificate is lost or destroyed, the shareholder must produce a report of such to the investigation officer or other proper evidence to be shown to the Company.

The Company will issue the new share certificates to the shareholders within the specified period as required under applicable laws and regulations. The Company may charge a fee for the issuance of a new share certificate to replace the old one, provided that the fee shall not be more than the rate as specified under applicable laws and regulations.

Article 9 bis In case of the death or bankruptcy of a shareholder of the Company resulting in other persons being entitled to the shares, if such persons have produced lawful and complete evidence of entitlement, the Company shall register them in the shareholder register and issue new share certificates to them within one month of the date of receipt of complete evidence.

Article 10. The Company shall not own its shares or take them in pledge, except for the following:

- (1) The Company may repurchase its shares from the shareholders who vote against a resolution of the shareholders meeting for making an amendment to the Articles of Association regarding the rights of voting and the rights to receive a dividend, if those shareholders who vote against such resolution think it is not fair to them.
- (2) The Company may repurchase its shares for the purpose of financial management in the case that the Company has an accumulated profit and excess liquidity and such repurchase will not cause financial trouble for the Company.

The shares being held by the Company due to repurchase will neither be counted to form a quorum of the shareholders meeting nor be eligible to vote and receive dividend payments.

The repurchase of shares, the disposal of the repurchased shares and the cancellation of the repurchased shares shall be made in accordance with the rules and procedures set out in the laws on public limited companies and the relevant laws.

A repurchase of shares shall be approved by the shareholders meeting, except that a repurchase of shares in an amount of not more than 10 percent of the paid-up capital shall be approved by the board of directors.

### CHAPTER III TRANSFER OF SHARES

Article 11. The Company's shares shall be freely transferable, except for any transfer which causes non-Thai nationals at any time to hold an amount exceeding 49 percent of the total number of shares sold.

Article 12. A transfer of shares shall be valid when the share certificate is endorsed by the transferor by specifying the name of the transferee, signed by both the transferor and the transferee and delivered to the transferee.

A transfer of shares shall be valid as against the Company when the Company has received the application for its registration and shall be valid as against the outsiders when the Company has effected its registration

Upon finding it to be proper according to law, the Company shall effect registration of the transfer of shares within 14 days from the date of receiving the application. If the transfer of shares is not proper, the Company shall notify the applicant of such within 7 days.

Article 13. In case he wishes to obtain a new share certificate, a transferee of shares shall make application to the Company in writing, which shall be signed by the transferee and one witness,

and surrender the old share certificate to the Company. In which case, the Company shall effect registration of the transfer of shares within 7 days and issue the new share certificate within 1 month from the date of receiving the application.

Article 14. If and when the Company becomes listed on the Stock Exchange of Thailand, if the law relating to securities and securities exchange establishes otherwise form, procedures and validity for the transfer of shares, any transfer of shares of the Company shall conform to the law relating to securities an securities exchange.

#### CHAPTER IV BOARD OF DIRECTORS

Article 15. Directors shall be natural persons. The number of members of the Board of Directors of the Company shall be determined by a shareholders meeting but shall be not less than five persons and not less than one-half of the total number of Directors must reside within the Kingdom of Thailand.

The Board of Directors may authorise any one or several persons to carry out any act on behalf of the Board of Directors but may not authorise the Board of Directors or any other persons to act for them in the capacity of Directors.

The Board of Directors may appoint one or more Managing Director(s) for a period of time, which may be stipulated by the Board of Directors. Where an appointment is for a fixed term, such term shall not exceed five years. The Managing Director(s) shall at all times be subject to the control of the Board of Directors. The Board of Directors may confer upon the Managing Director(s) powers, as the Board of Directors deem appropriate, provided that such powers are not by law, or by the Articles of Association, required to be exercised by the shareholders.

Article 16. Directors shall be elected at a meeting of shareholders in accordance with the following rules and procedures:

- (1) Each shareholder shall have one vote for each share of which he is the holder.
- (2) Each shareholder must use all of his votes in (1) to elect one or several persons as Directors and may not allocate the votes in favor of any one person at any great or small number.
- (3) The persons who win the highest votes, in order of highness, shall be elected Directors at equal to the number of Directors to be elected at that time. In case there are persons who are elected at a succeeding level with an equal number of votes at a

number exceeding the number of Directors to be elected at that time, the chairman shall decide.

Article 17. At each annual ordinary meeting, one-third of the Directors or, if their number is not a multiple of three, the number nearest to one-third shall retire from office.

The Directors to retire from office in the first and the second years after registration of the Company shall draw lots. In the subsequent years, the Directors who are longest in office shall retire.

Article 18. Other than retirement from office by rotation, a Director vacates office upon-

- (1) death;
- (2) resignation;
- (3) lacking qualifications or possessing prohibited description according to Section 68 of the Public Limited Companies Act B.E.2535;
- (4) dismissal by resolution of a meeting of shareholders under Article 21;
- (5) dismissal by a court order.

Article 19. Any Director wishing to resign from office shall tender his resignation to the Company. The resignation shall have effect on the day the letter of resignation reaches the Company.

A Director who resigns under paragraph one may as well notify the Registrar of his resignation.

Article 20. Where a vacancy occurs in the Board of Directors otherwise than by rotation, the Board of Directors shall elect a person who is qualified and does not possess any prohibited description according to Section 68 of the Public Limited Companies Act B.E.2535 as the replacement Director at the following meeting of Directors, except where the remainder of the duration of office of the Directors is less than two months. The replacement Director may retain his office only for the remainder of the duration of office of the Director whom he replaces.

The resolution of the Board of Directors under paragraph one must be supported by a vote of not less than three-fourths of the number of subsisting Directors.

Article 21. Shareholders in meeting may resolve to remove any Director from office prior to rotation by a vote of not less than three-fourths of the number of shareholders who are present at the meeting and are entitled to vote and representing an aggregate number of not less than one-half of the number of shares held by the shareholders who are present at the meeting and are entitled to vote.

Article 22. A Director need not be a shareholder of the Company.

Article 23. The Board of Directors shall elect one Director as Chairman of the Board of Directors.

Where they consider it proper to do so, the Board of Directors may elect one or several Directors as Vice-Chairmen of the Board of Directors. The Vice-Chairmen of the Board of Directors shall have duties according to the Articles of Association in respect of the missions delegated to them by the Chairman of the Board of Directors.

Article 24. The quorum necessary for the transaction of business at a meeting of the Board of Directors shall be not less than one-half of the total number of Directors. In case the Chairman of the Board of Directors is not present at the meeting or is incapable of acting; if there is a Vice-Chairman of the Board of Directors, the Vice-Chairman of the Board of Directors shall take the chair; if there is no Vice-Chairman of the Board of Directors, or if there is a Vice-Chairman of the Board of Directors but he is incapable of acting, the Directors present shall elect one Director as chairman of the meeting.

All decisions of a meeting shall be passed by a majority of votes.

Each Director shall have one vote, except that a Director who is interested in a business is not entitled to vote in respect of that business. In case of an equality of votes, the chairman of the meeting shall have an additional vote as the casting vote.

Article 25. In summoning a meeting of the Board of Directors, the Chairman of the Board of Directors or his assignee shall send the notice of the summoning of the meeting to the Directors at not less than seven days in advance of the date appointed for the meeting, except that, in case of emergency in order to protect the rights or benefits of the Company, he may make appointment for such meeting by other method and appoint the date therefor at sooner than that.

Article 26. The number of Directors to sign binding the Company shall be two Directors signing jointly under the common seal of the Company. The Board of Directors shall have power to name the Directors who are authorized to sign binding the Company.

Article 27. The Directors must perform their duties in accordance with the laws and the objects and Articles of Association of the Company, as well as the resolutions of the meetings of shareholders.

Article 28. No Director shall engage in any business or become a partner with unlimited liability or a director of any other private company that is similar in nature to and competes with the business of the Company, except where such was notified to the meeting of shareholders prior to the passing of the appointment resolution.

Article 29. A Director must notify the Company of such if he has an interest in any contract made with the Company or holds more or less shares or debentures in the Company or a subsidiary company during an accounting period.

Article 30. The Board of Directors of the Company shall meet once at least in every 3 months in the locality in which the principal office or a branch office of the Company is situated or in a nearby province or at any other place as designated by the Board of Directors.

Article 31. Subject to the public limited company law, the Directors have power to sell or mortgage any immovable property of the Company or to let any immovable property of the Company for more than three years or to make a gift or compromise or file a lawsuit to a court or refer a dispute to arbitration.

Article 32. The Board of Directors shall have power to lay down rules and regulations, fix the salaries of the managers, officers and employees of the Company or the rewards to those who assist in the business of the Company and give orders as it may deem fit. In this connection, the Board of Directors may as well delegate any power to the Managers or the Managing Directors appointed from among the Directors.

Article 32 bis A Director shall have the right to receive remuneration from the Company in the form of rewards, meeting allowances, gratuity, bonus or other benefits in accordance with the approval of the shareholders meeting. This may be prescribed in a fixed amount, or in accordance with rules applicable to the Company and may be periodically fixed or permanently fixed until changed. Moreover, a Director shall have a right to receive the allowance and welfare according to the Company's rules.

The ordinary fees of the directors shall from time to time be determined by a resolution passed at a general meeting by shareholders holding not less than two-thirds of the total number of voting rights of the shareholders present at the meeting and shall not be increased except pursuant to a resolution passed at a general meeting by shareholders holding not less than two-thirds of the total number of voting rights of the shareholders present at the meeting where notice of the proposed increase shall have been given in the notice convening the general meeting and shall (unless such resolution otherwise provides) be divisible among the directors as they may agree, or failing agreement, equally, except that any director who shall hold office for part only of the period in respect of which such fees is payable shall be entitled only to rank in such division for a proportion of fees related to the period during which he has held office.

The fees in the case of a Director other than an Executive Director shall be payable by a fixed sum and shall not at any time be by commission on or percentage of the profits or turnover, and

no Director whether an Executive Director or otherwise shall be remunerated by a commission on or percentage of turnover.

The provisions in this Article shall not affect the right of the Director appointed from the staff members or employees of the Company to receive remuneration and benefit in his/her capacity as an employee of the Company.

Article 32 ter The Board of Directors may from time to time determine the scope of the borrowing powers of the Board of Directors.

## CHAPTER V MEETINGS OF SHAREHOLDERS

Article 33. The Board of Directors shall arrange for a meeting of shareholders to be held as annual ordinary meeting within four months from the ending date of each accounting period of the Company.

All other meetings of shareholders shall be called extraordinary meetings. The Board of Directors may summon an extraordinary meeting of shareholders whenever they think fit or one or more shareholders holding the aggregate number of shares of not less than 10 percent of the total number of issued shares may, by subscribing their names, request the board of directors in writing to call an extraordinary meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the board of directors shall proceed to call a meeting of shareholders to be held within 45 days as from the date the request in writing from the shareholders is received.

In case the board of directors fails to arrange for the meeting within such period under paragraph two, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within 45 days as from the date of expiration of the period under paragraph two. 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 three, the number of the shareholders presented does not constitute quorum as prescribed by Article 35, the shareholders under paragraph three shall jointly compensate the Company for the expenses incurred in arrangements for holding that meeting.

Article 34. In summoning a meeting of shareholders, the Board of Directors shall make a notice of the summoning of the meeting, wherein specifying the place, in the locality in which the



principal office or a branch office of the Company is situated or in a nearby province or any other place as designated by the Board of Directors, date, time and agenda for the meeting, as well as the matters to be proposed to the meeting together with particulars as is reasonable, by specifying clearly if such is a matter proposed for information, for approval or for consideration, as the case may be, including the opinion of the Board of Directors on the said matters, and send same to the shareholders for their information at not less than seven days prior to the date appointed for the meeting and advertise such notice of the summoning of meeting in a newspaper for three consecutive days at not less than three days before the date appointed for the meeting.

Article 35. The quorum necessary for the transaction of business at a meeting of shareholders shall be a number of not less than twenty-five shareholders or their proxies (if any) or a number of not less than one-half of the total number of shareholders who represent an aggregate number of not less than one-third of the total number of issued shares.

Where it appears that, at any meeting of shareholders, a quorum is not present after an hour has elapsed from the appointed time; if the meeting is one summoned upon the requisition of the shareholders, it shall be dissolved; if the meeting is not one summoned upon the requisition of the shareholders, then another meeting shall be summoned and notice of the summoning of such meeting shall be sent to the shareholders at not less than seven days prior to the date appointed for the meeting and at such subsequent meeting no quorum shall be necessary.

Article 35 bis A proxy need not be a shareholder of the Company. An instrument appointing a proxy shall be made in writing and signed by the shareholder and shall be in a form as specified by the Registrar. An instrument appointing a proxy shall be deemed to include the right to demand or join in demanding a poll, to move any resolution or amendment thereof and to speak at the meeting. A proxy shall be entitled to vote on a show of hands on any matter at any general meeting.

Article 36. In voting, each shareholder shall have one vote for each share of which he is the holder. A resolution of a meeting of shareholders shall be supported by such vote as follows:

- (1) In normal cases, it shall be supported by a majority of votes of the shareholders who are present at the meeting and vote thereat; in case of an equality of votes, the chairman of the meeting shall have an additional vote as a casting vote.
- (2) In the following cases, it shall be supported by a vote of not less than three-fourths of the total number of votes of the shareholders who are present at the meeting and are entitled to vote:
  - (a) Sale or transfer of the whole or any substantial part of the business of the Company to another person;

- (b) Purchase or taking transfer of the business of another company or a private company;
- (c) Execution, alteration or termination of a contract respecting the leasing of the whole or any substantial part of the business of the Company, the authorization of another person to manage the business of the Company or the merger of the business of the Company with another person for purposes of profit and loss sharing;
- (d) Alteration or amendment of the Memorandum of Association or the Articles of Association;
- (e) Increase or reduction of capital of the Company;
- (f) Amalgamation or dissolution of the Company.

Article 37. The matters to be transacted at an annual general meeting are as follows:

- (1) To consider the report of the Board of Directors on the results of the operation of the Company in the previous year;
- (2) To consider and approve the balance sheet and profit and loss statements in the previous year;
- (3) To consider the profit allocation;
- (4) To elect Directors to replace those who retire by rotation;
- (5) To consider the determination of remuneration of directors
- (6) To appoint an auditor;
- (7) Other business.

## CHAPTER VI ACCOUNTING, FINANCE AND AUDITING

Article 38. The accounting period of the Company begins on 1<sup>st</sup> January and ends on 31<sup>st</sup> December of each year.

Article 39. The Company must arrange for the preparation and keeping of accounts as well as the auditing thereof, in accordance with the law relating thereto and must prepare a balance sheet and a profit and loss account at least once in every twelve months that constitutes an accounting year of the Company.

Article 40. The Board of Directors must cause to be prepared a balance sheet and a profit and loss account as at the ending date of each accounting period of the Company for submission to the shareholders at the annual ordinary meeting for consideration and adoption. The Board of

Directors must cause the said balance sheet and the profit and loss account to be examined by the auditor before submission to the meeting of shareholders.

Article 41. The Board of Directors must send the following documents to the shareholders together with the notice of the summoning of the annual ordinary meeting:

- (1) Copies of the balance sheet and the profit and loss account as have been examined by the auditor, together with the report of the auditor;
- (2) Annual report of the Board of Directors.

Article 42. No dividend shall be paid otherwise than out of profits. In case the Company still has accumulated losses, no dividend may be paid.

The Board of Directors may pay interim dividends to the shareholders from time to time when they consider that such is justified by the profits of the Company and report it to the following meeting of shareholders.

Payment of dividends shall be made within one month from the date resolved by the meeting of shareholders or the Board of Directors, as the case may be, and shall be notified to the shareholders in writing, and the notice of the payment of dividends shall also be advertised in a newspaper.

Article 43. The Company must appropriate a certain portion of the net profit for the year as reserve at not less than 5 per cent of the net profit for the year less the amount of accumulated loss (if any) until the reserve reaches not less than ten per cent of the registered capital.

Article 44. The auditor must not hold office as a Director, staff member, employee or any other officer of the Company.

Article 45. The auditor has power to examine the accounts, documents and other evidences related to the revenues and expenditures, as well as the assets and liabilities, of the Company during office hours of the Company and, in this respect, shall have power to require the Directors, staff members, employees and any officers of the Company, including agents of the Company, to give explanation or statement of facts or deliver up documents or evidences respecting the operation of business of the Company.

Article 46. The auditor shall attend every meeting of shareholders of the Company at which there are considered the balance sheet, profit and loss account and problems respecting the accounts of the Company so that he may explain his examination of the accounts to the shareholders. The

Company shall also send such report and documents of the Company as are to be sent to the shareholders for the purposes of the meeting of shareholders to the auditor.

## CHAPER VII DEBENTURES

Article 47. When the Company wants to raise loan by issuing debentures for sale to the general public, such shall be carried out in accordance with the Securities and Securities Exchange Act.

Debentures may be issued only when approved by a meeting of shareholders with a vote of not less than three-fourths of the total number of votes of the shareholders who are present at the meeting and are entitled to vote.

## CHAPER VIII ADDITIONAL PROVISIONS

Article 48. The seal of the Company shall be as follows:

(Imprint of the Seal)

Article 49. Should it be necessary or appropriate to alter any provisions herein, such shall be done at a meeting of shareholders in accordance with the laws.

Article 50. The Company may increase the amount of its registered capital by the issuance of new shares. The new shares may be offered for sale in whole or in part and may be first offered for sale to the shareholders in proportion to the number of shares already held by each of them or may be offered for sale to the public or other persons, either in whole or in part, in accordance with the resolution of a shareholders' meeting.

Article 51. Upon liquidation of the Company, the distribution of assets to shareholders will be in accordance with the applicable Thai laws.