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**ARTICLES OF ASSOCIATION
OF
MASTER AD PUBLIC COMPANY LIMITED
RELATING TO THE SHAREHOLDERS' MEETING**

CHAPTER 5: Shareholders' meeting

29. The board of directors shall convene the annual general meeting of shareholders within 4 months of the end of the fiscal year of the Company.

General meetings of shareholders other than those specified above shall be called "extraordinary general meeting". The board of directors may convene an extraordinary general meeting whenever it deems appropriate. One or more shareholders holding shares in total not less than 10 percent of the total issued shares of the Company can make a written request to the board of directors to call an extraordinary general meeting at any time but the matters and reasons for calling such meeting shall be clearly stated in such request. In this regard, the board of directors shall proceed to convene the shareholders' meeting to be held within 45 days from the date of the receipt of the request from shareholder(s).

Shareholders' meetings of the Company shall be held at the locality in which the Company's registered office is situated or nearby provinces or any other place determined by the board of directors.

30. In convening the shareholders meeting, the board of directors shall prepare a notice of the meeting specifying the place, date, time, agendas and natures of businesses to be proposed to the meeting together with appropriated details stating clearly whether such matters will be for acknowledgement, for approval or for consideration, including the opinions of the board of directors on such matters and shall be disseminated to the shareholders and registrar not less than 7 days before the meeting date and published in a local newspaper for 3 consecutive days at least 3 days before the meeting date.
31. In the shareholders' meeting, either present in person or by proxy (if any), there shall be shareholder and proxies (if any) in the number not less than 25 persons or not less than a half of the total number of shareholders in an aggregate amount of not less than one-third of the total number of issued shares of the Company to constitute a quorum.

If after one hour from the time scheduled for the shareholders meeting, the number of shareholders present is insufficient to form a quorum as specified, if the shareholders' meeting is convened at the request of shareholders, the meeting shall be cancelled. If the shareholders' meeting is not convened at the request of shareholders, a new meeting shall be called again in the latter case, the notice of the meeting shall be disseminated to shareholders not less than 7 days before the meeting date. In the latter meeting, a quorum is not compulsory.

32. The resolution of the shareholders' meeting shall consist of the following votes:
- (1) In normal cases,, the resolution shall be passed by a majority votes of shareholders who attend the meeting and casting their votes. In the case of an equality of votes, the chairman of the meeting shall have an additional casting vote.
 - (2) In the following cases, the resolution shall be passed by votes of not less than three fourths of the total number of votes of the shareholders attending the meeting and are entitled to vote.

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- (a) the sale or transfer of the entire or substantial part of the company's business to other persons.
- (b) The purchase or acceptance of transfer of businesses of other public companies or private companies by the company.
- (c) the execution, amendment or termination of contracts regarding the rental of the entire or substantial part of the company's business; the appointment of another person to manage the company's business; or the consolidation of the business with other persons with an objective towards profit and loss sharing.

33. Transactions to be conducted at the annual general meeting are as follows:

- (1) To consider the report on the previous year's performance presented by the board of directors;
- (2) To consider and approve the balance sheet;
- (3) To consider and approve the profit appropriation;
- (4) To appoint new directors in place of those who must retire by rotation;
- (5) To appoint the auditor; and
- (6) Other businesses.

34. At the annual general meeting of shareholders, the auditor shall be appointed, and his remuneration shall also be determined. The Auditor whose office term has ended may be reappointed.