

**Company's Articles of Association Relating to the Shareholders Meeting**  
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**Chapter 1**  
**General**

- Article 1.** This agreement is called "the Articles of Association of JMT Network Services Public Company Limited".
- Article 2.** The term "Company" in this Articles of Association refers to JMT Network Services Public Company Limited.
- Article 3.** Any additions or amendments to the Articles of Association or the Memorandum of Association can be done upon a resolution being passed to that effect at the meeting of shareholders with the votes of not less than three quarters (3/4) of the total votes of shareholders present at the meeting and have the right to vote.
- Article 4.** Unless otherwise provided in the Articles of Association, the provisions under the Public Limited Companies Act and the Securities and Exchange Act shall be applied to the Company.

**Chapter 3**  
**The Board of Directors and its Power**

- Article 15.** The Company has one Board of Directors, which comprises at least five (5) members. The Directors shall elect the Chairman from among themselves and may also elect the Vice Chairman and other positions deemed appropriate. More than half of the total number of directors must reside in the Kingdom.
- Article 16.** The Director need not to be the Company's shareholder.
- Article 17.** The Directors must be elected at a meeting of shareholders in accordance with the rules and procedures as follows:
- 1) A shareholder has the number of votes equivalent to the number of shares held by such shareholder;
  - 2) Each shareholder may cast the votes for electing one or more person(s) as directors. In the case of electing more than one person as directors, shareholder cannot split his votes for different persons;
  - 3) The persons who received highest votes in their respective order of the votes shall be elected as directors at the number equal to the number of directors of the Company intended to have or elected by the meeting. In the event of a tie vote among the persons elected in order of respective high numbers of votes, which number exceeds the number of directors of the Company intended to have or elect by the meeting, the Chairman shall have a casting vote.
- Article 18.** At annual general meeting of shareholders in every year, one-third (1/3) of the directors shall retire from the office, or if their number is not divisible by three (3), then the directors in the number nearest to one-third (1/3) shall retire from their office.

The directors retired from their offices in the first and second years after the incorporation of the Company shall be made by drawing lots. For subsequent years, the director who has held office longest shall retire.

The retiring directors may be re-elected.

**Article 19.** In addition to the retirement by rotation, a director vacates office upon:

- (1) Death;
- (2) Resignation;
- (3) Being disqualified or being under any of the prohibitions under the Public Limited Companies Act;
- (4) Removal by a resolution of a meeting of shareholders;
- (5) Removal by a court order.

**Article 21.** In case of a vacancy in the Board of Directors for reasons other than the retirement by rotation, the Board of Directors shall elect a person who is qualified and not under any of prohibitions under the Public Limited Companies Act as the substitute director at the next meeting of the Board of Directors unless the remaining term of office of the director is less than two (2) months.

The substitute director shall hold office only for the remaining term of office of the director whom he or she replaces.

According to first paragraph, a resolution of the Board of Directors must acquire at least three quarters (3/4) of the total votes of the remaining directors.

**Article 23.** The shareholders meeting may pass a resolution removing any director from office prior to retirement by rotation, by votes of not less than three quarters (3/4) of the number of shareholders present at the meeting and have the right to vote and who have shares totaling not less than half (1/2) of the number of shares held by the shareholders present at the meeting and have the right to vote.

**Article 24.** The Board of Directors shall be responsible for all matters of the Company, and have the power to operate under the laws, objectives, the Articles of Association of the Company, as well as the resolutions of the meeting of shareholders.

The Board of Directors may delegate its power to one or several persons to perform any tasks on behalf of the Board of Directors.

**Article 33.** The rewards and remuneration of the directors are determined by the shareholders meeting.

The directors are entitled to receive remuneration from the Company in the form of gratuities, meeting allowances, rewards, bonuses, or any other forms of benefits pursuant to the Article of Association or the shareholders meeting consideration. Such remuneration may be fixed number or prescribed according to the regulation from time to time or remaining until there is any change. Moreover, the directors are also entitled to receive any allowance and welfare according to the regulations of the Company.

The provision in the first paragraph shall not affect the rights of the Company's staffs and employees, who have been appointed to be a director, to receive the remuneration and benefits as the Company's staffs and employees.

The payment of remuneration in the first and the second paragraphs must not contradict to the qualifications of independent directors stipulated in the Securities and Exchange Act.

## **Chapter 4**

### **Shareholders Meeting**

**Article 34.** The shareholders meeting shall be held at the area where the headquarters of the Company is located or nearby provinces or any other place as the Board of Directors will determine.

The meeting of shareholders of the Company may be held via electronic media in accordance with the applicable laws.

**Article 35.** The meeting of shareholders shall be held at least once a year, which is called "annual general meeting". Such annual general meeting shall be held within four (4) months after the end of the fiscal year of the Company.

All other meetings of shareholders are called "extraordinary general meeting".

The Board of Directors may summon an extraordinary general meeting whenever it deems appropriate or one shareholder or shareholders holding shares totaling not less ten (10) percent of the total number of shares sold may submit their names in request directing to the Board of Directors to summon an extraordinary at any time, provided that the written request shall explicitly specify the agendas and reasons for calling such meeting. The Board of Directors shall arrange for the meeting of shareholders to be held within forty-five (45) days from the date of receipt of such written request from such shareholders.

If the Board of Directors does not hold the meeting within the period of time specified in paragraph three, the shareholders who subscribe their names or other shareholders holding shares amounting to the required amount may call the meeting by themselves within forty-five (45) days from the date on which the period of time specified in the paragraph three ends. Such meeting shall be deemed a shareholders meeting called by the Board of Directors and the Company shall be responsible for all necessary expenses incurred from such meeting.

In the case where the quorum of any meeting called by the shareholders under paragraph four cannot be constituted as specified in Article 37, the shareholders under paragraph four shall compensate the Company the expenses incurred from such meeting.

**Article 37.** In order to constitute a quorum, there shall be shareholders or proxies (if any) present at a shareholders meeting in the amount of not less than twenty-five (25) persons or not less than one half of the total number of shareholders and hold shares totaling not less than one-third (1/3) of the total number of shares sold.

In the event that at any shareholders meeting, if one (1) hour has passed from the appointment and the number of shareholders attending the meeting is still inadequate for a quorum as specified, if such shareholders meeting was called as a result of the request by the shareholders, such meeting shall be canceled. If such meeting was not called as a result of the request by the shareholders, the meeting shall be called once again and the notice of the meeting must be sent to the shareholders not less than seven (7) days before the date of the adjourned meeting. No quorum is required at the adjourned meeting.

**Article 38.** Shareholders may appoint any person as their proxy to attend the meeting and cast the vote on their behalf. The appointment of a proxy shall be made in writing signed by a grantor and in the form designated by the Registrar. The instrument of proxy shall be submitted to the Chairman of the Board or to the person designated by the Chairman of the Board at the place of the meeting prior to the proxy attending the meeting, which have minimum details as follows:

A. The number of shares held by grantor;

- B. Name of the grantor;
- C. The number of the meeting appointing the proxy to attend and have the right to vote.

**Article 39.** The shareholders meeting shall be conducted in accordance with the sequence of agendas prescribed in the notice of the meeting, unless the meeting has resolved to change the sequence of agendas with a vote of not less than two-third (2/3) of the number of shareholders present at the meeting.

After the meeting has completely considered the matters of agendas prescribed in the notice of the meeting, shareholders holding shares totaling not less than one-third (1/3) of the total number of share sold may request the meeting to consider other matters other than those prescribed in the notice of the meeting.

In the event that the meeting does not completely consider all the agendas prescribed in the notice of the meeting as well as agendas requested by shareholders within the meeting and needs to reschedule the meeting, the meeting shall set the date, time, and venue for the next meeting and a notice shall be sent to the shareholders by the Board of Directors not less than seven (7) days prior to the date of such meeting and published in the newspapers not less than three (3) days prior to the date of such meeting for three (3) consecutive days.

**Article 40.** The Chairman of the Board shall be the chairman of shareholders meeting. If the Chairman of the Board is not present at the meeting or cannot perform his duty, and if there is a Vice Chairman of the Board, the Vice Chairman of the Board shall be the chairman of the meeting. If there is no Vice Chairman of the Board or Vice Chairman cannot perform his duty, the shareholders present at the meeting shall elect one shareholder to be the chairman of the meeting.

**Article 41.** In the shareholders meeting, shareholders shall have one vote per share.

Any shareholder who has a special interest in any resolution shall not be entitled to vote on such resolution, except a resolution concerning appointment of directors.

**Article 42.** Any resolution or approval of the shareholders meeting shall be made by majority vote of the shareholders who attend the meeting and have the right to vote, unless stated otherwise in the Articles of Association or in the laws or in the following matters which a resolution of the shareholders meeting shall require a vote of not less than three quarter (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote:

- a. Sale or transfer of all or a significant portion of the Company's business to another person;
- b. Purchase or acceptance of business transfer of other public companies or private companies;
- c. Entering into, amendment or termination of the lease agreement of the entire Company business or some important parts. Assignment to other people to manage the Company's business or merger with other people for the purpose of sharing profit and loss;
- d. Amendment to the Memorandum of Association or Articles of Association;
- e. Increase or decrease of the registered capital;
- f. Issuance of debentures;
- g. Merger or dissolution of the Company.

**Chapter 8**  
**Accounting, Finance, and Auditing**

- Article 55.** The Board of Directors shall prepare the balance sheet and the profit and loss account as of the last day of the fiscal year of the Company to be submitted to an annual general meeting of shareholders for consideration and approval, which the Board of Directors shall have such documents to be audited by an auditor prior to submission to the shareholders meeting.
- Article 56.** The Board of Directors shall deliver the following documents to the shareholders meeting together with the notice of the annual general meeting of shareholders:
- (1) Copies of the balance sheet and the profit and loss account audited by the auditor, together with the audit report of the auditor;
  - (2) The annual report of the Board of Directors and supporting documents.
- Article 57.** The Board of Directors shall make available and keep a register of directors, the minutes of Board of Directors meeting, the minutes of shareholders meeting as well as the records of all of the resolutions of the meetings at the Company's headquarter or may assign any person to keep such documents in any area where the Company's headquarter is located or nearby provinces, provided that prior notification thereof shall be given to the Registrar.
- Article 58.** An auditor shall be appointed at an annual general meeting of shareholders. The shareholders meeting may re-appoint the former auditor.
- Article 59.** The remuneration for the auditor shall be determined at the shareholders meeting.
- Article 60.** A director, staff member, employee or person holding any position or having any duty in the Company at the time shall not be appointed as an auditor.
- Article 61.** The auditor has the duty to attend every shareholders meeting at which the balance sheet, the profit and loss account and problems relating to the Company's accounts are to be considered in order to clarify the auditing of accounts to the shareholders. The Company shall also deliver the reports and documents of the Company, which are to be received by the shareholders at that shareholders meeting, to the auditor.