

## **Rules and Regulation Policies**

### **Thai Textile Industry Public Company Limited**

#### **Item 5: Shareholders Meeting**

No. 36.

The Board of Directors must hold a General Shareholders Meeting within 4 months after the closing date of the fiscal year.

Other shareholders meeting other than the General Shareholders Meeting will be known as an Extraordinary Shareholders Meeting, which the Board of Directors can call upon as they see necessary.

No. 37

Shareholders can call a Shareholders Meeting if the number of shares equal to 1/5 of total shares or a minimum of 25 shareholders totaling at least 1/10 of total shares, by issuing a request to the Board of Directors with specific issues for discussion. The Board of Directors will have to hold a Shareholders Meeting within 1 month after receiving the request.

No. 38

In calling a Shareholders Meeting, the Board of Directors must specify the date, time, and location of the meeting, with specific topics, which must be clear on what is to inform, to approve, or to appraise. The Board of Directors must express their opinions on each issue for the shareholders to consider, to approve, and or to appraise. The call for a Shareholders Meeting must be known to the shareholders at least 7 days before the Shareholders Meeting, by placing an advertisement in the newspapers for 3 days, at least 3 days before the Shareholders Meeting.

The Shareholders Meeting location can be at the head office of the Company, subsidiary office, or any locations as deem fit by the Chairman of the Board.

No. 39

At the Shareholders Meeting, there must be at least 25 shareholders or proxies, if any, or a portion of the shareholders with at least 1/3 amount of shares to commence the Shareholders Meeting.

If the number of shareholders present at the Shareholders Meeting does not meet the necessary requirement to commence the Shareholders Meeting after 1 hour, then if the Shareholder Meeting was called upon by the shareholders as per condition No. 37 above, then the meeting is canceled. However, if the Shareholders Meeting was not called up by the conditions set in No. 37, then the Board of Directors will re-schedule the Shareholders Meeting and inform all shareholders at least 7 days before the Shareholders Meeting, which does not have to meet the full criteria of the Shareholder Meeting to commence.

No. 40

The Chairman of the Board of Directors will be the Chairman of the Shareholders Meeting. If for any reason the Chairman of the Board is not able to perform as the

Chairman of the Shareholders Meeting, then the Vice-Chairman will be the Chairman of the Shareholders Meeting. If there are no Vice-Chairman, or the Vice-Chairman is not able to perform as the Chairman of the Shareholders Meeting, then the shareholders attending the meeting will appoint a shareholder to be the Chairman of the Shareholders Meeting.

No. 41

The Chairman of the Shareholders Meeting will conduct the Shareholders Meeting according to the agendas listed in an orderly manner. The agendas could be changed if there are at least 2/3 of the shareholders present agreeing to the change.

No. 42

The shareholder can appoint a proxy representative to attend the Shareholders Meeting and vote in their place, by completing the proxy form issued to the shareholder by the Chairman of the Board, or by the person appointed by the Chairman of the Board, before entering the Shareholders Meeting.

No. 43

In the voting session, one share equals to one vote. If the shareholder has a conflict of interest, they are abstained from voting, except voting for new directors.

No. 44

Conclusion of the Shareholders Meeting vote is based on the following:

- 44.1 In normal case, majority vote is the decision of the shareholders. If there is a tie, then the Chairman of the Shareholder Meeting will have the final vote.
- 44.2 In the following case, at least 3 / 4 votes of all attending shareholders are needed to proceed further.
  - 44.2.1 Sales or transfer of the Company or part of the Company to others
  - 44.2.2 Buying or transferring of other private company or other public company to be part of the Company.
  - 44.2.3 Changing or ceasing all or part of the business or assigning others to manage the business or bringing others into the business for profit sharing.

No. 45

Shareholders duties at the Shareholders Meeting

- 45.1 Consider and approve the minutes of previous Shareholders Meeting Minutes by the Board of Directors
- 45.2 Consider and approve the Budget and Financial Statement
- 45.3 Consider and approve the Dividend Payment
- 45.4 Consider and elect new Directors to replace those whose terms are complete
- 45.5 Consider and elect Auditors and Remuneration amount
- 45.6 Other agendas