

Proposed Amendment to the Company's Articles of Association

Current Version	Proposed Changes	Rationale
Chapter V Board of Directors		
<p>Article 25. The Board of Directors shall meet at least once every 3 months.</p> <p>The Chairman shall have the authority to summon a meeting of the Board of Directors by sending a notice of the meeting to the directors not less than 7 days before the date of the meeting. However, in case of necessity or urgency for the purpose of preserving the rights or benefits of the Company, the summoning of the meeting may be made by other means and the date of the meeting may be fixed to be earlier.</p> <p>Any two or more of the directors may request a summoning of the meeting of the Board of Directors. In such case, the Chairman shall fix the date and summon the meeting within 14 days from the date he/she receives such request, or summon the meeting on the date as requested.</p> <p>The Chairman or any person(s) entrusted by the Chairman shall have power to fix the date, time and place of the meeting of the Board of Directors, whereby the place of the meeting may be held in the locality in which the Company's head office is located or in any other places.</p> <p>Where the Chairman or any person(s) entrusted by the Chairman deems appropriate, the meeting of the Board of Directors may be held via electronic means, provided that such meeting shall be held in accordance with the laws, regulations, notifications, requirements or any other relevant rules that are currently applicable or as may be amended in future.</p> <p>The notice of the meeting of the Board of Directors held via electronic means may be served via electronic means, within the period as specified in the second paragraph, subject to requirements under the applicable law. A copy of the notice of the meeting shall be kept as evidence, which may be stored in electronic form.</p>	<p>Article 25. The Board of Directors shall meet at least once every 3 months at the locality in which the Company's head office is located or in any other places in the Kingdom; however, if the meeting is held via electronic means as prescribed by laws, it shall be deemed that the Company's head office is the place of the meeting.</p> <p>The Chairman shall have the authority to summon a meeting of the Board of Directors by sending a notice of the meeting to the directors not less than 3 days before the date of the meeting. However, in case of necessity or urgency for the purpose of preserving the rights or benefits of the Company, the summoning of the meeting may be made by other means and the date of the meeting may be fixed to be earlier. The Company shall keep a copy of the notice of the meeting as evidence, which may be in the electronic form.</p> <p>Any two or more of the directors may request the Chairman to summon the meeting of the Board of Directors provided that the subject matters and reasons to be proposed at the meeting shall be stated in the request. In such case, the Chairman shall fix the date and summon the meeting within 14 days from the date he/she receives such request, or summon the meeting on the date as requested.</p> <p>In the case where the Chairman fails to summon the meeting under the third paragraph, the requesting directors may jointly summon and fix the date of the meeting of the Board of Directors to consider the agenda within 14 days from the end of such 14-day period as specified in the third paragraph.</p> <p>In the absence of the Chairman for whatsoever cause, the Vice Chairman shall summon the meeting of the Board of</p>	<p>This is an amendment of the Articles of Association to be in line with the Amended Act, as follows:</p> <p>Section 79: Physical meeting must be held in the Kingdom only and it shall be deemed that any meeting via electronic means was held at the Company's head office.</p> <p>Section 81: Two or more directors requesting the Chairman to summon the meeting shall state the subject matter and reasons to summon the meeting. If the Chairman fails to summon the meeting so requested, such directors may summon the meeting by themselves.</p> <p>Section 81/1: In the absence of the Chairman, the Vice Chairman shall summons the meeting. In the absence of Vice Chairman, any two or more directors may jointly summon the meeting.</p> <p>Section 82: Notice period of the Board of Directors meeting to be reduced from not less than 7 days to not less than 3 days prior to the meeting date.</p>

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	<p>Directors. In the case of the absence of a Vice Chairman, any two or more of the directors may jointly summon the meeting of the Board of Directors.</p> <p>The Chairman or any person(s) entrusted shall have power to fix the date, time and place of the meeting of the Board of Directors.</p>	
Chapter VI The Shareholders' Meeting		
<p>Article 33. In summoning a meeting of shareholders, the Board of Directors shall prepare a notice of the meeting, specifying the place, date and time, the agenda and the matters to be proposed at the meeting by stating clearly which of them are proposed for acknowledgement, for approval or for consideration, including the opinions of the Board of Directors on such matters (if any), together with any relevant details as appropriate; and shall send the same, together with relevant documents, to the shareholders and the Registrar not less than 7 days prior to the date of such meeting. Publication of the notice of the meeting shall also be published in newspapers for 3 consecutive days, which must not be less than 3 days prior to the date of the meeting. In case of any meeting of shareholders held via electronic means, the notice of the meeting and relevant documents may be served via e-mail and published in newspapers within the period as specified in this paragraph. A copy of the notice of the meeting and relevant documents shall be kept as evidence, which may be stored in electronic form.</p> <p>The Board of Directors or any person(s) entrusted by the Board of Directors shall have power to fix the date, time and place of the meeting of shareholders, whereby the place of the meeting may be in the locality where the Company's head office is located or in any other places or via electronic means, after taking into consideration the convenience of shareholders.</p>	<p>Article 33. In summoning a meeting of shareholders, the Board of Directors shall prepare a notice of the meeting, specifying the place, date and time, the agenda and the matters to be proposed at the meeting by stating clearly which of them are proposed for acknowledgement, for approval or for consideration, including the opinions of the Board of Directors on such matters (if any), together with any relevant details as appropriate; and shall send the same, together with relevant documents, to the shareholders and the Registrar not less than 7 days prior to the date of such meeting. Publication of the notice of the meeting shall also be published in newspapers or via electronic means as prescribed by laws for 3 consecutive days, which must not be less than 3 days prior to the date of the meeting. The notice of the meeting and relevant documents may be served via electronic means as prescribed by laws. A copy of the notice of the meeting and relevant documents shall be kept as evidence, which may be stored in electronic form.</p> <p>The Board of Directors or any person(s) entrusted by the Board of Directors shall have power to fix the date, time and place of the meeting of shareholders, whereby the place of the meeting may be in the locality where the Company's head office is located or in any other places or via electronic means, after taking into consideration the convenience of shareholders.</p>	<p>This is an amendment of the Articles of Association to be in line with the Amended Act, as follows:</p> <p>Section 6: The Company may publish the notice of the meeting via electronic means, such as SCBX website.</p> <p>Section 7/1: The Company and the Board of Directors may serve notice and documents under the Act, such as copy of balance sheet, income statement, annual report of the Board of Directors, via electronic means.</p>

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<p>Article 34. A shareholder may appoint any person as his/her proxy to attend the meeting and vote on his/her behalf. Such proxy shall be made in writing and in the form prescribed by laws and submitted to the Chairman or the person designated by the Chairman at the place of the meeting before the proxy attends the meeting.</p>	<p>Article 34. A shareholder may appoint any person as his/her proxy to attend the meeting and vote on his/her behalf. Such proxy shall be made in writing and in the form prescribed by laws and submitted to the Chairman or the person designated by the Chairman at the place of the meeting before the proxy attends the meeting.</p> <p>The appointment of proxy under the first paragraph may be made by electronic means that is secured and reliable that such appointment was made by the shareholder as prescribed by laws.</p>	<p>This is an amendment of the Articles of Association to be in line with the Amended Act, as follows:</p> <p>Section 102: The appointment of proxy via electronic means (e-proxy) is added.</p>
Chapter IX Miscellaneous		
(None)	<p>Article 53/1. In case where the Company and the Board of Directors has the duty to serve notice or documents as prescribed by laws governing public limited companies to directors, shareholders or creditors of the Company, the Company or the Board of Directors may serve such notice or documents by electronic means in accordance with procedures prescribed by laws.</p>	<p>New Article 53/1 is added to the Articles of Association to be in line the Amended Act, as follows:</p> <p>Section 7/1: The Company and the Board of Directors may serve notice and documents under the Act, such as copy of balance sheet, income statement, annual reports of the Board of Directors, via electronic means.</p>
Chapter VIII Governance and Management of Subsidiary and Affiliate		
<p>Article 49. Any transaction or action of the Companies Operating Core Business, Subsidiaries and/or Affiliates (as the case may be) in the following cases must be approved by a meeting of the Company's Board of Directors prior to the performance or action of the Subsidiaries and/or Affiliates:</p> <p>(3) An amendment to the Articles of association of the Subsidiaries, with the exception of any amendment to the Articles of association on any material matter under article 49, which requires approval from a meeting of the shareholders of the Company</p>	<p>Article 49. Any transaction or action of the Companies Operating Core Business, Subsidiaries and/or Affiliates (as the case may be) in the following cases must be approved by a meeting of the Company's Board of Directors prior to the performance or action of the Subsidiaries and/or Affiliates:</p> <p>(3) An amendment to the Articles of association of the Subsidiaries, with the exception of any amendment to the Articles of association on any material matter under article 50, which requires approval from a meeting of the shareholders of the Company</p>	<p>This is a correction of one typographic error (i.e. changing Article number from 49 to 50).</p>