

Company regulations about the shareholders' meeting (Enclosure 12)

**Company regulations Interlink Telecom Public Company Limited
To the shareholders' meeting**

Category 4 Committee

Article 17 The shareholders meeting shall elect the directors by the following rules.

- 1) One shareholder has the number of votes equal to shares number he holds
- 2) Each shareholder may use their votes to elect one or more persons to be a director. In case that many persons are to be elected as directors, the shareholders may not allot their votes.
- 3) The persons receiving the most votes in descending order shall be elected as directors equal to the number of directors required or to be elected at that time. In case that the person elected in descending order of votes, which exceeds the number of directors required or to be elected at that time, the candidate shall have a casting vote. The president is the deciding vote.

Article 18 At every annual general meeting, directors must retire by at least one-third (1/3).

If the number of directors cannot be divided into three parts, then the closest to one third (1/3)

- 1) directors must retire. Moreover, the director must retire from the first and second years after the registration. The company must draw to choose who will leave. For the next years, the directors in the longest retiring position are the retiring director.
- 2) The retiring director may choose to attend another position.

Category 5 The shareholders' meeting

Article 34 The shareholders' meeting of the company shall be held at the company's head office or in a neighboring province.

Article 35 The shareholders' meeting of the company shall be held at the company's head office or in a neighboring province. There shall be a shareholders meeting at least once a year. Such a meeting shall be called The "general meeting" shall be held within four 4 months after the end of the company's fiscal year. Other shareholders' meetings are called "extraordinary meetings." which shall be held whenever possible, as it deems appropriate or when the shareholders holding shares totaling not less than one-fifth (1/5) of the total number of shares sold or the number of shareholders not less than twenty-five (25) persons, with the total number of shares not less than one-tenth (1/10) of the total number of shares sold, compiled in the same letter, requesting the board of directors may call a shareholders' meeting. The request must clearly state what the meeting is called for and the board of directors must hold a meeting within one (1) month from the date of receiving the shareholders' letter.

Article 36 To inform the meeting of shareholders, the Board of Directors shall prepare a meeting invitation letter specifying the place, date, time, agenda and proposed issues together with appropriate details by clearly specifying that the matter was proposed for the acknowledgment to approve or to consider. Along with the opinion of the board of directors on the matter and sent to shareholders and registrars of public limited companies at least seven (7) days before the meeting date and to announce the meeting notices in newspapers no less than three (3) days before the meeting and it must be advertised for a period of three (3) consecutive days.

Article 37 At the shareholders' meeting, there must be at least twenty-five (25) shareholders and proxies (if any) attending the meeting or not less than half of total shareholders, the total number of shares sold must have a total of not less than one-third (1/3) that a quorum requires. The shareholders and the aggregate number of shares held by the shareholders attending the meeting is still inadequate for a quorum, and if such meeting was called as a result of a request by the shareholders, such meeting shall be set and a new meeting shall be sent to shareholders no less than seven (7) days before the meeting date, in this subsequent meeting no need to constitute a quorum.

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- Article 38 At a general meeting of shareholders, a shareholder may authorize a person who represents as his proxy to attend the meeting and vote on his behalf and follow the form prescribed by the public company registrar to be delivered to the chairman of the board to the person designated by the chairman at the meeting. Proxies attend the meeting must at least have the following items
- A. the number of shares held by the proxy holder
 - B. Name of proxy
 - C. The time of the meeting that the proxy granted to attend the meeting and vote
- Article 39 The meeting of shareholders shall be carried out in accordance with the order of the agenda specified in the notice of the meeting, unless the meeting resolves to change the order of the agenda with votes not less than two-thirds (2/3) of shareholders' number who come to the meeting when the meeting considered the matter according to the agenda specified in the invitation letter which has been completed. Shareholders holding shares totaling not less than one-third (1/3) of the number of sold shares may request the meeting to consider other matters other than those specified in the invitation. If the meeting cannot finish the consideration of the agenda items specified in the notice of the meeting or the shareholders' proposal and needs to postpone the consideration. The meeting shall specify the place, date and time of the next meeting and the committee to send the appointment letter specifying the place, date, time and agenda of the meeting to the shareholders no less than seven (7) days before the meeting. Besides, the meeting notice must be published in the newspaper not less than three (3) days before the meeting which must be advertised for three (3) consecutive days.
- Article 40 At the shareholders' meeting, the Chairman acts as the chairman of the shareholders' meeting in case that the chairman of the board is not present at the meeting or unable to perform duties. If there is a vice chairman, he shall be the chairman. If there is no vice chairman or if he is unable to perform the duty, the shareholders shall elect one shareholder to be the chairman of the meeting.
- Article 41 At the shareholders' meeting, every shareholder has one vote per share, if the shareholder has a special interest in any matter. the shareholders will not have the right to vote on that matter aside from voting for the election of directors.
- Article 42 Voting any resolution of any business approval at the shareholders' meeting, it must be approved with the votes of the shareholders attending the meeting and having the right to vote unless it is specified in these regulations or other cases as may be required by law. Or in the following cases, a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders present at the meeting will have the right to vote:
- a. The sale or transfer of the business, in whole or a substantial part thereof to others.
 - b. The purchase or acceptance of transfer of business of other companies to private companies.
 - c. The entering into amending or terminating a lease of the business in whole or in an essential part. Entrusting another person with the management of the company. Amalgamating the business with another company to share profit and loss.
 - d. Amendment of the memorandum and articles of association.
 - e. Capital increase and capital reduction.
 - f. The issuance of debentures.
 - g. Amalgamation or dissolution.