



Somboon Advance Technology Public Company Limited
Somboon Malleable Iron Industrial Company Limited
International Casting Products Company Limited
Bangkok Spring Industrial Company Limited

129 Moo 2, 15th KM. Bangna-Trad Rd., Bangchalong, Bangplee, Samutprakarn 10540 Thailand
Tel. 02 728 8500 Fax. 02 728 8513

Enclosure No. 8

Articles of Association of Somboon Advanced Technology Public Company Limited Regarding only meetings of shareholder

Shareholder Meetings

- Article 32 Other shareholder meetings than the annual ordinary shareholder meeting shall be called extraordinary meetings.
- Article 33 Summoning extraordinary meetings of the shareholders may be done by:
- (a) The board of directors, who may summon an extraordinary meeting of shareholders at any time or
 - (b) Shareholders, whose shares make an aggregate not less than 1/5 of all the share already sold or not fewer than 25 shareholders whose shares make an aggregate not less than 1/10 of all the shares already sold subscribing their names making a written request together with a clear reason may request the board of directors to summon an extraordinary meeting of the shareholders at any time, and the board of directors must cause the extraordinary of the shareholders to be held within one month from the date of receipt of the written request from the shareholders.
- Article 34 In summoning a shareholder meeting the board of directors shall take action as follow: -
- (a) Make a letter of convocation setting forth the place, the day, the time, the agenda of the meeting, the subject-matter to propose to the meeting together with reasonable details by clearly stating whether it is a matter proposed for information or for approval or for consideration, and the opinion of the board of directors regarding the said matter, and
 - (b) Deliver, the above letter of convocation to the shareholders not less than seven days prior to the meeting day, and
 - (c) Advertise the above letter of convocation in a newspaper for three successive days not less than three days prior to the meeting day.
- Article 35 As a shareholder meeting there must be present not fewer than 25 shareholders and proxies of shareholders (if any) or a number not less than one half of the number of all the shareholders and representing not less than 1/3 of the number of all the shares already sold in order to form a quorum. In this regard the shares that the company itself owns are not counted to form a quorum at the shareholder meeting.



When one hour has elapse behind the appropriated time of any shareholder meeting and the number of the shareholders who are present at the meeting still fails to procure such as a quorum or prescribed in the first paragraph of this article,

- (a) If the meeting is a shareholder meeting convoked because shareholders requesting, it shall be extinguished.
- (b) If it is a shareholder meeting which is not convoked because of shareholders requesting the board of directors shall re-convoke it by placing the other of convocation in a newspaper. At this later meeting such a quorum as prescribed in the first paragraph of this article is not compulsory.

Article 36 The chairman at the shareholder meeting has the duty to control the meeting in accordance with the articles of association of the company governing shareholder meetings and must conduct the meeting in accordance with the agenda sequence prescribed in the letter of convocation, unless the shareholder meeting passes a resolution for a change of the agenda with votes not less than two thirds of the number of the shareholders or proxies of shareholders (if any) who are present at the meeting.

When the meeting has finished considering according to paragraph one, the shareholders a proxies of shareholders(if any), whose total number of shares is not less than one third of the number of shares already sold, may propose that the meeting consider matters other than those prescribed in the letter of convocation.

In the case where the meeting cannot finish considering the matter according to the agenda sequence under paragraph one of cannot finish considering the matter propose by the shareholders under paragraph two and it is necessary to postpone consideration, the meeting shall prescribe the place, the day and the time of the next meeting to be held by requiring that the board of directors sent the letter of convocation setting forth the place, the day, the time and the agenda of the meeting to the shareholders not less than seven days prior to the meeting day and advertise the letter of convocation in a newspaper for three successive days not less than three days prior to the meeting day.

Article 37 A resolution of the shareholder meeting shall consist of the following votes:

- (a) In a usual case, the majority of votes of the shareholders and the proxies of shareholders(if any) who are present at the meeting and have the right to vote shall be taken, in which one share shall be counted as one vote. In the case where votes are equal, the chairman at the meeting shall vote one more vote as the casting vote.



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- (b) In the following cases, the votes of not less than 3/ 4 of the number of all the votes of the shareholders and the proxies of shareholders(if any) who are present at the meeting and have the right to vote shall be taken, in which are share shall be counted as one vote;
- (1) The sale of transfer of the whole or some important parts of the business of the company to another person;
 - (2) The purchase or receipt of the business of another company or private company transferred to belong to the company;
 - (3) The making of a correction or rescission of a contract about the lease, hire-purchase or lease-hire-purchase of the whole or some important parts of the business of the company;
 - (4) The assignment of another person to assume the management of the business of the company;
 - (5) The merger of businesses with another person with the objective of sharing profits/losses;
 - (6) The correction, change or amendment of the memorandum of association or the articles of association of the company;
 - (7) The increase or decrease of the capital;
 - (8) The issuance of debentures according to Section 145 of the Limited Public Companies Act B.E. 2535;
 - (9) The merger of the company according to Section 146 of the Limited Public Companies Act B.E. 2535 or
 - (10) The winding up of the company according to Section 154 of the Limited Public Companies Act B.E. 2535 ;
 - (11) The issuance of shares for the purpose of paying a debt or a debt capitalization project under Section 54/1 of the Limited Public Companies Act (No.2).B.E.2544.

With respect to the shares owned by the company itself, the company does not have the right to vote and they are not counted as forming votes of a shareholder meeting resolution.

Article 38 Secret voting at the shareholder meeting may be done when not fewer than five shareholders request and the shareholder meeting concerns with the majority of votes of the shareholders and the proxies of shareholders(if any)who are present at the meeting and have the right to vote, in which one share shall be counted as one vote.