



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. 9

**Articles of Association of
Somboon Advanced Technology Public Company Limited
(Only regarding meetings of shareholders)**

Board of Directors and the Meeting of the Board of Directors

- Article 14 The Company's Board of Directors shall consist of at least five (5) directors and the directors not less than half of the total directors of the Company must have residence in the Kingdom of Thailand.
- Article 15 The director may or may not be a shareholder of the company.
- Article 16 Unless otherwise stipulated in Clause 21, the election of directors shall be made by the shareholders' meeting in accordance with the following criteria and procedures
- (a) One shareholder shall have one vote for each share held;
 - (b) Each person so elected by a shareholder shall receive the votes according to the number of all shares held by such shareholder under (a) and the shareholder may not split his/her votes to any person at any extent.
 - (c) Persons receiving the highest votes in descending order will be elected as directors in proportion to the number of directors who shall be elected at that time. In case the number of persons, who are elected in descending order receives equal votes, exceeds the number of directors who shall be elected at that time, the Chairman shall have a decision vote.
- Article 17 At every annual general meeting, one-third of the directors shall vacate their office. The directors who have been in office longest shall vacate the office first. If the number of directors make it impossible to divide them into three equal parts, the number of directors nearest to one-third shall vacate the office.
The directors who shall vacate the offices in the first and the second year after the registration of the company shall be by drawing lots. After that the directors who have been in office longest shall vacate the office.
- Article 18 The directors who vacate the office at the end of the term may be re-elected.
- Article 22 The shareholders' meeting may pass a resolution removing any director from office prior the expiration of the director's term of office by a vote of not less than three fourths (3/4) of the number of the shareholders and proxies by the shareholders (if any) attending the meeting, having the right to vote and the shares held by them shall not, in aggregate, be less than half (1/2) of the number of the shares held by the shareholders and proxies by the shareholders (if any) attending the meeting and having the right to vote.

Shareholder Meetings

- Article 31 The Board of Directors shall convene an annual general meeting of shareholders within four (4) months from the last day of the Company's fiscal year.
- Article 32 Shareholder meetings than the annual ordinary shareholder meeting shall be called extraordinary meetings.



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

- 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 constitute an aggregate of not less than 1/5 of all the shares already sold or not fewer than 25 shareholders whose shares constitute an aggregate of not less than 1/10 of all the shares already sold making a written request together with their name and 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 follows: -
- (a) Draft a letter of convocation setting forth the place, the day, the time, the agenda of the meeting, the subject-matter to be proposed to the meeting, together with all 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 day of meeting, and
 - (c) Advertise the above letter of convocation in a newspaper for three successive days not less than three days prior to the day of meeting.
- Article 35 At any 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 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 elapsed from the appropriated time fixed for any shareholder meeting and the number of the shareholders who are present at the meeting still fails to constitute a quorum as prescribed in the first paragraph of this article,
- (a) If the meeting is a shareholder meeting convened because of a request from shareholders, it shall be extinguished.
 - (b) If it is a shareholder meeting which is not convened because of a request from shareholders it shall be re-convened by placing another advertisement of convocation in a newspaper. At this later, 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 the votes of 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 or 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.



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

In case the meeting cannot finish considering the matter according to the agenda sequence under paragraph one or 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 send 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 day of meeting and advertise the letter of convocation in a newspaper for three successive days not less than three days prior to the day of meeting.

Article 37

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

- (a) In usual circumstances, the majority vote 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 case the votes are equal, the chairman at the meeting shall have casting vote.
- (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 one share shall be counted as one vote:
 - (1) The sale or 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 to or rescission of a contract relating to 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 of the Company;
 - (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.



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

- Article 38 Secret voting at the shareholder meeting may be done when not fewer than five shareholders request the same and the shareholder meeting consents 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. One share shall be counted as one vote.
- Article 39 Transactions to be conducted at the annual general meeting shall consist of the following:
- (a) Considering the Board of Directors' report proposed to the meeting for the result of the Company's operation during the preceding year;
 - (b) Considering and approving the balance sheets, and profit and loss statement;
 - (c) Considering the election of new directors in place of those who must retire on the expiration of their terms; and
 - (d) Other businesses.
- Article 47 The Board of Directors shall send the following documents to the shareholders together with the notice convening the annual general meeting;
- (a) the copy of the balance sheet, the profit and loss statement audited by the auditor together with the auditor report; and
 - (b) the annual report of the Board of Directors containing the required details under Section 114 of the Public Company Limited Act B.E. 2535.
- Article 51 The auditor has a duty to attend the shareholders' meeting of the Company every time the balance sheet, profit and loss statement, and problems pertaining to the Company's accounts are considered in order to make clarification in respect of the audit to the shareholders, and the Company shall also send to the auditor, reports and documents which should be received by the shareholders in such shareholders' meeting.

Account, Finance, and Audit

- Article 43 The Company must appropriate to a reserve fund under the law, from the annual net profit at least five (5) percent of the annual net profit less the total accumulated losses brought forward (if any) until the reserve fund reaches an amount not less than ten (10) percent of the registered capital of the Company.
- Article 44 Distribution of dividend from money other than profit is not allowed. If the Company still has an accumulated loss, no dividend shall be distributed.
- Article 45 The Board of Directors may announce to pay an interim dividend to the shareholders from time to time as appear to the Board of Directors to be justified by the profits of the Company. When the Board of Directors shall announce to pay the interim dividend, the Board of Director shall report thereof to the shareholders' meeting at the next meeting.