

Regulations

Krungthai Car Rent and Lease Public Company Limited

Section 4:
Shareholders' Meeting

33. The company's general meeting shall be held at the venue where the headquarters of the company is located, or nearby provinces, or at any other places determined by the committee.

In the period of 21 days prior to the date of the general meeting of the shareholders, the company will close the register book and suspend any incoming requests for transfer of shares. The company will notify the shareholders of the suspension of such activities 14 days in advance at the head office and branch offices of the company.

34. There shall be at least one session of the general meeting of shareholders. Such a meeting shall be called "General Meeting". The meeting shall be made within four months after the end of the company's accounting year. Any other meeting of shareholders shall be called "Extraordinary General Meeting".

The committee may summon an Extraordinary General Meeting whenever it sees fit, or when the shareholders with shares totalling not less than one-fifth of the total shares issued, or the number of shareholders of not less than twenty-five persons holding shares of the number of not less than one-tenth of the total number of shares issued. The group of shareholders are required to generate a letter with all signatures of the shareholders, giving reasons and requesting the company to call an extraordinary general meeting of shareholders. The committee shall hold a meeting within one month from the date of the reception of the letter from the shareholders.

35. In the calling notification of the meeting of shareholders, the committee shall prepare a meeting invitation letter specifying the place, the date, the time, the agenda of the meeting, the matters to be proposed to the meeting with suitable details, and statements indicating which agenda seeks the meeting's acknowledgement, consideration, or approval. The invitation letter shall also include the opinion of the Board of Directors under each agenda prior to the letter's delivery to the shareholders and the registrar at least seven days prior to the meeting date.

In addition, the invitation shall also be published as an advertisement in a newspaper for three consecutive days, at least three days prior to the date of the meeting.

36. To appropriately conduct a meeting, there must be at least twenty-five shareholders and proxies (if there is any) attending the meeting, or not less than half of the total number of shareholders, and must have the number of shares amounting to not less than one-third of the total number of shares issued. Therefore, a quorum would be constituted.

In the event that it appears that the number of attendees of the shareholders' meeting does not meet the determined quorum one hour after the specified time: If the meeting was held by the request of shareholders, the meeting shall be called off. If the meeting was not held by the request of the shareholders, the meeting should be adjourned at a later date, with letter of notification and invitation delivered to all shareholders seven days in advance. In the latter meeting, no quorum shall be required.

37. In the shareholders' meetings, shareholders may appoint other persons to attend the meeting in place of themselves and can cast votes on their behalf. To appoint a proxy, a power of attorney is required and signed by the grantor, as well as the following information as designated by the Public Limited Companies Registrar:

- a. The number of shares held by the proxy grantor.
- b. Name of Proxy
- c. Number of the meeting for which the proxy will attend and cast vote in place of the grantor.

The said proxy form must be submitted to the Chairman of the Board. or the person designated by the chairman at the meeting place before the proxy attends the meeting

38. In the event that the meeting is unable to conclude the consideration of all the agenda specified in the meeting notice, in which the number of shareholders holding shares amounting to not less than one-third of the total number of shares issued at the meeting is not completed and it is necessary to postpone the consideration. The meeting shall specify the place, date and time for the next meeting. In addition, the Board of Directors shall send the meeting invitation letter specifying the place, date, time and agenda to the shareholders at least 7 days prior to the meeting. In this regard, the notification for the meeting shall be published in a newspaper for at least three consecutive days prior to the meeting date.

39. The chair of the Board of Directors is automatically appointed as the chair of the shareholders' meeting. In the event that the chair of the Board of Director is not present at the meeting or is unable to perform duties, the vice chair or the second in command of the Board of Directors shall take the position of the chair of the shareholders' meeting. If the vice chair or the second in command is not present at the meeting or is unable to perform such duties, the shareholders' meeting shall elect one of the shareholders to be the ad interim chair of the shareholders' meeting.

40. In the shareholders' meeting, each shareholder has one vote per share.

The resolution of the shareholders' meeting shall consist of the following votes:

1. In an ordinary event, it is deemed appropriate that a majority vote of the shareholders who attend the meeting and have the right to vote, by counting one share as one vote. If the voting sum of the two sides are equal, the chair of the shareholders' meeting shall have one additional vote as an arbitrary or the ruling vote.
2. In the following cases, the total number of votes of not less than three quarters of the total number of votes of shareholders who attend the meeting and have the right to vote is valid.
 - a. Sale or transfer of all or a significant portion of the company's activities to another person.
 - b. Buying or accepting business transfers of other companies or a private company to the company.
 - c. Making, amending or terminating the rental agreement of the entire company business or some important parts of the business, assigning other party or parties to manage the business of the company, or merging with other persons with the purpose of sharing profit and loss.
 - d. Augmentation of the registered capital of the company.
 - e. Reduction of the registered capital of the company.
 - f. Issuance of corporate bonds.
 - g. Merger of the company.
 - h. Dissolution of the company.

- i. Amendments to the Memorandum of Association and the Articles of Association of the company.
- j. Issuance of shares for the settlement of debt and the scheme of conversion of debt to equity under the principles of the Public Limited Company law.
- k. Any other matters as required by law.

A discreet voting session may be performed upon requests by at least five shareholders with the approval of the shareholders' meeting with a majority vote of the shareholders including the shareholders' proxies (if there is any) who attend the meeting and have the right to vote. The vote count remains as one share per one vote.

41. The activities which may be done by the Annual General Meeting are as follow:

- 1. Consideration of the report of the committee on the business that the company operated in the past year.
- 2. Consideration and approval of the balance sheet and profit and loss account of the past year.
- 3. Consideration of the allocation of dividends and allocation of funds as reserves.
- 4. Election of directors to replace those who retire by rotation and determination of their remuneration.
- 5. Appointment of auditor and determination of the remuneration.
- 6. Any other activities as deemed fit and necessary.
