บริษัท นอร์ทอีส รับเบอร์ จำกัด (มหาชน)
NORTH EAST RUBBER PUBLIC COMPANY LIMITED
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Enclosure No. 4

Company regulations regarding shareholder meetings

North East Rubber Public Company Limited

Section 5

Committee

Article 19. The shareholder meeting shall elect company directors according to the criteria. and the method is as follows: (1) One shareholder has votes equal to one (1) share per one (1) vote. (2) Each shareholder will use all the votes he has in accordance with (1) to elect persons. One person or many people can be directors. In the case of selecting several persons as directors, the votes cannot be divided among any number of persons. (3) The persons receiving the highest number of votes in descending order are elected as directors, equal to the number of directors that will be or will be relied upon. election at that time In the event that the persons elected in descending order have the same number of votes, the number of directors that should be or will be elected at that time exceeds the number of directors. The chairman of the meeting will have the deciding vote

Article 20. At every annual general meeting of shareholders, one-third (1/3) of the directors shall retire from office at that time .If the number of directors cannot be divided exactly into three parts then issue the amount closest to one-third (1/3).

Directors who have resigned from their positions May be selected to return to the position again. Directors who must retire from office in the first and second years after the company is registered. Let the lottery be drawn. As for the following years, the director who has been in office the longest will be the one who retires from the position.

Article 23. The shareholders' meeting may vote to remove any director from his position before the end of his term with a vote of not less than three-quarters (3/4) of the number of shareholders who attend the meeting and have the right to vote . and have shares totaling not less than half of the number of shares held by shareholders who attended the meeting and had voting rights.

Article 25. Company directors have the right to receive director compensation from the company as the shareholder meeting will consider and approve. The remuneration of directors may be set at a fixed amount or laid down according to specific criteria. and will be specified from time to time or effective forever until the shareholder meeting resolves to change otherwise. In addition, company directors have the right to receive various allowances and benefits according to the company's regulations.

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The contents of the first paragraph will not affect the rights of directors appointed by employees. or employees of the company In order to receive compensation and benefits as an employee or employee of the company

Section 6
Shareholder Meeting

Article 36. The board of directors must convene an annual general meeting of shareholders within four (4) months from the end of the company's fiscal year.

Shareholder meetings other than the first paragraph shall be called an extraordinary meeting The board of directors may call a shareholder meeting as an extraordinary meeting at any time as it deems appropriate.

One or more shareholders whose shares total not less than ten percent of the total number of shares sold. You can sign your name and write a request to the board of directors to call an extraordinary meeting of shareholders at any time. However, the matter and reasons for requesting to convene a meeting must be clearly specified in the said letter as well. In such a case The board of directors must arrange a shareholder meeting within forty-five days from the date of receipt of the letter from the shareholders.

In the case where the committee does not organize a meeting within the period specified in paragraph three, all shareholders who have signed their names together or other shareholders Any other If the combined number of shares is as required, the meeting may be called within forty-five days from the expiration of the period under paragraph three. In such a case It is considered to be a shareholder meeting called by the board of directors. The company must be responsible for necessary expenses incurred from arranging the meeting and providing reasonable facilitation.

In the case where it appears that at any shareholder meeting that was called because of shareholders under paragraph four, the number of shareholders attending the meeting was not complete to form a quorum as specified. Shareholders according to paragraph four must be jointly responsible for reimbursement of expenses incurred from holding that meeting to the company.

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Article 37. In calling a shareholder meeting The committee shall prepare a meeting notice specifying the place, date, time, and agenda. and matters to be presented to the meeting with appropriate details. By specifying clearly that it is a matter to be presented for information, for approval or for consideration, as the case may be, including the opinion of the board of directors on such matter. and sent to shareholders and the registrar not less than seven (7) days before the meeting date. However, The meeting notice must be advertised in a newspaper not less than three (3) days prior to the meeting date for a period of not less than three (3) consecutive days.

The location that will be used for the meeting will be in the province where the company's headquarters is located or a nearby province. as the committee may determine.

Article 38. In the shareholder meeting There must be no less than twenty-five (25) shareholders and hareholders' proxies (if any) present at the meeting, or not less than half of the total number of shareholders. and there must be shares totaling not less than one-third (1/3) of the total number of shares sold to form a quorum.

In the case where it appears that any shareholder meeting When one (1) hour has passed from the appointed time, the number of shareholders attending the meeting is not sufficient to form a quorum as specified in paragraph one. If the shareholder meeting was called because the shareholders requested it The meeting shall be adjourned. If the shareholder meeting was not called because the shareholders requested it, Schedule a new meeting. And in this case, the meeting invitation letter shall be sent to the shareholders not less than seven (7) days before the meeting date. In the next meeting, it is not required that a quorum be present.

Article 39. The chairman of the board of directors shall be the chairman of the shareholder meeting. In the event that the Chairman of the Board is not present at the meeting or is unable to perform his duties. The Vice Chairman of the Board shall be the chairman of the meeting. If there is no vice-chairman of the board or is not present at the meeting or is unable to perform his duties The meeting shall elect any shareholder who attends the meeting to be the chairman of the said meeting.

Article 40. In voting at the shareholder meeting . It is considered that one share has one vote. And which shareholder has a special interest in any matter? That shareholder has no right to vote on that matter. In addition to voting for the election of directors and resolutions of the shareholders' meeting, the following votes must be included:

(1) In normal cases, a majority vote of the shareholders who attend the meeting and cast their votes shall be taken. If there is an equal vote, the chairman of the meeting shall cast an additional vote as the deciding vote.

(2) In the following cases A vote of not less than three-quarters (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote must be taken.

(a) Selling or transferring all or important parts of the company's business to another person.

(b) Purchasing or accepting transfer of business of a private company. or another public company owned by the company

(c) Making, amending or canceling contracts regarding the rental of all or important parts of the company's business. Assigning any other person to manage the company's business or a merger with another person for the purpose of sharing profits and losses.

(d) Amendments to the memorandum of association. or company regulations

(e) Increasing or decreasing the registered capital of the company.

(f) Dissolution of the company

(g) Issuance of corporate bonds

(h) Merger of the company with another company.

Article 41. The business for which the Annual General Meeting of Shareholders has just convened is as follows:

(1) Consider the report of the board of directors showing the company's operations in the past year.

(2) Consider and approve the balance sheet and profit and loss account of the past fiscal year.

(3) Consider and approve the allocation of profits and the payment of dividends.

(4) Consider electing new directors to replace those who vacate their positions at the end of their term. and determine the remuneration of directors

(5) Consider appointing an auditor and determine the amount of the audit fee, and

(6) Other businesses

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Section 7

Accounting, Finance and Auditing

Article 42. The company's fiscal year begins on January 1 and ends on December 31 of every year .

Article 43. The company must provide for the preparation and maintenance of accounting books. as well as auditing of accounts as specified in relevant laws. and must prepare a balance sheet and profit and loss account at least once (1) in the twelve (12) month period which is the company's fiscal year.

Article 44. The board of directors must prepare a balance sheet and profit and loss account at the end of the company's fiscal year and submit them to the shareholders at the annual general meeting. for consideration and approval and the board of directors must arrange for an auditor to complete the audit of the balance sheet and income statement before presenting it to the shareholder meeting.

Article 45 . The board of directors must send the following documents to shareholders. along with the notice calling for the annual general meeting of shareholders

(1) A copy of the balance sheet and profit and loss account that has been audited by the auditor.together with the auditor's audit report and

(2) Annual report of the committee. along with various supporting documents to accompany the report

Article 46. Do not pay dividends from any type of money other than profits . In the case that the company still has accumulated losses Dividends are prohibited from being paid. Dividends shall be divided according to the number of shares, each share equally, unless otherwise specified for preferred shares. The payment of dividends must be approved by the shareholder meeting.

The Board may pay interim dividends to shareholders from time to time. When it is seen that the company has sufficient profits to do so and when the interim dividend has been paid Such dividend payment shall be reported to the shareholders' meeting at the next shareholders' meeting.

Payment of dividends must be made within one (1) month from the date of the shareholder meeting. or the meeting of the board of directors passes a resolution, as the casemay be. This notice must be sent in writing to the shareholders and the notice of dividend payment must also be advertised in the newspaper.

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Article 47. The company must allocate part of the annual net profit as a reserve fund of not less than five (5) percent of the annual net profit. Deducted by the amount of accumulated losses brought forward (if any) until this reserve fund reaches an amount not less than ten (10) percent of the registered capital.

Article 50. The auditor has a duty to attend the company's shareholder meeting every time the balance sheet is considered. profit and loss account and problems with the company's accounts in order to explain the audit of the accounts to shareholders. and have the company send the report and all documents of the company that the shareholders should receive at that shareholder meeting to the auditor as well.

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