

The company's rule involving shareholder's meeting

Category 6 The shareholder's meeting

32. The committee must manage the meeting as annual general meeting

33. The other shareholder's meeting exception the annual general meeting is called the extraordinary general meeting.

34. The extraordinary general meeting was organized follow as:

- (1) The committee can organize the meeting al of time or
- (2) the shareholders had the shares that possesses not below 1 of 5 part of all of shares that distributed or the shareholders had people not below 25 people who had the shares about 1 of 10 part of all of shares , All of above can gather name to create the letter explaining reason for organizing the meeting

And the committee will organize the extraordinary general meeting (OGM) within 1 month since the shareholder have got the an invitation to meeting.

35. To call shareholders, the committee would manage the meeting follow as:

- (1) to manages about an invitation to meeting which indicates the location , date and times and the agenda that edited the specific topics of suitable details for allowance and consideration including to the committee opinion , and
- (2) To send the invitation the meeting to shareholders within 7 days before the meeting was organized
- (3) To advertise the invitation to meeting in public by posting in newspaper within 3 days before the meeting was organized.

36. In the meeting, the shareholders must give right to vote to person that take part of meeting and vote instead of the share's owning.

The authorization of right must be texting and sign their names for ensuring that person having the right to attend before the meeting was organizes

37. the shareholder's meeting, The meeting must have the shareholders or person who have right to attendant the meeting was not below 25 people or half of the shareholders attend which must count the shares not below 1 of 3 part of all of the shares that was possessed would be the quorum exception the shares that the company possessed wouldn't be the quorum.

On condition that the time that the shareholders appointed was over 1 hour but the shareholder didn't attend the meeting to be quorum completely in the rule, first section

- (1) If the meeting was requested to appointment by the shareholders , the meeting would stop
- (2) If the meeting weren't organize because shareholders requested the committee to organize the new meeting by sending the invitation to meeting within 7 days before the meeting was organized but didn't post in newspaper.

In this case, the meeting weren't force to get all pf the quorum but it depended on the rule 36, first section

38. The president has the duty to control the meeting in the company's rule involve the shareholder's meeting and meeting operation depend on rules and specific agenda in the invitation to meeting exception the meeting's attendees had the resolutions to change the agenda which involved the vote about 2 of 3 part of all of shareholders and person who has right to attend the meeting.

When the meeting had already considers in first section, the shareholders or person has right to attend that has the shares about 1 of 3 part of all shares could request other topics apart from the invitation to meeting was edited.

In the case of meeting consideration wasn't finish in time, must use the company's rule in first section or second section and possibly postpone the consideration of meeting which must specify the location, date and time and the all of agenda to other shareholders within 7 days and must advertise the news in public by posting on newspaper for 3 days continuously before the meeting was organized in 3 day.

39. The resolution of shareholders consists of the vote follow as;

- (1) In generally, to hold the most of shareholder vote in the shareholder's meeting, the vote will count one vote be one share In case of the vote was count in equal, the president will get one more vote to detine the situation that is called casting vote.
- (2) In this case follow below must hold the vote not below 3 of 4 parts of all of shares that attended the meeting and had the right to vote, one share is one vote.

(1) To sell or transfer al business or part of the business to others.

(2) To buy or occupy the other business be the part of company's business.

(3) To make, correct or terminates the renting contracts, instalment contract or leasing contract that is possessed by the company's business.

(4) To assign duty to manage the whole business.

(5) To combine the business with other which has the purpose in income – losing dividing

(6) To correct, change or edit addition in the memorandum of association or company's rules.

(7) To get more investment or decrease investment.

(8) To transact the debenture in section 145 of Public Limited Company Act B.E. 2535

(9) To take over other company to be part of business in section 146 of Public Limited Company Act B.E. 2535 or

(10) To terminate the business in section 154 of Public Limited Company Act B.E.2535

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(11) To restructure its debts by issuing new shares for debt repayment upon the securitization project to section 54/1 of Public Limited Company Act (Second Amendment B.E. 2544)

Through the shares were occupied by company's possession, the company wasn't give the right to vote and wasn't count the score of the resolution.

40. The secret vote in the shareholder's meeting will be held by the shareholders who have the shares requested and the other's shareholders agreed with the most vote that got from other's shareholders in the meeting and have right, one share is one vote.

41. The activities in annual general meeting must follow as:

- (1) Considers and knows the report of annual general meeting that the committee submit to the meeting involving the last business operation
- (2) Considers and approves the budget involving income and losing budget.
- (3) Considers to select the committee instead of retired person.
- (4) Considers to appoint the auditor and indicate the compensate for auditor.
- (5) Considers for other's business.