

**Articles of Association regarding Shareholders' Meeting**

**Tropical Canning (Thailand) Public Company Limited**

**Section 4 Shareholders' Meeting**

Article 26. Board of directors must arrange for Shareholders' Annual General Meeting within four months from end of the company's fiscal year

Shareholders' meetings other than the one referred to in the first paragraph shall be called extraordinary general meetings. The Board of Directors will call Shareholders' Extraordinary General Meeting at any time as appropriate or a combined shareholder count not less than one-fifth of the total number of shares sold or at least twenty-five shareholders whose shares counted not less than one-tenth of the total number of shares sold may sign a letter requesting the board to call an Shareholders' Extraordinary General Meeting any time but must specify the reason for requesting the meeting clearly in the said letter. In this case, the board of directors must hold a shareholders' meeting within one month from the date of receiving the letter from shareholders.

Article 27. In calling a meeting of shareholders, the Board of Directors shall prepare notice of the meeting specifying the place, date, time, agenda of the meeting and matters to be proposed to the meeting, complete with appropriate details clearly specifying whether the matter will be proposed for acknowledgment, approval, or consideration. As case that may include Board's opinion on the said matter will be sent to shareholders no less than seven days before the meeting date and published meeting notices on newspapers for three consecutive days not less than three days before the meeting

Article 28. During shareholders' meeting, there must be at least twenty-five shareholders and proxy from shareholders (if any) present at the meeting or not less than half of the total number of shareholders and must have total number of shares not less than one-third of the total number of shares sold which will constitute a quorum of the meeting. In the event that any shareholder attend the meeting passed one hour of the schedule time and the number of shareholders which present at the meeting not forming quorum as specified if the shareholders' meeting is not a meeting request by shareholders have requested to arrange a new meeting. Then to send meeting invitation letter to the shareholders no less than Seven days before the date of the meeting in this latter meeting is not required to constitute a quorum.

Article 29. The resolution of the shareholders' meeting shall consist of the following votes.

- (1) In a normal case, majority vote of shareholders attend the meeting and cast their votes. If the votes are equal, the chairman of the meeting shall have an additional vote as the deciding vote.
- (2) In the following cases, a vote of not less than three-fourths of the total number of votes of shareholders who attended the meeting and have right to vote
  - a) Sale or transfer of the whole or substantial part of the company's business to other party
  - b) Purchase or acceptance of transfer of business from other companies or private companies by the company
  - c) Making, amendment or terminating any of company's lease agreements or substantial parts of Company's business, the assignment of the management of the business of the Company to any person, or amalgamation of the business with other persons with the objective of profit and loss sharing.

Article 30. Activities that the annual general meeting should carry out are as follows:

- (1) Consider report of Board of Directors showing business management during past year to the meeting
- (2) Consider and approve balance sheet.
- (3) Consider allocating profits.
- (4) Elect Directors replace those who are retired by rotation.
- (5) Appoint auditors.
- (6) Other activities.