

**Comparison table for amendment to Article 5, 10, 10/1, 11 and 35 of
the APURE's Articles of Association**

To be complete in line with General guidelines and Announcement of the National Council for Peace and Order No. 74/2557 (A.D.2014) Re: Electronic Conferencing and Department of Business Development 's announcement Re: Electronic Conferencing at September 23, 2016 and the Public Limited Companies Act B.E.2535 (1992), which is amended according to the Order of the Head of the National Council for Peace and Order No. 21/2560 Re: Additional Amendment to the Law for Business Facilitation as follow;

AGRIPURE HOLDINGS PUBLIC COMPANY LIMITED	
Original	Amendment
<u>Article 5.</u> "The shares of this company are the type that identifying on the name of the shareholder and must have at least one director sign or print the signature. The director may assign the share registrar under the law on securities and stock exchange to sign or print the signature on his behalf. If the company assigns <u>the Stock Exchange of Thailand</u> as the company's share registrar, the procedures relating to the registration of the company shall be as prescribed by the share registrar according to the law on securities and stock exchange."	<u>Article 5.</u> "The shares of this company are the type that identifying on the name of the shareholder and must have at least one director sign or print the signature. The director may assign the share registrar under the law on securities and stock exchange to sign or print the signature on his behalf. If the company assigns <u>the Thailand Securities Depository Co., Ltd.</u> as the company's share registrar, the procedures relating to the registration of the company shall be as prescribed by the share registrar according to the law on securities and stock exchange."
<u>Article 10.</u> " Prohibiting the company is not for own shares or accept pledge of its own shares, except to be repurchase shares from shareholders who disagree with the resolution of the shareholders' meeting, which the amendment of the company's regulations regarding voting rights and the right to receive dividends or the company may repurchase shares for financial management when the company has retained earnings and excess liquidity and that the repurchase of shares does not cause the company to encounter financial problems. the repurchased shares, the company must sell within the period specified in the ministerial regulations. <u>If does not</u> sell or dispose of within the specified period, the company will reduce the paid-up capital by canceling the	<u>Article 10.</u> "The company cannot own shares or accept pledge of its own shares, <u>except in the following cases:</u> <u>1. The company may</u> repurchase shares from shareholders who disagree with the resolution of the shareholders' meeting, which <u>approves</u> the amendment of the company's regulations regarding voting rights and the right to receive dividends <u>because shareholders who vote felt that they were not treated fairly.</u> <u>2. The company may</u> repurchase shares for financial management <u>purposes in the event</u> that the company has retained earnings and excess liquidity and that the repurchase of shares does not cause the company to encounter financial problems. <u>Shares held by the company will not be counted to constitute a quorum of the</u>

<p>registered shares that are not sold.</p>	<p><u>shareholders' meeting, including no voting rights and the right to receive dividends.</u></p> <p>The company must sell the repurchased shares <u>under the preceding paragraph</u> within the period specified in the ministerial regulations. <u>In the event that the company does not</u> sell or dispose of within the specified period, the company will reduce the paid-up capital by canceling the registered shares that are not sold.</p> <p><u>Repurchase of shares, the sale of shares, and the repurchase of shares, shall be in accordance with the rules and procedures set out in the relevant laws and regulations.</u></p> <p><u>Article 10/1</u> The repurchase of shares of the company must be approved by the shareholders' meeting, except in the case that the company is a listed company in the Stock Exchange of Thailand and such repurchase shares are not more than ten percent of the paid-up capital. It is the power of the Board of Directors to approve such repurchase of shares.</p>
<p><u>Article 11.</u> "The shares of the company can be transferred without restrictions, unless</p> <p><u>(1) The transfer of shares causes the company loses the rights and benefits that the company should receive according to the law:</u></p> <p>(2) The transfer of shares causes the foreigner to hold more than 49% of the paid-up capital of the company."</p>	<p><u>Article 11.</u> "The shares of the company can be transferred without restrictions, unless the transfer of shares causes the foreigner to hold more than 49% of the paid-up capital of the company."</p>
<p><u>Article 35.</u> "The board of directors must arrange for the shareholders' meeting as the annual general meeting within four (4) months from the end of the fiscal year of the company.</p> <p>Shareholders' meetings other than those mentioned above shall be called extraordinary meetings. The board of directors may call an extraordinary meeting of shareholders at any time as deemed appropriate or shareholders <u>having—a combined number of shares that is not less than one fifth of the total number of shares sold and of at least twenty five shareholders</u> who holds the stock is not less than <u>one-tenth</u> of the number of total shares sold , will</p>	<p><u>Article 35.</u> "The board of directors must arrange for the shareholders' meeting as the annual general meeting within four (4) months from the end of the fiscal year of the company.</p> <p>Shareholders' meetings other than those mentioned above shall be called extraordinary meetings. The board of directors may call an extraordinary meeting of shareholders at any time as deemed appropriate or <u>one or more</u> shareholders holding shares of not less than <u>ten percent</u> of the total number of shares sold, will together request the board of directors to call an extraordinary meeting of shareholders at any time but have to clearly specify <u>the subject and</u> reason to call for such meeting in the letter. <u>In this case,</u> the board shall arrange for a shareholders'</p>

together request the board of directors to call an extraordinary meeting of shareholders at any time but have to clearly specify reason to call for such meeting in the letter. The board shall arrange for a shareholders' meeting within one month from the date of receipt of the letter from the shareholders.

The general meeting of the company shall be held in the locality where the head office of the company is located or the nearby province or any other place that the board will determine."

meeting within forty-five days from the date of receipt of the letter from the shareholders.

In the event that the Board of Directors does not hold a meeting within the period specified in the second paragraph, all shareholders who have been named together or other shareholders together have the number of shares as required can call for meeting within forty-five days from the due date of the period under paragraph two. In this case, it shall be considered as a meeting of shareholders that the board of directors convened. The company shall be responsible for the necessary expenses incurred from arranging meetings and providing reasonable facilities.

In the event that the meeting of shareholders is a meeting of shareholders because the shareholders under paragraph three of any time, the number of shareholders attending the meeting is not a quorum as specified, the shareholders under paragraph four must be jointly responsible for the reimbursement of expenses incurred from arranging for that meeting to the company.

The general meeting of the company shall be held in the locality where the head office of the company is located or the nearby province or any other place that the board will determine."