

(Translation)

**ARTICLES OF ASSOCIATION
OF
SIAM MAKRO PUBLIC COMPANY LIMITED**

**CHAPTER I
GENERAL**

Article 1. These articles shall be called the Articles of Association of Siam Makro Public Company Limited.

Article 2. The word "Company" referred to in these Articles of Association means Siam Makro Public Company Limited.

Article 3. Unless otherwise provided in these Articles of Association, the provisions of law governing public limited companies shall apply.

The Company shall comply with the regulations, notifications, orders or rules of the Stock Exchange of Thailand so long as the Company's ordinary shares are listed on the Stock Exchange of Thailand. In this connection, in the case where the Company or its subsidiaries agree(s) to enter into a connected transaction or any transaction relating to the acquisition or disposition of assets of the Company or its subsidiaries pursuant to the definition prescribed in the notification of the Stock Exchange of Thailand enforceable on the related transaction of the listed companies or the acquisition or deposition of the assets of the listed companies, as the case may be, the Company must comply with the criteria and methods prescribed by the said notifications relating thereto.

Any provision of these Articles of Association being in contrary to the regulations, notifications, orders or rules of the Stock Exchange of Thailand described in the above second paragraph, the said regulations, notifications, orders or rules shall prevail.

**CHAPTER II
ISSUANCE OF SHARES**

Article 4. The shares of the Company shall be ordinary shares, each of which shall have equal value and must be entered in a name certificate. In paying for shares, the subscriber or purchaser shall not set off against the Company as to payments on shares. This shall not apply to the case where the Company restructures its debts by issuing new shares for debt repayment upon the securitization project. The project shall get the prior approval from the meeting of shareholder by a vote not less than three-fourth of the total number of votes of shareholders attending the meeting and having the right to vote.

All shares shall be paid at one time in full value. The Company may issue ordinary shares considered as fully paid-up to any person since the said person has paid in property otherwise than in money or has granted the right to use copyright of literary, artistic or scientific work, any patent, trade mark, design or model, plan, secret formula or process, or has given information concerning industrial, commercial or scientific experience.

The Company may issue debentures, convertible debentures, preferred shares, including any other securities pursuant to the securities and exchange law for sale to the public.

The Company may also convert the convertible debentures or preferred shares into ordinary shares. However, this is subject to provisions of the public limited companies law and securities and exchange law.

Article 5. Every share certificate of the Company shall bear the name of the shareholder with a signature of one director affixed or printed thereon, provided however, directors may assign the Registrar under the law concerning securities and securities exchange to sign or print his signature thereon on their behalf.

In signing the share or other securities certificates by the director or the Registrar, the director or the Registrar may sign thereon by himself or by affixing his signature by machine or computer or by any other means as permitted by the law concerning securities and securities exchange.

The Company may assign the Stock Exchange of Thailand to be the Company's Securities Registrar. If the Company assigns the Stock Exchange of Thailand to be the Company's Securities Registrar, the procedures relating to the registration works of the Company shall be as prescribed by the Registrar.

Article 6. The Company shall issue a share certificate to a shareholder within 2 months from the date the Registrar accepts the registration of the Company or from the date a full payment for such shares is received in case of issuance of new shares after the registration of the Company.

Article 7. If any share certificate is damaged or defaced in substance, the shareholder may request the Company to issue a new share certificate to the shareholder by surrendering the old share certificate.

If a share certificate is lost or destroyed, the shareholder shall present evidence of the report made to the investigating police officer and other reasonable evidence to the Company.

In both cases, the Company shall issue a new share certificate to the shareholder within the time prescribed by law and the shareholder shall pay a share certificate fee not exceeding the rate prescribed in the Ministerial Regulations.

Article 8. The Company may not own its own shares or take them in pledge, except the shares redeemed by the Company in the following cases:

- (1) Redeemed from the shareholders voting against the resolutions of the shareholders' meeting adopting the amendment of the Company's Articles of Association regarding the voting rights and the right to dividend due to the said shareholders' opinion that they would not obtain the fair treatment; or

- (2) Redeemed for financial administration purpose in the event that the Company has accumulated profits and excess liquidity, provided that such redemption does not create a financial problem for the Company.

The shares owned by the Company may not be counted as a quorum at a shareholders' meeting. The Company shall not be entitled to vote nor be counted as the vote for the resolution of the shareholders' meeting nor be entitled to dividend for the redeemed shares.

In the case where the share repurchase does not exceed 10% of the paid up capital, the Company's Board of Directors is authorized to make the decision to repurchase shares in the number of not exceed 10% of the paid up capital and to resell or to dispose of the redeemed shares without obtaining prior approval of the shareholders' meeting.

In the case where the share repurchase exceeds 10% of the paid up capital, the Company must obtain prior approval of the shareholders' meeting to proceed with the transaction.

The Company must dispose of the redeemed shares within the period of time stipulated by the laws. If the Company does not dispose of or is unable to dispose of all the redeemed shares within such period, the Company must reduce its paid-up capital by cancelling the remaining redeemed shares.

The share repurchase, the share disposal and the share cancellation described above shall be complied with criteria and procedures stipulated by the laws on public limited companies, related Ministerial Regulations and the Stock Exchange of Thailand's rules and regulations.

CHAPTER III TRANSFER OF SHARES

Article 9. The shares of the Company are freely transferable without any restriction except such transfer causes aliens to hold more than 49 % of the shares of the Company.

Article 10. The transfer of shares shall be valid when the transferor endorses the share certificate by specifying the name of the transferee and affixing the signatures of the transferor and the transferee thereon and delivers the share certificate to the transferee.

A transfer of shares is valid against the Company when the Company receives an application for the registration of the transfer of shares and a transfer is valid against a third party once the Company has registered such transfer.

When the Company is of opinion that a transfer is legitimate, the Company shall register such transfer within 14 days from the date it receives the application. If the transfer is considered to be invalid, the Company shall inform the applicant within 7 days.

If the shares of the Company are registered as listed securities on the Stock Exchange of Thailand, transfer of shares shall be in compliance with the law concerning securities and securities exchange.

Article 11. In case a transferee wishes to obtain a new share certificate, a request shall be made to the Company in writing signed by the transferee and certified by at least one witness and the old share certificate shall be returned to the Company. The Company shall register such transfer within 7 days and issue a new share certificate within 1 month from the date the request is received.

CHAPTER IV ISSUANCE, OFFERING AND TRANSFER OF SECURITIES

Article 12. Any issuance, offering and transfer of securities to the public or to any person must be in compliance with the Public Limited Company Act and the law concerning securities and securities exchange.

Transfer of other securities which are listed on the Stock Exchange of Thailand other than ordinary shares shall be in compliance with the law concerning securities and securities exchange.

The word, "securities" means the securities as defined by the law concerning securities and securities exchange.

CHAPTER V BOARD OF DIRECTORS

Article 13. The Company shall have a board of directors comprising at least 5 directors and not less than half of all directors must have their residence in the Kingdom.

Article 14. Unless otherwise provided in Article 18, a general meeting of shareholders shall elect directors in accordance with the following rules and procedures:

- (1) A shareholder shall have a number of votes which is equivalent to the number of shares held by him;
- (2) Each shareholder may exercise all the votes he has under (1) to elect one or more persons as directors but he may not split his votes among any such persons;
- (3) The persons receiving the highest number of votes in the respective order of the votes shall be elected as directors up to the total number of directors required or to be elected at such time. In the event that a number of persons receive an equal number of votes for the last directorship exceeds the number of directors the Company required or to be elected at such time, the chairman of the meeting shall have a casting vote.

Article 15. At every annual ordinary meeting, one-third of the directors shall retire from office. The directors who have been longest in office shall retire. If their number is not a multiple of three, then the number nearest to one-third must retire from office. A retiring director is eligible for election.

Article 16. Apart from retirement by rotation, the directors shall vacate the office upon:

- (1) Death;
- (2) Resignation;
- (3) Lack of qualification or having the prohibited characteristics as provided in Section 68 of the Public Limited Company Act B.E. 2535;
- (4) Removal by resolution of the shareholders' meeting pursuant to Article 19;
- (5) Dismissal by Court's order.

Article 17. Any director who wishes to resign from office may submit a resignation letter to the Company. Such resignation shall be effective as from the date the resignation letter reaches the Company.

A director who resigns pursuant to the first paragraph may also notify the Registrar of his resignation.

Article 18. If a directorship becomes vacant for any reason other than by rotation, the board of directors shall elect a person who is qualified and not having a prohibited characteristics as provided in Section 68 of the Public Limited Company Act B.E. 2535 as director to fill the vacancy at the subsequent board of directors meeting unless the remaining term of the director is less than 2 months. The director who fills the vacancy shall retain his office only for the remaining term of the office of the director whom he replaces.

The resolution of the board of directors under the first paragraph shall consist of not less than three-fourth of the votes of the remaining directors.

Article 19. The shareholders' meeting may adopt a resolution to remove any director from office prior to his retirement by rotation by a vote of not less than three-fourth of the number of the shareholders who attend the meeting and have the right to vote and collectively hold of not less than half of the shares held by the shareholders who attend the meeting, and have the right to vote.

Article 20. A director may or may not be a shareholder of the Company.

Article 21. The board of directors shall elect one of the directors to be the chairman of the board.

In case the board of directors deems appropriate, it may elect one or more directors to be vice chairman. The vice chairman shall have duties under the Articles of Association in the businesses assigned by the chairman.

Article 22. There must be not less than half of the total number of directors attending the board of directors' meeting to constitute a quorum. In case the chairman of the board is not present or is unable to perform his duty, if there is a vice chairman, the vice chairman shall act as chairman of the meeting. If there is no vice chairman or if he is unable to perform his duty, the directors who are present at the meeting shall elect one director to be the chairman of the meeting.

Decisions of the board meeting shall be made by majority votes.

Each director shall have one vote except that a director who has an interest in any matter shall not be entitled to vote on such matter. In case of an equality of votes, the chairman of the meeting shall have a second or casting vote.

Article 23. In summoning a board of directors' meeting, the chairman of the board or a person assigned by him shall send a notice of the meeting to the directors not less than 7 days prior to the date of the meeting except in the case of necessity and urgency to safeguard the rights or interests of the Company, the notice summoning the meeting may be given by other means and the date of the meeting may be scheduled sooner.

Article 24. A director shall perform his duties in compliance with the laws, objectives and Articles of Association of the Company as well as the resolutions of the shareholders' meeting.

The Board of Directors may assign one director or directors or any other person or persons with any task to be carried out on behalf of the Board of Directors.

The Board of Directors may appoint executive directors having authority and responsibilities as authorized by the Board of Directors. Any director who carried out any affair which the meeting of shareholders has duly resolved to ratify or approve, even through the resolution is to be revoked, such director does not have to be responsible for such affair to the company, shareholders or creditors of the company.

Article 25. A director is prohibited to engage in any business, become a partner or become a shareholder in other juristic persons having a similar nature to and being in competition with the business of the Company except a notification is given to the general meeting of shareholders prior to the adoption of the resolution on his appointment.

Article 26. A director must notify the Company without delay if he has any interest in any agreement made with the Company or increases or decreases his holding of shares or debentures in the Company or its affiliates.

Article 27. The board of directors shall hold a meeting at least once every 3 months.

Article 28. Joint signatures of two directors with the Company seal affixed shall be binding on the Company.

The board of directors is empowered to designate directors who shall be authorized to sign and affix the seal to bind the Company.

Article 29. The directors are entitled to receive remuneration from the Company in form of salary, gratuity, meeting attendance fee, reward, bonus, and other benefit in accordance with the Articles of Associations or the resolution of the shareholders' meeting which may be specified as fixed amount or rules and may be fixed for a specified period or permanently until change.

Provision in paragraph one shall not affect the right of the Company's officer or employee who is appointed as the Company's director to receive remuneration or benefit from the Company as being the Company's employee.

CHAPTER VI

SHAREHOLDERS' MEETING

Article 30. The board of directors shall hold an annual ordinary meeting of shareholders within 4 months from the end of the fiscal year of the Company.

All other meetings of shareholders apart from the above mentioned shall be called extraordinary shareholders' meetings. The board of directors may summon an extraordinary meeting of shareholders whenever it thinks fit or whenever, the shareholders holding altogether not less than one-fifth of all issued shares or not less than 25 shareholders holding altogether not less than one-tenth of all issued shares make a requisition in writing to the board of directors to summon an extraordinary meeting by clearly specifying therein a reason of such requisition. The board shall summon a shareholders' meeting within 1 month from the date the shareholders' request is received.

Article 31. In summoning a shareholders' meeting, the board of directors shall prepare a notice specifying the place, date, time, agenda and matters to be proposed to the meeting together with adequate details by clearly indicating whether such matters are proposed for acknowledgement, for approval or for consideration, as the case may be, as well as the board's opinions on such matters and send to the shareholders not less than 7 days prior to the date of the meeting and advertise the notice summoning the meeting in a newspaper for 3 consecutive days not less than 3 days prior to the date of the meeting.

During the period of 21 days prior to each meeting of shareholders, the Company may suspend registration of share transfer by posting up a notice for information of shareholders in advance at the head office and every branch office for a period not less than 14 days prior to the date of commencement of share transfer suspension.

The place where the meeting is to be held does not have to be in the locality in which the head office of the company is situated. The meeting can be held anywhere else as the Board of Directors deems appropriate.

Article 32. At a shareholders' meeting, there shall be not less than 25 shareholders and/or the shareholders' proxies (if any), or not less than half of the total number of shareholders and holding altogether not less than one-third of the total issued shares attending the meeting to constitute a quorum.

In case it appears at any shareholders' meeting that within one hour after the time appointed for the meeting the number of shareholders attending the meeting does not constitute the quorum, the meeting, if summoned upon the requisition of shareholders, shall be cancelled. If the meeting had not been summoned upon the requisition of shareholders, another meeting shall be summoned and a notice summoning the meeting shall be sent to the shareholders not less than 7 days before the meeting and at such subsequent meeting no quorum shall be necessary.

At a shareholders' meeting, the Chairman of the Board of Directors shall preside over the meeting of shareholders. In the case where the Chairman is absent or unable to perform the duty, the Vice Chairman shall act as the Chairman of the meeting. If the Vice Chairman does not exist or exists but unable to perform the duty, the shareholders present shall elect one shareholder to act as the chairman of the meeting.

Article 33. The resolution of the shareholders' meetings shall require of the following votes:

- (1) In normal cases, they shall be adopted by the majority votes of the shareholders who are present and are entitled to vote. One share shall have one vote. In case of equality of votes, the chairman of the meeting shall have a second or casting vote.
- (2) In the following cases, they shall be adopted by the votes of not less than three-fourth of the total votes of shareholders who are present and are entitled to vote:
 - (a) Sale or transfer of the whole or an essential part of the Company's business to other person.
 - (b) Purchase or acceptance of transfer of business of another company or private company to the Company.
 - (c) Execution, amendment or termination of a contract in relation to the leasing of the whole or an essential part of the Company's business, the assignment to any other person to manage the Company's business or the consolidation of the business with other persons for the purpose of sharing profit and loss.
 - (d) Increase of Registered Capital.
 - (e) Reduction of Registered Capital.
 - (f) Issuance of Debenture.
 - (g) Amalgamation.
 - (h) Dissolution.
 - (i) Amendment of Memorandum and Articles of Association.

Article 34. A poll may be carried out if so requested by not less than 5 shareholders and approved by the meeting.

Article 35. The businesses to be transacted at the annual ordinary meeting are as follows:

- (1) To consider the report of the Board of Directors submitted to the meeting concerning the activities carried out in the past year.
- (2) To consider and approve the balance sheet.
- (3) To consider appropriation of profit.
- (4) Election of directors in place of those retiring by rotation.
- (5) Appointment of an auditor.
- (6) Other business.

CHAPTER VII ACCOUNTS, FINANCE AND AUDIT

Article 36. The fiscal year of the Company shall commence on 1st January and end 31st December of each year.

Article 37. The Company shall arrange for making and maintaining accounts and auditing of the accounts in accordance with the laws concerning therewith and shall arrange for making a balance sheet and profit and loss statement at least once every 12 month which is the fiscal year of the Company

Article 38. The board of directors shall arrange for making a balance sheet and profit and loss statement as of the last day of the fiscal year of the Company and submit them to the shareholders' meeting for approval at the annual ordinary meeting. The board of directors shall arrange for the balance sheet and profit and loss statement to be completely audited by the auditor before submitting them to the shareholders' meeting.

When the board of directors thinks fit, a semi-annual balance Sheet showing half year financial status and the profit and loss may be made.

Article 39. The board of directors shall send the following documents to the shareholders together with the notice summoning the annual ordinary meeting:

- (1) Copies of the audited balance sheet and profit and loss statement together with the report of the auditor thereon;
- (2) Annual report of the board of directors.

Article 40. No dividends shall be paid from any type of funds other than from the profits, In case the Company still sustains any accumulated loss, no dividend shall be paid.

A dividend shall be divided equally according to the number of shares.

The board of directors may from time to time pay interim dividends to the shareholders as appears to be justified by the profits of the Company and report to the shareholders at the next meeting.

Dividends shall be paid within 1 month from the date of the shareholders' meeting or the adoption of the resolution of the board of directors, as the case may be. A written notice shall be sent to the shareholders and a notice of payment of dividend shall also be published in a newspaper.

Article 41. The Company shall appropriate from the annual net profits to a reserve fund not less than 5 per cent of its annual net profits less the accumulated loss carried forward (if any) until the reserve fund reaches not less than 10 per cent of the registered capital.

Article 42. The auditor shall not be a director, a member of staff, an employee or a person holding any position in the Company.

Article 43. The auditor shall have the power to examine the accounts, documents and any other evidence relating to the revenues and expenditures as well as the assets and liabilities of the Company during the Company's office hours. To such extent, he shall have the power to inquire the directors, staff, employees, persons holding any position in the Company and agents of the Company, including to instruct them to give factual statements or to furnish documents or evidence relating to the operation of the Company's activities.

Article 44. The auditor is obliged to attend every general meeting of shareholders held to consider the balance sheet, the profit and loss statement and the problems relating to the accounts of the Company in order to provide explanations to the shareholders regarding the audit of the accounts. The Company shall also send to the auditor the reports and documents of the Company which shall be received by the shareholders for such general meeting.

CHAPTER VIII ADDITIONAL PROVISIONS

Article 45. The Company's seal is affixed hereunder.