

ASIA FIBER PUBLIC COMPANY LIMITED**Part 4 Directors and the Board of Directors**

16. The Board of Directors consists of no fewer than five and no more than 28 persons to be elected at a general meeting of shareholders. Additionally, no fewer than one-half of the board of directors must have residence in Thailand.

17. The election of Company directors at general meetings of shareholders is to be carried out in accordance with the following criteria and procedures:

- (1) The number of votes each shareholder is equivalent to the number of shares held.
- (2) Each shareholder must cast all his/her votes, as determined in (1), to select one or several candidate(s) to be Board member(s), and may not divide his/her votes among candidates.
- (3) Depending upon the number of posts to be filled at that time, the person of persons receiving the highest number of votes are to become members of the Board. In the event that two or more persons receive an equal number of votes and the number of such persons exceeds the number of posts to be filled on the board, the Chairman of the Board of Directors shall cast the deciding vote.

18. The Directors may or may not be shareholders in the Company.

19. The Board of Directors shall elect one of its members to serve as the Chairman.

In the event that the Board of Directors determines it appropriate to elect one or more vice chairpersons, such person (s) will undertake those duties defined in the rules and regulations for the operation to which the Chairman of the Board assigns him/her.

20. At each annual general meeting, one-third of the members of the Board shall relinquish their posts. If it is not possible to divide the number of directors evenly into thirds, the number closest to the ratio shall relinquish their positions.

In the first and second years after official registration of the Company directors shall draw lots to determine who will relinquish their post on the Board. In subsequent years, those members who have served on the Board for the longest period of time shall relinquish their posts.

Those directors who have relinquished their posts have the right to be re-elected to the Board.

21. In addition to these regular terms, directors must leave their posts in the following circumstances:

- (1) death;
- (2) the individual resigns;
- (3) the individual lacks the necessary qualifications or credentials or is forbidden to serve by the laws pertaining to public companies;
- (4) a decision is made at a meeting of shareholders to remove the individual from the Board;
- (5) a court order demands that the individual be removed from the Board.

22. In the event that a post becomes vacant for any reason other than regular term, the Board of Directors shall choose an individual with the necessary qualifications and who is not banned by law from serving on the Board to fill the post at the next Board of Directors meeting, unless the remaining term of this vacant post is less than two months. The person chosen to serve on the Board shall occupy the post only for the period of time remaining to be served by the person replaced.

To pass, a resolution concerning the new appointment must be approved by not less than three-quarters of the remaining Board members.

23. At a meeting of shareholders, a member of the Board may be removed from his/her post prior to the scheduled end of term by a motion approved by three-fourths of the voting shareholders in attendance, representing not less than 50% of the shares held by voting shareholders attending the meeting.

24. The Board of Directors may elect no more than 13 executive directors, and the executive board of directors shall elect one chairperson.

25. The Board of Directors may appoint one or several person or persons to act as company president and vice-president to oversee a particular operation or all Company operations in lieu of the Board of Directors and the Board of Executive Directors in accordance with established policy.

The appointment and dismissal of Company president and vice-president shall be determined by a vote of not less than two-thirds of the Board of Directors.

If any director appointed to the post of Company president or vice-president must leave his/her post as directors, he/she must also resign from the post of Company president or vice-president.

26. The signatures of two directors accompanied by the official Company seal are legally binding.

The Board of Directors shall appoint those directors authorized to sign and affix the Company seal, which together are legally binding.

27. The Board of Directors shall determine the Company's internal system of operations and the duties and authority of the various divisions within the Company.

28. At any meeting of the Board of Directors, not less than one half of the total number of Board members must be in attendance to constitute a quorum. In the event that the Chairman of the Board is absent or cannot fulfill his/her duties as Chair, the Vice Chairperson, if such a post exists, shall act as Chair. If there is no vice chairperson, or if the vice chairperson is unable to perform his/her duties, the Board shall select one of the members from those in attendance to act as Chair at the meeting.

Unless otherwise specified in these rules and regulations, a simple majority, each member having one vote, is sufficient to carry a motion at any meeting of the Board of Directors. In the event of a tie, the Chairman of the Board shall be given an additional vote with which to decide the outcome.

The following actions require not less than two thirds of those in attendance:

- (1) to sell immovable property owned by the Company;
- (2) to mortgage or pledge Company assets;
- (3) to borrow money.

29. One meeting of the Board of Directors is to take place during each quarterly period.

At any other time, the Board of Executive Directors may exercise the duties and authority as described in (28) and (33) in lieu of the Board of Directors.

30. In addition to the regular quarterly meetings, the Chairman of the Board or any two members of the Board may, at any time deemed necessary, call a meeting of the Board of Directors. In this case, the Chairman of the Board must fix a date for such a meeting within 14 days of receipt of the request.

31. A meeting of the Board of Executive Directors shall take place once a month. If it is deemed necessary, the chairman of the Board of Executive Directors or any two other members of the board shall be entitled to call an additional meeting at any time. More than half of the total number of members of the board constitutes a quorum and as such has the authority to make decisions and agreements concerning any or all of the Company's activities. To pass, any resolution with the exception of those specified in (28) above, which require approval by not less than two-thirds of the members in attendance, must receive approval by a simple majority of attending members.

32. Company directors must carry out their duties in accordance with the law, the objectives, rules and regulations of the Company, and resolutions passed at meetings of the shareholders.

33. Under item (32) above, the Board of Directors has the following duties and authority:
- (1) to set up the organization and determine the duties in the Company.
 - (2) to determine trading policies;
 - (3) to consider and approve major regulations and contracts;
 - (4) to appoint and dismiss high-level staff;
 - (5) to consider and set various budgets;
 - (6) to invest in other companies and to obtain loans from banks, financial institutions or other parties;
 - (7) to propose allocations of profits;
 - (8) to propose increase or decrease of capital;
 - (9) to agree to purchase, sell, pledge, mortgage or lease movable and immovable property owned by the Company;
 - (10) to make decisions regarding other important activities.