

MEMORANDUM OF ASSOCIATION

OF

MUANGTHAI CAPITAL PUBLIC COMPANY LIMITED

0107557000195

The particulars of the memorandum of association are hereunder

1. Name of the company (in Thai) "บริษัท เมืองไทย แคปปิตอล จำกัด (มหาชน)"
which is called in English as "MUANGTHAI CAPITAL PUBLIC COMPANY LIMITED".
2. The Company has an objective to offer its shares to the public.
3. The objectives of the Company are concluded in 48 clauses. Details are in Bor Mor Jor. 002 as attached.
4. The registered capital is 2,120,000,000.00 Baht (Two thousand one hundred and twenty million Baht)
divided into 2,120,000,000 shares (Two thousand one hundred and twenty million shares)
with a par value of 1.00 Baht per share (One Baht)
categorized into
Ordinary Shares of 2,120,000,000 shares (Two thousand one hundred and twenty million shares)
Preferred Shares of - shares (- shares)
5. The head office is located in Bangkok
6. The names, date, month and year of birth, nationality, and addresses of the incorporators of the company, the number of shares subscribed by each of them, and their signatures are as follows:
 - 6.1 Numbers of incorporators - persons subscribing to shares to be paid-up in money - shares which is equal to - percent of the registered capital.

- Signature -

Registration Applicant

(Mr. Chuchat Petaumpai)



The objectives of the company are concluded in _____ 48 _____ clauses as follows:

- (1) To purchase, procure, receive, lease, hire-purchase, acquire ownership, acquire the right of possession, improve, use, and otherwise utilize the asset for any other purpose, including the interest of such asset.
- (2) To sell, transfer, mortgage, pledge, exchange, and dispose of assets by any other means.
- (3) To act as broker, agent, commission agent for the business or every type of businesses, except insurance business, member finding for associations and securities business.
- (4) To borrow money, borrow overdraft facilities from banks, financial institutions, other entities, and lend money or provide credit facilities with or without security interest, including receipt, issuance, transfer, and endorsement of other negotiable instruments.
- (5) To establish branch offices or appoint agent inside and outside of the Kingdom.
- (6) To become a limited liability partner in a limited partnership, a shareholder in any limited companies, public limited companies, investment unitholders in mutual funds, including investment or co-investment in any business.
- (7) To engage in trading of rice, rice product, cassava, cassava product, corn, sesame, beans, pepper, hemp, cotton, shellac, castor oil, wood, rubber, vegetables, fruits, forestry products, herbs, animal skin, animal horns, live animal, butchered meat, sugar, animal feed, and every type of agricultural crops.
- (8) To engage in trading of machines, engines, mechanical tools, labor-saving machines, vehicles, power generators and appliances, refrigerators, air conditioners, fans, electric cookers, electric irons, water pumps, heating apparatus, cooling apparatus, kitchen utensils, ironware, copperware, brassware, sanitaryware, products for household use, furniture, electrical appliances, plumbing equipment, including parts and fittings of the aforementioned products.
- (9) To engage in trading of fresh food, dried food, instant food, canned food, condiments, drinks, liquor, beer, cigarette, and other beverages.
- (10) To engage in trading of fabric, cotton, clothing, ready-to-wear clothes, costume, accessories, cosmetics, cosmetic tools and equipment, and other consumer goods.
- (11) To engage in trading of drugs for the treatment and prevention of diseases in humans and animals, pharmaceuticals, chemicals, medical and pharmaceutical apparatus, fertilizers, pesticides.

[Logo] Department of Business Development
Ministry of Commerce

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Mr. Disaporn Saengpetch
Senior Associate, Chandler MHM Limited

The objectives of the company are concluded in _____ 48 _____ clauses as follows:

- (12) To engage in trading of gold, alloys of copper and gold, silver, diamonds, gems, and other jewelry, as well as substitutes for aforementioned products.
- (13) To engage in trading of paper, stationery, textbooks, books, teaching and studying equipment, calculators, printers, printing equipment, publications, newspapers, document cabinets, office supplies, and printing forms.
- (14) To engage in trading of construction materials, equipment and apparatus for construction, tools, paints, painting apparatus, and every type of building decoration apparatus.
- (15) To engage in trading of plastic pellets, plastic, or similar products, being both raw and instant materials.
- (16) To engage in trading of raw rubber, rubber sheets, or other types of rubber manufactured or obtained from any part of a rubber tree, as well as substitutes for rubber, artificial rubber, materials or said products manufactured by a scientific method.
- (17) To engage in businesses relating to rice plantation, plant cultivation, horticulture, salt farming, forestry, rubber plantation, animal farming, and livestock.
- (18) To engage in operation of mills, sawmills, wood planning and drying mills, car assembly factories, ceramicware and enamelware manufacturing factories, earthenware manufacturing factories, hemp pressing factories, factories for extraction of vegetable oil, paper factories, sack factories, textile factories, thread factories, fabric dyeing and printing factories, tread production and casting factories, steel manufacturing factories, metal casting and lathing factories, zinc factories, instant food manufacturing factories, liquor factories, gas factories, cigarette factories, sugar factories, factories for production of plastic products, metal forming and smelting factories, door and window manufacturing factories, glass factories, beverage production factories, rubber casting factories, car manufacturing factories, thread spinning factories.
- (19) To engage in businesses relating to publishers, publication of books for others, publication of books for sale, and issuance of newspapers.
- (20) To engage in operation of ice factories.
- (21) To engage in businesses relating to fishery, fish markets, and fish piers.
- (22) To engage in stone mining and crushing.

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The objectives of the company are concluded in 48 clauses as follows:

- (23) To engage in contracting construction of buildings, commercial buildings, residential buildings, offices, roads, bridges, reservoirs, tunnels, and other types of constructions, including all types of civil work.
- (24) To engage in businesses relating to mining, smelting factories, and the classifying, decomposing, forging, processing, surveying, analyzing, examining, grinding, and transferring of ores.
- (25) To engage in operation of hotels, restaurants, bars, night clubs, bowling venues, massage parlors, theaters and entertainment venues, resorts, sports fields, and swimming pools.
- (26) To engage in land, water, and air transportation and transfer of goods and passengers, both domestic and international, as well as customs and freight clearance at ports.
- (27) To engage in foreign exchange business (once approved by the Ministry of Finance).
- (28) To engage in the import into and export out of the Kingdom products specified in the Company's objectives.
- (29) To engage in businesses relating to hair cutting, hairdressing, beauty salons, tailoring, and laundry.
- (30) To engage in photography services, film developing, printing and enlargement of photographs, including documents.
- (31) To engage in production and distribution of movies.
- (32) To engage in trading of fuel and provide repair, maintenance, examination, pressure washing, and rustproof coating services for all types of vehicles, as well as installation, examination, and repair of all accident prevention equipment.
- (33) To engage in provision of legal, accounting, engineering, architectural, and advertising services.
- (34) To engage in businesses relating to the provision of services regarding guarantees for payment of debts, liabilities, and obligations of others, including guarantees for individual who enters or leaves the country according to laws regarding immigration, taxes, and other laws
- (35) To engage in the provision of consultation and advisory services regarding problems related to commercial and industrial administration and problems related to production, marketing, and distribution.

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The objectives of the company are concluded in _____ 48 _____ clauses as follows:

- (36) To engage in collection, compilation, conducting, publication, and dissemination of statistics and data relating to agriculture, industries, commerce, finance, and marketing, as well as analysis and evaluation of business operation.
- (37) To engage in operation of private hospitals and nursing homes, provide treatment to patients and injured persons, and arrange academic training classes and courses on medical and health services.
- (38) To engage in provision of services regarding benefit management and administration, collection of benefits, and management of property for others.
- (39) To auction off products and contract for work as specified in the Company's objectives to persons, groups of persons, legal entities, the government sector, and government agencies, both domestic and international.
- (40) To assign or be assigned of rights arising from sale of products, services, borrowing, hire-purchase of movable properties.
- (41) To engage in hire-purchase of movable properties.
- (42) To engage in leasing of movable properties.
- (43) To invest the Company's capital in securities, bonds, debentures, and other securities of any company incorporated to conduct industrial business or other business and buy back securities, bonds, debentures, and other securities of such nature, except in banking business, finance companies, and credit foncier companies.
- (44) To be entitled to issue shares at a price higher than the par value.
- (45) To be entitled to issue any securities, as prescribed by laws regarding securities and stock market, to offer them to shareholders, any person, or the public.
- (46) To engage in lending money with mortgage of real estate or sale of real estate with rights of redemption, without deposit of or taking money from the public and without utilization of such money.
- (47) To engage in collect payment of goods, utilities, including other services, as well as providing management services and managing the form of such services.

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Muangthai Capital Public Company
Limited

The objectives of the company are concluded in 48 clauses as follows:

- (48) To engage in transferring of money via electronic means which is a transfer of accounts between the transferor and the transferee or a transfer between the transferor and the transferee, one of which or both parties does not have an account.

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