

(Translation)

**ARTICLES OF ASSOCIATION
OF
SIAM CITY CEMENT PUBLIC COMPANY LIMITED**

Section 1 : General Provisions

- Clause 1 These Articles are called the Articles of Association of Siam City Cement Public Company Limited.
- Clause 2 The word "the Company" in these Articles means บริษัท ปูนซีเมนต์นครหลวง จำกัด (มหาชน) in Thai or Siam City Cement Public Company Limited in English.
- Clause 3 Provisions or any matters which are not mentioned in these Articles shall be subject to and in accordance with the provisions of the law on Public Limited Companies, and the law on the Securities and Exchange.

Section 2 : Issuance and Transfer of Shares

- Clause 4 The Shares of the Company are ordinary shares of Ten Baht each. The Company may issue preferred shares, debentures, preferred shares or debentures which may be convertible into ordinary shares or other securities in accordance with the provisions of law.
- All shares of the Company are shares which specify the names of the shareholders only.
- Clause 5 The number of foreign shareholders and the percentage of foreign shareholding in the Company shall not be more than 49 per cent of the total number of shareholders and the total number of issued shares of the Company, respectively.

The term "Foreigner" shall have the meaning ascribed to it in the 1999 Foreign Business Act and any amendment thereof.

- Clause 6 The share certificates of the Company are share certificates which specify the names of the shareholders which must have at least a signature or a signature stamp of one director. The Share Registrar may be authorized to sign or stamp his signature on behalf of the director in accordance with the provisions of the law on the Securities and Exchange.
- Clause 7 The shares of the Company are freely transferable except:
- (1) such transfer shall cause the Company to lose its rights or benefits which it should have by law.
 - (2) such transfer shall cause the percentage of foreign shareholding to be against or in contrary to Clause 5 of these Articles.

The Company shall not accept any registration of share transfer if such transfer shall violate any provisions of law or the Company's Articles of Association.

Clause 8 A share transfer is complete upon the endorsement at the back of the share certificate by the transferor specifying the name of the transferee, the signatures of the transferor and the transferee and the delivery of the share certificate to the transferee.

The share transfer shall be binding on the Company upon receipt of the share transfer application form by the Company and shall be binding upon other persons when the Company has completed the registration of such transfer.

If the Company sees that a share transfer is in accordance with the provisions of law, it shall register such transfer within fourteen days after receipt of the share transfer application form. If such transfer is found to be illegal or incomplete, the Company shall inform the applicant within seven days.

The transfer of the shares of the Company which are registered as listed securities in the Stock Exchange of Thailand shall be made in accordance with the provisions of the law on the Securities and Exchange.

Clause 9 By order of the Board of Directors, the Company may appoint an ordinary person or a juristic person to act as the Share Registrar of the Company. Said Share Registrar shall have the authority to accept or not accept the registration of any share transfers, pledges or consignments of shares in accordance with these Articles.

Clause 10 Before each meeting of the shareholders, the Company may temporarily suspend the share transfer registration for a period not exceeding twenty-one days before the meeting by giving at least fourteen days prior announcement to the shareholders at the Company's Head Office and each of its branch offices.

Section 3 : Board of Directors

Clause 11 The Company's Board of Directors must consist of not less than five directors and not more than thirteen directors, and at least half of the total number of directors must reside in the Kingdom.

The directors may be shareholders of the Company.

Clause 12 Director election at the meeting of shareholders shall be according to the following rules and methods:

- (1) Each shareholder has a voting right of one vote per one share.
- (2) Each shareholder can cast all his votes he has as per (1) to elect one or several persons to be the director(s) but cannot divide/split and cast his votes.
- (3) The persons shall be elected as directors according to the number of the votes received. The person with the highest votes shall be elected first and subsequent persons shall be elected respectively until all directors which ought to be or are required to be elected at the meeting have been elected. In case the last person to be elected as the director has the same number of votes as the subsequent person, the Chairman of the meeting shall cast an additional vote to determine the election.

- Clause 13 At every Annual General Meeting, one-third of the total number of directors shall retire. If the total number of directors cannot be divided into one-third, the nearest number to one-third of the directors shall retire.

After these Articles come into force, the retirement of directors as per paragraph 1 above shall be determined by drawing lots in the first and the second years and in subsequent years the directors who have the longest services shall retire.

The directors, who retire as mentioned above, may be re-elected.

- Clause 14 In addition to retirement by rotation, a director shall retire in case of:
- (1) death;
 - (2) resignation by submitting his resignation in writing to the Company;
 - (3) lack of qualifications or having any characteristics prohibited by law;
 - (4) removal by a resolution of the shareholders' meeting with the votes of not less than three-fourths of the number of shareholders attending the meeting and having the right to vote and the total number of shares of not less than half of the number of shares held by the shareholders attending the meeting and having the right to vote; or
 - (5) a court order.

In case a position of the director becomes vacant for any reason other than the retirement by rotation, the Board of Directors shall elect a person with the right qualifications and having characteristics not prohibited by law to be the director at the next meeting of the Board of Directors with the votes of not less than three-fourths of the remaining number of directors except the vacant position shall have a remaining term of less than two months.

In case the positions of the directors become vacant until the remaining number of directors is not sufficient to form a quorum, the remaining directors shall only have the authority to hold a shareholders meeting to elect the directors to fill all the vacant positions on behalf of the Board of Directors.

The persons elected in accordance with paragraphs 2 and 3 above shall only be the directors of the Company for the remaining terms of the previous directors.

- Clause 15 The directors shall have the rights to receive remuneration from the Company such as salary, rewards, meeting allowance, allowance, gratuity, bonus or other types of benefits according to the Articles of Association or the resolutions of the shareholders which can be in fixed amounts or which can be set as guidelines and then fixed the amount from time to time or until such time when further changes are made.

Notwithstanding the above there shall be no effect on the rights of the staff or employees of the Company who have been elected as the directors to receive the remuneration and benefits in their capacities as the staff or employees of the Company.

- Clause 16 The Board of Directors has the authority and duty to supervise and manage the Company in accordance with the provisions of law, objectives and the Articles of Association including the resolutions passed by the shareholders.
- The Board of Directors shall have the authority to implement any organizational regulation in order to specify the responsibilities and duties of the Board and other Company's functions or management in connection with the operation and management of the Company.

The Board of Directors shall choose and appoint, by a majority vote, one director to be Chairman of the Board. In addition, the Board of Directors may appoint one or several directors to be the Vice-Chairman. The Vice-Chairman has the duty according to the Articles of Association in the business entrusted by the Chairman.

The Board of Directors may appoint any other person or persons to carry out the Company's business under the Board's supervision and may confer upon such other person or persons such powers as the Board thinks fit and for such time as the Board deems expedient, and may revoke, withdraw, alter or vary any of such powers.

The Board of Directors may from time to time appoint one or more of its members to be Managing Director or Managing Directors of the Company, and may from time to time remove or dismiss him or them from office and appoint another or others in his or their places. A Managing Director shall at all times be subject to the control of the Board of Directors.

- Clause 17 The Board of Directors must meet together at least once every 3 months. The meeting may be held at the locality where the Company's head office is situated or in any other province in the Kingdom of Thailand or at any other location considered appropriate by the Chairman of the Board of Directors.

In calling for a meeting of the Board of Directors, the Chairman or the entrusted person shall give notice of the meeting to the directors at least seven days prior to the date of the meeting. In case of necessity and urgency and in order to protect the rights and benefits of the Company, the notice of meeting can be given by other means and the date of the meeting can be fixed earlier.

The notice of the meeting and the minutes of the meeting of the Board of Directors shall be made in Thai language with the English translation.

The meeting of the Board of Directors can be held through electronic devices in accordance with Announcement of the National Council for Peace and Order No. 74/2557 Re: Teleconference through Electronic Devices, and the Announcement of the Ministry of Information and Communication Technology Re: Standard of Security of Teleconference through Electronic Devices B.E. 2557 and other laws related to the teleconference, including any amendments thereof.

- Clause 18 At the meeting of the Board of Directors, there must be at least half of the total appointed directors of the Company to form a quorum and the Chairman of the Board of Directors shall be the Chairman of the meeting. In case the Chairman is not present at the meeting or cannot perform his duty, the Vice-chairman shall be the Chairman of the meeting. In case there is no Vice-chairman or the Vice-chairman is not present at the meeting or cannot perform his duty, one of the directors attending the meeting shall be elected to be the Chairman of the meeting.

At the meeting of the Board of Directors, resolutions shall be determined by majority vote. One director has one vote, except for the director who has a conflict of interest, such director shall have no right to vote in such matter. In case of equal votes, the Chairman of the meeting shall cast an additional vote.

- Clause 19 The Board of Directors may appoint any director and/or any of its executives to be a member of the Executive Committee which shall have the power and duties as authorized by the Board of Directors as it deems appropriate. The Board may revoke, withdraw, alter or vary any of such powers or duties of the Executive Committee, and may from time to time remove or dismiss any member of the Executive Committee and appoint another or others in his or their places.

The member of the Executive Committee are entitled to receive consideration and remuneration or other form of benefit as prescribed by the resolution of the Board of Directors' meeting, without prejudice to their entitlement to other consideration or benefit in accordance with these Articles of Association in the capacity as director or staff or employee of the Company, as the case may be.

- Clause 20 The directors authorized to sign to bind the company shall be two directors jointly signing under affixment of the Company's seal. The Board of Directors may determine the names of the directors authorized to sign to bind the Company.

Section 4 : Meeting of the shareholders

- Clause 21 The Board of Directors must hold a meeting of the shareholders annually within four months after the end of the Company's fiscal year (the "Annual General Meeting"). Other meetings of the shareholders shall be called "the Extraordinary General Meetings."

The Board of Directors may call for an Extraordinary General Meeting at any time as deemed appropriate .

One or more than one shareholder holding shares amounting to not less than one-tenth of the total number of issued shares may, by subscribing their names, request the Board of Directors to call an Extraordinary General Meeting at any time, but the agenda and reasons for calling such meeting shall be clearly stated in such request .In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five days as from the date the request is received from the shareholders.

If the board of directors does not hold the meeting within the period of time specified in paragraph three, the shareholders who subscribe their names or other shareholders holding shares amounting to the required amount may call the meeting themselves within forty-five days as from the date on which the period of time in paragraph three ends .In this case, the meeting is deemed a shareholders meeting called by the Board of Directors and the Company shall be responsible for the necessary expenses incurred therefrom and shall reasonably facilitate the meeting.

In the case where the quorum of the meeting called by the shareholders under paragraph four cannot be constituted as specified in clause 24, the shareholders under paragraph four shall compensate the Company the expenses incurred from the meeting.

- Clause 22 In calling for a meeting of the shareholders, the Board of Directors shall give a notice of the meeting in writing stating the place, date, time and agenda of the meeting and matters to be submitted at the meeting by specifying clearly which matters to be submitted for acknowledgment, for approval or for consideration including the opinions of the Board of Directors in such matters (if any) and the relevant details as deemed appropriate. The notice

of the meeting shall be sent to the shareholders and the Registrar in accordance with the provisions of the law on the Public Limited Companies together with the relevant documents at least seven days prior to the meeting and shall be advertised in the newspaper for three consecutive days at least three days prior to the meeting.

The notice to the meeting and the minutes of the shareholders' meeting shall be in Thai language with an English translation.

Clause 23 The shareholders may appoint proxies to attend and vote at the meeting instead of them by issuing a proxy in the form as required by the Share Registrar and the proxy form must be presented to the Chairman or the person authorized by the Chairman at the place of the meeting by the proxy prior to attending the meeting.

Clause 24 At a meeting of the shareholders there must be at least twenty-five shareholders including proxies (if any) or at least half of the total number of shareholders attending the meeting, whichever is lesser, holding share in aggregate not less than fifty percent of the total number of issued shares to form a quorum.

In case at a meeting of the shareholders one hour has passed after the time set for the meeting, and the number of shareholders attending the meeting is not sufficient to form a quorum, the meeting shall be cancelled if the meeting has been called for by the shareholders. If the meeting has not been called for by the shareholders, the meeting shall be re-called by giving a written notice of the meeting to the shareholders at least seven days prior to the meeting. In this latter case, it is not required that a quorum shall be formed at the meeting.

Clause 25 The Chairman of the Board of Directors shall be the Chairman of the meeting of the shareholders. In case the Chairman is not present at the meeting or cannot perform his duty, the Vice-chairman of the Board of Directors shall be the Chairman of the meeting. In case there is no Vice-chairman or the Vice-chairman is not present at the meeting or cannot perform his duty, the shareholder shall elect one of the shareholders attending the meeting to be the Chairman of the meeting.

Clause 26 The Chairman of the meeting of the shareholders has the duty to conduct the meeting in accordance with the Articles of Association of the Company with respect to the meeting of the shareholders. The meeting must proceed according to the agenda stated in the notice of the meeting except the shareholders shall resolve to change the sequence of the agenda with the votes of not less than two-thirds of the total number of shareholders attending the meeting.

Clause 27 The resolution of the shareholders' meeting shall comprise of the following votes:

- (1) In normal case, the majority vote of shareholders who attend the meeting and cast their votes. Each share shall be counted as one vote. In case of an equal amount of votes, the Chairman shall have an additional casting vote.
- (2) In the following cases, a resolution must be passed by a vote of not less than three-fourths of the total number of votes of shareholders who are present at the meeting and have the right to vote. Each share shall be counted as one vote:
 - (a) The sale or transfer of businesses of the Company, either in their entirety or in certain essential parts, to other persons;
 - (b) The purchase or acceptance of transfer of businesses of other public companies or private companies to the Company;

- (c) The making, amending or cancellation of contracts relating to the leasing out of the businesses of the Company, either in their entirety or in certain essential parts, the assignment to any other persons to manage the businesses of the Company or the consolidation of the business with other persons with an objective towards profit and loss sharing;
- (d) The amendment of the Memorandum of Association or Articles of Association;
- (e) The increase or decrease in the Company's capital or the issuance of debentures;
- (f) The amalgamation or dissolution of the Company.

In the cases of Article 27(2) of these Articles, such shall be made in accordance with the law on the Securities and the Exchange.

Agenda to be conducted at the Annual General Meeting are as follows:

- (1) Review of the report of the Board of Directors covering work done during the preceding year as proposed to the meeting by the Board;
- (2) Considering and approving the financial statements and profit and loss statement of the past fiscal year;
- (3) Considering the allocation of profit and reserve fund;
- (4) Election of new directors in place of those who must retire on the expiration of their terms and fixing their remuneration;
- (5) Appointment of the auditor and setting of the audit fee;
- (6) Other business.

Section 5: Accounting, Finance and Auditing of Accounts

Clause 28 The fiscal year of the Company begins on 1st January and ends on 31st December of every year.

Clause 29 The Company is prohibited to pay dividend out of other funds except the profits. In case the Company still has an accumulated loss, the Company shall not pay any dividend.

Dividend payment is divided equally by the number of shares.

The Board of Directors may pay an interim dividend to the shareholders from time to time if it sees that the Company has sufficient profits to do so and shall inform the shareholders at the next meeting.

Dividend shall be paid within one month after the meeting of the shareholder or after a resolution has been passed by the Board of Directors by informing the shareholders in writing and advertising the dividend payment in the newspaper.

Clause 30 The Board of Directors shall prepare the financial statements and profit and loss statement as at the last day of the fiscal year of the Company and shall submit the same to the shareholders' meeting at the Annual General Meeting for approval. The Board of Directors shall also arrange for the auditor to examine the financial statements and profit and loss statement prior to submission to the shareholders' meeting.

The Company shall cause its accounts to be prepared and kept also audited in accordance with the relevant laws, and shall cause the financial statements and profit and loss statement to be made at least once for every twelve months of the Company's fiscal year.

The Company's books and accounts shall be kept in English with Thai caption, and shall be maintained according to international accounting practices and procedures generally acceptable in Thailand.

Clause 31 Auditors have the authority to audit the accounts, documents and other evidence in connection with the revenue and expenses including the assets and liabilities of the Company during the office hours of the Company. In this connection, the Auditors shall have the authority to interview the directors, staff, employees, other officers and agents of the Company, as well as to request for any clarification on the facts or other documents and evidence in connection with the operations of the Company.

The Auditors have the duty to attend the meeting of the shareholders every time there is a consideration involving the financial statements, the profit and loss statements and problems in connection with the accounts of the Company in order to clarify the auditing of accounts to the shareholders. In this connection the Company must send to the Auditors all the reports and documents which it shall send to the shareholders for attending the meeting.

Section 6 : Miscellaneous

Clause 32 The seal of the Company is as indicated below:

[Seal]