

Company's articles of association concerning the shareholders meeting and vote casting

Chapter 5

The Board of Directors

Article 15. The Company shall have a Board of Directors of the Company to operate the Company's business, consisting of at least five (5) directors, of which not less than half (1/2) of the total number of directors must be residents of Thailand. The Company's directors must be qualified as required by law.

The directors of the Company may or may not be shareholders of the Company.

Article 16. The meeting of shareholders shall support the election of the Company's directors according to the following rules and procedures:

(1) One shareholder has one (1) vote for each (1) share.

(2) Each shareholder shall exercise all available votes following (1) elect one or more persons as directors. However, it is not possible to distribute votes to anyone.

(3) The person who receives the highest number of directors in descending order shall be elected as a director equal to the number of directors to be had. Or should the election be held at that time. If the person who was selected in the next order has a vote.

The Chairman of the meeting shall vote on the number of directors who are equal to the number of directors that should be had.

Article 17. At each annual general meeting of shareholders, one-third (1/3) of the current directors shall retire from their positions. If the number of directors cannot be evenly divided into three parts, the closest number to one-third (1/3) shall retire.

A committee member who has vacated their position may be re-elected to assume the position again.

The directors who must resign in the first and second years after the registration of the company's transformation shall be determined by a lottery to decide who will leave. For the subsequent years, the director who has held the position the longest shall be the one to resign.

Article 18. In addition to the expiration of the term, a director shall be removed from office when

(1) deceased

(2) resigns

(3) lacks qualifications or has disqualifying characteristics under the law

(4) the shareholders' meeting votes for removal in accordance with Article 20

(5) the court orders removal

Article 20. The shareholders' meeting may vote to remove any director from office prior to the expiration of their term with a majority vote of not less than three-fourths (3/4) of the total number of shareholders present and entitled to vote, and holding shares totaling not less than one-half (1/2) of the shares held by the shareholders present and entitled to vote.

Article 21. If a director's position becomes vacant for reasons other than the expiration of the term, the board of directors shall select an individual who possesses the qualifications and does not have any disqualifying characteristics under the laws governing public limited companies and the laws regarding securities and the stock market to serve as a director in the next board meeting, unless the remaining term of that director is less than two (2) months, in which case the individual appointed as a replacement director shall serve only for the remaining term of the director being replaced.

The resolution of the committee in accordance with the first paragraph must consist of not less than three-fourths (3/4) of the votes of the Number of remaining directors.

Article 22. The company's directors are entitled to receive director's remuneration from the company in the form of rewards, meeting allowances, pensions, bonuses, or other forms of benefits as considered and approved by the shareholders' meeting with a vote of not less than two-thirds (2/3) of the total votes of the shareholders present at the meeting.

The text in the first paragraph shall not affect the rights of the directors appointed by the employees or workers of the company to receive compensation and benefits as employees or workers of the company.

Chapter 6

Shareholders' Meeting

Article 31. The board of directors must convene a shareholders' meeting as an annual general meeting within four (4) months from the end of the company's fiscal year.

The next shareholders' meeting, apart from the aforementioned, shall be referred to as an extraordinary meeting, which the board of directors may convene at any time as deemed appropriate.

One or more shareholders holding shares totaling not less than ten percent (10%) of the total issued shares may jointly submit a written request to the Board of Directors to convene an extraordinary general meeting of shareholders at any time, provided that the subject matter and reasons for the request are clearly specified in the written request. In such cases, the Board of Directors must arrange for the shareholders' meeting to be held within forty-five (45) days from the date of receipt of the request from the shareholders.

If the committee fails to convene a meeting within the specified period as stated in paragraph three, shareholders who collectively hold the required number of shares may call a meeting themselves within forty-five (45) days from the expiration date as per paragraph three. Furthermore, in this case, shareholders calling the meeting may send the notice of the meeting to other shareholders electronically, provided that the shareholders have previously expressed their intention or consent to the company or the committee. In such instances, it shall be deemed a shareholders' meeting called by the committee, and the company shall be responsible for the necessary expenses incurred in organizing the meeting and providing appropriate facilitation.

If it appears that the shareholders' meeting is called by paragraph four, if the number of shareholders present does not constitute a quorum as stipulated in Article 32, the shareholders under paragraph four shall jointly be responsible for compensating the expenses incurred from organizing that shareholders' meeting to the company.

Article 32. In a shareholders' meeting, there must be shareholders and proxies from shareholders (if any) attending the meeting of no less than twenty-five (25) or no less than half (1/2) of the total number of shareholders, and the shares counted together must be no less than one-third (1/3) of the total shares issued in order to constitute a quorum.

The shareholders' meeting, when called at any time, if one (1) hour has passed beyond that time and the number of shareholders and the number of shares held by shareholders present at the meeting is still not sufficient to constitute a quorum, and if the meeting was called at the request of the shareholders, then that meeting shall be deemed suspended. If the meeting was called by the board of directors, a new meeting shall be called by sending a notice to the shareholders at least seven (7) days prior to the meeting. The subsequent meeting is not required to have a quorum.

Article 33. In the shareholders' meeting, the chairman of the board shall preside over the meeting.

In the event that the chairman is not present at the meeting or is unable to perform their duties, if there is a vice chairman, the vice chairman shall act as the chairman. If there is no vice chairman, or if there is one but is unable to perform their duties, the shareholders present at the meeting shall elect one (1) shareholder to act as the chairman of the meeting.

Article 34. In calling a shareholders' meeting, the board of directors shall prepare a notice of the meeting specifying the location, date, time, agenda, and matters to be presented to the meeting along with appropriate details, clearly indicating whether the matters are for acknowledgment, approval, or consideration, as the case may be, including the board's opinion on the said matters, and shall send it to the shareholders and the registrar at least seven (7) days prior to the meeting date.

The advertisement of the notice for the community meeting in the newspaper shall be published continuously for no less than three (3) days prior to the meeting date, or the company may advertise the notice for the meeting through electronic media instead of newspaper advertising, in accordance with the criteria set by the registrar.

The delivery of the meeting notice may be made directly to the recipient or their representative, or sent via registered mail. Furthermore, if the shareholder has expressed consent to receive the meeting notice electronically, the notice may be sent electronically, following the criteria set by the registrar.

The location for the shareholders' meeting must be within the area where the company's headquarters is situated, or in a nearby province, or any other area within the Kingdom of Thailand.

Article 35. The chairman of the shareholders' meeting is responsible for conducting the meeting in accordance with the company's regulations regarding meetings. In this regard, the meeting must be conducted in the order of the agenda specified in the notice of the meeting, unless the meeting resolves to change the order of the agenda by a vote of not less than two-thirds (2/3) of the shareholders present at the meeting.

Once the meeting has concluded its deliberations in accordance with the agenda, shareholders holding not less than one-third (1/3) of the total issued shares may request the meeting to consider matters other than those specified in the notice of the meeting.

If the meeting does not complete the agenda items as per paragraph one or does not complete the matters proposed by the shareholders as per paragraph two, as the case may be, and it is necessary to postpone the consideration, the meeting shall determine the location, date, and time for the second meeting. The committee shall send a notice of the meeting specifying the location, date, time, and agenda to the shareholders at least seven (7) days before the meeting date. Additionally, the notice of the meeting shall be advertised in a newspaper at least three (3) days before the meeting date.

Article 36. In the voting process at the shareholders' meeting, whether by open method or secret ballot, one (1) share shall be considered as one (1) vote.

Voting shall be conducted openly unless at least five (5) shareholders request otherwise, and the meeting resolves to conduct a secret ballot, in which case a secret ballot shall be held. The procedure for conducting a secret ballot shall be determined by the chairperson of the meeting.

Any shareholder who has a special interest in any matter shall not have the right to vote on that matter, except for the election of directors, and the resolutions of the shareholders' meeting must consist of the following votes.

(1) In ordinary cases, a majority vote of the shareholders present at the meeting shall be held and voted. If there are points, the sound is the same. The Chairman of the meeting shall cast one additional vote (1) as the final vote.

(2) In the following cases, the votes shall be held not less than three-fourths (3/4) of the total number of votes of the shareholders, which come to the meeting and have the right to vote.

(a) The sale or transfer of all or a significant part of the company's business to another party.

(b) The purchase or transfer of the business of a private company or another public company that belongs to the company.

(c) The making, amending, or canceling of contracts related to the leasing of all or a significant part of the company's business, the delegation of authority to any other person to manage the company's business, or the merger of the business with another party for the purpose of sharing profits and losses.

(d) The amendment of the articles of association or regulations of the company.

(e) The increase or decrease of the registered capital of the company.

(f) The dissolution of the company.

- (g) The issuance and offering of the company's debentures.
- (h) The merger of the company with another company.
- (i) Other actions as prescribed by law that require a vote of not less than three-fourths (3/4) of the total votes of the shareholders present and entitled to vote.

- Article 37.** The matters to be discussed at the annual general meeting of shareholders are as follows:
- (1) Acknowledgment of the report from the board of directors regarding the company's activities over the past year.
 - (2) Consideration and approval of the balance sheet and profit and loss statement as of the end of the company's fiscal year.
 - (3) Consideration and approval of the allocation of profits and the payment of dividends.
 - (4) Consideration of the election of new directors to replace those who have completed their terms and the appointment of a representative for the directors.
 - (5) Consideration of the appointment of auditors and determination of the audit fee.
 - (6) Other matters.

Proxy appointment for attending the shareholders' meeting and the rights of shareholders to vote.

- Article 38.** In a shareholders' meeting, shareholders may grant a proxy to a person who has reached legal capacity to attend the meeting and vote on their behalf. The proxy must be made in writing, signed by the grantor, and submitted to the chairman of the board or a person designated by the chairman at the meeting location before the proxy holder attends the meeting. The proxy document must comply with the format prescribed by the registrar under the law governing public limited companies.

In accordance with paragraph one, shareholders may conduct the proxy appointment electronically instead, using methods that are secure and reliable to ensure that the proxy appointment has been executed by the shareholder, in accordance with the criteria set forth by the registrar.

In casting votes, it shall be deemed that the proxy holder has voting rights equivalent to the total number of votes held by the shareholders who have granted the proxy, unless the proxy holder declares to the meeting prior to voting that they will vote on behalf of only certain individuals who have granted the proxy, specifying the names of the grantors and the amount of shares held by the grantors.

Accounting, Finance, and Auditing

- Article 41.** The board of directors must prepare a balance sheet and profit and loss statement as of the end of the company's fiscal year to be presented to the shareholders' meeting at the annual general meeting for consideration and approval, and the board must ensure that an auditor completes the examination of the balance sheet and profit and loss statement before presenting them to the shareholders' meeting.
- Article 42.** The committee must send the following documents to the shareholders along with the notice of the annual general meeting of shareholders:
- (1) A copy of the balance sheet and the audited profit and loss account, along with the auditor's report, and
 - (2) The annual report of the committee along with various supporting documents to accompany the report.
- Article 45.** The auditor is required to attend the company's shareholders' meeting whenever the balance sheet, profit and loss account, and issues related to the company's accounts are considered, to clarify the audit to the shareholders, and to ensure that the company provides all reports and documents that the shareholders should receive at that shareholders' meeting to the auditor as well.