

**Agenda 9: To consider and approve the amendment to the Company's Articles of Association**

Due to amendments concerning procedures for board meetings and shareholder meetings to accommodate electronic methods, including the delivery of documents and proxies, aiming to reduce burdens and facilitate convenience for both public companies and the public. The amendment to the Public Limited Companies Act (No. 4) B.E. 2565 aims to modernize and align the law with current practices. Therefore, the Board of Directors deems it appropriate to propose to the annual general meeting of shareholders for approval of the amendment to the company's articles of association under Chapter 1: Article 3; Chapter 2: Article 4, 5, 8, 9; Chapter 3: Article 21, 22; Chapter 4: Article 24, 25, 26, 28 and insert Article 40- 42 in Chapter 6, totaling 14 Articles, to align with the amended regulations, summarized as follows:

Existing Articles of Association	Proposed Amendment
<b>Article 3 :</b> Propose to amend a content at the end	
<p>“Other provisions not mentioned in these Articles shall apply in accordance with the provisions of the law governing public limited companies in all respects.”</p>	<p>“Other provisions not mentioned in these Articles shall apply in accordance with the provisions of the law governing public limited companies, <u>the law governing securities and the stock exchange, including other laws that are effective or related to the operations of the company.</u>”</p>
<b>Article 4 :</b> Propose an amendment by dividing the content at the end of paragraph 1 into paragraph 2 and adding additional content into paragraph 3	
<p>“All shares in the Company shall be ordinary shares specified with the name of the shareholder as set 0.25 Satang in par value. All shares in the Company shall be fully paid-up in one lump sum. Share subscribers or share purchasers may not offset any debt with the Company.</p> <p>The shares of the Company are indivisible. If persons jointly hold or subscribe the shares, those persons shall appoint one of them to exercise the shareholder or share subscriber rights.</p> <p>The Company may issue debentures or convertible debentures or preferred shares, including any securities under the laws on securities and exchange for offering to sell to the shareholders, any person or the public. The Company may convert the convertible debentures or the preferred shares into the ordinary shares subject to the provisions of laws.”</p>	<p>“All shares in the Company shall be ordinary shares specified with the name of the shareholder as set 0.25 <u>baht</u> in par value.</p> <p>All shares in the Company shall be fully paid-up in one lump sum. Share subscribers or share purchasers may not offset any debt with the Company.</p> <p><u>This is except in the case where the Company restructures its debt by issuing new shares to repay debt to creditors under the debt-to-equity conversion project by a resolution of the shareholder meeting with a vote of not less than three-fourths (3/4) of the total number of votes of shareholders who attended the meeting and had the right to vote, the issuance of shares to repay debt and the debt-to-equity conversion project must be in accordance with relevant regulations and laws.</u></p> <p>The shares of the Company are indivisible. If persons jointly hold or subscribe the shares, those persons shall appoint one of them to exercise the shareholder or share subscriber rights.</p> <p>The Company may issue debentures or convertible debentures or preferred shares, including any securities under the laws on securities</p>

Existing Articles of Association	Proposed Amendment
	and exchange for offering to sell to the shareholders, any person or the public. The Company may convert the convertible debentures or the preferred shares into the ordinary shares subject to the provisions of laws.”
<b>Article 5 :</b> Propose to amend the content in paragraph 2 and add paragraph 3	
<p>“The Company shall issue share certificates to shareholders within two (2) months from the date the Registrar has accepted to register the Company, or from the date payment for the shares has been received in full in the case of the sale of newly-issued shares after registration of the Company.</p> <p>All share certificates of the Company shall bear a print or signature of at least one (1) director. However, the director may delegate to the Registrar under the laws on securities and exchange the authority to sign or print a signature on his behalf. Such a signature or print shall be in accordance with the rules specified by such Registrar.”</p>	<p>“The Company shall issue share certificates to shareholders within two (2) months from the date the Registrar has accepted to register the Company, or from the date payment for the shares has been received in full in the case of the sale of newly-issued shares after registration of the Company.</p> <p>All share certificates of the Company shall bear a print or signature of at least one (1) director. However, the director may delegate to the <u>Securities</u> Registrar under the laws on securities and exchange the authority to sign or print a signature on his behalf. Such a signature or print shall be in accordance with the rules specified by such <u>Securities</u> Registrar.</p> <p><u>The signing of the share certificate or any other securities by the directors or Securities Registrar mentioned above may be signed by themselves or by using machinery, computers, or other methods as prescribed by the securities and stock exchange.”</u></p>
<b>Article 8 :</b> Propose to amend the content in paragraph 1 and paragraph 2	
<p>“A shareholder may request the Company to issue new share certificate(s) for those which are defaced or damaged in material respects upon surrender of the old share certificate(s) to the Company. In this case, the Company shall issue the new share certificate(s) within fourteen (14) days from the date of request. In the event of loss or destruction of the share certificate(s), the shareholder shall produce as evidence a police record thereof to the Company, and the Company will issue the new share certificate(s) to such shareholder within fourteen (14) days from the date of receipt of a request and such evidence.</p> <p>In the event of death or bankruptcy of any shareholder, the person entitled to acquire such shares shall surrender the share certificates as well as submit complete legal evidence to the Company</p>	<p>" A shareholder may request the Company to issue new share certificate(s) for those which are defaced or damaged in material respects upon surrender of the old share certificate(s) to the Company. In this case, the Company shall issue the new share certificate(s) within <u>the period prescribed by law</u>. In the event of loss or destruction of the share certificate(s), the shareholder shall produce as evidence a police record thereof to the Company, and the Company will issue the new share certificate(s) to such shareholder within <u>the period prescribed by law</u>.</p> <p>In the event of death or bankruptcy of any shareholder, the person entitled to acquire such shares shall surrender the share certificates as well as submit complete legal evidence to the Company before it will accept such person for registration as</p>

Existing Articles of Association	Proposed Amendment
<p>before it will accept such person for registration as a shareholder and re-issue new share certificates within one (1) month from the date of receipt of the said evidence.</p> <p>The Company may demand payment of a fee for its re-issuance of new share certificates to replace those lost, defaced or damaged, or in the event that a request is made by the shareholder for copies of the register of shareholders, whether in part or in full, together with the Company's certificate, at the rate prescribed by the laws."</p>	<p>a shareholder and re-issue new share certificates within <u>the period prescribed by law</u>.</p> <p>The Company may demand payment of a fee for its re-issuance of new share certificates to replace those lost, defaced or damaged, or in the event that a request is made by the shareholder for copies of the register of shareholders, whether in part or in full, together with the Company's certificate, at the rate prescribed by the laws."</p>
<p><b>Article 9 :</b> Propose to amend the content in paragraph 5</p>	
<p>"The Company shall not own shares nor take a pledge of its own shares except in the following cases:</p> <p>(1) The Company may repurchase shares from shareholders who consider that they have been unfairly treated and had voted against a shareholders' resolution approving an amendment to the Company's Articles of Association concerning voting rights and dividend entitlement.</p> <p>(2) The Company may repurchase shares for the purpose of financial management when the Company has accumulated profits and surplus liquidity and the share buyback will not lead the Company into financial difficulties.</p> <p>Shares held by the Company will not be counted in constituting a quorum of the shareholders' meeting and will not have any voting rights or rights to receive dividends.</p> <p>Under the first paragraph, the Company shall resell the shares repurchased within the period specified by the ministerial regulations. In case the Company does not or is unable to resell all the repurchased shares within the specified period, the Company shall reduce its paid-up capital by writing off the registered shares unsold.</p> <p>The repurchase of shares under the first paragraph, the sale and writing-off of repurchased shares under the third paragraph shall be done in accordance with the rules and procedures specified by the ministerial regulations and relevant laws.</p> <p>The share repurchase must be approved by a shareholders' meeting, except in the case where</p>	<p>"The Company shall not own shares nor take a pledge of its own shares except in the following cases:</p> <p>(1) The Company may repurchase shares from shareholders who consider that they have been unfairly treated and had voted against a shareholders' resolution approving an amendment to the Company's Articles of Association concerning voting rights and dividend entitlement.</p> <p>(2) The Company may repurchase shares for the purpose of financial management when the Company has accumulated profits and surplus liquidity and the share buyback will not lead the Company into financial difficulties.</p> <p>Shares held by the Company will not be counted in constituting a quorum of the shareholders' meeting and will not have any voting rights or rights to receive dividends.</p> <p>Under the first paragraph, the Company shall resell the shares repurchased within the period specified by the ministerial regulations. In case the Company does not or is unable to resell all the repurchased shares within the specified period, the Company shall reduce its paid-up capital by writing off the registered shares unsold.</p> <p>The repurchase of shares under the first paragraph, the sale and writing-off of repurchased shares under the third paragraph shall be done in accordance with the rules and procedures specified by the ministerial regulations and relevant laws.</p> <p>The share repurchase must be approved by a shareholders' meeting, <u>except in the case where the</u></p>

Existing Articles of Association	Proposed Amendment
<p>the share repurchase does not exceed ten percent (10%) of the Company's paid-up capital, in which case the Company's Board of Directors has the authority to make the decision to repurchase the shares.</p> <p>In case of a share repurchase exceeding ten percent (10%), the Company shall repurchase the shares within one (1) year after passage of a resolution at the shareholders' meeting.</p> <p>The offering price of repurchase of shares, the offering of the resale shares and any issue related to share repurchase in the event that the Company is a listed company on the Stock Exchange of Thailand shall be compliance with the law concerning securities and the stock exchange."</p>	<p><u>Company is listed on the Stock Exchange of Thailand</u> and the share repurchase does not exceed ten percent (10%) of the Company's paid-up capital, in which case the Company's Board of Directors has the authority to make the decision to repurchase the shares.</p> <p>In case of a share repurchase exceeding ten percent (10%), the Company shall repurchase the shares within one (1) year after passage of a resolution at the shareholders' meeting.</p> <p>The offering price of repurchase of shares, the offering of the resale shares and any issue related to share repurchase in the event that the Company is a listed company on the Stock Exchange of Thailand shall be compliance with the law concerning securities and the stock exchange."</p>
<p><b>Article 21</b> : Propose to amend the content in paragraph 2 and add paragraph 5</p>	
<p>" The Board of Directors must hold a meeting at least once in every three (3) months.</p> <p>In summoning a meeting of the Board of Directors, the Chairman of the Board of Directors or a person entrusted by him shall send notices thereof to the directors not less than seven (7) days prior to the date of the meeting. However, in a case of necessity or urgency for the purpose of maintaining the rights and interests of the Company, the summoning of the meeting may be made by other methods, and the date of the meeting may be sooner fixed.</p> <p>The Company's Board of Directors may hold a meeting at the locality in which the Company's head office is situated or any other place as it deems appropriate.</p> <p>Two (2) or more directors may ask the Chairman of the Board to convene a Board of Directors' meeting. In the event a meeting is requested by at least two (2) directors, the Chairman of the Board or a Director entrusted by the Chairman shall fix the date of the meeting within fourteen (14) days from the date of receipt of the request."</p>	<p>" The Board of Directors must hold a meeting at least once in every three (3) months.</p> <p>In summoning a meeting of the Board of Directors, the Chairman of the Board of Directors or a person entrusted by him shall send notices thereof to the directors not less than <u>three (3)</u> days prior to the date of the meeting. However, in a case of necessity or urgency for the purpose of maintaining the rights and interests of the Company, the summoning of the meeting may be made <u>by electronic means or</u> any other method, and the date of the meeting may be sooner fixed.</p> <p>The Company's Board of Directors may hold a meeting at the locality in which the Company's head office is situated or any other place as it deems appropriate.</p> <p>Two (2) or more directors may ask the Chairman of the Board to convene a Board of Directors' meeting. In the event a meeting is requested by at least two (2) directors, the Chairman of the Board or a Director entrusted by the Chairman shall fix the date of the meeting within fourteen (14) days from the date of receipt of the request</p> <p><u>Notice of the board meeting may be sent electronically to the directors. If a director has already expressed their desire or consent to the Company or the board of directors."</u></p>

Existing Articles of Association	Proposed Amendment
<p><b>Article 22 :</b> Propose an amendment by adding paragraph 2</p>	
<p>" Two (2) directors shall be authorized to sign jointly with the Company's seal affixed."</p>	<p>" Two (2) directors shall be authorized to sign jointly with the Company's seal affixed. <u>Additionally, the board of directors has the authority to determine and amend changes to the list of authorized signatories of the Company.</u>"</p>
<p><b>Article 24 :</b> Propose to amend the content in paragraph 3</p>	
<p>"The Board of Directors shall convene an annual general meeting of shareholders within four (4) months from the last day of the accounting period of the Company. Meetings other than those specified above shall be called extraordinary meeting. The Board of Directors may summon an extraordinary meeting whenever it deems appropriate, or shareholders holding shares in aggregate not less than ten (10) per cent of the total number of shares sold may at any time subscribe their names in a letter requesting the Board of Directors to call an extraordinary meeting, provided that they must clearly give the reasons for such request in the said letter. In this case, the Board of Directors shall call the shareholders meeting within forty-five (45) days from the date of receipt of such letter from the shareholders. In case the board of directors fails to arrange for the meeting within such period, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days from the date due for holding the requested meeting. In such case, the meeting is deemed to be a shareholders' meeting called by the Board of Directors, and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation. In the event that the number of the shareholders present in the shareholders' meeting called by the shareholders under paragraph three does not constitute a quorum as prescribed in Article 27, the shareholders under paragraph three shall jointly compensate the Company for the expenses incurred in arrangements for convening</p>	<p>"The Board of Directors shall convene an annual general meeting of shareholders within four (4) months from the last day of the accounting period of the Company. Meetings other than those specified above shall be called extraordinary meeting. The Board of Directors may summon an extraordinary meeting whenever it deems appropriate, or shareholders holding shares in aggregate not less than ten (10) per cent of the total number of shares sold may at any time subscribe their names in a letter requesting the Board of Directors to call an extraordinary meeting, provided that they must clearly give the reasons for such request in the said letter. In this case, the Board of Directors shall call the shareholders meeting within forty-five (45) days from the date of receipt of such letter from the shareholders. In case the board of directors fails to arrange for the meeting within such period, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days from the date due for holding the requested meeting. <u>In this case, the shareholders calling the meeting may send notice of the meeting electronically to the shareholders. If the shareholders have already expressed their desire or consent to the Company or the board of directors.</u> In such case, the meeting is deemed to be a shareholders' meeting called by the Board of Directors, and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation. In the event that the number of the shareholders present in the shareholders' meeting called by the shareholders under paragraph three</p>

Existing Articles of Association	Proposed Amendment
that meeting."	does not constitute a quorum as prescribed in Article 27, the shareholders under paragraph three shall jointly compensate the Company for the expenses incurred in arrangements for convening that meeting."
<b>Article 25</b> : Propose an amendment by adding additional content at the end of paragraph 1 and amending content in paragraph 2	
<p>" In summoning the shareholders' meeting, the Board of Directors shall prepare a notice of the meeting specifying the place, date, time, agenda and the matters to be submitted to the meeting together with appropriate details stating clearly whether they will be for acknowledgement, for approval or for consideration, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders for information not less than seven (7) days prior to the meeting. Publication of notice of the meeting shall also be made in a newspaper for three (3) consecutive days at least three (3) days prior to the meeting.</p> <p>The shareholders' meeting may be held at the locality in which the Company's head office is situated or any other province around the Kingdom."</p>	<p>"In summoning the shareholders' meeting, the Board of Directors shall prepare a notice of the meeting specifying the place, date, time, agenda and the matters to be submitted to the meeting together with appropriate details stating clearly whether they will be for acknowledgement, for approval or for consideration, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders for information not less than seven (7) days prior to the meeting. Publication of notice of the meeting shall also be made in a newspaper for three (3) consecutive days at least three (3) days prior to the meeting. <u>Alternatively, the Company may advertise the meeting notice electronically instead of in a newspaper. According to the registrar's criteria, the notice of meeting shall be delivered directly to the recipient or their representative or sent by registered mail. If a shareholder has expressed a desire or consent to receive meeting notices electronically, the notice may be sent electronically according to the registrar's criteria.</u></p> <p><u>The board of directors is authorized to designate any other location within the Kingdom of Thailand for holding meetings as stated in paragraph one. In such cases, shareholder meetings may be held electronically in accordance with the law governing electronic meetings. It shall be deemed that the Company's head office is the meeting venue."</u></p>
<b>Article 26</b> : Propose to amend the content in paragraph 1 and add paragraph 3	
<p>"In the shareholders' meeting, a shareholder may appoint another person as his proxy to attend and vote on his behalf. The instrument appointing the proxy shall be dated and signed by the shareholder giving the proxy and shall be in the form so prescribed by the registrar.</p>	<p>"In the shareholders' meeting, a shareholder may appoint another person as his proxy to attend and vote on his behalf. The instrument appointing the proxy shall be dated and signed by the shareholder giving the proxy and shall be in the form so prescribed by the registrar <u>according to the</u></p>

Existing Articles of Association	Proposed Amendment
<p>The proxy shall be delivered to the Chairman of the Board or a person entrusted by the Chairman at the meeting prior to the time of the meeting."</p>	<p><u>Public Limited Companies Act.</u></p> <p>The proxy shall be delivered to the Chairman of the Board or a person entrusted by the Chairman at the meeting prior to the time of the meeting.</p> <p><u>Proxy appointment as per paragraph one may be conducted electronically, provided that a secure and reliable method is used to ensure that the proxy appointment is carried out by the shareholder. This shall be in accordance with the criteria set by the registrar."</u></p>
<p><b>Article 28 :</b> Propose an amendment by adding item (g)</p>	
<p>"In casting votes one (1) share shall be entitled to one vote, and the passage of a resolution of the shareholders' meeting shall require the following votes:</p> <p>(1) In normal case, the majority of votes of shareholders who attend the meeting and cast votes. In case of equality of votes, the Chairman of the Board shall have an additional casting vote;</p> <p>(2) In the following cases, a resolution shall be passed by votes of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and are entitled to vote:</p> <p>(a) The sale or transfer of the whole or substantial part of the businesses of the Company to other persons;</p> <p>(b) The purchase or acceptance of transfer of businesses of other companies or private companies by the Company;</p> <p>(c) The making, amendment or termination of contracts relating to the leasing out of the whole or a substantial part of the businesses of the Company, 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;</p> <p>(d) The amendment of Memorandum or Articles of Association;</p> <p>(e) The increase or decrease in the Company's capital or the issuance of debentures and</p> <p>(f) The amalgamation or dissolution of the</p>	<p>"When voting, each share shall carry one vote, and resolutions at shareholder meetings shall consist of the following votes:</p> <p>(1) In normal case, the majority of votes of shareholders who attend the meeting and cast votes. In case of equality of votes, the Chairman of the Board shall have an additional casting vote;</p> <p>(2) In the following cases, a resolution shall be passed by votes of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and are entitled to vote:</p> <p>(a) The sale or transfer of the whole or substantial part of the businesses of the Company to other persons;</p> <p>(b) The purchase or acceptance of transfer of businesses of other companies or private companies by the Company;</p> <p>(c) The making, amendment or termination of contracts relating to the leasing out of the whole or a substantial part of the businesses of the Company, 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;</p> <p>(d) The amendment of Memorandum or Articles of Association;</p> <p>(e) The increase or decrease in the Company's capital or the issuance of debentures;</p> <p>(f) The amalgamation or dissolution of the Company and</p>

Existing Articles of Association	Proposed Amendment
Company	<u>(g) Any other actions as prescribed by law requiring not less than three-fourths of the total votes of attending shareholders who are eligible to vote"</u>
Propose to amend the matter of sending documents and holding meetings by electronic means by inserting it as Article 40 - Article 42	
	<p><b>Article 40 :</b> <u>"The Company may convene board meetings or shareholder meetings through electronic means. However, conducting meetings via electronically must comply with the criteria and methods prescribed by law and adhere to information security standards specified in the law. The Company's headquarters shall be considered the meeting venue."</u></p> <p><b>Article 41 :</b> <u>"Any statements or advertisements concerning the company to inform individuals or the public may utilize electronic media advertising methods, in accordance with the relevant legal criteria."</u></p> <p><b>Article 42 :</b> <u>"The Company or the board may send letters or documents to directors, shareholders, or creditors of the Company via electronic means if such individuals have clearly expressed their desire or consent in writing or electronically., in accordance with the relevant legal criteria."</u></p>

Additionally, it is proposed to authorize the board, which has the power to sign on behalf of the Company, as stated in the Company's Certificate or by individuals appointed by such persons, to undertake all necessary actions to register the amendments to the Company's Articles of Association with the Department of Business Development, Ministry of Commerce, as approved. Furthermore, the board is empowered to proceed with amending and supplementing the wording in the amended version of the Company's Articles of Association in cases where the registrar of the public limited company issues orders and/or recommendations to amend the wording in such documents. This is to ensure compliance with the orders and/or recommendations of the registrar without compromising the substance of the approved amendments to the Company's Articles of Association.