

**The Company's Article of Association regarding shareholder meetings and voting procedures**

**Article 4.** The shares of the Company shall be ordinary shares with a par value of Baht 0.25 per share, and shall be registered shares issued in the name of the shareholder.

All shares of the Company shall be fully paid-up in a single payment. A subscriber or purchaser of shares shall have no right to offset any debt against the Company.

Except in the case where the Company undertakes a debt restructuring by issuing new shares to settle debts owed to creditors under a debt-to-equity conversion scheme, approved by a resolution of the shareholders' meeting with a vote of not less than three-fourths (3/4) of the total votes of the shareholders present at the meeting and entitled to vote. The issuance of shares for debt repayment and the implementation of the debt-to-equity conversion scheme shall be carried out in accordance with the relevant rules, regulations, and applicable laws.

Shares of the Company shall be indivisible. In the event that two or more persons subscribe for or hold shares jointly, such persons shall be required to appoint one person among them to exercise the rights of a shareholder or subscriber, as the case may be.

The Company may issue debentures, convertible debentures, preference shares, or any other forms of securities in accordance with the law governing securities and exchange, for offering to shareholders, specific persons, or to the public. The conversion of convertible debentures or preference shares into ordinary shares shall be carried out in compliance with the provisions of applicable laws.

**Article 12.** The Board of Directors shall be appointed by the shareholders' meeting by a majority vote, in accordance with the following rules and procedures:

- (1) Each shareholder shall have one vote per one share;
- (2) The shareholders shall cast their votes for the election of directors on an individual basis;
- (3) The individuals receiving the highest number of votes in descending order shall be elected as directors in the number equivalent to the number of directors to be appointed or elected on that occasion. In the event that the individuals receiving the next highest number of votes in equal proportion exceed the number of directors to be appointed or elected on that occasion, the Chairperson of the meeting shall cast the deciding vote.

**Article 13.** At every Annual General Meeting, one-third (1/3) of the total number of directors at that time shall retire from office. If the number of directors cannot be exactly divided into three equal parts, then the number of directors to retire shall be the number closest to one-third (1/3).

In the first and second years following the registration of the Company, the directors who shall retire from office shall be determined by drawing lots. In subsequent years, the directors who have held office the longest shall be the ones to retire. A director who retires by rotation may be re-elected.

**Article 14.** The directors shall be entitled to receive remuneration from the Company in the form of rewards, meeting allowances, gratuities, bonuses, or other benefits, in accordance with the Articles of Association or as may be approved by a resolution of the shareholders' meeting. Such remuneration may be determined as a fixed amount or according to a specific criterion, and may be specified either for each occasion or to have ongoing effect until changed. In addition, the directors shall be entitled to receive allowances and other benefits in accordance with the Company's internal regulations.

The provisions of the foregoing paragraph shall not prejudice the rights of any employee or staff member of the Company who is elected as a director to receive compensation and benefits in their capacity as an employee or staff member of the Company.

**Article 24.** The Board of Directors shall convene an Annual General Meeting of Shareholders within four (4) months from the last day of the Company's fiscal year.

Any other meeting of shareholders, apart from the aforementioned, shall be called an Extraordinary General Meeting. The Board of Directors may call an Extraordinary General Meeting at any time as it deems appropriate. One or more shareholders holding shares in aggregate of not less than ten percent (10%) of the total number of issued shares may, at any time, make a written request to the Board of Directors to call an Extraordinary General Meeting, provided that the written request shall clearly state the subject matter and the reasons for requesting the meeting. In such case, the Board of Directors shall convene the shareholders' meeting within forty-five (45) days from the date of receipt of such written request from the shareholders.

If the Board of Directors fails to convene the meeting within the period specified in the second paragraph, the shareholders who have made the request or other shareholders holding the required number of shares may convene the meeting by themselves within forty-five (45) days from the expiration of the period specified in the second paragraph. In calling such meeting by the shareholders under this paragraph, the shareholders may send the meeting notice to other shareholders by electronic means, provided that the shareholders have previously notified or given consent to the Company or the Board of Directors for such method. In such a case, the meeting shall be deemed a shareholders' meeting convened by the Board of Directors, and the Company shall be responsible for all necessary expenses incurred from the arrangement of the meeting and shall reasonably facilitate such meeting.

If it appears that any shareholders' meeting convened by shareholders under the third paragraph fails to form a quorum as required under Clause 27, the shareholders under the third paragraph shall be jointly responsible for reimbursing the Company for all expenses incurred in relation to the arrangement of such meeting.

**Article 25.** In calling a shareholders' meeting, the Board of Directors shall prepare a written notice of the meeting, specifying the venue, date, time, agenda, and the matters to be presented to the meeting, with appropriate details. Such matters shall be clearly classified as matters for information, for approval, or for consideration, including the opinions of the Board of Directors on such matters. The notice of the meeting shall be delivered to the shareholders and the Registrar not less than seven (7) days prior to the date of the meeting, and shall be published in a newspaper for three (3) consecutive days, with the first publication made not less than three (3) days prior to the date of the meeting. Alternatively, the Company may publish the meeting notice via electronic media instead of a newspaper publication, subject to the criteria prescribed by the Registrar. The notice of the meeting may be delivered directly to the recipient or their representative, or sent by registered mail. If a shareholder has expressed the intention or given consent to receive the meeting notice by electronic means, such notice may be delivered electronically, in accordance with the criteria prescribed by the Registrar.

The Board of Directors shall determine any other venue within the Kingdom of Thailand to be used as the meeting venue as mentioned in the first paragraph. A shareholders' meeting may also be conducted through electronic means in accordance with the law governing electronic meetings, and in such a case, the Company's head office shall be deemed the place of the meeting.

**Article 26.** At a shareholders' meeting, a shareholder may appoint a proxy to attend the meeting and vote on their behalf. The proxy form must be dated and signed by the shareholder granting the proxy and shall be in the form prescribed by the Registrar under the law governing public limited companies.

Such proxy form shall be submitted to the Chairperson of the Board or the person designated by the Chairperson at the meeting venue, prior to the proxy's attendance at the meeting.

In granting a proxy under the first paragraph, the shareholder may alternatively proceed by electronic means, provided that such method is secure and reliable to ensure that the proxy has been duly granted by the shareholder, all in accordance with the criteria prescribed by the Registrar.

**Article 27.** For a shareholders' meeting to constitute a quorum, there must be not less than twenty-five (25) shareholders and proxy holders (if any) present, and the aggregate number of shares held by such persons must not be less than one-third (1/3) of the total number of issued shares; or, there must be not less than one-half (1/2) of the total number of shareholders, including proxy holders (if any), present at the meeting,

and in either case, the total number of shares represented must not be less than one-third (1/3) of the total number of issued shares.

In the event that at any shareholders' meeting, after one (1) hour has passed from the scheduled time, the number of shareholders present is insufficient to form a quorum as prescribed above, and if the meeting was convened at the request of shareholders, such meeting shall be deemed cancelled. If the meeting was not convened at the request of shareholders, a new meeting shall be scheduled, and a notice of the meeting shall be sent to all shareholders not less than seven (7) days prior to the date of the meeting. In such subsequent meeting, a quorum shall not be required.

At a shareholders' meeting, the Chairperson of the Board of Directors shall preside as the Chairperson of the meeting. If the Chairperson is absent or fails to attend the meeting, and if there is a Vice-Chairperson, the Vice-Chairperson shall act as the Chairperson. If there is no Vice-Chairperson, or the Vice-Chairperson is unable to perform the duty, the meeting shall elect one of the shareholders present at the meeting to act as the Chairperson.

**Article 28.** In casting votes at a shareholders' meeting, one share shall carry one vote, and resolutions of the shareholders' meeting shall be passed by the following number of votes:

- (1) In a general case, a resolution shall be passed by a majority vote of the shareholders present at the meeting and entitled to vote. In the event of a tie, the Chairperson of the meeting shall have a casting vote;
- (2) In the following cases, a resolution shall be passed by not less than three-fourths (3/4) of the total number of votes of the shareholders present at the meeting and entitled to vote:
  - (a) The sale or transfer of all or a substantial part of the business of the Company to another person;
  - (b) The purchase or acceptance of transfer of the business of another company or private company by the Company;
  - (c) The making, amendment, or termination of a contract with respect to the lease of all or a substantial part of the Company's business, the assignment of management of the Company's business to another person, or the merger of the business with another person with the objective of sharing profits and losses;
  - (d) The amendment to the Memorandum of Association or the Articles of Association;
  - (e) The increase or reduction of the Company's capital, or the issuance of debentures;
  - (f) The amalgamation or dissolution of the Company;
  - (g) Any other actions as required by law to be approved by not less than three-fourths (3/4) of the total number of votes of the shareholders present at the meeting and entitled to vote.

**Article 29.** The businesses to be conducted at the Annual General Meeting of Shareholders shall include the following:

- (1) To consider and acknowledge the report of the Board of Directors submitted to the meeting, presenting the Company's operating results for the past year;
- (2) To consider and approve the balance sheet and the profit and loss statement for the previous fiscal year;
- (3) To consider the appropriation of profits and the allocation of funds to the legal reserve;
- (4) To elect directors to replace those retiring by rotation and to determine their remuneration;
- (5) To appoint the auditor and determine their remuneration;
- (6) To consider any other business.

**Article 30.** In the event that the Company or its subsidiaries enters into a connected transaction or a transaction relating to the acquisition or disposition of assets of the Company or its subsidiaries, as defined under the applicable Notifications of the Stock Exchange of Thailand governing connected transactions or

the acquisition or disposition of assets by listed companies, as the case may be, the Company shall comply with the rules, procedures, and disclosure requirements as prescribed in the relevant notifications.

**Article 31.** The Company may increase its capital from the registered capital by issuing new shares, which shall be undertaken only when the following conditions are met:

- (1) All existing shares have been issued and fully paid-up, or in the case where shares remain unsold, the remaining shares must be those reserved for the exercise of convertible debentures or share warrants;
- (2) The shareholders' meeting passes a resolution approving the capital increase by not less than three-fourths (3/4) of the total number of votes of the shareholders present at the meeting and entitled to vote; and
- (3) The resolution to increase the capital is registered with the Registrar as an amendment to the registered capital within fourteen (14) days from the date the resolution was passed at the meeting.

**Article 32.** The increased shares under Clause 31 may be offered for sale in whole or in part, and may be offered to the existing shareholders in proportion to their respective shareholdings, or to the public or other persons, either in whole or in part, as the case may be, in accordance with the resolution of the shareholders' meeting.

**Article 35.** Dividend payments shall not be made from any source other than profits. If the Company still has accumulated losses, it shall be prohibited from paying dividends.

The dividend payment shall be made within one (1) month from the date on which the resolution was passed by the shareholders' meeting or the Board of Directors, as the case may be. The Company shall notify the shareholders of such payment in writing and shall also publish the notice of dividend payment in a newspaper. No interest shall be charged to the Company if the dividend payment is made within the period prescribed by law.

**Article 36.** The Board of Directors may declare interim dividends from time to time to the shareholders when it appears to the Board that the Company has sufficient profits to do so. Upon payment of such interim dividends, the Board shall report the dividend payment to the shareholders at the next shareholders' meeting.

**Article 37.** Dividends shall be distributed in proportion to the number of shares, with each share receiving an equal amount, unless otherwise specified in the case of preference shares.

**Article 38.** The Company shall allocate a portion of its annual net profit as a legal reserve in an amount not less than five percent (5%) of the annual net profit, after deduction of the accumulated losses brought forward (if any), until the reserve reaches an amount not less than ten percent (10%) of the registered capital.

In the event that the Company has not yet issued all of its registered shares, or in the event that the Company has registered a capital increase, the Company may, with the approval of the shareholders' meeting, pay dividends in whole or in part in the form of newly issued ordinary shares to the shareholders.

**Article 39.** The borrowing of funds by the Company through the issuance of debentures for offering to the public shall be conducted in accordance with the laws governing securities and exchange.

A resolution to issue debentures under the first paragraph shall require approval by the shareholders' meeting with not less than three-fourths (3/4) of the total number of votes of the shareholders present at the meeting and entitled to vote.

**Article 40.** The Company may determine to convene meetings of the Board of Directors or shareholders' meetings via electronic means. The holding of such electronic meetings shall be in compliance with the criteria and procedures prescribed by applicable law, as well as the information security standards stipulated by law. For such meetings, the Company's head office shall be deemed the place of the meeting.

**Article 41.** Any notice or public announcement regarding the Company intended for any person or the public may be made via electronic media, subject to the provisions and requirements of the relevant laws.

**Article 42.** The Company or the Board of Directors may deliver notices or documents to any director, shareholder, or creditor of the Company by electronic means, provided that such person has expressly indicated their intention or given consent in writing or by electronic means. Such delivery shall be in accordance with the requirements prescribed by the relevant laws.

**Article 45.** The Board of Directors shall prepare a balance sheet and a profit and loss statement as of the end of the Company's fiscal year and submit them to the Annual General Meeting of Shareholders for consideration and approval. The Board of Directors shall cause the auditor to complete the audit of such financial statements prior to their submission to the shareholders' meeting.

**Article 46.** The Board of Directors shall deliver the following documents to the shareholders together with the notice of the Annual General Meeting:

- (1) A copy of the balance sheet and profit and loss statement that have been audited, together with the auditor's report;
- (2) The annual report of the Board of Directors.

**Article 47.** The auditor shall attend every shareholders' meeting at which the balance sheet, profit and loss statement, or any matter relating to the Company's accounts is considered, in order to provide explanations regarding the audit to the shareholders. The Company shall deliver to the auditor the reports and documents that are to be distributed to shareholders for that shareholders' meeting. The auditor must not be a director, officer, employee, or hold any position within the Company.

The auditor shall have the authority to inspect the Company's books, accounts, and other supporting documents relating to income and expenditure, as well as assets and liabilities of the Company, during the Company's business hours. The auditor shall also have the right to require the directors, officers, and employees of the Company to provide any information or clarification necessary for the performance of the auditor's duties. The auditor shall prepare an audit report on the balance sheet and accounts for submission to the Annual General Meeting of Shareholders, and shall state in such report whether the balance sheet has been properly prepared and whether it accurately and fairly reflects the Company's financial position and operations.

**Article 49.** In the event that the Company appoints Thailand Securities Depository Co., Ltd. as the share registrar of the Company, all procedures relating to the Company's share registration shall be carried out in accordance with the rules and practices prescribed by the share registrar.