

## **Company Articles of Association with respect to the General Meeting of Shareholders**

### **Shareholders' Meeting**

Article 34. The board of directors must organize a shareholder meeting, an annual general meeting, within 4 months of the end of the company's accounting period.

Shareholder meetings other than those mentioned above shall be considered extraordinary meetings.

Shareholder meetings may be conducted via electronic media as provided in the law on electronic meetings.

The board of directors may call a shareholder meeting, an extraordinary meeting at any time it deems appropriate or when one or more shareholders have shares totaling not less than ten percent of the total number of shares sold. You can sign your name and write a request to the board of directors to call an extraordinary meeting of shareholders at any time. However, the matter and reasons for requesting to convene a meeting must be clearly specified in the said letter as well. In such a case The board of directors must arrange a shareholder meeting within forty-five days from the date of receipt of the letter from the shareholders.

In the case where the board of directors does not organize a meeting within the period specified in paragraph four, all shareholders who have signed their names or other shareholders combined to reach the required number of shares You may call a meeting yourself within forty-five days from the expiration of the period under paragraph four. In such a case It is considered to be a shareholder meeting called by the board of directors. The company must be responsible for necessary expenses incurred from organizing the meeting and providing reasonable facilitation in the event that it appears that the shareholder meeting was called because of the shareholders under paragraph three. The number of shareholders present at the meeting was not sufficient to form a quorum as specified in Regulations 36. The shareholders according to paragraph three must be jointly liable to compensate the Company for the expenses incurred from holding the meeting at that time.

Article 35. To call a meeting of shareholders, the board of directors shall prepare a written notice calling the meeting that indicates the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with sufficient details. Moreover, the agenda shall be explained clearly as proposed for acknowledgement, approval or consideration including the comments and explanations by the board of directors. Written notice shall be delivered to the shareholders not less than 7 days prior to the date of the meeting. The notice calling for the meeting shall also be published in a newspaper for 3 consecutive days not less than 3 days prior to the date of the meeting.

The board of directors shall fix the date, time, and place of the meeting. The place shall be in the locality in which the head office or a branch of the Company is located or unless otherwise stipulated by the articles of association.

Article 36. In the shareholder meeting There must be no less than 25 shareholders and proxies from shareholders (if any) present at the meeting, and there must be shares totaling not less than one-third of the total number of shares sold, or there must be shareholders and Shareholders' proxies (if any) present at the meeting are not less than half of the total number of shareholders and must have shares totaling not less than one-third of the total number of shares sold, therefore there will be a quorum.

In the event that it appears that any shareholder meeting when 1 hour had passed since the appointed time, the number of shareholders who attended the meeting did not constitute a quorum as specified. If the shareholder meeting was called because the shareholders requested, it Let the meeting be suspended. If the shareholder meeting was not called because the shareholders requested it, Let the committee schedule a new meeting. And the meeting invitation letter must be sent to shareholders not less than 7 days before the meeting date. In this later meeting It is not required that a quorum be present.

Article 39. At an Annual General Meeting of Shareholders, the agenda shall include the following:

- (1) To consider the board of directors' report proposed to the meeting to show the operating results of the past year.
- (2) To consider and approve the Company's financial statements.
- (3) To consider the allocation of the net profit.
- (4) To elect new directors in replacement of those retired by rotation.
- (5) To appoint the Company's auditor and to fix the auditor's fee.
- (6) Other matters.

#### **Giving a Proxy for Attending a Meeting of Shareholders and Voting Right of Shareholders**

Article 37. In the shareholder meeting Shareholders may authorize another person who is of legal age to act as 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 according to the form specified by the registrar.

This proxy must be given to the Chairman of the Board. or a person designated by the Chairman of the Board or the Vice President at the meeting place before the proxy enters the meeting. Granting a proxy according to paragraph one may be done by electronic means instead, which must use a method that is safe and reliable to ensure that the proxy is made by the shareholder. This is in accordance with the criteria set by the registrar.

Article 38. In voting, one share shall be counted as one vote and a resolution of the meeting of shareholders shall be passed by the following votes.

In an ordinary event, a resolution shall be passed by a majority vote of shareholders who attend the meeting and have the right to vote. In case of an equality of votes, the chairman of the meeting shall have an additional vote to decide.

In the following cases, a vote of not less than 3 in 4 of the total number of vote of shareholders who attend the meeting and have the right to vote:

- a) Selling or transferring of the whole or important parts of the business of the Company to other parties.
- b) Purchasing or accepting of transfer of the business of other companies or private companies by the Company.
- c) Making, amending, or terminating contracts for renting out the whole or important parts of the business of the Company.
- d) Assigning other person(s) to manage the Company's business.
- e) Merger of the Company and others with an objective to share profit and loss.
- f) Amending the Articles of Association or the Company's regulations.
- g) Increasing or decreasing the Company's capital or issuing debenture.
- h) Merger or liquidating the Company.

#### **Director Election Process, Director Retirement and Directors' Remuneration**

Article 16. The number of members of the Company's board of directors shall not be less than 5 members but not more than 15 members and not less than half of the total number of directors must reside in the Kingdom. Additionally, at least half of the total number of the board's member shall reside in Thailand and possess the prescribed qualifications.

The Company's directors have the right to receive remuneration (i.e., salary, allowances, and bonus) for performing their duties.

Article 17. The shareholders' meeting shall elect directors according to the following criteria and methods:

1. Each shareholder shall have several votes equal to the number of shares.
2. Each shareholder shall exercise all the votes to elect an individual (1) or several persons as a director or directors but shall not split the votes.
3. After the vote, the candidates shall be ranked in a descending order and shall be appointed as directors in that order, until all the vacant director positions are filled. In the case that the equality of votes cast for candidates leading to the number of

appointed directors exceeding the number of vacate positions, the chairman shall extra vote to decide.

Article 18. At every Annual General Meeting of shareholders, one-third of the directors shall retire. If one-third of the number of directors is not a whole number, the number of retiring directors shall be as close to one-third of the number of directors as possible.

In the first and second years after the Company was registered, the retiring directors shall be determined by drawing lot unless there is another agreed method. In subsequent years, the directors who have held office longest shall retire and the retiring directors may be reelected for another term.

Article 22. Meeting of Shareholders may resolve to remove any Directors before retiring by rotation by vote of not less than three-fourth of the number of shareholders who are present at the meeting and entitled to vote and representing an aggregate number of not less than one-half of number of shares held by the shareholders who present at the meeting and are entitled to vote.

Article 23. The Board of Directors shall elect one Director as Chairman of the Board of Directors, where they consider it proper to do so the Board of Directors may elect one or several Directors as Vice-Chairman, Board of Directors may assist one or more to act for Directors.

Article 24. The number of 2 Directors signing jointly under the company's seal

By this, Board of Directors or Meeting of Shareholders shall have power to name the directors who are authorized to sign binding the company.

Article 32. No Director shall engage in any business or become a partner with unlimited liability or a director of any other private company that is similar in nature to and competes with the business of the Company, except where such was notified to the meeting of shareholders prior to the passing of the appointment resolution.

#### **Appointment of the Company's Auditor**

Article 44. The auditor shall not be a director, staff, employee, or person holding any position or having any duty in the Company.

#### **Dividend Payment**

Article 47. Under the regulations of 48., dividends from other types of money are prohibited. In addition to profits, in the case that the company still has accumulated losses Dividends are prohibited.

Dividends for common shares shall be divided according to the number of shares, each share equally.

The Board may pay interim dividends to shareholders from time to time, when it is seen that the company has sufficient profits to do so and report to the shareholders at the next meeting.

Payment of dividends must be made within 1 month of the date the shareholder meeting or the board of directors passed the resolution, as the case may be. Notify shareholders in writing and advertise the dividend payment notice in newspapers or may use electronic media advertising instead. According to the

registrar's criteria the deadline is within 1 month from the date of approval by the shareholder meeting or the board of directors. Vote depending on the case.

Article 48. The Company shall allocate not less than 5 percent of its annual net profit less the Company's deficit (if any) into reserve until the reserve amount is not less than 10 percent of the Company's registered capital. Besides the reserve, the board of directors may propose a meeting of shareholders to vote to allocate a portion of the profit to be reserved for other purposes as appropriate.