

The Company's Articles of Association Relating to Shareholders' Meetings

**Board of Directors**

Clause 16. The Company shall establish a Board of Directors comprising no fewer than five (5) members, with independent directors constituting at least one-third (1/3) of the total membership. The criteria for independence shall align with the provisions of the securities and exchange laws. Additionally, at least one-half (1/2) of the directors must be residents of Thailand. All directors are required to meet the qualifications set forth and must not possess any disqualifying characteristics as mandated by law.

Clause 17. The shareholders' meeting shall elect directors in accordance with the following rules and procedures:

a) Each shareholder shall have one (1) vote per one (1) share.

b) Each shareholder may use all their votes under (a) to elect one or more persons as directors. When electing multiple persons, the votes cannot be divided among them in any proportion.

c) The persons receiving the highest number of votes in descending order shall be elected as directors, up to the number of directors required or to be elected at that time. If there is a tie in votes among candidates who rank next and exceed the required number of directors, the chairman of the meeting shall have the casting vote.

Clause 18. At every Annual Shareholders' Meeting, one-third (1/3) of the directors shall retire from their positions. If the number of directors cannot be evenly divided into three parts, the number closest to one-third shall retire (1/3)

Directors who retire from office may be re-elected.

For the first and second years following the Company's registration, the directors who are to retire from office shall be determined by voluntary agreement among the directors.

If the number of directors willing to retire is insufficient, the remaining directors shall be selected by lot. In subsequent years, the directors who have held office for the longest period shall retire from office.

Clause 22. The shareholders' meeting may pass a resolution to remove any director from office before the end of their term with a vote of at least three-fourths (3/4) of the shareholders present and eligible to vote, holding in total at least one-half (1/2) of the shares owned by the shareholders present and eligible to vote.

## Shareholders' Meeting

Clause 32. The Board of Directors shall schedule an Annual General Meeting of Shareholders to occur within four (4) months following the end of the Company's fiscal year.

Other shareholders' meetings, aside from those mentioned above, will be called Extraordinary General Meetings (EGMs). The Board of Directors may convene an Extraordinary General Meeting at any time they consider appropriate.

One or more shareholders holding at least ten percent (10%) of the total issued shares may jointly submit a written request to the Board of Directors to call an Extraordinary General Meeting at any time. The request must clearly state the matters and reasons for the meeting. In such cases, the Board of Directors shall arrange the meeting within forty-five (45) days from the date they receive the request.

If the Board of Directors fails to hold the meeting within the period specified in the previous paragraph, shareholders who made the request or other shareholders holding the required total number of shares may convene the meeting themselves within forty-five (45) days after that period expires. In such case, the meeting will be considered a shareholders' meeting convened by the Board of Directors, and the Company will be responsible for covering the necessary expenses of arranging the meeting and providing reasonable facilitation.

If any shareholders' meeting convened by the shareholders under the previous paragraph fails to constitute a quorum as specified in these Articles of Association, the shareholders who requested the meeting shall be jointly responsible for the expenses incurred by the Company related to such meeting.

Clause 33. In convening a shareholders' meeting, the Board of Directors shall draft a notice specifying the venue, date, time, agenda, and the matters to be presented, providing appropriate details. The notice must clearly indicate whether the matters are for information, approval, or consideration, and include the opinion of the Board of Directors on such matters. This notice shall be dispatched to shareholders and the Registrar no less than seven (7) days prior to the scheduled meeting. Furthermore, the notice shall be published in a newspaper at least three (3) days before the meeting, with the publication continuing for no less than three (3) days.

The meeting venue may be situated either within the province where the company's headquarters are located or at an alternative location as determined by the board of directors.

Clause 34. A shareholders' meeting may be conducted through electronic means in accordance with applicable laws and regulations.

Clause 35. A shareholders' meeting shall be deemed properly convened when at least twenty-five (25) shareholders and their proxies, if any, are present, or when the presence of at least one-half (1/2) of the total shareholders is achieved. Additionally, the total number of shares represented must constitute at least one-third (1/3) of the total issued shares to establish a quorum.

## Shareholders' Meeting (Continue)

If, at any shareholders' meeting, after one (1) hour has passed since the scheduled start time, the number of shareholders present does not meet the quorum required in paragraph one, and the meeting was called at the request of shareholders, the meeting shall be suspended. If the meeting was not called at the request of shareholders, a new meeting shall be scheduled, and a notice of the meeting shall be sent to shareholders at least seven (7) days before the new date. In this subsequent meeting, a quorum is not required.

Clause 36. The Chairman of the Board shall preside over the shareholders' meeting. In the event of the Chairman's absence or inability to perform his duties, and if a Vice Chairman is appointed, the Vice Chairman shall assume presiding responsibilities. Should there be no Vice Chairman, or if the Vice Chairman is also absent or unable to fulfill his or her duties, the shareholders present shall elect one among themselves to preside over the meeting.

Clause 37. In voting during a shareholders' meeting, each share shall be deemed to carry one vote. Shareholders with a particular interest in any matter shall be disqualified from voting on that matter, except in the case of electing directors. Resolutions passed at the shareholders' meeting shall be determined by the following voting outcomes:

a) Under typical conditions, a majority vote of the shareholders present and casting votes shall be necessary. In the event of a tie vote, the chairman of the meeting shall cast an additional vote, serving as the decisive vote.

b) In determining the remuneration of directors, not less than two-thirds (2/3) of the total votes of shareholders present and voting shall be required.

c) In the following cases, not less than three-fourths (3/4) of the total votes of the shareholders present and voting shall be required.

1) The sale or transfer of the whole or a substantial part of the Company's business to other persons.

2) The purchase or acceptance of transfer of the business of other companies or private companies by the Company.

3) The execution, amendment, or termination of contracts relating to the lease of the whole or a substantial part of the Company's business.

4) The assignment of any person to manage the Company's business.

5) The amalgamation of business with other persons for the purpose of sharing profits and losses.

6) The amendment of the Memorandum of Association or the Articles of Association of the Company.

7) The increase or reduction of the Company's registered capital.

8) The merger or dissolution of the Company.

9) The issuance of debentures for public offering.

10) The restructuring of debt through the issuance of new shares to repay creditors under a debt-to-equity conversion scheme.

(d) If regulations of the Capital Market Supervisory Board, the Securities and Exchange Commission, the Office of the Securities and Exchange Commission, or the Stock Exchange of Thailand prescribe specific voting requirements for any agenda of a shareholders' meeting, and such matters do not fall under items (a), (b), and (c) above, the voting shall be conducted in accordance with those prescribed regulations.

## Accounting, Finance, and Auditing

Clause 40. The Company shall be responsible for the preparation and maintenance of accounting records, as well as for conducting audits, in accordance with applicable laws. Additionally, it shall prepare a balance sheet and a profit and loss statement at least once every twelve months, thereby defining the Company's fiscal year.

Clause 41. The Board of Directors shall prepare a balance sheet and profit and loss statement as at the end of the Company's fiscal year and submit them to the Annual General Meeting of Shareholders for consideration and approval. The Board shall also arrange for the accounts to be audited by an auditor prior to submission to the shareholders' meeting.

Clause 42. The Board of Directors shall deliver the following documents to the shareholders together with the notice of the Annual General Meeting of Shareholders:

a) A copy of the audited balance sheet and profit and loss statement, together with the auditor's report; and

b) The annual report of the Board of Directors, along with supporting documents.

Clause 43. The Annual General Meeting of Shareholders shall appoint the Company's auditor and determine the auditor's remuneration. An auditor who has retired from office may be reappointed.

The auditor must not be a director, employee, staff member, or hold any position in the Company.

## Dividends and Reserves

Clause 46. Dividends shall not be paid from any funds other than profits. If the Company has accumulated losses, no dividends shall be paid.

Dividends shall be distributed equally on a per-share basis, unless the Company has issued preference shares with rights to receive dividends different from those of ordinary shares, in which case dividends shall be allocated in accordance with such specified rights.

Except in the case of interim dividends as provided in the fourth paragraph, the payment of dividends must be approved by the shareholders' meeting.

The Board of Directors may, from time to time, pay interim dividends to shareholders when it determines that the company has enough profits to do so. After paying interim dividends, the company shall report the payment to shareholders at the next shareholders' meeting.

If the Company has not fully issued shares up to the registered amount or has registered an increase in capital, it may, with approval from the shareholders' meeting, pay dividends either entirely or partially by issuing new ordinary shares to shareholders.

Dividend payments shall be made within one (1) month from the date of the resolution of the shareholders' meeting or the Board of Directors' meeting. Written notice shall be given to shareholders, and the dividend payment shall also be advertised in a newspaper for at least three (3) consecutive days.

Clause 47. The Company shall allocate a minimum of five percent (5%) of its annual net profit, after deducting any accumulated losses carried forward (if applicable), to a reserve fund. This allocation shall continue until the reserve fund attains a minimum of ten percent (10%) of the registered capital.