

## Articles of Association Related to the Shareholders' Meeting

### Closure of the Register.

Article 16. During the twenty-one (21) days prior to each shareholders' meeting, the Company may suspend the registration of share transfers. Notice will be given to shareholders in advance at the Company's head office and branch offices (if any), not less than fourteen (14) days prior to the suspension date for share transfer registration.

The initial portion consists of securities listed on the stock exchange or other secondary market, as the case may be. The Registrar's Office and the registration of shares will be in accordance with the Securities Act and the discretion of Parliament.

### Method of Electing Directors.

Article 22. The shareholders' meeting shall elect the Board of Directors according to the following criteria and methods:

(1) Each shareholder shall have one (1) vote per one (1) share, unless the Company has preferred shares, in which case the rights of the preferred shares may provide for fewer voting rights than ordinary shares.

(2) Each shareholder may use all of their votes as specified in (1) to elect one or more individuals as directors; however, they cannot allocate their votes to any individual in excess of their total votes.

(3) The individuals receiving the highest votes in order shall be elected as directors, up to the number of directors to be elected at that time. If individuals receiving votes in the next order have equal votes exceeding the number of directors to be elected, the chairman of the meeting shall have the deciding vote.

### Director Compensation Payment.

Article 30. The payment of any money or other property to the directors shall be proposed by the directors to the shareholders' meeting for consideration and approval by a vote of two-thirds (2/3) of the total votes of the shareholders present at the meeting. The amount may be determined as a fixed sum or as a set principle and may be determined from time to time or may be effective indefinitely until a change is made.

The provisions of the first paragraph do not affect the rights of employees or staff of the company who are elected directors to receive compensation and benefits as employees or staff of the company.

### Shareholders' Meeting Appointment of a Proxy to Attend the Meeting and Voting Rights

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Article 36. The Board of Directors must hold an annual general meeting of shareholders within four (4) months from the end of the fiscal year of the company. Other meetings of shareholders are called extraordinary meetings.

Article 37. The Board of Directors may call an extraordinary meeting at any time or one or more shareholders holding shares in aggregate not less than ten percent (10) of the total number of shares sold may join their names in writing requesting the Board of Directors to call an extraordinary meeting of shareholders at any time but the matter and the reasons for calling the meeting must be clearly stated in the aforementioned letter. In such a case, the Board of Directors must convene a shareholders' meeting within forty-five (45) days from the date of receiving the letter from the shareholders.

In the case where the Board fails to hold a meeting within the time period under paragraph one, all shareholders who have signed their names or other shareholders' aggregate to obtain the number of shares as required, can call a meeting by themselves within forty-five (45) days from

the date of expiration of the period under the preceding paragraph. In such a case, it is considered a shareholders' meeting called by the Board of Directors, and the Company shall be responsible for the necessary expenses incurred in arranging the meeting and providing reasonable facilitation.

If it turns out that the shareholders' meeting was called because the shareholders under the preceding paragraph did not attend the meeting and did not constitute a quorum under Article 40, the shareholders under the preceding paragraph must jointly be responsible for reimbursement for the expenses incurred resulting from the arrangement of the meeting at that time for the Company.

Article 38. In calling a shareholders' meeting, The Board of Directors shall prepare a letter calling for the meeting specifying the place, date, time, and agenda of the meeting and the matter proposed for the meeting with reasonable details. It must clearly state that the matter is to be proposed for acknowledgment, approval, or consideration, as the case may be, including the opinion of the Board of Directors on such matter, and send it to the shareholders and the registrar for acknowledgment not less than seven (7) days before the meeting date. The notice of the meeting shall be published in a newspaper for three (3) consecutive days, not less than three (3) days prior to the date of the shareholders' meeting.

In the shareholders' meeting, the Board of Directors will determine the location to be used as the meeting place, which is either in the area where the Company's headquarters are located or in nearby provinces.

In the event that the company's shares are listed securities on the Stock Exchange of Thailand or other secondary markets, the preparation of a notice calling for the meeting, specifying the place, date, time, agenda, or any other matters related to the said shareholders' meeting, will be in accordance with the regulations, announcements, orders, or requirements of the Stock Exchange of Thailand or other secondary markets and the rules and procedures prescribed in the law.

Article 39. A shareholder who does not attend the meeting in person may produce a proxy form appointing a proxy to attend the meeting and vote on his/her behalf. The proxy must present the proxy form to the chairman of the meeting or to the person assigned by the chairman before the meeting commences. The proxy form must be in the form prescribed by the public limited company registrar.

The proxy under paragraph one may be executed electronically instead, provided that the method used is secure and reliable, ensuring that the proxy is executed by the shareholder, in accordance with the rules prescribed by the Registrar.

Article 40. At the shareholders' meeting, there must be shareholders and proxies from shareholders (if any) attending the meeting of not less than twenty-five (25) people, or not less than one-half of the total number of shareholders, and must have shares in aggregate of not less than one (1) third (3) of the total number of shares sold to constitute a quorum.

When one (1) hour has passed from the time scheduled for the meeting, the number of shareholders attending the meeting is insufficient to constitute a quorum. If the meeting is called by the shareholder's request, that meeting shall be suspended. If the meeting was not summoned by the shareholders' request, a new meeting shall be rescheduled and the notice of summoning shall be sent to the shareholders not less than seven (7) days prior to the date of the meeting. By this later meeting, it is not compulsory to reach a quorum.

Article 41. At the shareholders' meeting, the chairman of the board shall be the chairman of the shareholders' meeting. If the chairman is not present at the meeting or is unable to perform his duties, the vice-chairman shall be the chairman. If there is no vice-chairman, or if there is but he is unable to perform the duties, the shareholders attending the meeting shall elect one shareholder to preside over the meeting.

Article 42. The Chairman of the shareholders' meeting is responsible for controlling the meeting in accordance with the law and the Company's Articles of Association regarding the meeting. The meeting must be in accordance with the sequence of agendas specified in the meeting notice unless the meeting resolves to change the order of agenda items with a vote of not less than two (2) thirds (3) of the number of shareholders attending the meeting.

When the meeting has completely considered the matters in accordance with the agenda set in the meeting invitation letter, shareholders holding shares in an aggregate of not less than one (1) third (3) of the total number of shares sold may request the meeting to consider matters other than those specified in the notice calling for the meeting.

If the meeting considers matters in accordance with the agenda outlined in the notice of the meeting, or if the matter proposed by the shareholders is not completed and there is a need to postpone the consideration. The meeting shall determine the place, date, time, and agenda for the next meeting, and the Board of Directors shall send a notice calling for the meeting, specifying the place, date, time, and agenda to the shareholders not less than seven (7) days

prior to the date of the meeting. The notice of the meeting must be published in a newspaper for three (3) consecutive days, at least three (3) days prior to the date of the shareholders' meeting.

Article 43. At the shareholders' meeting, shareholders have votes equal to the number of shares they hold. In such a case, one (1) share per one (1) vote shall be counted unless the shares held by such shareholders are preferred shares, in which case the preferred shares have been issued to have fewer voting rights than the ordinary shares.

Article 44. Any shareholder who has a special interest in any matter is forbidden from voting on that matter. But voting for the election of directors is not subject to this article.

Article 45. A resolution of the shareholders' meeting shall consist of the following votes:

- (1) In normal cases, the majority vote of the shareholders who attend the meeting and cast their votes. If the votes are equal, the chairman of the meeting shall have an additional vote as a casting vote.
- (2) In the following cases, votes of not less than three (3) out of four (4) of the total votes of the shareholders attending the meeting and having the right to vote:
  - (a) Sale or transfer of all or substantial parts of the Company's business to another person.
  - (b) The purchase or acceptance of a transfer of the business of another company or a private company to the company.
  - (c) Making, amending, or terminating contracts relating to the leasing of all or substantial parts of the Company's business; Assigning other people to manage the company's business or arranging a merger with another person to share profit and loss.
  - (d) Capital increase or capital reduction
  - (e) Amendment to the Memorandum of Association and Articles of Association
  - (f) Issuance of debentures
  - (g) Amalgamation
  - (h) Dissolution of company
  - (i) Any other action required by law requires a vote of not less than three (3) quarters (4) of the total number of votes of the shareholders attending the meeting and having the right to vote.

Article 46. The activities that the general meeting of shareholders should do are as follows:

- (1) Acknowledge the annual report of the Board of Directors.
- (2) Consider and approve the balance sheet and profit and loss account.
- (3) Consider and approve the profit allocation.
- (4) Consider electing directors to replace those who retire by rotation.
- (5) Consider the directors' remuneration.
- (6) to consider appointing an auditor and determining the amount of audit fees.
- (7) Consider other businesses (if any).

Article 47. The minutes of the Company's shareholders' meeting will be completed within fourteen (14) days from the date of the meeting.

#### **Electronic Conferencing**

Article 48. The meeting of the Board of Directors and the shareholders' meeting may be held via electronic media in accordance with the relevant laws, regulations, notifications, requirements, or rules.