

**Company's Articles of Association**  
**Specifically for the Shareholders Meeting**

**Article 16     General Meeting**

The Board of Directors shall call a meeting of shareholders at least one (1) time a year at the location where the company's head office is located or nearby provinces or at other places determined by the board of directors. This meeting shall be called "General Meeting" which shall occur within four (4) months of the last day of the fiscal year of the company.

**Article 18     Notice for Shareholders Meeting**

Written notice calling for the meeting shall be delivered to every shareholder, at the place given in the share registration book and to the registrar not less than seven (7) days prior to the date of the meeting. In the event of shareholders living in Thailand, such notice shall be sent directly to the shareholders or his agent or sent by registered mail. In the case of shareholders living outside Thailand, such notice shall be sent via facsimile or other telecommunication channels which shall be confirmed by sending registered air-mail in the same day.

In this case, the board of directors shall also publish this notice calling for the meeting in a newspaper for at least three (3) consecutive days, not less than three (3) days prior to the date of the meeting.

Every notice for the meeting shall indicate the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with sufficient details by indicating clearly whether it is the matter proposed for acknowledgement, for approval or for consideration, as the case may be, including the opinions of the board of directors in the said matters.

**Article 19     Conduct the Meeting**

The chairman of the board shall preside over the meeting of shareholders or he may appoint any director to preside over the meeting. In the case where there is no director attending the meeting or directors unable to perform his or her duty, the shareholders present shall elect one among themselves to preside over the meeting instead.

The chairman of the meeting of shareholders shall have the duty to conduct the meeting in compliance with the Articles of Association of the company relating to meetings and follow the sequence of the agenda stipulated in the notice calling for the meeting, unless the meeting passes a resolution allowing a change in the sequence of the agenda with a vote of not less than two-thirds (2/3) of the number of the shareholders present at the meeting.

When the consideration of the matters under the agenda finished, the shareholder holding shares combined amounting to not less than one-thirds (1/3) of the total number of shares sold, may request the meeting to consider matters other than those indicated in the agenda of such meeting.

In the case where the meeting has not concluded the consideration of the matters according to the sequence of the agenda or the matters raised by shareholders, as the case may be, and it is necessary to postpone the consideration of the meeting, the meeting shall determine the place, date and time for the next meeting and the board of directors shall deliver the notice calling for the meeting which indicates the place, date, time and agenda of the meeting to the shareholders not less than seven (7) days prior to the date of the meeting. In addition, the notice calling for the meeting shall also be published in a newspaper for at least three (3) consecutive days, no less than three (3) days prior to the date of the meeting.

#### **Article 20 Quorum**

Quorum of every meeting of shareholders shall be constituted by shareholders and proxies (if any) attending the meeting amounting to not less than twenty five (25) persons or not less than half of the total number of shareholders and in either case such shareholders shall hold shares combined amounting to not less than one-thirds (1/3) of the total number of shares sold.

At any meeting of shareholders, in the case where one hour has passed since the time for which the meeting is scheduled and the number of shareholders present at the meeting is still inadequate for a quorum so specified, if such meeting of shareholders was called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting of shareholders was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling for such meeting shall be delivered to shareholders not less than seven (7) days prior to the date of the meeting. At the subsequent meeting, a quorum is not required.

#### **Article 21 Voting**

In any shareholders meeting, a shareholder attending the meeting by himself or his proxy shall have one vote to one share held, for whichever voting method is selected.

A resolution of the meeting of shareholders shall be made by the following votes:

(1) In an ordinary event, the majority vote of the shareholders who attend the meeting and cast their votes is required. In case of an equality of votes, the chairman of the meeting shall have a casting vote;

(2) In the following cases, the vote of not less than three-fourths (3/4) of the total number of votes of shareholders who attend the meeting and have the right to vote is required:

- (a) The disposal or transfer, in part or in whole, of the business of the company to other persons;
- (b) The M&A or transfer, in part or in whole, of the business of other companies or private companies by the company;

- (c) To enter into, amend or terminate contracts with respect to granting the lease of the whole or part of the business of the company, the entrustment of the company business management to any other person or the amalgamation of the business with other persons with the purpose of profit and loss sharing;
- (d) The amendment of Memorandum of Association or Articles of Association;
- (e) Capital increase and capital decrease;
- (f) Debenture issuance;
- (g) Amalgamation or dissolution of the Company.

## Article 22 Proxy

A shareholder is entitled to authorize another person as proxy to attend and vote at any meeting on his behalf by submitting the proxy form designated by the registrar and signed by grantor to the chairman or to the person designated by the chairman at the place where the meeting takes place before the proxy attends the meeting.

### The Company's Articles of Association for Consideration

Agenda 2 : To acknowledge the company's performance of the year 2021 and the 2021 Annual Report Form 56-1 One Report of the Board of Directors

Agenda 3 : To consider and approve the statements of financial position and the statements of comprehensive income for the year ended December 31, 2021

## Article 39 Accounting

The Fiscal year of the company shall commence on 1 January and end on 31 December of every year. The board of directors shall prepare or keep accounts, registers or documents of balance sheet, as well as audit such balance sheet in accordance with the relevant laws.

The board of directors shall prepare a balance sheet and a profit and loss statement at least once in 12-month period which is the company's fiscal year.

The board of directors shall have the balance sheet and the profit and loss statement at the end of the company's fiscal year for submission to the meeting of shareholders for approval, examined by certified auditors prior to submission to the meeting of shareholders be made.

The board of directors shall deliver the following documents to the shareholders along with written notices calling for an Annual General Meeting:

- (1) Copies of the balance sheet and the profit and loss statement which have been audited by the auditors together with the audit report of the auditors;
- (2) The annual report of the board of directors and supporting documents of such report.

The board of directors shall prepare the directors' register, record of the minutes of the board of directors and shareholders with all accurate resolutions of such meetings as evidence. Such evidence shall be kept at the head office of the company or assigned to any person to keep at local area where the head office is located or nearby provinces, and the Board of Directors shall keep the public company registrar informed.

**The Company's Articles of Association for Consideration**

**Agenda 4 : To acknowledge the interim dividend payment, consider and approve the allocation of net profit for the year 2021 to the statutory reserve and dividend payment**

**Article 37 Dividend**

Announcement of paying dividend shall not be made unless the resolution of meeting of shareholders, or resolution of the board of directors in case of paying interim dividend has been made.

The shareholders shall be notified in writing of such dividend payout, and the notice shall also be published in a newspaper for at least three (3) consecutive days and dividend payout shall be made within one month as from the date of the aforesaid resolution.

Where permitted by the Articles of Association of the company, the board of directors may, from time to time, pay to the shareholders such interim dividends if the board estimates that the profits of the company justify such payment. After the dividends have been paid, such dividend payment shall be reported to the shareholders at the next general meeting of shareholders.

Unless otherwise provided regarding preference shares, dividends shall be distributed according to the number of shares, with each share receiving an equal amount.

**Article 38 Reserve Fund**

The company shall allocate not less than five (5) per cent of its net annual profit after deduction of the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than the amount specified by law.

The Board of Directors may allocate the remaining portion of the profit after making payment of dividends pursuant to the resolution of the shareholders meeting or allocate the profits shown in half year audited financial statement to the company's capital fund or other reserve funds as they may deem appropriate. In light of this, the board of director shall, as it deems appropriate, also have power to adjust portions of the said capital fund or other reserve previously appropriated, except for the reserve fund referred to in the first paragraph and the shares premium reserve fund (if any). And after the approval for the meeting of shareholders, the company may transfer other reserves fund, statutory reserve fund and premium reserve fund to compensate for the accumulated losses of the company.

**The Company's Articles of Association for Consideration**

**Agenda 5 : To consider and approve the appointment of directors to replace those retired by rotation**

**Article 23    Number of Directors**

The company shall have a board of directors consisting of at least five (5) directors. The board of directors shall elect one among themselves to be chairman of the board of directors, and may also elect vice-chairman and other positions that they may deem appropriate. Not less than half of all the directors shall reside within the Kingdom of Thailand and the company shall have the number of directors with Thai nationality as prescribed by laws.

**Article 24    Election of Directors**

Being directors of the company can either hold shares in the company or not, and shall be elected at the meeting of shareholders in accordance with the following rules and procedures:

(1) Each shareholder shall have a number of votes equal to the number of shares held;

(2) Each shareholder may exercise all the votes he has to elect one or several persons as director or directors. If several persons are to be elected as directors, the shareholder may not allot his or her votes to any person in any number;

(3) The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order, until all of the director positions are filled. Where there is an equality of votes cast for any candidates in descending order causing the number of directors to exceed the number of directors to be elected or to have in such meeting, the chairman of the meeting shall exercise his casting vote;

**Article 25    Term of Directorship and Rotation of Directorship**

At every Annual General Meeting, one-thirds (1/3) of the directors shall vacate in proportion. If the number of directors is not a multiple of three, the number of directors closest to one-thirds (1/3) shall vacate.

A director who vacates under this section may be re-elected.

**The Company's Articles of Association for Consideration**

**Agenda 6 : To consider and approve the directors' remuneration**

**Article 36    Remunerations of Directors**

Gratuity and bonus of directors shall be in accordance with those specified by the meeting of shareholders.

Directors are entitled to received remuneration from the company in the form of prize, meeting allowance, gratuity, bonus or other benefits in any form, stipulated in the Articles of Association or under consideration of the meeting of shareholders, which shall be fixed, determined, or be under criteria to be determined from time to time, or be permanently determined unless the criteria has been changed, together with allowances and welfares according to the company's regulations.

The terms in the aforesaid paragraph shall not affect the right of staff and employees of the company who was selected to be a director to receive remunerations and benefits as staff or employees of the company. Payment of remuneration under the first and second paragraph shall not be conflicted or in contrary to qualifications of being independent director, as stipulated by securities and exchange law.

The Company's Articles of Association for Consideration

Agenda 7 : To consider and approve the appointment of auditors and audit fee for the year 2022

**Article 40 Auditor**

Auditors shall be appointed by the Annual General Meeting of shareholders every year. In appointing the auditors, the former auditors may be re-appointed, provided this shall be complied with the rules and regulations of the Bank of Thailand or other relevant governmental agencies.

The remuneration of the auditor shall be determined by the meeting of shareholders.

Director, staff, employee or person holding any position or having any duty in the company shall not be elected as the company's auditors.

The auditor has the duty to attend every meeting of shareholders at which the balance sheet, the profit and loss statement and the problems relating to the accounts of the company are to be considered in order to explain the audit of accounts to the shareholders. In this regard, the company shall also deliver to the auditor the reports and documents of the company that are to be received by the shareholders at that meeting of shareholders.