

Invitation to the 2024 Annual General Meeting of Shareholders

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Articles of Association

In relation to the Meeting of Shareholders

Chapter 6

Meeting of Shareholders

Article 36. The Board of Directors shall hold an annual general meeting of shareholders within four (4) months from the end date of the accounting period of the Company which shall be called s “**the Annual General Meeting**”.

Meetings of shareholders other than annual general meetings shall be called “**the Extraordinary General Meeting**”. The Board of Directors may call an extraordinary general meeting any time the Board considers it expedient to do so.

One or more Shareholders holding shares in aggregate not less than ten (10) percent of the total number of shares sold may at any time collectively submit a letter requesting the Board of Directors to call an extraordinary general meeting, provided that agenda and reasons for such request must be clearly specified in the said letter, and the Board of Directors shall convene the meeting of shareholders within forty-five (45) days from the date of receipt of such letter 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 subscribed their names or other shareholders with the shareholdings in the required aggregate amount may convene the meeting by themselves within the period of forty-five (45) days from the expiration of the period under the third paragraph. In this case, such meeting shall be deemed to be convened by the Board of Directors, provided that the Company shall be responsible for any necessary expenses incurred from the convening of such meeting and for reasonable facilitation.

In the case where the number of shareholders present at the meeting convened by the shareholders under the fourth paragraph is not sufficient to constitute a quorum as prescribed in

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this Articles of Association, the shareholders under the fourth paragraph shall be jointly responsible for the expenses incurred from the convening of such meeting in favour of the Company.

Article 37. In calling a meeting of shareholders, the Board of Directors shall issue a notice of meeting, specifying the location, date, time, agenda, and matters to be proposed to the meeting together with reasonable details, stating clearly whether such matters will be for acknowledgement, for approval, or for consideration, as the case may be, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders and the registrar for their information not less than seven (7) days prior to the date of the meeting. Publication of notice of the meeting shall also be made in a newspaper at least three (3) days prior to the date of the meeting.

The shareholders meeting may be held at the locality where the Company's head office is situated or any other place determined by the Board of Directors.

Section 38. In a shareholders meeting, a shareholder may appoint any other person who is age of majority as proxy to attend the meeting and vote on his or her behalf. The proxy shall be made in writing and signed by the appointer and shall be submitted to the chairman of the Board of Directors or the person designated by the chairman of the Board of Directors at the venue of the meeting before the proxy attends the meeting. The proxy form shall be prepared in the form as prescribed by the registrar under the law governing public limited companies.

In casting vote, the proxy holder shall have the vote being equivalent to the vote that totally hold by shareholders. Unless the proxy holder shall declare to the meeting prior to cast the vote that he will cast the votes for some appointer by stating the appointer's name and number of shares.

Article 39. In a shareholders meeting, there shall be shareholders and proxies (if any) attending the meeting in the number of not less than twenty-five (25) persons or not less than one-half (1/2) of the total number of shareholders, and in either case such shareholders shall hold shares in aggregate of

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not less one-third (1/3) of the total number of shares sold in order to constitute a quorum. Unless otherwise prescribed in the law of Public Company Limited.

At any shareholders meeting, in the case that one (1) hour has passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting does not constitute a quorum as prescribed, and if such shareholders meeting is called at the request of the shareholders, such meeting shall be cancelled. If the meeting is not called at the request of the shareholders, it shall be rescheduled. In such case, the notice calling such meeting shall be delivered to the shareholders not less than seven (7) days prior to the date of the meeting. In the subsequent meeting, a quorum is not required.

Article 40. The chairman of the Board of Directors shall act as the chairman of the shareholders meeting. In the case that the chairman of the Board of Directors is absent from the meeting or is unable to perform his or her duty, if there is a vice chairman of the Board of Directors present at the meeting, then such vice chairman shall preside over the meeting. If there is no vice chairman of the Board of Directors or there is a vice chairman of the Board of Directors but he or she is unable to perform his or her duty, the shareholders who attend at the meeting shall elect one person among themselves to preside over the meeting.

Article 41. 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, unless the meeting passes a resolution allowing a change in the sequence of the agenda with a vote of not less than two-thirds 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-third (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

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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 according to the method as prescribed by the laws of Public Company Limited and relevant law.

- Article 42. In casting votes, each shareholder shall have a number of votes equal to the number of shares held, that is, one (1) share is entitled to one (1) vote. Any shareholder who have special interest in any matter, such shareholder shall have no right to cast its vote in such matter. A resolution of the shareholders meeting shall be passed by the following votes:
- (a) in an ordinary event, a majority of votes of the shareholders attending the meeting and casting their votes. In the case of an equality of votes, the chairman of the meeting shall have one additional vote as a casting vote.
 - (b) in cast of fixing of director remuneration, the resolution shall be passed by two-thirds (2/3) of all shareholders who attend the meeting.
 - (c) each of the following cases shall require a vote of not less than three-quarters (3/4) of the total votes of the shareholders attending the meeting and having the right to vote:
 - (1) To sell and transfer all or a substantial part of the business of the Company to other persons;
 - (2) To acquire or accept the transfer of a business of other public companies or private companies by the Company;
 - (3) To execute, amend, or terminate all or a substantial part of an agreement in relation to the lease of business of the Company, to assign any other person to manage the business of the Company, or to enter into the business with other persons for the purpose of sharing profits and losses;
 - (4) To amend the Memorandum of Association or the Articles of Association of the Company;
 - (5) To increase or decrease the capital of the Company, and to issue the debentures of the Company;
 - (6) To dissolve the Company;
 - (7) To issue debenture for IPO
 - (8) To amalgamate the business of the Company with other company

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- Article 43. Votes shall be cast openly, unless at least five (5) shareholders request for a secret vote and the meeting resolves accordingly. The method for the secret vote shall be as stipulated by the chairman of the meeting.
- Article 44. The following matters shall be transacted at the annual general meeting:
- (a) To acknowledge the directors' report showing the business of the Company in the previous year;
 - (b) To approve the balance sheet, statement of financial position, and the profit and loss statement as of the last day of the accounting year of the Company;
 - (c) To approve the allocation of profits and the distribution of dividends;
 - (d) To elect new directors in replacement of the directors who are due to retire by rotation and to determine the directors' remuneration;
 - (e) To appoint the auditor and the determine the audit fee;
 - (f) Other matters.
- Article 44. In case that the meeting of shareholders is conducted through the electronic media, such meeting shall be convened and conducted as per the methods prescribed by laws or regulations which is being effective at the time of such meeting, or apply any related laws or regulations mutatis mutandis to such meetings and then it shall be regarded that the shareholders' meeting through the electronic media have the same effect to the shareholders' meeting which has been organize as prescribe in law. Such electronic meeting shall comply with the principles as specified in relevant law, notification or regulation.

(Signed) _____ -signature- _____ the director who apply for registration

(Miss Jerdnapang Thamchuanviriya)