

Company's Article of Association related to shareholder meetings

Section 5 Shareholder's Meetings

Clause 31. The board of directors must arrange for an annual general meeting of shareholders to be held within four (4) months from the end of the company's fiscal year.

Meetings of shareholders other than those mentioned in paragraph one shall be called ordinary meetings. The board of directors may convene a meeting of shareholders as an ordinary meeting whenever it deems appropriate.

If one or more shareholders, whose combined shares amount to no less than ten percent (10%) of the total number of shares sold, wish to convene a meeting of shareholders as an ordinary meeting, they may submit a written request to the board of directors. However, the request must clearly specify the subject and reasons for convening the meeting. In such cases, the board of directors must arrange for a shareholders' meeting to be held within forty-five (45) days from the date of receiving the written request from the shareholder(s).

If the board of directors fails to convene a meeting within the specified timeframe as outlined in paragraph three, the shareholders collectively or other individual shareholders whose combined shares meet the prescribed threshold may call a meeting themselves within forty-five (45) days from the expiration of the timeframe specified in paragraph three. In such a case, it shall be deemed as a shareholders' meeting called by the board of directors, and the company shall be responsible for necessary expenses incurred from organizing the meeting and providing reasonable accommodations. Shareholders invoking this provision may send meeting invitations electronically, provided that they have obtained consent from the company or the board of directors.

In the event that a shareholders' meeting is convened due to shareholders as stipulated in paragraph four, and the number of attending shareholders does not meet the quorum requirement specified in article 33, the shareholders as specified in paragraph four shall collectively assume responsibility for reimbursing the expenses incurred from organizing the meeting to the company.

Clause 32. When convening a shareholders' meeting, the board of directors shall prepare a written notice specifying the venue, date, time, agenda items of the meeting, along with relevant details as appropriate. The notice should clearly indicate whether the agenda items are for information, approval, or deliberation, as the case may be, including the board's opinion on such matters. The notice must be sent to shareholders and the registrar at least seven (7) days prior to the

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meeting. The notice of meeting may be sent electronically to shareholders if they have provided consent to the company or the board.

In addition, the notice for the meeting must be advertised in a newspaper for at least three (3) consecutive days before the date of the meeting, or an electronic media advertisement may be used instead. This includes, but is not limited to, advertising on the company's website, online newspaper websites, or the website of the Stock Exchange of Thailand.

Furthermore, the meeting venue may be at the main office location of the company or any other location within the kingdom as determined by the board of directors or conducted via electronic media. It shall be considered that the main office location of the company is the meeting venue.

Clause 33. For a shareholders' meeting to be valid, there must be at least twenty-five (25) shareholders present or their proxies, if any, representing not less than one-half (1/2) of the total number of shareholders, and the total combined shares represented must be not less than one-third (1/3) of the total number of shares sold. Only then will the meeting be considered quorate.

In the event that a shareholders' meeting is convened and, one (1) hour after the scheduled time, the number of attending shareholders falls short of the quorum as stipulated in paragraph one, if the meeting was called due to a request from shareholders, the meeting shall be adjourned. If the shareholders' meeting was not called due to a shareholder's request, a new meeting shall be scheduled.

Furthermore, in this case, the notice of the meeting shall be sent to the shareholders no less than seven (7) days before the meeting date. For subsequent meetings, it is not obligatory to achieve a full quorum. The delivery of the notice of the meeting according to this paragraph may be conducted electronically, provided that the shareholder has consented to receive electronic communications from the company or the board of directors.

Clause 34. The chairman of the board shall preside over the shareholder meeting. In the event that the chairman is absent from the meeting or unable to perform their duties, the vice-chairman shall act as the chairman at the meeting. If there is no vice-chairman or if they are present but unable to perform their duties, the shareholders present at the meeting shall select one shareholder to act as the chairman of that meeting.

Clause 35. In a shareholder meeting, each share shall be entitled to one vote. Any shareholder who has a special interest in a matter shall not have the right to vote on that matter, except for the election of the board of directors. Resolutions at the shareholder meeting must be passed by the following votes:

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- (1) In normal circumstances, the majority of votes cast by the shareholders present and voting shall prevail. In the event of a tie, the chairman of the meeting shall cast an additional deciding vote as a casting vote.

- (2) In the following cases, a vote shall require no less than three-fourths (3/4) of the total votes of the shareholders present and entitled to vote:
 - a) Sale or transfer of all or part of the company's important business to another individual.
 - b) Acquisition or transfer of business operations of private or public companies to the company.
 - c) Making, amending, or canceling contracts related to leasing all or part of the company's important business, appointing others to manage the company's business, or merging operations with other entities for profit or loss sharing purposes.
 - d) Amendment or addition to the company's articles of association or regulations.
 - e) Increase or decrease in the company's registered capital.
 - f) Dissolution of the company.
 - g) Issuance of company debentures.
 - h) Merger of the company's operations with another company.
 - i) Any other actions as prescribed by law requiring approval of not less than three-fourths (3/4) of the total votes of the shareholders present and entitled to vote.

Clause 36. The agenda for the Annual General Meeting of Shareholder shall include the following:

- (1) Acknowledgment of the report by the board of directors presenting the company's operations for the past fiscal year.
- (2) Consideration and approval of the balance sheet, financial statements, and profit and loss accounts for the past fiscal year.
- (3) Consideration and approval of profit allocation and dividend payments.
- (4) Consideration of the election of directors to replace those who have vacated their positions according to the rotation schedule.
- (5) Consideration of the determination of directors' remuneration.
- (6) Appointment of auditors and determination of their remuneration.
- (7) Any other matters.