

## **The Company's Articles of Association related to shareholder meetings**

### **Chapter 4** **Shareholders' Meetings**

- Clause 34. The shareholders' meetings of the Company shall be held at the Company's head office or a nearby province, or at any other location within the Kingdom of Thailand as determined by the board of directors.
- Clause 35. There shall be at least one (1) shareholders' meeting per year, called the "annual general meeting." The annual general meeting shall be held within four (4) months after the end of the Company's fiscal year.

Other shareholders' meetings shall be called "extraordinary meetings."

The Board of Directors may call an extraordinary meeting at any time as deemed appropriate, or when one or more shareholders holding shares not less than ten percent (10%) of the total shares sold jointly submit a written request to the Board of Directors to call a shareholders' meeting. The request must clearly state the matters and reasons for calling the meeting. In such a case, the Board of Directors must convene the meeting within forty-five (45) days from the date of receipt of the shareholders' request.

In the event that the Board of Directors does not convene the meeting within forty-five (45) days from the date of receipt of the shareholders' request, the shareholders who have jointly submit the request or other shareholders holding the required number of shares may call the meeting themselves within forty-five (45) days from the end of the aforementioned period. In such a case, the shareholders' meeting shall be duly called by the Board of Directors, and the Company must bear the necessary expenses incurred from arranging the meeting and provide reasonable facilitation.

If a shareholders' meeting called by the shareholders under the previous paragraph fails to reach the required quorum as specified in the regulations, the shareholders as per the previous paragraph must jointly bear the expenses incurred from arranging that meeting to the Company.

- Clause 36. When calling a shareholders' meeting, the Board of Directors shall prepare a notice of the meeting specifying the place, date, time, agenda, and matters to be considered at the meeting with appropriate details, clearly indicating whether the matters are for acknowledgment, approval, or consideration, as the case may be, including the opinions of the Board of Directors on such matters. The notice must be sent to the shareholders and the registrar not less than seven (7) days before the meeting date. Additionally, the notice of the meeting must be advertised in a newspaper or via electronic media according to the conditions, rules, and methods prescribed by the relevant laws or announcements not less than three (3) days before the meeting date, for a consecutive period of not less than three (3) days.
- Clause 37. In a shareholders' meeting, there must be at least twenty-five (25) shareholders and proxies (if any) present, or not less than half (1/2) of the total number of shareholders, and the shares collectively held must not be less than one-third (1/3) of the total shares sold, to constitute a quorum.

If, after one (1) hour from the scheduled time, the quorum is not met, and the meeting was convened at the request of the shareholders, the meeting shall be canceled. If the meeting was not called at the request of the shareholders, a new meeting shall be scheduled, and a notice of the meeting shall be sent to the shareholders not less than seven (7) days before the meeting date. In the subsequent meeting, a quorum is not required.

Clause 38. At a shareholders' meeting, shareholders may appoint proxies to attend and vote on their behalf. The proxy appointment must be in writing, signed by the shareholder, and in the form prescribed by the registrar of the public limited company. The proxy must be submitted to the chairman of the meeting or the person designated by the chairman at the meeting place before the proxy attends the meeting, and it must contain at least the following details:

- (1) The number of shares held by the shareholder granting the proxy.
- (2) The name of the proxy.
- (3) The meeting session for which the proxy is appointed to attend and vote.

Clause 39. The shareholders' meeting shall proceed according to the agenda specified in the notice of the meeting, unless the meeting resolves to change the order of the agenda with a vote of not less than two-thirds (2/3) of the shareholders present.

After the meeting has considered all matters according to the agenda specified in the notice of the meeting, shareholders holding not less than one-third (1/3) of the total shares sold may request the meeting to consider other matters not specified in the notice of the meeting.

In the event that the meeting does not complete the consideration of matters according to the agenda specified in the notice of the meeting or additional matters proposed by the shareholders, and it is necessary to adjourn the consideration, the meeting shall set the place, date, and time for the next meeting. The Board of Directors shall send a notice of the meeting specifying the place, date, time, and agenda to the shareholders not less than seven (7) days before the meeting date. Additionally, the notice of the meeting must be advertised in a newspaper or via electronic media according to the conditions, rules, and methods prescribed by the relevant laws or announcements not less than three (3) days before the meeting date, for a consecutive period of three (3) days.

Clause 40. The chairman of the Board of Directors shall preside over the shareholders' meeting. In the event that the chairman is not present or unable to perform the duties, if there is a vice-chairman, the vice-chairman shall preside over the meeting. If there is no vice-chairman or the vice-chairman is unable to perform the duties, the meeting shall elect one of the shareholders present to preside over the meeting.

Clause 41. In a shareholders' meeting, each shareholder shall have one vote per share.

In the event that a shareholder has a special interest in any matter, the shareholder shall not have the right to vote on that matter, except for the election of directors.

Clause 42. Resolutions of the shareholders' meeting shall be passed by the following votes:

- (1) In normal cases, a majority vote of the shareholders present and voting shall be required. In the event of a tie, the chairman of the meeting shall have an additional casting vote.
- (2) In the following cases, a vote of not less than three-fourths (3/4) of the total votes of the shareholders present and entitled to vote shall be required:
  - (a) The sale or transfer of the whole or a substantial part of the Company's business to another person.
  - (b) The purchase or acceptance of the transfer of the business of another company or private company to the Company.
  - (c) The making, amending, or terminating of contracts concerning the lease of the whole or a substantial part of the Company's business, the assignment of the management of the Company's business to another person, or the amalgamation of the business with another person with the objective of sharing profits and losses.
  - (d) The amendment of the Company's Memorandum of Association or Articles of Association.
  - (e) The increase or reduction of the Company's registered capital.
  - (f) The dissolution of the Company.
  - (g) The issuance of debentures by the Company.
  - (h) The amalgamation of the Company with another company.

Clause 43. The annual general meeting of shareholders shall conduct the following businesses:

- (1) Acknowledge the report of the Board of Directors on the Company's performance for the past year.
- (2) Consider and approve the balance sheet or statement of financial position and the comprehensive income statement as of the end of the Company's fiscal year.
- (3) Consider the allocation of profits and the distribution of dividends.
- (4) Consider the election of directors to replace those who retire by rotation and determine the directors' remuneration.
- (5) Consider the appointment of auditors and determine the audit fees.
- (6) Other businesses.