

**Articles of Association
of
Loxley Public Company Limited**

Chapter 1: General Provisions

Article 1 These Articles of Association shall be called the “Articles of Association of Loxley Public Company Limited.

Article 2 In these Articles of Association, unless the context otherwise requires:

(1) “Company” herein means LOXLEY PUBLIC COMPANY LIMITED.”

(2) “Registrar” means the registrar under the Public Limited Companies Act.

(3) “Registrar of Shares” means the registrar of securities under the Securities and Exchange Act.

Article 3. Matters not dealt with herein shall be construed and governed by the provisions of the Public Limited Companies Act and the Securities and Exchange Act in all respects.

Chapter 2: Shares and Shareholders

Article 4. The shares of the Company shall be ordinary shares of equal value. All share certificates of the Company shall be in the name of the shareholder.

Article 5 The shares of the Company shall not be divisible. If two (2) or more persons hold or subscribe for one or more shares jointly, they must appoint one of them to exercise the rights as a shareholder or subscriber, as the case may be.

All share certificates of the Company must be signed or imprinted with the signature of at least one (1) Director. However, the Directors may authorize the Registrar of Shares to sign or imprint with the signature, or use a machine, computer or other method of stamping in accordance with the principles and methods prescribed by the Securities and Exchange Act. If the Company appoints Thailand Securities Depository Co., Ltd. as the Registrar of Shares of the Company, the procedures for the registration of the Company shall be as determined by the Registrar of Shares.

Article 6 The Company shall issue share certificates to shareholders within two (2) months from the date of registration of the Company with the Registrar of Companies or from the date of receipt of full payment for the shares in case of the issuance of new shares after the registration of the Company.

Article 7 In case any share certificate is lost, destroyed, defaced or mutilated in any material particular, the shareholder may request the Company to issue a new share certificate to the shareholder. In such case, the Company shall issue a new share certificate within fourteen (14) days from the date of receipt of the request. However, in case the share certificate is lost or destroyed, the shareholder must show evidence to the Company of his/her entitlement to the shares, including evidence of a report to the police investigator, to be submitted to the Company on the day of the request. In case the share certificate is defaced or mutilated in any material particular, the shareholder must surrender the original share certificate to the Company.

Article 8 The Company may charge a fee for the issuance of a new share certificate in place of a lost, destroyed, defaced or mutilated share certificate, or for the

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request by a shareholder for a copy of the register of shareholders, in whole or in part, together with the Company's certification, at the rate prescribed by law.

Article 9 The Company shall not be the owner of or pledge its own shares, except in the following cases:

(1) The Company may buy back shares from shareholders who voted against a resolution of the shareholders' meeting amending the Company's regulations on voting rights and dividend rights which the shareholders consider unfair.

(2) The Company may buy back shares for financial management purposes when the Company has retained earnings and excess liquidity, and the buyback does not cause the Company to experience financial problems.

Shares held by the Company shall not be counted as a quorum at a shareholders' meeting, shall have no voting rights and shall have no right to dividends.

The Company shall sell the shares bought back under paragraph one within the time prescribed by the ministerial regulation. If the shares are not sold or not fully sold within the prescribed time, the Company shall reduce the paid-up capital by writing off the unsold portion of the registered shares

The buyback of the Company's shares, the sale of the bought-back shares and the reduction of the bought-back shares shall be in accordance with the principles and methods prescribed by the ministerial regulation and relevant laws.

The buyback of the Company's shares shall be approved by a shareholders' meeting, except that the buyback of such shares shall not exceed ten percent (10%) of the paid-up capital, which shall be the authority of the Board of Directors to approve the buyback of such shares.

Article 10 The shares of the Company may be transferred without restriction. However, the transfer of any shares shall not cause the aggregate foreign shareholding ratio to exceed thirty percent (30%) of the total issued shares of the Company, unless such transfer is made prior to the effective date of this amendment or is in accordance with paragraph two of this Article 10.

In addition to the transfer of shares under the first paragraph, foreigners may acquire shares issued by the Company in the following cases and under the following conditions:

(1) Acquisition of shares issued as a result of the exercise of conversion rights from convertible bonds or the exercise of rights under warrants issued and offered by the Company to foreigners in their entirety. However, such acquisition of shares shall not cause the aggregate foreign shareholding ratio to exceed forty-nine percent (49%) of the total issued shares of the Company.

(2) In addition to the case in (1), the acquisition of new shares of the Company by foreigners in the following cases may be made if the foreign shareholding ratio at that time does not yet reach thirty percent (30) of the total issued shares of the Company:

- New shares issued under the rights of existing shareholders
- Subscription for shares in a public offering
- Issuance of dividend shares
- Conversion of convertible bonds or exercise of rights under warrants other than those specified in (1)
- Subscription for or acquisition of new shares of the Company by other means as may be permitted by law

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However, such shareholding must not cause the total foreign shareholding ratio to exceed thirty percent (30) of the total issued shares of the Company.

(3) Foreigners may acquire new shares of the Company in the following cases, even if the foreign shareholding ratio at that time has reached thirty percent (30) of the total issued shares of the Company:

- New shares issued under the rights of existing shareholders
- Subscription for shares in a public offering
- Issuance of dividend shares
- Conversion of convertible bonds or exercise of rights under warrants other than those specified in (1)
- Subscription for or acquisition of new shares of the Company by other means as may be permitted by law

However, such acquisition of shares shall not increase the foreign shareholding ratio from the foreign shareholding ratio at that time and shall not cause the aggregate foreign shareholding ratio to exceed forty-nine percent (49) of the total issued shares of the Company.

Article 11 The transfer of shares shall be complete when the transferor has endorsed the share certificate by specifying the name of the transferee on the share certificate and signed the share certificate by the transferor and the transferee and delivered the share certificate to the transferee.

The transfer of shares shall be effective against the Company when the Company has received a request to register the transfer of shares. The transferee shall submit the share certificate endorsed by the transferor with the name of the transferee and the signatures of the transferor and the transferee to the Company together with a request for registration. However, it shall be effective against third parties only when the Company has registered the transfer of shares.

When the Company finds that the transfer of shares is in accordance with the law and the regulations of the Company, the Company shall register the transfer of shares within fourteen (14) days from the date of receipt of the request for registration of the transfer of shares together with the documents mentioned in paragraph two. If the Company finds that the transfer of shares is incomplete or incorrect, the Company shall notify the applicant within seven (7) days.

In the case of shares of the Company being listed securities on the Stock Exchange of Thailand, the transfer of shares shall be in accordance with the Public Limited Companies Act and the Securities and Exchange Act.

Article 12 In the case where the transferee of shares under Article 11 wishes to obtain a new share certificate, he/she shall request the Company in writing, signed by the transferee and with at least one (1) witness signing to verify the signature, and surrender the original share certificate to the Company. If the Company finds that the transfer of shares is in accordance with the law, the Company shall register the transfer of shares within seven (7) days from the date of receipt of the request and issue a new share certificate within one (1) month from the date of receipt of the request.

Article 13 The Company may refuse to register the transfer of shares for twenty-one (21) days before each shareholders' meeting by giving notice to shareholders in advance at the Company's head office and all branches of the Company not less than fourteen (14) days before the start of the refusal to register the transfer of shares.

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Chapter 3: Board of Directors

Article 14 The Board of Directors shall consist of not less than five (5) but not more than twenty-one (21) Directors, and not less than half (1/2) of the total number of Directors must be domiciled in the Kingdom of Thailand. There shall be at least one-third (1/3) of the total number of Directors who are independent Directors, but not less than three (3) persons.

The Directors of the Company shall be entitled to remuneration for their duties in the form of meeting allowances, per diems, bonuses and retirement benefit. The payment of such remuneration shall not conflict with or be contrary to the qualifications of independent Directors as prescribed by the Securities and Exchange Act.

Article 15 The number or names of Directors who are authorized to bind the Company shall be two (2) authorized Directors who shall sign jointly and affix the Company's seal.

The Board of Directors shall have the power to determine and amend the names of the Directors authorized to sign and bind the Company.

Article 16 The election of Directors by the shareholders' meeting shall be based on the following criteria and procedures:

- (1) Each shareholder shall have one vote for each share held.
- (2) Each shareholder may use all of his/her votes under (1) to elect one or more persons as Directors. In the case of electing multiple persons as Directors, the votes may not be distributed among the candidates in any way.
- (3) The persons who receive the highest number of votes in descending order shall be elected as Directors for the number of Directors to be elected at that time. In the case where persons receiving the next highest number of votes have equal votes exceeding the number of Directors to be elected at that time, the chairman of the meeting shall cast the deciding vote.

Article 17 At each annual general meeting of shareholders, one-third (1/3) of the total number of Directors shall retire. If the number of Directors cannot be divided exactly by three (3), the number closest to one-third (1/3) shall retire.

In the first and second years after the registration of the Company, the Directors shall retire by drawing lots. In the third year and subsequent years, the Director with the longest tenure shall retire. A Director who retires under this provision may be eligible for re-election.

Article 18 Apart from vacation of office according to Article 17, a Director shall vacate office upon:

- (1) Death,
- (2) Resignation,
- (3) Lack of qualifications or possession of prohibited characteristics according to the law.
- (4) Dismissal by resolution of a meeting of shareholders to vacate the Director from the position with a vote of not less than three-fourths (3/4) of the total votes of the shareholders present and entitled to vote, with the total shares not less than half (1/2) of the total shares held by the shareholders present and entitled to vote
- (5) Dismissal by the court order

Article 19 In the event that a director's position in the Company becomes vacant for reasons other than the expiration of the term according to Article 17, the Board may

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appoint any individual to fill the vacant Director position, unless the remaining term of the vacant position is less than two (2) months.

The resolution of the Board in accordance with paragraph one must be supported by votes of not less than three-fourths (3/4) of the remaining Directors. In this regard, an individual appointed as a Director to fill a vacancy shall hold the position for the remaining term of the Director whom they are replacing.

In the event that the number of Directors becomes less than the quorum, the remaining Directors shall act in the name of the Board of Directors and call a shareholders' meeting to elect Directors to fill all the vacant positions. Such shareholders' meeting shall be held within one (1) month from the date on which the number of Directors becomes less than the quorum.

Article 20 The Board meetings shall be convened at least once every three (3) months. The Chairman of the Board shall be responsible for calling the Board meetings.

When there is a justified reason or in order to preserve the rights or benefits of the Company, two (2) or more directors may jointly request the Chairman of the Board to call a meeting of the Board of Directors. They must specify the matters and reasons to be submitted for consideration by the meeting. In such a case, the Chairman of the Board or the person assigned by the Chairman of the Board shall call and set the date of the meeting within fourteen (14) days from the date of receipt of the request.

In the case where the Chairman of the Board fails to act in accordance with paragraph two, the requesting directors may jointly call and schedule a meeting of the Board of Directors to consider the matter requested within fourteen (14) days from the expiration date of the time period under paragraph two.

In the event that there is no Chairman of the Board for any reason, the Vice Chairman of the Board shall call the meeting of the Board of Directors. In the event that there is no Vice Chairman of the Board for any reason, two (2) or more Directors may jointly call the meeting of the Board of Directors.

Article 21 The Chairman of the Board or the person assigned by the Chairman of the Board shall determine the date, time and place of the meeting of the Board of Directors. The meeting place may be determined other than the location of the Company's head office or a neighboring province, or at any other place in the Kingdom. If the Chairman of the Board or the person assigned by the Chairman of the Board does not specify the meeting place, the meeting place shall be the Company's head office.

At each meeting of the Board of Directors, the Chairman of the Board or the chairman of the meeting may determine to hold a meeting of the Directors via electronic media or to use electronic media in conjunction with the meeting. The meeting shall be held in accordance with the principles and procedures prescribed by law, and the Company's head office shall be considered the venue of the meeting. Directors participating in a meeting through electronic media using the methods and complying with the conditions stated above shall be deemed to constitute a quorum and such participation shall be considered a lawful meeting.

Article 22 To convene a meeting of the Board of Directors, a notice of meeting shall be sent to the Directors at least three (3) days before the meeting, unless urgency arises to safeguard the rights or interests of the Company. In such cases, meeting notices may be communicated through electronic means or other methods, and the meeting date may be scheduled sooner than the aforementioned time frame.

Article 23 At a meeting of the Board of Directors, there must be not less than one-half (1/2) of the total number of directors present to constitute a quorum.

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In the case where there is a meeting via electronic media, the proceedings shall be carried out according to the rules and procedures prescribed by law.

The Chairman of the Board shall preside over the meeting of the Board of Directors. In the event that the Chairman of the Board is not present at the meeting or is unable to perform his/her duties, if there is a Vice Chairman of the Board, the Vice Chairman of the Board shall preside over the meeting. If there is no Vice Chairman of the Board, or if there is one but he/she is not present at the meeting or is unable to perform his/her duties, the Directors present at the meeting shall elect one of the Directors to chair the meeting.

The decision of the meeting of the Board of Directors shall be by a majority vote of the Directors present at the meeting. Each Director shall have one vote, except that a Director who has a personal interest in a matter shall not have the right to vote on that matter. In the event of a tie, the chairman of the meeting shall have an additional casting vote.

Article 24 Directors shall perform their duties in accordance with the law, the objectives and regulations of the Company, and the resolutions of the shareholders' meeting.

Article 25 Directors shall not engage in business, become a partner, or become a shareholder in another juristic person that engages in a similar business and competes with the Company's business, unless prior notice has been given to the shareholders before a resolution is passed to appoint them as a Director.

Article 26 If any Director purchases assets from the Company, sells assets to the Company, or transacts any business with the Company, whether in his/her own name or in the name of another person, without the consent of the Board of Directors, such purchase, sale or transaction shall not be binding on the Company.

Article 27 Directors shall promptly notify the Company when they have any direct or indirect interest in any contract which the Company enters into during the accounting period, specifying the facts about the nature of the contract, names of the contracting parties, and the director's interests in the contract; or when they hold company shares or debentures or those of any affiliate, specifying the total numbers increased or decreased during the accounting period.

Chapter 4: Shareholders' Meetings

Article 28 There shall be an annual general meeting of shareholders within four (4) months from the end of the Company's accounting period. Such meeting shall be called the annual meeting. A meeting of shareholders other than this shall be called an extraordinary meeting. The Board of Directors may call an extraordinary meeting at any time as deemed necessary by the Board. The Board of Directors may arrange for a meeting of shareholders to be held by electronic means or by using electronic means in conjunction with the meeting. Such meeting shall be held in accordance with the principles and procedures prescribed by law on electronic meetings.

One or more shareholders holding in aggregate not less than ten (10) percent of the total number of issued shares may jointly sign a letter requesting the Board of Directors to call an extraordinary meeting of shareholders at any time, but must specify the matters and reasons for requesting the meeting to be called clearly in such letter. In such case, the Board of Directors shall arrange for a meeting of shareholders to be held within forty-five (45) days from the date of receipt of the letter from the shareholders.

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In the event that the Board fails to convene a meeting within the specified time frame as per paragraph two, the collective shareholders or any other individual shareholder(s) holding the required number of shares, as mandated, may call a meeting themselves within forty-five (45) days from the expiration of the stipulated time frame in paragraph two. In such cases, it shall be considered a shareholder-initiated meeting, and the Company shall be responsible for necessary expenses incurred in organizing the meeting and facilitating reasonable convenience.

In the event that any shareholders' meeting called by the shareholders under paragraph three fails to constitute a quorum as prescribed under Article 30, the shareholders under paragraph three shall be jointly liable for the expenses incurred from convening such meeting to the Company.

In the event that the Board does not organize a meeting within the prescribed time frame under paragraph two, shareholders, either jointly named or individually, holding the combined number of shares as mandated, may call a meeting themselves within forty-five (45) days from the expiration of the time frame specified in paragraph two. In such cases, it shall be considered a shareholders' meeting called by the Company, and the Company shall bear the necessary expenses incurred for organizing and facilitating the meeting as deemed appropriate.

In the event that the shareholders' meeting is called due to the request of shareholders under paragraph three, and the number of shareholders attending the meeting is insufficient to constitute a valid meeting according to Article 30, the shareholders under paragraph three shall jointly be responsible for reimbursing the expenses incurred from organizing that meeting to the Company.

Article 29 In calling a shareholders' meeting, the Board of Directors shall prepare a notice of meeting specifying the venue, date, time, agenda, and details as appropriate. The agenda items should be clearly stated, indicating whether they are for presentation, information, approval, or consideration, depending on the case. The notice shall also include the committee's opinions on the proposed matters. The notice must be sent to shareholders and the registrar no less than seven (7) days before the meeting. Furthermore, an announcement of the meeting shall be published in a newspaper continuously for three (3) days and not less than three (3) days prior to the meeting.

In the event that shareholders call a meeting themselves in accordance with paragraph three of Article 28, the shareholders calling the meeting may also send a notice of meeting to the shareholders by electronic means. This is subject to the criteria prescribed by law.

The shareholders' meeting shall be held at the Company's main office, branch office, or in a province near the main office or branch office, or in any other province as deemed appropriate by the Board of Directors. In the case of a meeting conducted through electronic media, the Company's main office shall be considered the meeting venue.

Article 30 The Chairman of the Board of Directors shall chair the meeting of shareholders. In the absence of the Chairman or if the Chairman is unable to perform their duties, the Vice Chairman (if any) shall chair the meeting. If there is no Vice Chairman or if the Vice Chairman is also unable to perform their duties, the shareholders present at the meeting may elect one shareholder to act as the chairman at the meeting.

At a shareholders' meeting, there must be shareholders and proxies from shareholders (if any) attending the meeting of not less than twenty-five (25) persons or not less than one-half (1/2) of the total number of shareholders, and there must be an aggregate number of shares of not less than one-third (1/3) of the total number of shares sold in order to constitute a quorum. In the case of a meeting conducted

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through electronic means, the proceedings must be in accordance with the rules and procedures prescribed by law.

In the event that at any shareholders' meeting, after one (1) hour has passed from the scheduled meeting time, the number of shareholders present is insufficient to constitute a quorum as specified in the second paragraph, if the shareholders' meeting was convened due to the shareholders' request under Article 28, third paragraph, the meeting shall be canceled. If the shareholders' meeting was not convened due to the shareholders' request under Article 28, third paragraph, a new meeting shall be called and the notice of the meeting shall be sent to the shareholders not less than seven (7) days prior to the meeting date. At this subsequent meeting, a quorum is not required.

Shareholders who participate in the meeting through electronic media, following the prescribed methods and conditions as stipulated by law, shall be considered as actively attending the meeting. Such electronic participation is deemed legally valid, in accordance with the provisions specified in the relevant laws.

Article 31 Resolutions at shareholders' meetings must receive approval from the majority of votes cast by participating shareholders. In the event of a tie, the chairman presiding over the meeting shall cast an additional deciding vote, except as otherwise stipulated in this regulation or as required by law. However, in the following cases, a resolution must receive no less than three-quarters (3/4) of the total votes cast by participating shareholders with voting rights:

(a) Sale or transfer of the entire or significant part of the Company's business to another party.

(b) Acquisition or transfer of the business of another Company or private entity by the Company.

(c) Making, amending, or terminating contracts related to leasing the entire or significant part of the Company's business, assigning others to manage the Company's business, or merging operations with another entity, with the objective of profit or loss sharing.

Article 32. The agenda for the annual ordinary shareholders' meeting shall include the following:

(1) Review and acknowledgment of the report from the Board of Directors, presenting the Company's activities for the preceding fiscal year.

(2) Examination and approval of the balance sheet and profit and loss statement.

(3) Consideration of the allocation of profits.

(4) Consideration of the election of Directors to replace those who have completed their terms, and determination of their remuneration.

(5) Appointment of auditors and determination of their remuneration.

(6) Other business matters.

Chapter 5: Accounting, Finance, Auditing, Dividends, and Reserves

Article 33 The accounting period of the Company begins on January 1st and ends on December 31st of each year.

Article 34 The Company shall arrange for the preparation and maintenance of accounts, as well as auditing in accordance with the relevant laws. The Company shall also prepare a balance sheet and profit and loss account at least once every twelve (12) months, which is the Company's accounting period.

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Article 35 The Board of Directors must arrange for the preparation of a balance sheet and profit and loss account as of the end of the Company's accounting period to be presented to the annual general meeting of shareholders for consideration and approval. The Board of Directors must have the auditor review it before presenting it to the meeting of shareholders.

Article 36 The Board of Directors shall send the following documents to shareholders together with the notice of the annual general meeting:

- (1) Copies of the audited balance sheet and profit and loss account, together with the auditors' report.
- (2) The annual report of the Board of Directors.

Article 37 It is strictly prohibited to pay dividends from funds other than profits. In cases where the Company has accumulated losses, the payment of dividends is prohibited.

Dividends shall be distributed based on the number of shares, with each share receiving an equal amount. The payment of dividends must receive approval from the shareholders' meeting. The Board of Directors may, from time to time, pay interim dividends to shareholders when it deems the Company has sufficient profits to do so. Once an interim dividend has been paid, a report should be presented to the next shareholders' meeting.

The payment of dividends shall be executed within one (1) month from the date of the shareholders' meeting or the Board of Directors' resolution, as the case may be. In such cases, written notices shall be sent to shareholders, and advertisements regarding the dividend payment shall be published in newspapers, using electronic means as permitted by law.

Article 38 The Company shall allocate a portion of its annual net profit to the capital reserve of not less than five percent (5%) of the annual net profit after deducting the accumulated loss brought forward (if any), until the capital reserve reaches an amount of not less than ten percent (10%) of the registered capital.

Article 39 Auditors shall not be Directors, staff, employees, or hold any position in the Company.

Article 40 Auditors shall have the power to inspect the accounts, documents and other evidence relating to the income, expenses, assets and liabilities of the Company during the Company's business hours. In this regard, they shall have the power to question Directors, staff, employees, officers and representatives of the Company and to request clarification of facts or the submission of documents and evidence relating to the Company's operations.

Article 41 Auditors shall attend every meeting of shareholders of the Company where the balance sheet, profit and loss account and accounting issues of the Company are considered in order to explain the audit to the shareholders. The Company shall also send the auditor a report and documents of the Company that the shareholders are entitled to receive at that meeting of shareholders.

Chapter 6: Additional Provisions

Article 42 The Company has the right to issue and offer for sale preferred shares, bonds, convertible bonds, warrants, or other securities as prescribed by the Securities and Exchange Act.

Article 43 If there are necessary or desirable amendments to this regulation, such changes shall be subject to consideration and approval by the shareholders' meeting in accordance with applicable laws.



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Article 44 The Company's official seal shall be as impressed or affixed as follows:

(the Company's official seal)

Article 45 In the case where the Company or a subsidiary enters into a connected transaction, or the acquisition, or the disposal of assets of the Company or a subsidiary according to the criteria specified in the announcement of the Securities and Exchange Commission concerning connected transactions or the acquisition or disposal of assets of listed companies, the Company shall also comply with the principles and methods specified in such announcement in that matter.

Article 46 Upon approval by the shareholders' meeting, the Company may transfer legal reserves, share premium reserves, or other reserves to offset the Company's accumulated losses.

The accumulated losses referred to above shall be deducted from other reserves first, and then from legal reserves and share premium reserves in that order.

Article 47 Any notice, warning, notification, or advertisement of any matter relating to the Company to be made known to other persons or the public by way of a newspaper, the Company may use the method of advertising by electronic means instead. This is subject to the criteria prescribed by law.

In the event that the Company or the Board of Directors is required by law to send a letter or document to a Director, shareholder, or creditor of the Company, if such person has notified or consented to the sending of a letter or document by electronic means, the Company or Board of Directors may send such letter or document by electronic means in accordance with the criteria prescribed by law.

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