

Articles of Association Relating to the Shareholders' Meeting

Qualifications of Directors, Election of Directors, and Retirement of Directors by Rotation

20. The shareholders' meeting shall elect directors using a majority vote, in accordance with the following rules and procedures
- (1) The resolution to elect directors must be made individually.
 - (2) One shareholder has a vote equal to one (1) share per one (1) vote for the election of each director.
 - (3) Each shareholder may use all existing votes to elect one or several persons as directors. In the case of electing several persons as directors, the votes cannot be divided to anyone to any extent.
 - (4) Persons who receive the highest number of votes in descending order shall be elected as directors in the number equal to the number of directors the company ought to have or to be elected at that time. In the event that persons elected in subsequent orders have equal votes exceeding the number of directors the company ought to have or to be elected at that time, the chairman shall have a casting vote.
21. At every annual general meeting, one-third (1/3) of the directors shall retire by rotation. If the number of directors to retire by rotation cannot be divided exactly into three parts, the number closest to one-third (1/3) shall retire. The directors to retire from office must be those who have been in office the longest. The directors who retire by rotation may be re-elected.
26. The shareholders' meeting may pass a resolution for any director to retire from office prior to the expiration of the term with votes of not less than three-fourths (3/4) of the number of shareholders attending the meeting and eligible to vote, and holding shares collectively not less than one-half (1/2) of the number of shares held by shareholders attending the meeting and eligible to vote.
36. The company is prohibited from paying money or any other property to directors, except as remuneration for directors in accordance with the company's Articles of Association. Directors have the right to receive remuneration from the company in the form of salary, reward, meeting allowance, gratuity, bonus, or other types of benefits, as well as per diem and other welfare benefits in accordance with the company's regulations or as considered and determined by the shareholders' meeting, which requires votes of not less than two-thirds (2/3) of all votes of the shareholders attending the meeting. It may be fixed in an exact amount, established as a criterion, determined periodically, specified for a duration, or set to remain effective indefinitely until changed. The provisions in the preceding paragraph shall not affect the rights of the company's staff and employees who are elected as directors to receive remuneration and benefits in their capacity as staff or employees of the company concurrently.

Shareholders' Meetings

37. The Board of Directors must arrange an annual general meeting of shareholders within four (4) months from the end of the Company's fiscal year. The Board of Directors will send the documents required by law to shareholders along with the notice of the Annual General Meeting. Any shareholder's meeting other than the aforementioned shall be called "Extraordinary General Meeting." The Board of Directors may call an Extraordinary General Meeting whenever it deems appropriate, or one or more shareholders holding shares collectively not less than ten (10) per cent of the total number of issued shares may submit a written request to the Board of Directors to call an Extraordinary General Meeting at any time, provided that the subject and reasons for requesting the meeting must be clearly stated in the said letter. In such a case, the Board of Directors must arrange for a meeting within forty-five (45) days from the date of receiving the letter from the shareholders. In the event that the Board of Directors fails to arrange the meeting within the period specified in paragraph two, the shareholders whose names appear on the request, or other shareholders collectively holding the required number of shares may call the meeting themselves within forty-five (45) days from the expiration of the period according to paragraph two. In such a case, it shall be deemed as a shareholders' meeting called by the Board of Directors, whereby the company must be responsible for the necessary expenses incurred from arranging the meeting and providing reasonable facilitation.

In the case where it appears that at any shareholders' meeting called by the shareholders according to paragraph three, the number of shareholders attending the meeting is insufficient to constitute a quorum as specified in Article 40, the shareholders under paragraph three must be jointly responsible for compensating the company for the expenses arising from arranging that meeting.

In the case where the shareholders call a meeting under paragraph three, the shareholders calling the meeting may send the notice of the meeting by electronic means or any other means, subject to applicable laws, regulations, notifications, provisions, or any relevant rules.

38. The shareholders' meeting may be conducted via electronic media. In holding a shareholders' meeting via electronic media, it must comply with applicable laws, regulations, notifications, provisions, or any relevant rules. In such cases, the location of the company's head office shall be deemed as the meeting venue.
39. In calling a shareholders' meeting, whether a physical meeting or a meeting via electronic media, the Board of Directors shall prepare a notice of the meeting specifying the place, date, time, agenda, and matters to be proposed to the meeting along with appropriate details. This must clearly specify whether the matters are proposed for acknowledgment, approval, or consideration, as the case may be, together with the Board of Directors' opinions on such matters. The notice shall be sent to the shareholders and the registrar not less than seven (7) days prior to the meeting date, and the notice of the meeting shall be published in a newspaper for not less than three (3) consecutive days, not less than three (3) days prior to the meeting date. Regarding the delivery of the meeting notice, advertisement, and disclosure of the meeting notice, whether for a physical meeting or a meeting via electronic media, the Board of Directors may send the meeting notice by electronic means or any other means, in accordance with the conditions, rules, and

procedures prescribed by relevant laws. The shareholders' meeting of the company shall be held in the locality where the head office of the company is located, a nearby province, or any other place as determined by the Chairman of the Board or the person assigned by the Chairman of the Board.

40. At a shareholders' meeting, a shareholder may authorize another person as a proxy to attend and vote on their behalf. The proxy appointment must be made in writing, signed by the proxy grantor, and submitted to the Chairman of the Board or the person assigned by the Chairman of the Board at the meeting venue before the proxy attends the meeting. The proxy appointment under paragraph one may be conducted by electronic means, provided that a secure and reliable method is used ensuring that the proxy appointment is executed by the shareholder, in accordance with the rules prescribed by the Registrar of Public Limited Companies. The proxy form must be in the format prescribed by the Registrar of Public Limited Companies, which must contain at least the following particulars:

- (1) The number of shares held by the proxy grantor.
- (2) The name of the proxy.
- (3) The instance of the meeting for which the proxy is authorized to attend and vote.

In voting, the proxy shall have votes equal to the total number of votes held by the shareholder who granted the proxy, unless the proxy declares to the meeting before voting that they will vote on behalf of only certain proxy grantors by specifying the name of the proxy grantor and the number of shares held by that proxy grantor.

41. In a shareholders' meeting, there must be shareholders and proxies from shareholders (if any) attending the meeting in a number not less than twenty-five (25) persons or not less than one-half (1/2) of the total number of shareholders, and they must hold shares collectively not less than one-third (1/3) of the total number of sold shares to constitute a quorum. In the case of proxy authorization, the number of shareholders shall be counted based on the number of proxy grantors. In the event that at any shareholders' meeting, one (1) hour has passed since the scheduled time and the number of shareholders attending the meeting does not constitute a quorum as specified in paragraph one, if the shareholders' meeting was called by the request of shareholders, the meeting shall be suspended. However, if the shareholders' meeting was not called by the request of shareholders, a new meeting shall be called, and a notice of the meeting shall be sent to shareholders not less than seven (7) days prior to the meeting date. In this subsequent meeting, the presence of the number of shareholders specified above is not required to constitute a quorum.
42. The Chairman of the Board shall preside as the chairman of the shareholders' meeting. If the Chairman of the Board is absent or unable to perform their duties, the Vice Chairman shall serve as the chairman. If there is no Vice Chairman or they are unable to perform their duties, the shareholders attending the meeting shall elect one shareholder to serve as the chairman of the meeting.

43. The chairman of the shareholders' meeting has the duty to preside over and conduct the meeting in compliance with the Articles of Association of the Company, and shall conduct the meeting in accordance with the sequence of the agenda specified in the notice calling for the meeting, unless the meeting resolves to change the sequence of the agenda by a vote of not less than two-thirds (2/3) of the number of shareholders present at the meeting.

In the event that the meeting has not concluded the consideration of the matters according to the sequence of the agenda specified in the notice calling for the meeting, or has not concluded the consideration of the matters proposed by shareholders holding shares collectively not less than one-third (1/3) of the total number of shares sold, and it is necessary to postpone the consideration, the meeting shall determine the venue, date, and time for the next meeting. The Board of Directors shall deliver the notice calling for the meeting, specifying the venue, date, time, and the agenda of the meeting, to the shareholders not less than seven (7) days prior to the date of the meeting. In this regard, the notice of the meeting shall also be advertised in a newspaper for not less than three (3) consecutive days and at least three (3) days prior to the date of the meeting.

44. Voting, regardless of the method used, shall count one (1) share as one (1) vote. Any shareholder having special interests in any matter to be resolved by the meeting shall have no right to vote on such matter, except for voting on the election of directors.

45. Unless the law on public limited companies stipulates otherwise, the resolution of the shareholders' meeting shall consist of the following votes
- (1) In normal cases, a majority vote of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have an additional casting vote.
 - (2) In the following cases, votes of not less than three-fourths (3/4) of the total number of votes of shareholders attending the meeting and having the right to vote are required:
 - (a) Amendment to the Memorandum of Association or the Articles of Association.
 - (b) Sale or transfer of the entire or significant parts of the business of the company to other persons.
 - (c) Purchase or acceptance of the transfer of business from other companies or private companies to the company.
 - (d) Execution, amendment, or termination of contracts concerning the leasing of the entire or significant parts of the company's business, assigning other persons to manage the company's business, or merging the business with other persons with the objective of sharing profits and losses.
 - (e) Issuance of debentures, capital increase, capital reduction, merger, or dissolution of the company.

46. The matters that the Annual General Meeting should conduct are as follows:
- (1) Consider and acknowledge the annual report of the Board of Directors.
 - (2) Consider and approve the balance sheet and the profit and loss account.
 - (3) Consider and approve the allocation of profit and dividend payment.

- (4) Consider the election of directors replacing those who retire by rotation and determine directors' remuneration.
- (5) Consider the appointment of the auditor and determine the audit fee of the company.
- (6) Consider other businesses (if any).

Dividend Payment and Reserve Fund

55. Annual dividend payment shall only be made by a resolution of the shareholders' meeting. The Board of Directors may pay interim dividends to shareholders from time to time when it considers that the company has sufficient profits to do so, and once the dividend is paid, it shall be reported to the shareholders' meeting at the next meeting.

Dividend payment from sources other than profit cannot be made, and it is prohibited to pay dividends in the case where the company still has accumulated losses.

Dividend payment must be made within one (1) month from the date the shareholders' meeting or the Board of Directors' meeting passes a resolution, as the case may be. A written notice must be sent to the shareholders and the notice of dividend payment must be advertised in a newspaper or through electronic media advertising methods, in accordance with the provisions, rules, and procedures prescribed by law, for not less than three (3) consecutive days.

56. The company shall allocate a portion of the annual net profit as a reserve fund in an amount not less than five (5) per cent of the annual net profit less the sum of accumulated losses brought forward (if any), until the reserve fund reaches an amount not less than ten (10) per cent of the registered capital, unless otherwise prescribed by law.