

Supporting Information for Agenda 9 : To consider the amendment of the company's Articles of Association

The fact that the Public Limited Companies Act B.E. 2535 (1992) has been amended by the Public Limited Companies Act (No. 4) B.E. 2565 (2022) regarding the procedures of meetings of the board of directors and shareholders, aimed to support electronic means, which would lessen burdens of the Company and its shareholders while also facilitating them.

Having considered the matter, the Board of Directors then deemed it appropriate to propose that the Shareholders' Meeting consider approving the amendment of the Company's Articles of Association, namely Chapter 3: Board of Directors, Article 22; and Chapter 4: Shareholders' Meetings, Articles 25, 26, 27, 28; and Chapter 5: Article 36, in order to ensure consistency with the Public Limited Companies Act (No. 4) B.E. 2565 (2022), as follows:

Existing Version	Proposed Amendment
Article 22 "The Board of Directors of the Company must hold a meeting at least once every three (3) months.	Article 22 "The Board of Directors of the Company must hold a meeting at least <u>once (1) every three (3) months, in the locality where the Company's head office is situated or at any other places in the Kingdom of Thailand as the Board of Directors may deem appropriate.</u>
In summoning a meeting of the Board of Directors, the Chairman of the Board or a person entrusted by him shall send notice thereof to the directors not less than seven (7) days prior to the date of the meeting. However, in case of necessity or urgency in order to maintain the rights and interests of the Company, summoning of a meeting may be made by other methods and the meeting may be scheduled to be held sooner.	<u>The Board of Directors' meeting may be held via electronic means in accordance with the law on electronic meetings. In this case, the location of the Company's head office shall be deemed to be the place of such electronic meeting.</u>
The Board of Directors of the Company may hold a meeting at the locality in which the Company's head office is situated or at other places as the Board of Directors deems appropriate.	<u>The Chairman of the Board of Directors shall call the Board of Directors' meetings. In the absence of the Chairman of the Board of Directors for whatever reason, the Vice-Chairman of the Board shall call the Board of Directors' meeting. In the absence of the Vice-Chairman of the Board for whatever reason, two (2) or more directors may jointly call the Board of Directors' meeting.</u>
Two (2) or more directors may ask the Chairman of the Board to convene a Board of Directors' meeting, the Chairman of the Board or a director entrusted by the Chairman of the Board shall schedule the date of the	<u>In summoning a meeting of the Board of Directors, the Chairman of the Board or a person entrusted by him shall send notice thereof to the directors not less than three (3) days prior to the date of the meeting. However, in case of necessity or urgency in order to maintain the rights and interests of the</u>

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<p>meeting to be held within fourteen (14) days from the date of receipt of the request.”</p>	<p>Company, summoning of a meeting may be made <u>by electronic means</u> or by any other methods and the meeting may be scheduled to be held sooner.</p> <p><u>Two (2) or more directors may request the Chairman of the Board of Directors to call the Board of Directors’ meeting if there are reasonable grounds or if doing so will protect the Company’s rights or interests, provided that any matters and reasons to be proposed for consideration at the meeting shall be also mentioned. In such case, the Chairman of the Board of Directors shall call and schedule the date of the meeting to be held within fourteen (14) days from the date of receipt of such request. Should the Chairman of the Board of Directors fail to do so, the requesting directors may jointly call and schedule the Board of Directors’ meeting to consider the requested matters within fourteen (14) days from the date of expiration of the specified period.”</u></p>
<p>Article 25 “The Board of Directors shall convene an annual ordinary general meeting of shareholders within four (4) months from the last day of the accounting period of the Company.</p> <p>Meetings other than those specified above shall be called “extraordinary general meetings.” The Board of Directors may summon an extraordinary general meeting whenever it deems appropriate, or 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 subscribe their names in a letter requesting the Board of Directors to call an extraordinary general meeting, provided that they clearly give the reasons for such request in the said letter. In this case, the Board of Directors shall call a shareholders’ meeting within forty-five (45) days from the date of receipt of such letter from the shareholders.</p>	<p>Article 25 “The Board of Directors shall convene an annual ordinary general meeting of shareholders within four (4) months from the last day of the accounting period of the Company.</p> <p>Shareholders’ meeting may be convened at the province where the head office of the Company is located or any other provinces in the Kingdom of Thailand. <u>The shareholders’ meeting may be held via electronic means in accordance with the law on electronic meetings as the Board of Directors deems appropriate. In this case, the location of the Company’s head office shall be deemed to be the place of such electronic meeting.</u></p> <p>Meetings other than those <u>specified above</u> shall be called “extraordinary general meetings.” The Board of Directors may summon an extraordinary general meeting whenever it deems appropriate, or 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 subscribe their names in a letter requesting the Board of Directors to call an extraordinary general meeting, provided that they clearly give the reasons for such request in the said</p>

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	<p>letter. In this case, the Board of Directors shall call a shareholders' meeting within forty-five (45) days from the date of receipt of such letter from the shareholders.</p>
<p>In the event that the Board of Directors fails to convene the meeting within the specified period under paragraph two, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days from the date of expiration of the specified period under paragraph two. In such case, the meeting is deemed to be a shareholders' meeting called by the Board of Directors, provided that the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.</p> <p>In the event that, at the shareholders' meeting called by the shareholders under paragraph three, the number of the shareholders present in the meeting does not constitute quorum as prescribed in Article 28, the shareholders under paragraph three shall jointly compensate the Company for the expenses incurred in arrangements for convening that meeting.</p>	<p>In the event that the Board of Directors fails to convene the meeting within <u>the specified period under paragraph three</u>, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days from the date of expiration of <u>the specified period under paragraph three</u>. In such case, the meeting is deemed to be a shareholders' meeting called by the Board of Directors, provided that the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.</p> <p>In the event that, at the shareholders' meeting called by <u>the shareholders under paragraph four</u>, the number of the shareholders present in the meeting does not constitute quorum as prescribed in Article 28, <u>the shareholders under paragraph four</u> shall jointly compensate the Company for the expenses incurred in arrangements for convening that meeting.</p> <p><u>In the event that the shareholders call the meeting under paragraph four, the calling shareholders may send a notice of the meeting to shareholders via electronic means in accordance with the rules stipulated by the law and the registrar."</u></p>

Existing Version	Proposed Amendment
<p>Article 26 “In summoning the shareholders’ meeting, the Board of Directors shall prepare a notice of the meeting specifying the place, date, time, agenda and the matters to be submitted to the meeting, together with appropriate details stating clearly whether they will be for acknowledgement, for approval or for consideration, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders and the registrar for information not less than seven (7) days prior to the meeting. Publication of notice of the meeting shall also be made in a newspaper for three (3) consecutive days at least three (3) days prior to the meeting.</p> <p>Shareholders’ meeting may be convened at the province where the head office of the Company is located or any other provinces in the Kingdom of Thailand.”</p>	<p>Article 26 “In summoning the shareholders’ meeting, the Board of Directors shall prepare a notice of the meeting specifying the place, date, time, agenda and the matters to be submitted to the meeting, together with appropriate details stating clearly whether they will be for acknowledgement, for approval or for consideration, including the opinions of the Board of Directors on the said matters and shall send the same to the shareholders and the registrar for information not less than seven (7) days prior to the meeting. <u>In this regard, notices calling the meetings and supporting documents to shareholders shall be delivered by registered mail or via electronic means in accordance with the rules stipulated by the law and the registrar. In addition, publication of notice of the meeting shall be made in a newspaper or via electronic media for three (3) consecutive days at least three (3) days prior to the meeting.</u>”</p>
<p>Article 27 “A shareholder may appoint another person as his or her proxy to attend a shareholders’ meeting(s) and vote on his or her behalf. The instrument appointing proxy shall be dated and signed by the shareholder giving proxy and shall be in the form prescribed by the registrar.</p> <p>The instrument appointing proxy shall be delivered to the Chairman of the Board of Directors or a person entrusted by the Chairman at the meeting prior to the attendance of the meeting by such proxy. ”</p>	<p>Article 27 “A shareholder may appoint another person as his or her proxy to attend a shareholders’ meeting(s) and vote on his or her behalf. The instrument appointing proxy shall be dated and signed by the shareholder giving proxy and shall be in the form prescribed by the registrar.</p> <p>The instrument appointing proxy shall be delivered to the Chairman of the Board of Directors or a person entrusted by the Chairman at the meeting prior to the attendance at the meeting by such proxy.</p> <p><u>The foregoing appointment of proxy may be made by electronic means instead, provided that it requires a secure and reliable method to prove that such proxy has been appointed by the shareholder in accordance with the rules stipulated by the registrar.</u>”</p>

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<p>Article 28 “To constitute a quorum in a shareholders’ meeting, there shall be not less than twenty-five (25) shareholders (whether present in person or by proxy) holding in aggregate not less than one-third (1/3) of the total number of shares sold, or not less than one-half of the total number of shareholders (whether present in person or by proxy) holding in aggregate not less than one-third (1/3) of the total number of shares sold.</p> <p>If after one hour from the time scheduled for the shareholders’ meeting, the number of shareholders, whether present in person or by proxy, is insufficient to form a quorum as specified under paragraph one, if such shareholders’ meeting is convened at the request of shareholders, it shall be cancelled. If such shareholders’ meeting is not convened at the request of shareholders, the meeting shall be called again and in such case notice calling for the meeting shall be sent to shareholders not less than seven (7) days before the date of the meeting. In the latter meeting, a quorum is not compulsory.</p> <p>In the shareholders’ meeting, the Chairman of the Board shall preside over the meeting. If the Chairman is not present or does not attend the meeting, the Vice-Chairman, if available, shall preside over the meeting. If there is no Vice-Chairman, or the Vice-Chairman is unable to perform his or her duties, the meeting shall elect one of the shareholders attending the meeting to preside over such meeting.”</p>	<p>Article 28 “To constitute a quorum in a shareholders’ meeting, there shall be not less than twenty-five (25) shareholders (whether present in person or by proxy) holding in aggregate not less than one-third (1/3) of the total number of shares sold, or not less than one-half of the total number of shareholders (whether present in person or by proxy) holding in aggregate not less than one-third (1/3) of the total number of shares sold.</p> <p>If after one hour from the time scheduled for the shareholders’ meeting, the number of shareholders, whether present in person or by proxy, is insufficient to form a quorum as specified under paragraph one, if such shareholders’ meeting is convened at the request of shareholders, it shall be cancelled. If such shareholders’ meeting is not convened at the request of shareholders, the meeting shall be called again and in such case <u>notice calling for the meeting shall be sent to shareholders not less than seven (7) days before the date of the meeting. Such notice calling for the meeting and supporting documents may be sent by registered mail or by electronic means in accordance with the rules stipulated by the law and the registrar.</u> In the latter meeting, a quorum is not compulsory.</p> <p>In the shareholders’ meeting, the Chairman of the Board shall preside over the meeting. If the Chairman is not present or does not attend the meeting, the Vice-Chairman, if available, shall preside over the meeting. If there is no Vice-Chairman, or the Vice-Chairman is unable to perform his or her duties, the meeting shall elect one of the shareholders attending the meeting to preside over such meeting.”</p>

Existing Version	Proposed Amendment
<p>Article 36 “Payment of dividends from money other than profit is not allowed. In the case where the Company still has accumulated losses, payment of dividends is prohibited.</p> <p>Dividends shall be equally distributed according to the number of shares and the payment of dividends requires the approval of a shareholders’ meeting.</p> <p>In the case where the shares in the Company have not yet been completely sold according to the number of shares registered or where the Company has already registered an increase in capital, the Company may pay dividends, in whole or in part, by issuing new ordinary shares to the shareholders, with approval of a shareholders’ meeting.</p> <p>The Board of Directors may pay interim dividends to the shareholders from time to time when the Board of Directors finds that the Company has sufficient profit and a report thereof shall be made to the shareholders’ meeting at the next meeting.</p> <p>The payment of dividends shall be made within one (1) month from the date the resolution was passed by the shareholders’ meeting or by a meeting of the Board of Directors, as the case may be. Written notices thereof shall be sent to the shareholders and publication of the notice of the payment of dividends shall be made in a newspaper.”</p>	<p>Article 36 “Payment of dividends from money other than profit is not allowed. In the case where the Company still has accumulated losses, payment of dividends is prohibited.</p> <p>Dividends shall be equally distributed according to the number of shares and the payment of dividends requires the approval of a shareholders’ meeting.</p> <p>In the case where the shares in the Company have not yet been completely sold according to the number of shares registered or where the Company has already registered an increase in capital, the Company may pay dividends, in whole or in part, by issuing new ordinary shares to the shareholders, with approval of a shareholders’ meeting.</p> <p>The Board of Directors may pay interim dividends to the shareholders from time to time when the Board of Directors finds that the Company has sufficient profit and a report thereof shall be made to the shareholders’ meeting at the next meeting.</p> <p>The payment of dividends shall be made within one (1) month from the date the resolution was passed by the shareholders’ meeting or by a meeting of the Board of Directors, as the case may be. Written notices thereof shall be sent to the shareholders <u>by registered mail or by electronic means in accordance with the rules stipulated by the law and the registrar, and publication of the notice of the payment of dividends shall be made in a newspaper or via electronic media in accordance with the rules stipulated by the law and the registrar for at least three (3) consecutive days.</u>”</p>

The Board of Directors’ Meeting No. 1/2023 on February 22, 2023 considered and deemed it appropriate to propose that the Shareholders’ Meeting consider approving the amendment of the Company’s Articles of Association, namely Chapter 3: Board of Directors, Article 22; and Chapter 4: Shareholders’ Meetings, Articles 25, 26, 27, 28; and Chapter 5: Article 36, in order to ensure consistency with the Public Limited Companies Act (No. 4) B.E. 2565 (2022).