



## The Company's Articles of Association relevant to the shareholders' meeting

### Shareholders' Meeting

**Article 19** The Board of Directors shall ensure that there is an Annual General Meeting of shareholders held within four months from the end of the Company's fiscal year.

Any shareholders' meetings held at other times, in addition to the aforementioned annual meeting, are referred to as Extraordinary General Meeting.

**Article 20** The Board of Directors may convene an Extraordinary General Meeting whenever it deems appropriate or when one or more shareholders, collectively owning not less than 10% of the total issued shares, request in writing to convene such meeting. In such cases, the Board of Directors shall specify the subject matter and reasons for the requested meeting clearly in the notice. In this event, the Board of Directors shall arrange for the meeting to be held within forty-five days from the date of receiving the written request from the shareholders.

If the Board of Directors fails to convene the meeting within the specified timeframe as stated in the 1<sup>st</sup> paragraph, the shareholders, collectively owning shares as stipulated, may convene the meeting themselves within forty-five days from the expiration of the specified timeframe. In such cases, the meeting will be deemed as a shareholder-called meeting, and the Company shall bear the necessary expenses incurred for convening the meeting and provide reasonable facilitation.

If it is found that a shareholders' meeting is called due to shareholders' requests as per the 2<sup>nd</sup> paragraph, and some shareholders do not attend, resulting in an incomplete quorum as prescribed in Section 103, those shareholders as per the 2<sup>nd</sup> paragraph must collectively bear the expenses incurred for convening the meeting for that instance.

**Article 21** During a shareholders' meeting, there shall be at least twenty-five shareholders or their proxies (if any) present, representing not less than one-third of the total number of shareholders, and the total combined shares must be at least one-third of the total number of issued shares to constitute a quorum unless otherwise stipulated by Public Company Limited laws.

**Article 22** At a shareholders' meeting, the Chairman of the Board of Directors shall be the Chairman of the meeting. In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, the Vice-Chairman of the Board of Directors shall act as chairman. If there is no Vice-Chairman or the Vice-Chairman is unable to perform their duties, the shareholders present at the meeting shall elect one shareholder to act as Chairman of the meeting.

**Article 23** During a shareholders' meeting, a shareholder may appoint a person who has attained legal age to attend the meeting and vote on their behalf. The appointment of a proxy must be made in writing, signed by the appointing shareholder. The proxy appointment may be made electronically or by any other method as specified by law and provided to the Chairman of the Board of Directors or the person designated by the Chairman of the Board of Directors, through the designated channels before the proxy holder attends the meeting. The proxy appointment letter shall be in the form prescribed by the registrar under the law of public company limited.

In voting, the proxy holder shall be deemed to have the same number of voting rights as the total number of voting rights of the appointing shareholder, unless the proxy holder declares at the meeting before voting that they will vote differently. The proxy appointments of some appointing shareholders may specify the name of the proxy holder and the number of shares held by the appointing shareholder.



**Article 24** In the absence of regulations or public company limited laws, other provisions shall apply. Any resolution at a shareholders' meeting shall be decided by the majority of votes of the shareholders present and entitled to vote. In the event of a tie, the Chairman of the meeting shall cast an additional deciding vote.

In voting, whether by open disclosure or secret ballot, each shareholder shall have voting rights equal to the remaining shares, with each share considered as one vote.

The provision in the 2<sup>nd</sup> paragraph, where one share equals one vote, shall not apply in cases where the Company issues preference shares with limited voting rights.

Voting shall be conducted openly, unless requested by at least five shareholders, in which case the meeting may resolve to vote by secret ballot. The method of secret voting shall be determined by the chairman of the meeting.

**Article 25** Resolutions at shareholders' meetings in the following cases shall require at least three-fourths of the total votes of the shareholders present and entitled to vote:

- (1) Selling or transferring of the whole or an essential element of the Company's business to other parties.
- (2) Purchasing or receiving the business of another company or private entity as the property of the Company.
- (3) Making, amending, or terminating contracts related to leasing the entire or significant parts of the whole or essential elements of the Company's business, appointing others to manage the Company's business, or merging the Company's business with others with the objective of profit or loss sharing.

**Article 26** Any resolution in which a shareholder has a special interest shall prohibit that shareholder from voting on that resolution, except in the case of voting to elect directors.

**Article 27** Summon for a shareholders' meeting, the Board of Directors shall prepare a writing notice specifying the location, date, time, agenda, and matters to be presented at the meeting, along with details as appropriate, indicating clearly whether it is for information, approval, or consideration, as well as the Board of Directors' opinion on the matter. This notice shall be sent to shareholders and the registrar no less than seven days before the meeting. Additionally, the meeting notice shall be advertised in newspapers, electronic media, or any other method as prescribed by law for three consecutive days, at least three days prior to the meeting.

The meeting notice shall be delivered directly to the recipient or their representatives, sent by registered mail, transmitted electronically, or by any other method as prescribed by law.

The Board of Directors shall determine the meeting venue as stipulated in the 1<sup>st</sup> paragraph.

**Article 28** If a shareholders' meeting is called for a specific time, and one hour has passed beyond that scheduled time, but the number of shareholders and the number of shares represented at the meeting are still insufficient to constitute a quorum, and if the meeting was called at the request of shareholders, the meeting shall be adjourned and suspended. If the meeting is called by the board of directors, a new meeting shall be called, with notice sent to shareholders no less than seven days before the meeting. Subsequent meetings after this shall not require a full quorum.



**Article 29** The Chairman at a shareholders' meeting has the duty to control the meeting to comply with the Company's Article of Association regarding meetings. In this regard, the meeting must proceed in accordance with the agenda specified in the notice of the meeting, unless the meeting resolves to change the agenda by a vote of not less than two-thirds of the total number of shareholders present at the meeting.

Once the meeting has completed the deliberation according to the 1<sup>st</sup> paragraph and shareholders representing not less than one-third of the total number of shares issued are present, additional matters may be considered apart from those specified in the notice of the meeting.

In cases where the meeting fails to complete the deliberation of agenda items in accordance with the 1<sup>st</sup> paragraph or fails to conclude consideration of matters proposed by shareholders in accordance with the 2<sup>nd</sup> paragraph, the meeting may be adjourned as necessary. The Board of Directors shall then determine the time, date, and place for the next meeting, and the Board of Directors shall send a notice of the meeting specifying the venue, date, time, and agenda to the shareholders no less than seven days before the meeting. Additionally, an advertisement of the meeting shall be made in newspapers, electronic media, or any other method prescribed by law, no less than three days before the meeting.