

(Translation)

Official  
Emblem

Department of Business Development  
Ministry of Commerce

No. 11004664004762 Date of Issue: 13 June 2023 Time: 10.16 hrs.

Registered on 12 May 2022

Page: 1 of totaling 1 page (s)  
Document attached the application No.  
00826505120079

Form: BorMorJor. 001

Certified True Copy

-Signature-

(Miss Kannika Achariyasakulchai)  
Registrar

**Memorandum of Association  
of**

**THAI PLASPAC PUBLIC COMPANY LIMITED**

0107547000575

The Memorandum of Association of the Company contains the following particulars:

Item 1. Name of the Company : THAI PLASPAC PUBLIC COMPANY LIMITED  
Written in English as THAI PLASPAC PUBLIC COMPANY LIMITED

Item 2. The company intends to offer for sale of shares to the public.

Item 3. Objectives of the Company consist of 34 items as appeared in the attached Form BorMorJor. 002.

Item 4. Registered capital : 326,550,000.00 Baht (Three Hundred Twenty-Six Million and Five Hundred Fifty Thousand Baht)  
Divided into : 326,550,000.00 shares (Three Hundred Twenty-Six Million and Five Hundred Fifty Thousand Shares)  
Value per share: 1 Baht ( One Baht )  
separated into  
Ordinary share: 326,550,000.00 shares (Three Hundred Twenty-Six Million and Five Hundred Fifty Thousand Shares)  
Preference share: - share(s) ( - )

Item 5. The head office is located in the province of Bangkok Metropolis.

Item 6. Name(s), date of birth, nationality and address of the company founder(s) and the number of shares reserved by each one and signature(s) are as follows:

6.1 The number of founder(s): - person(s), reserved shares which paid by money: - share(s)  
equivalent to - percent(s) of the registered capital.

(Signed) ..... -Signature- ..... -Signature- ..... Applicants applying for registration  
(Mr. Theerawit Busayapoka/Mr. Anil Kumar Kohli)

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นางสาวปัทม์ชชา ดงวิลาลุ  
(MS. Paphatnatcha Dongvilahol)  
โทร/Tel: 0627941562

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Registered on 12 May 2022  
**Articles of Association**  
of

**THAI PLASPAC PUBLIC COMPANY LIMITED**

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Registrar

### Chapter 1 General

- ✓ Article 1. These articles are called as "Articles of Association of THAI PLASPAC PUBLIC COMPANY LIMITED".
- ✓ Article 2. "The Company" in these Articles of Association refers to as THAI PLASPAC PUBLIC COMPANY LIMITED.  
"The laws" in these articles refer to as the Laws on Public Limited Companies, including the Securities and Exchange Act and other relevant laws.
- ✓ Article 3. In the case of the Company or its subsidiaries agrees to enter into related party transactions or any transaction concerned with the acquisition or disposal of the assets of the Company or its subsidiaries according to the meaning specified in notification of The Stock Exchange of Thailand in which they are applicable to the related transactions of the listed companies or acquisition or disposal of listed assets as the case may be, the Company must comply in line with the rules and procedures prescribed by the said notification in that matter as well.

Other terms that are not mentioned in these articles shall be governed by and enforced in all respects of the provisions of the law.

### Chapter 2 Issuance of Shares

- Article 4. ✓ The Company's shares are ordinary shares with the name of the shareholder specified. Each share has the same value.  
The Company may issue preferred shares, debentures, the debentures that may be converted into ordinary shares and any other securities according to the code on Securities and Exchange. Preferred shares (If applicable) may be converted to be ordinary shares as well.
- ✓ Every share of the Company must be paid in full in cash or other assets other than money.  
The subscriber or the purchaser of shares cannot request to set off the debt with the Company.

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Signed: \_\_\_\_\_ -Signature- \_\_\_\_\_ -Signature- \_\_\_\_\_ Director applies for registration  
(Mr. Theerawit Busayapoka/Mr. Anil Kumar Kohli)



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Article 5. The share certificate of this Company has to be Name Certificate only and there must be at least one director having undersigned name or typed with his/her signature. By this way, the director would assign the share registrar under the Securities and Exchange Act to undersign name or to have name printed for the director as well. In the event that the Company assigns Thailand Securities Depository Co., Ltd., to become a share registrar of the Company, the procedures of registration subsection of the Company shall be under the share registrar prescribed.

✓ Article 6. -Cancelled-

Article 7. The Company will issue share certificates to shareholders within two months as from the date of registration of the companies by the registrar or as from the date of receipt of full payment of shares in the case of the sale of the remaining shares or the date of new issuance after the companies registration.

Article 8. If any share certificate is damaged or uncertain in material facts, the shareholder may request the Company to issue new share certificate to the shareholder by returning the former share certificate. If the share certificate damaged or lost, the shareholder must bring along a notice of the evidence to inform the inquiry officer or present other evidence to the Company. When the Company considers that it is appropriated, the Company shall issue a new share certificate as the Company will issue the new share certificate in both cases. The Company will issue the new share certificate to the shareholder within fourteen days as from the date of receiving the application.

Article 9. The Company may charge a fee for the issuance of new share certificate at the rate specified by the law.

Article 10. Having Prohibited the Company from owning shares or taking a pledge of the company's own shares except in the following cases:

1. The Company may repurchase its shares from the shareholder who votes against the resolution of the Shareholders' Meeting where is revised article(s) of association regarding voting right and the right to receive dividends in which the shareholder has viewed that he/she is not treated fairly.
2. The Company may buy back shares for financial management purposes when the Company gains earned surplus and excess liquidity as well as the share repurchase does not cause the Company to suffer financial problems.

The shares that the Company has held as a result of the share repurchase, shall not be counted as a quorum in the Shareholders' Meeting including not having the right to vote or the right to receive dividends.

The treasury stocks, distribution of the repurchased shares and reduction of the repurchased shares shall be in line with criteria and method specified in the law on public limited companies and the Securities and Exchange Act.

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(Mr. Theerawit Busayapoka) (Mr. Anil Kumar Kohli)

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When the Company is a listed company on the Stock Exchange of Thailand, in the repurchase of the treasury stocks of the Company must be approved by the Shareholders' Meeting except for the said treasury stocks, amounting to not more than 10% of the paid-up capital where they must be under the authority of the Board of Directors of the Company to approve the repurchasing such treasury stocks.

### Chapter 3 Transfer of Shares

✓Article 11. The shares of the Company can be freely transferred without restrictions.

Article 12. The transfer of shares is complete when the transferor has endorsed the share certificate by specifying the name of the transferee as well as signing the name of transferor and transferee and delivers the share certificate to the transferee. The transfer of shares can be used against the Company whenever the Company has already received the application for registering the transfer of shares. When the Company considers that the transfer of shares is legal, the Company shall register the transfer of shares within fourteen days as from the date of receiving the request. In the case of the transfer of shares is invalid or incomplete, the Company must notify the applicant within seven days.  
In the event that the Company's shares are listed as listed securities, the transfer of shares shall be in accordance with the Securities and Exchange Act.

Article 13. In the event that the share transferor requires to obtain a new share certificate, the share transferor must submit an application to the Company in writing with the signature of transferee of shares and one witness affixes its signature along with the return of the former share certificate or other evidence to the Company, the Company shall register the transfer of shares within seven days and issue a new share certificate within one month as from the date of receipt of the application.

Article 14. In case of death or bankruptcy of a shareholder, the one who is entitled to receive those shares, the share certificates must be surrendered together with all lawful evidence, presenting to the Company. The Company will then register as a shareholder and issue the new share certificates within one month as from the date of receipt of such evidence.

Article 15. The Company may suspend the registration of share transfer during the twenty-one days prior to the date of each meeting of shareholders. As it will be announced to the shareholders in advance at its head office and every branch office, not less than fourteen days prior to the closing date to suspend registration of share transfers.

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#### Chapter 4 Board Of Directors

Article 16. The Company must have at least five members of the Board of Directors and not less than half of the total number of directors have to reside in the Kingdom as well as being qualified as law required.

Article 17. The Shareholders' Meeting will elect directors in accordance with the following criteria and procedures:

- (1) One shareholder has one vote per share.
- (2) Each shareholder must use all votes he/she has under (1) to elect one person or more to become director(s). However, he/she cannot divide the votes to anyone in any amount.
- (3) Persons receiving the highest number of votes respectively will be elected as directors equal to the number of directors that should be available or to be elected at that time. In the event that a person is elected by the next below order with equal votes in which exceeds the number of directors required or will be elected at that time. There will be a casting vote by the Chairman.

Article 18. At every Annual General Meeting of Shareholders, at least one-third of the directors will be retired from their positions as ratio. If the number of directors cannot be divided exactly into three parts then the number of directors nearest to one-third shall be then retired.

In addition, the directors who have retired under the first paragraph may be re-appointed as directors again if the meeting elects them to take the position once more. Directors to be retired in the first year and in the second year after the registration of the Company, will draw lots to see who will leave the office as the following years, the director who has held the longest position will be the one to be retired.

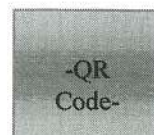
Article 19. In addition to the retirement by rotation, directors vacates office caused by:

- (1) Death
- (2) Resignation
- (3) Lack of qualifications or having characteristics prohibited by the law.
- (4) Removal by a resolution of the Shareholders' Meeting under Article 22.
- (5) The court ordering the dismissal.

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Article 20. Any director who requires to resign from the position must submit a letter of resignation to the Company. The resignation will be effective as from the date in which the resignation letter is received by the Company.

A director who has resigned under paragraph one may also notify the Registrar of his or her resignation.

Article 21. In the event that the position of director is vacant due to reasons other than the rotation. The Board of Directors must select a person who has qualifications and having no prohibited characteristics under the law to be a director instead at the next meeting unless the remaining term of the director is less than two months, the one who become a replacement, will hold the position of the director only for the remaining term of the director he/she takes place.

The resolution of the Board of Directors under paragraph one shall consist of not less than three-fourths of the votes of number of remaining director.

Article 22. The Shareholders' Meeting may pass a resolution, removing any director from office before his/her rotation by votes of not less than three-fourths of the number of shareholders attending the meeting and having the right to vote as well as holding shares in total, not less than half of the number of shares held by shareholders attending the meeting and gaining the right to vote.

Article 23. Directors may or may not be shareholders of the Company.

Article 24. The Board of Directors will elect one director to become a Chairman. In case that the Board considers that it deems appropriate, they may elect one or more directors to be vice-chairmen and managing directors as well. The vice-chairmen have duties according to the Articles of Association in the activities which the chairman has assigned.

Article 25. The Chairman of the Board will call the meeting of the Board of Directors or in the event that two or more directors request to call a meeting of the Board of Directors, the Chairman or the person assigned by the Chairman must determine the meeting date within fourteen days as from the date of receiving the request.

Article 26. In the meeting of the Board of Director, whether it's in-person meetings or meeting via electronic means, the directors must be attended by not less than half of the total number of directors thus forming a quorum.

In case the Chairman is absent from the meeting or unable to perform duties, if a Vice Chairman is available, then the Vice Chairman will perform the duties instead. In the case of no Vice Chairman or unable to perform duties, the directors presenting at the meeting will elect one of them to become a Chairman of the meeting.

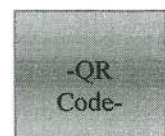
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Decision of the Board Meeting is considered from the majority vote. One director has one vote in each voting, except that a director who is an interested person in the matter will not have any right to vote on that matter. In the event that the votes are equal, the Chairman of the Meeting will have an additional vote as a casting vote.

✓ Article 26/1. The meeting of the Board of Directors can be held through electronic mean by complying with the criteria and method specified in the relevant laws or notifications. In order that, the meeting of the Board of Directors passing through electronic mean must be made in accordance with the security standards of the meeting through the electronic media as required by the law.

Article 27. In case of any director's positions are vacant and they are less than the quorum, the remaining directors will act on behalf of the Board of Directors, but only to arrange a meeting of shareholders to select directors in place of all vacancies as well as the directors will rearrange a meeting of shareholders within one month as from the date that the position of the directors are less than the number of the quorum.

Article 28. To call a meeting of the Board of Directors, the Chairman of the Board or the person assigned will send meeting notices to the directors not less than seven days before the date of the meeting except in an urgent case, for keeping rights or benefits of the Company, may notify the meeting by another means and determine earlier date of the meeting as well. However, in the case that the board meeting is conducted electronically, the Company can send invitation letters by electronic mail too.

Article 29. Directors must perform their duties in line with the laws, objectives and the Articles of the Company as well as the resolutions of the Shareholders' Meeting.

Article 30. Directors are prohibited from operating businesses of the same nature and being competitive with the business of the Company or becoming a partner in an ordinary partnership or a partner with unlimited liability in limited partnership or becoming a director of private companies or other companies that operates a business in the same manner and competition with the business of the Company whether doing it for their own benefit or benefits of others unless having notified to the meeting prior to the appointment resolution.

✓ Article 31. Directors must notify the Company without delay. In the event that they have any direct or indirect interests in any contract executed by the Company or in the case that the number of shares or any other securities of the Company, its subsidiaries or affiliated companies held by the directors is increased or decreased in amounts.

Signed: -Signature- -Signature- Director applies for registration

(Mr. Theeravit Busayapoka) (Mr. Anil Kumar Kohli)

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Article 32. The board of the Company must attend the meeting at least 1 time every 3 months and place of meeting could be held at its head office, neighboring provinces or any place as the Chairman or the person assigned by the Chairman prescribed.

Article 33. Two directors shall jointly sign and affix the Company's seal as authorized signatory binding the Company. The Board of Directors may designate the names of authorized directors who can sign to bind the Company along with company seal.

Article 34. Directors are entitled to receive remuneration from the Company in the form of salaries, rewards, meeting allowances, pensions, bonuses, benefits in other forms according to the regulations or as the Shareholders' Meeting will consider which may be specified as a definite number or set as a criterion and fixed from time to time or it will be in effect forever until changes can be made. In addition, to receive allowances and welfare according to the company's regulations. The provision in the first paragraph does not affect the rights of employees or an elected employee of the Company to be a director of the Company in order to get remuneration or benefits from the Company as an employee of the Company.

### Chapter 5 Meeting of Shareholders

Article 35. The Board of Directors must hold the Annual General Meeting within 4 months as from the end of fiscal year of the Company.

Any General Meetings of Shareholders other than the mentioned above, referred to as "Extraordinary General Meeting". The Board of Directors may call an Extraordinary General Meeting of Shareholders any time as they see fit.

One or more shareholders holding shares in aggregate of not less than ten percent of the total number of issued shares may submit a written, requesting the Board of Directors to call an Extraordinary General Meeting at any time. However, the subject and the reason for such request must be clearly indicated therein. In this case, the Board of Directors must arrange for a general meeting of shareholders to be held within forty-five days as from the received date of such request from the shareholders.

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In the event that the Board of Directors does not hold a meeting within the specified period of time for shareholders who have subscribed their names or other shareholders may combine shares in the number of shares as required, they then can call a meeting by themselves within forty-five days as from the date of expiration of the period under paragraph three. In such case, it shall be deemed that it is a Shareholders' Meeting called by the Board of Directors whereby the Company must be responsible for the necessary expenses arising from the arrangement of the meeting and providing reasonable facilitation.

In the event that any meeting of shareholders called by the shareholders under paragraph four and the number of shareholders attending the meeting is inadequate to constitute a quorum as specified in Article 38 of Association. The shareholders under paragraph four must be jointly responsible for the expenses incurred from holding that meeting to the Company.

The General Meeting of the Company will be held at the locality where the company's office is located or the province nearby or any other place as determined by the Board.

Article 35/1. A Shareholders' Meeting via electronic means can be conducted by complying with the criteria and procedures stipulated in the laws or related notifications. In order that, the Shareholders' Meeting via electronic means must be done in accordance with the security standards of the meeting through electronic means as required by the law.

Article 36. In calling a meeting of shareholders, the Board of Directors will issue an invitation notice calling for the meeting by specifying the place, date and time, agenda and matters to be proposed to the meeting with appropriate details by clearly prescribing that the matter will be proposed for acknowledgment, for approval, or for consideration as the case may be including the opinion of the Board of Directors on such matters and having delivered to the shareholders and the Registrar for information not less than seven days prior to the meeting as well as having advertised the meeting notice in a newspaper for three consecutive days before the meeting not less than three days.

In addition, if the meeting is called via electronic means, the invitation notices and supporting documents for the meeting can be sent by electronic mail as well.

Article 37. Shareholders may authorize other persons to vote on the behalf of themselves at a meeting of shareholders. However, the proxies must proceed it in writing according to the form prescribed by the Registrar and having given to the Chairman of the Board or the person assigned by the Chairman at the meeting place before the proxies attend the meeting.

Signed: \_\_\_\_\_ -Signature- \_\_\_\_\_ -Signature- \_\_\_\_\_ Director applies for registration  
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Article 38. In the Shareholders' Meeting, there must be shareholders and proxies from shareholders (If any) attending the meeting not less than twenty-five persons or not less than half of the total number of shareholders as well as there must have shares in aggregate of not less than one-third of the total number of shares sold thus forming a quorum.

In the case it appears that the Shareholder's Meeting has already an hour passed since the appointed time and the number of shareholders attending the meeting is inadequate to form a quorum as specified, if the shareholders' meeting is called upon the shareholders request, it assumes the meeting to be cancelled. If the meeting of shareholders is not called by the shareholder requested, a new meeting and the notice calling for the meeting must be sent to the shareholders not less than seven days before the meeting. In the latter meeting, it is not mandatory that a quorum be formed.

Article 39. The Chairman of the Board of Directors will preside over the meeting of shareholders. In case the Chairman is absent in the meeting or unable to perform duties, the Vice Chairman will then preside over the meeting instead. If there is no vice chairman or being absent from the meeting or unable to perform duties, the shareholders attended at the meeting will elect one shareholder to preside over the meeting.

Article 40. In voting, one share will be considered as one vote unless the Company has issued preferred shares and set the right to vote less than ordinary shares.

The resolution of the Shareholders' Meeting is based on the majority vote of the shareholders who attend the meeting and make voting. In case of equal votes, the Chairman of the Meeting will cast an additional vote.

In the following cases, votes of not less than three-fourths of the total number of votes of shareholders attending the meeting and having the right to vote is required.

- (a) To sale or transfer of all or important part of the business of the Company to other persons.
- (b) To purchase or transfer of business of other companies or private companies to become its own Company's business.
- (c) Making, amending or terminating the contract relating to the lease out of all business or some material part of the Company.
- (d) Assigning other persons to manage the business of the Company.
- (e) Joining a business with other persons with the objective of sharing profit and loss.
- (f) Amendment to Memorandum of Association or Articles of the Company.
- (g) Increasing or decreasing of the company's capital or the issuance of debentures.

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- (i) Merger or dissolution of the Company.
- (p) Debt restructuring by issuing new shares to pay debts to creditors according to the debt-to-equity swap structure.

Article 41. Businesses to be conducted at the Annual General Meeting are as follows:

- (1) To consider the report of the Board of Directors presenting to the meeting to show what activities had been handled during the preceding year.
- (2) To consider and approve the balance sheet as well as profit and loss account.
- (3) To consider approving profit allocation and dividend payment.
- (4) To consider the election of directors to replace those who retired by rotation.
- (5) To determine the remuneration for directors.
- (6) To consider the appointment of an auditor and determine the remuneration.
- (7) Other activities.

## Chapter 6 Accounting, Finance and Auditing

Article 42. The Company's fiscal year started from 1 January and ends on 31 December of each year.

Article 43. The Company must prepare for the making and keeping of accounts as well as auditing in accordance with the law on that matter and must prepare a balance sheet, profit and loss account at least once in 12 months, which is a fiscal year of the Company.

Article 44. The Board of Directors must have a balance sheet together a profit and loss account prepared at the end of the fiscal year of the Company to be proposed to the Shareholders' Meeting at the Annual General Meeting to consider and approve this balance sheet and profit and loss account. The Board must arrange for the auditor to finish auditing before presenting to the Shareholders' Meeting.

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Registrar

Article 45. The Board of Directors must deliver the following documents to the shareholders together with the invitation notice for the Annual General Meeting:

(1) A copy of the audited balance sheet, profit and loss account along with auditing listed of the auditor.

(2) Annual Report of the Board of Directors.

Article 46. Dividends will not be paid out of money other than profit. In the event that the Company still has accumulated losses, no dividends will be paid.

The dividends are to be distributed according to the amount of shares, all shares are equal.

The Board of Directors may pay interim dividends to the shareholders from time to time if they deem that the Company has sufficient profits to do so. The distribution of dividends must be reported at the next General Meeting of shareholders after its payment.

Payment of dividends will be made within one month as from the date of the General Meeting of shareholders or at the meeting of the Board of Directors has its resolution for such payment, as the case may be. Anyhow, it must be notified thereof in writing to the shareholders as well as the notice of such payment of dividends will be published in a newspaper for at least three consecutive days as well.

Article 47. The Company must set aside part of the annual net profit as a reserve fund of not less than 5 percent of the annual net profit less the accumulated loss brought forward (If any) until this reserve fund is not less than 10 percent of registered capital.

In addition to the specified reserve, the Board of Directors may propose to the Shareholders' Meeting to vote on the allocation of the money as other reserves as they see fit to run the business of the Company.

After being approved by the Shareholders' Meeting, the Company may transfer other reserves or the reserve fund under paragraph one or share premium reserves in order to compensate for accumulated losses.

Compensation for accumulated losses under paragraph three, it must be deducted compensation from other reserves first and then deducted from the reserve fund under paragraph one and by share premium reserves, respectively.

Article 48. The auditor must not be a director, staff, employee or person holding any position in the Company.

Article 49. The auditor has the power to audit the accounts, documents and other evidence related to income and expenses as well as the assets and liabilities of the Company during the Company's business hours. In this regard, the auditor gain the power to inquire directors, staff, employees, persons holding any positions of the Company included its representatives as well as asking to clarify the matter of facts or to submit documents and evidence relating to the Company's operations.

Signed: \_\_\_\_\_ -Signature- \_\_\_\_\_ -Signature- \_\_\_\_\_ Director applies for registration

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นางสาวปัทม์ ดงวิลาห์  
(MS. Paphatnatcha Dongvilahol)  
โทร/Tel: 0627941562

-QR  
Code-



Registered on 12 May 2022

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Correct Copy  
-Signature-  
(Miss Kannika Achariyasakulchai)  
Registrar

Article 50. The auditor has the responsibility to attend the meeting of the shareholders in every meeting that is a speculation of the balance sheet, profit and loss account and any problem relating to the company's account in order to clarify the audit to the shareholders.  
The Company must provide the reports and all documents of the Company which the shareholders are about to receive in the Shareholders' Meeting to the auditor as well.

### Chapter 7 Appendix

Article 51. The seal of the Company shall be used as affixed below:



Article 52. These Articles, if necessary or appropriate to be amended, the meeting of shareholders will take consideration for making amendments according to the law.

รับรองคำแปลถูกต้อง  
Certified Correct Translation

*Pcb*  
นางสาวปัทมฉา ดงวิลาห์  
(MS. Paphatnatcha Dongvilahol)  
โทร/Tel: 0627941562

Signed: \_\_\_\_\_ -Signature- \_\_\_\_\_ -Signature- \_\_\_\_\_ Director applies for registration  
(Mr. Theerawit Busayapoka/Mr. Anil Kumar Kohli)

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No. UBNG30O-003  
29 JUN 2023



SEEN AT THE MINISTRY OF FOREIGN AFFAIRS

A handwritten signature in black ink, appearing to read 'Sam L'.

CHUTHAPORN VOELKER

Counsellor

Ministry of Foreign Affairs of Thailand

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