

The Proposed Amendment to Article 24, 25, 31, 32, 33, 34, and 35 of the Company's Articles of Association

(Below the additional contents are shown as underlying text, and the deleted contents are shown as crossed out text.)

Existing Articles of Association	Proposed Articles of Association	Remark
<p>Article 24</p> <p>At a meeting of the board of directors, there must not be less than one-half (1/2) of the total number of directors present to form a quorum. The chairman of the board of directors shall preside as chairman of the meeting. In the event that the chairman of the board is not present at the meeting or cannot perform his or her duty, if there is a vice-chairman, the vice-chairman will be the chairman of the meeting. If there is no such vice-chairman, or the vice-chairman is not present at the meeting or cannot perform his or her duty, the directors present at the meeting may elect one of the other directors to be chairman of that meeting.</p> <p>At each meeting of the board of directors, the chairman of the meeting may allow the directors to attend the meeting and perform any action with respect to the meeting by means of teleconference, whereby at least the directors amounting to one-third (1/3) of the quorum shall be present at the same place and all the directors present at the meeting shall be in Thailand at the time of the meeting.</p>	<p>Article 24</p> <p>At a meeting of the board of directors, <u>regardless of whether the board of directors' meeting is conducted in physical or by means of teleconference</u>, there must not be less than one-half (1/2) of the total number of directors present to form a quorum. The chairman of the board of directors shall preside as chairman of the meeting. In the event that the chairman of the board is not present at the meeting or cannot perform his or her duty, if there is a vice-chairman, the vice-chairman will be the chairman of the meeting. If there is no such vice-chairman, or the vice-chairman is not present at the meeting or cannot perform his or her duty, the directors present at the meeting may elect one of the other directors to be chairman of that meeting.</p> <p>At each meeting of the board of directors, the chairman of the meeting may allow <u>the meeting to be conducted by means of teleconference, provided that such meeting shall be convened in accordance with law or regulation applicable at the time. Such meetings of the board of directors conducted by means of teleconference bear the same effects as any meeting which the board of directors attend the meeting at the same venue in accordance with the means prescribed under the law and these Articles of Association.</u></p>	<p>The provision is amended to be in accordance with Emergency Decree on Electronic Meetings B.E. 2563.</p>

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<p>The meeting conducted by means of teleconference under the second paragraph shall contain information security measures by recording the audio, or video and audio, as the case may be, of every director present at the meeting throughout the entire meeting, as well as retaining the computer traffic log created by such recording, and imposing a meeting control mechanism in accordance with the relevant laws.</p> <p>The attendance of directors by means of teleconference in accordance with the aforementioned methods and procedures shall be counted as a constitution of a quorum. Furthermore, such meetings of the board of directors conducted by means of teleconference bear the same effects as any meeting conducted in accordance with the means prescribed under the law and these Articles of Association.</p> <p>Decisions of the meeting shall be made by a majority vote. Each director is entitled to one (1) vote, but a director who has interests in any matter shall not be entitled to vote on that matter. In the event of a tie of vote, the chairman of the meeting shall have an additional casting vote.</p>	<p>The meeting conducted by means of teleconference under the second paragraph shall contain information security measures by recording the audio, or video and audio, as the case may be, of every director present at the meeting throughout the entire meeting, as well as retaining the computer traffic log created by such recording, and imposing a meeting control mechanism in accordance with the relevant laws.</p> <p>The attendance of directors by means of teleconference in accordance with the aforementioned methods and procedures shall be counted as a constitution of a quorum. Furthermore, such meetings of the board of directors conducted by means of teleconference bear the same effects as any meeting conducted in accordance with the means prescribed under the law and these Articles of Association.</p> <p>Decisions of the meeting shall be made by a majority vote. Each director is entitled to one (1) vote, but a director who has interests in any matter shall not be entitled to vote on that matter. In the event of a tie of vote, the chairman of the meeting shall have an additional casting vote.</p>	
<p>Article 25</p> <p>In calling a board of director' meeting, the chairman or his designated person shall send notices of the meeting to the Directors at least seven (7) days prior to the date of meeting. Unless, in the</p>	<p>Article 25</p> <p>In calling a board of director' meeting, the chairman or his designated person shall send notices of the meeting to the Directors at least seven (7) days prior to the date of meeting. Unless, in the</p>	<p>The provision is amended to be in accordance with Emergency Decree on</p>

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<p>case that it is necessary or urgent to preserve the right or benefit of the Company, the meeting may be called by other methods and the meeting date may be fixed early than the period of time specified above.</p>	<p>case that it is necessary or urgent to preserve the right or benefit of the Company, the meeting may be called by other methods and the meeting date may be fixed early than the period of time specified above.</p> <p><u>In case of the meeting conducted by means of teleconference, a notice of the meeting and attachment can be sent electronically, provided that such notice and attachment shall be sent within the period prescribed in the first paragraph. The Company shall keep the copy of the notice and attachment as evidence. Such documents can be kept as electronic data.</u></p>	<p>Electronic Meetings B.E. 2563.</p>
<p>Article 31</p> <p>The board of directors shall arrange for an annual general meeting of shareholders to be held within four (4) months of the last day of the accounting year of the Company.</p> <p>Shareholders' meeting other than the meeting mentioned in the first paragraph shall be called extraordinary general meetings. The board of directors may call such an extraordinary general meeting at any time it deems appropriate.</p> <p>One or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may submit their request for the board of directors to call an extraordinary general meeting at any time, but the subject and reasons for calling</p>	<p>Article 31</p> <p>The board of directors shall arrange for an annual general meeting of shareholders to be held within four (4) months of the last day of the accounting year of the Company.</p> <p>Shareholders' meeting other than the meeting mentioned in the first paragraph shall be called extraordinary general meetings. The board of directors may call such an extraordinary general meeting at any time it deems appropriate.</p> <p>One or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may submit their request for the board of directors to call an extraordinary general meeting at any time, but the subject and reasons for calling</p>	<p>The provision is amended to be in accordance with Emergency Decree on Electronic Meetings B.E. 2563.</p>

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<p>such a meeting must be clearly stated in the request in which case the board of directors shall call a shareholders' meeting to be held within forty-five (45) days of the date of receipt of such a request from shareholders.</p> <p>If the board of directors does not arrange for the meeting of shareholders within forty-five (45) days of the date of receipt of such a request from shareholders, the shareholders who subscribe their names or other shareholders holding shares amounting to the required amount may call the meeting themselves within forty-five (45) days as from the date on which the period of forty-five (45) days that the board of directors shall convene the meeting ends. In this case, the meeting is deemed a shareholders meeting called by the board of directors and the Company shall be responsible for the necessary expenses incurred from convening the meeting and shall reasonably facilitate the meeting.</p> <p>In the case where the number of shareholders present at the meeting convened by the shareholders under the fourth paragraph is not sufficient to constitute a quorum as required in Article 33, the shareholders under the fourth paragraph shall be jointly responsible to the Company for the expenses incurred from the convening of such meeting.</p>	<p>such a meeting must be clearly stated in the request in which case the board of directors shall call a shareholders' meeting to be held within forty-five (45) days of the date of receipt of such a request from shareholders.</p> <p>If the board of directors does not arrange for the meeting of shareholders within forty-five (45) days of the date of receipt of such a request from shareholders, the shareholders who subscribe their names or other shareholders holding shares amounting to the required amount may call the meeting themselves within forty-five (45) days as from the date on which the period of forty-five (45) days that the board of directors shall convene the meeting ends. In this case, the meeting is deemed a shareholders meeting called by the board of directors and the Company shall be responsible for the necessary expenses incurred from convening the meeting and shall reasonably facilitate the meeting.</p> <p>In the case where the number of shareholders present at the meeting convened by the shareholders under the fourth paragraph is not sufficient to constitute a quorum as required in Article 33, the shareholders under the fourth paragraph shall be jointly responsible to the Company for the expenses incurred from the convening of such meeting.</p>	

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	<p><u>The shareholders' meeting convened under the first and second paragraph may be conducted by means of teleconference, provided that such meeting shall be convened in accordance with the method prescribed under applicable law and regulations at the time, or the relevant law and regulations applied mutatis mutandis. Such meetings of the shareholders conducted by means of teleconference bear the same effects as any meeting which the shareholders attend the meeting at the same venue in accordance with the methods prescribed under the law and these Articles of Association.</u></p>	
<p>Article 32</p> <p>In calling a shareholders' meeting, the board of directors shall prepare a notice thereof specifying the place, date and time, agendas of the meeting and the matters to be proposed to the meeting together with proper details by clearly indicating whether they are proposed for acknowledgement, approval or consideration, as the case maybe, including opinions of the board of directors thereon. The notice of such meeting shall be sent to the shareholders and the registrar not less than seven (7) days prior to the date of the meeting, and be published in a newspaper for not less than three (3) consecutive days not less than three (3) days prior to the date of the meeting.</p>	<p>Article 32</p> <p>In calling a shareholders' meeting, the board of directors shall prepare a notice thereof specifying the place, date and time, agendas of the meeting and the matters to be proposed to the meeting together with proper details by clearly indicating whether they are proposed for acknowledgement, approval or consideration, as the case maybe, including opinions of the board of directors thereon. The notice of such meeting shall be sent to the shareholders and the registrar not less than seven (7) days prior to the date of the meeting, and be published in a newspaper for not less than three (3) consecutive days not less than three (3) days prior to the date of the meeting. <u>If the shareholders' meeting is conducted by means of teleconference, a notice of the meeting and attachment can be sent electronically, provided that such notice and attachment shall be sent within the period and the notice of the meeting shall be published in the newspaper</u></p>	<p>The provision is amended to be in accordance with Emergency Decree on Electronic Meetings B.E. 2563.</p>

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<p>The shareholders' meeting may be held in the province in which the head office of the Company is located or in any other place as specified by the board of directors.</p>	<p><u>for the period prescribed in this paragraph. The Company shall keep the copy of the notice and attachment as evidence. Such documents can be kept as electronic data.</u></p> <p>The shareholders' meeting may be held in the province in which the head office of the Company is located or in any other place as specified by the board of directors.</p>	
<p>Article 33</p> <p>At a shareholders meeting, at least twenty-five (25) shareholders and proxies (if any), or not less than one-half of the total number of shareholders, holding an aggregate number of shares not less than one-third (1/3) of the total shares sold, must attend the meeting to constitute a quorum.</p> <p>At any shareholders' meeting, in case where one (1) hour has passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting has not constituted a quorum under the first paragraph, if the meeting is called by a request of shareholders, such meeting shall be cancelled. If the meeting is not called by the request of shareholders, another 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 date of the meeting. At this subsequent meeting, no quorum is required.</p>	<p>Article 33</p> <p>At a shareholders meeting, <u>regardless of whether the shareholders' meeting is conducted in physical or by means of teleconference</u>, at least twenty-five (25) shareholders and proxies (if any), or not less than one-half of the total number of shareholders, holding an aggregate number of shares not less than one-third (1/3) of the total shares sold, must attend the meeting to constitute a quorum.</p> <p>At any shareholders' meeting, in case where one (1) hour has passed since the time for which the meeting is scheduled and the number of shareholders attending the meeting has not constituted a quorum under the first paragraph, if the meeting is called by a request of shareholders, such meeting shall be cancelled. If the meeting is not called by the request of shareholders, another 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 date of the meeting. At this subsequent meeting, no quorum is required.</p>	<p>The provision is amended to be in accordance with Emergency Decree on Electronic Meetings B.E. 2563.</p>

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<p>Article 34</p> <p>The chairman of the board of directors shall preside as chairman of the meeting. In the event that the chairman of the board is not present at the meeting or cannot perform his or her duty, the vice-chairman shall act as the presiding chairman. If there is no vice-chairman, or the vice- chairman not present at the meeting or cannot perform his or her duty, the meeting shall elect a shareholder present at the meeting to be the chairman of the meeting.</p>	<p>Article 34</p> <p><u>Regardless of whether the shareholders' meeting is conducted in physical or by means of teleconference</u>, the chairman of the board of directors shall preside as chairman of the meeting. In the event that the chairman of the board is not present at the meeting or cannot perform his or her duty, the vice-chairman shall act as the presiding chairman. If there is no vice-chairman, or the vice- chairman not present at the meeting or cannot perform his or her duty, the meeting shall elect a shareholder present at the meeting to be the chairman of the meeting.</p>	<p>The provision is amended to be in accordance with Emergency Decree on Electronic Meetings B.E. 2563.</p>
<p>Article 35</p> <p>In vote casting at the shareholders' meeting, each share shall be counted as one vote. Any shareholder having special interests in any matter shall not be entitled to vote on such matter, except for voting on the election of directors. A resolution of the shareholders' meeting shall require:</p> <p>(1) In a general case, a majority vote of the shareholders attending the meeting and casting their votes. In case of a tie vote, the chairman of the meeting shall have an additional vote as a casting vote.</p> <p>(2) A vote of not less than three-fourth (3/4) of the total votes of the shareholders attending the meeting and entitled to vote, in the following cases:</p>	<p>Article 35</p> <p><u>Regardless of whether the shareholders' meeting is conducted in physical or by means of teleconference</u>, in vote casting at the shareholders' meeting, each share shall be counted as one vote. Any shareholder having special interests in any matter shall not be entitled to vote on such matter, except for voting on the election of directors. A resolution of the shareholders' meeting shall require:</p> <p>(1) In a general case, a majority vote of the shareholders attending the meeting and casting their votes. In case of a tie vote, the chairman of the meeting shall have an additional vote as a casting vote.</p> <p>(2) A vote of not less than three-fourth (3/4) of the total votes of the shareholders attending the meeting and entitled to vote, in the following cases:</p>	<p>The provision is amended to be in accordance with Emergency Decree on Electronic Meetings B.E. 2563.</p>

Existing Articles of Association	Proposed Articles of Association	Remark
<p>a) Sale or transfer of the entire or partial material business of the Company to other person;</p> <p>b) Purchase or acceptance of transfer of the business of other private or public limited companies by the Company;</p> <p>c) Execution, amendment or termination of contracts in respect of the granting of a hire of the entire or partial material business of the Company; empowerment of other person to manage business of the Company; or merger of business with other person for the purpose of profit and loss sharing;</p> <p>d) Amendment to the Memorandum of Association or Articles of Association;</p> <p>e) Increase or decrease of the registered capital of the Company;</p> <p>f) Dissolution of the Company;</p> <p>g) Issuance of debentures of the Company;</p> <p>h) Merger of business with other company.</p>	<p>a) Sale or transfer of the entire or partial material business of the Company to other person;</p> <p>b) Purchase or acceptance of transfer of the business of other private or public limited companies by the Company;</p> <p>c) Execution, amendment or termination of contracts in respect of the granting of a hire of the entire or partial material business of the Company; empowerment of other person to manage business of the Company; or merger of business with other person for the purpose of profit and loss sharing;</p> <p>d) Amendment to the Memorandum of Association or Articles of Association;</p> <p>e) Increase or decrease of the registered capital of the Company;</p> <p>f) Dissolution of the Company;</p> <p>g) Issuance of debentures of the Company;</p> <p>h) Merger of business with other company.</p>	