

**The Company's Article of Association in relation to the 2022 Annual General Meeting**

**Chapter 4: Directors**

- Clause 16 The Company shall have a Board of Directors comprising at least five Directors to conduct the business of the Company, not less than half of whom shall reside within the Kingdom.
- Clause 17 The Directors shall be natural persons and shall:
- (1) Be sui juris
  - (2) Not be bankrupt, incompetent or quasi-incompetent
  - (3) Have never been imprisoned on the final judgment of a court for an offense related to the property committed with dishonest intent
  - (4) Have never been dismissed or removed from government service, or a government organization or a government agency in punishment for dishonesty in performing their duties
  - (5) Not be disqualified by the law.
- Clause 18 The Directors shall be elected at the shareholders' meeting in accordance with the following rules and procedures:
- (1) Each shareholder shall have a number of votes equal to the number of shares held.
  - (2) In electing the Director, one or more than one Director may be elected at a time, as the shareholders' meeting may deem fit. For each resolution, however, the shareholder shall exercise all the votes it has under (1) and shall not allot its votes to any person in any number.
  - (3) The election of the Director shall be made by majority votes. In the event of a tie vote, the Chairman of the meeting shall have a casting vote.
- Clause 19 At each annual general meeting of the Company, one-third of the Directors, or, if their numbers cannot be divided by three, then the number nearest to one-third must retire from the office. After the effective date of this Articles of Association, the drawing lots shall select the retirement under the first paragraph for the first and second year. In subsequent years, the Director who has held office the longest shall retire.
- Clause 20 Apart from retirement by rotation, the Director shall vacate office upon:
- (1) Death;
  - (2) Resignation;
  - (3) Loss of qualifications or disqualification by Laws;
  - (4) the resolution of the shareholders' meeting passed by the vote of not less than three quarters of the number of the shareholders attending the meeting who have the right to vote and who have the shares totaling not less than half of the number of shares held by the shareholders attending the meeting and having the right to vote; and
  - (5) Removal order by the court
- Clause 22 In case where vacancy among the members of the Board of Directors occurs otherwise than by rotation, the Board of Directors shall appoint a person who has the qualifications and who is not disqualified by the Law as the replacement Director in the following meeting of the Board of Directors, unless the remaining term in office of the retired Director is less than two months.
- The resolution of the board of directors under paragraph one must be supported by votes of not less than three-fourths of the number of the remaining directors.
- The replacing director under paragraph one shall hold office only for the remaining term of the replaced director
- Clause 24 Directors are entitled to receive remuneration from the Company in form of prize, allowance, traveling expense, bonus, or other compensation pursuant to Articles of Association or resolution of the shareholder meeting. The amount of such remuneration may be an exact amount calculated based on the designated rules and may be enforceable for a specified period or until it is amended. Apart from the abovementioned, any per diem and welfare shall be paid in accordance with the rules of the company.

The right to receive remuneration in the foregoing paragraph shall not affect the right of an employee who is elected to be the Director to receive remuneration as the employee of the Company.

**Chapter 6: Shareholders' Meeting**

Clause 31 The Annual General Meeting of Shareholders shall be held within four months after the end of the fiscal year in the Company.

All other general meetings are called "Extraordinary General Meetings". The board of Directors may summon the Extraordinary General Meetings whenever they deem fit.

Clause 32 The business to be considered at the Annual General Meeting of the Shareholders is as follows:

- (1) To consider report of the Board of Directors showing the business operation of the Company during the past year;
- (2) To consider and approve the balance sheet and the statement of profit and loss;
- (3) To consider distribution of profits;
- (4) To elect the Director
- (5) To elect the auditors and determine the auditing fee
- (6) Other business (if any)

Clause 34 In calling a shareholders' meeting, the Board of Directors shall prepare a written notice, specifying place, date, time, agenda of the meeting and the matters to be proposed to the meeting with reasonable details by indicating clearly whether it is the matter proposed for information, for approval or for consideration, as the case may be, including the opinion of the Board of Directors in the said matters (if any), and the said notice shall be delivered to the shareholders and the Registrar for their information at least seven days prior to the date of the meeting. The notice shall also be published in a newspaper at least three consecutive days prior to the date of the meeting at least three days.

Clause 35 Shareholders are entitled to attend and vote at the shareholders' meeting but they may authorize other sui juris persons as proxies to attend and vote at any meeting on their behalf. The appointment shall be made in writing pursuant to the proxy form specified by the Registrar and signed by the principal and proxy. The proxy shall be submitted to the Chairman on the Board or to the person designated by the Chairman of the Board at the place, which the meeting is held before the meeting starts.

Clause 36 In order to constitute a quorum, there shall be shareholders and proxies (if any) attending at a shareholders' meeting amounting to not less than twenty-five persons or not less than one half of the total number of shareholders, whichever is lesser and either case such shareholders shall hold in an aggregate amount of not less than one-third of the total number of shares sold by the Company, unless otherwise specified by the law.

At any shareholders' meeting, if one hour has passed since the time specified for the meeting and the number of shareholders attending the meeting is still inadequate for the quorum as defined in the first paragraph, and if such shareholders' meeting is called as a result of a request by the shareholders, such meeting shall be cancelled. If such meeting was not called as a result of a request by the shareholders, the meeting shall be called once again and the notice calling such meeting shall be delivered to the shareholders at least seven days prior to the date of the meeting. In the subsequent meeting a quorum is not required.

Clause 37 The Chairman of the Board shall be the Chairman of the shareholders' meetings. If the Chairman of the Board is not present at a meeting or cannot perform his duty, and if there is a vice-Chairman, the vice-Chairman present at the meeting shall be the Chairman of the meeting. If there is no vice-Chairman or there is a vice-Chairman but cannot perform his duty, the shareholders present at them meeting shall elect one of the shareholders present at the meeting to act as the Chairman of the meeting.

- Clause 38 The Chairman of the shareholders' meeting has the duty to conduct the meeting in compliance with the Articles of Association of the Company relating to meetings and to follow the sequence of the agenda specified in the notice calling for the meeting, provided that the meeting may pass a resolution allowing a change in the sequence in the agenda with a vote of not less than two-thirds of the number of the shareholders present at the meeting.
- Clause 39 Unless otherwise specified in this Articles of Association or by the Law, any decision or passing of the resolution of the shareholders' meeting requires a majority vote by the shareholders who attend the meeting and vote. In exercising their votes, the shareholder shall have one vote per one share. In the event of a tie, the Chairman shall have a casting vote.

**Chapter 7: Accounting Finance and Auditing**

- Clause 40 The fiscal year of the Company shall start from January 1 and end on December 31 of every year.
- Clause 42 The Board of Directors shall submit the balance sheet and the statement of profit and loss as the last day of the fiscal year which has been audited and certified by the auditor to the Annual General Meeting of the shareholders for approval.
- Clause 43 The Board of Directors shall deliver the following documents to the shareholders along with the written notice calling for an Annual General Meeting;
- (1) Copies of the audited balance sheet and the statement of profit and loss together with the audit report prepared by the auditor
  - (2) The annual report of the Board of Directors
- Clause 44 Dividends shall not be paid other than our profits and the Company shall appropriate to a reserve fund annual net profit at least in an amount specified by the Law. The company may distribute the profit which remains after such appropriation other reserve as they deem fit, provided that this approved by shareholders' meeting.
- The Board of Directors may pay interim dividends to the shareholder from time to time if the Board of Directors believes that the profits of the Company justify such payment. After the dividends have been paid, such dividend payment shall be reported to the shareholders at the next shareholders' meeting.
- Payment of dividends shall be made within the period specified by the Law after the date of the resolution of the shareholders' meeting or of the meeting of the Board of Directors, as the case may be. The shareholders shall be notified in writing of such payment of dividends, and the notice shall also be published in a newspaper.
- Clause 46 The auditor shall not be a Director, staff member, employee or person holding any position or having any duty in the Company.
- Clause 47 The auditor has the power to examine during the office hours of the Company the accounts, documents and any other evidence relating to the revenues and expenditures including the assets and liabilities of the Company. In this regard, the auditor shall also have the power to question the Directors, staff members, employees, persons holding any position or having any duty in the Company, and agents of the Company, including directing them to clarify any matters or to deliver documents or evidence in connection with the operation of the business of the Company.
- Clause 48 The auditor has the right to present a written explanation to the shareholders' meeting and has the duty to attend every shareholder's meeting at which the balance sheet, the statement of profit and loss, and the problems relating to the accounts of the Company are to be considered in order to explain to the shareholders the auditing of accounts. In this regard, the Company shall also deliver to the auditor the reports and documents of the Company that are to be received by the shareholders in that shareholders' meeting.
- Clause 49 The company shall deliver to the Registrar the annual report together with copies of the audited balance sheet and the statement of profit and loss which have already been approved by the

shareholders' meeting and a copy of the minutes of the shareholders' meeting, only the part concerning the approval of the balance sheet, the allocation of profit and the distribution of dividends, certified to be true by a person authorized to sign on behalf of the Company. The Company shall also publish the balance sheet for public information in a newspaper for a period of at least one day within one month from the date of the shareholders' meeting at which the approval of the balance sheet is granted.

**Chapter 9: The Final Chapter**

Clause 54 All the rules and regulations or the approval of the Board of Directors or the shareholders' meetings which have been prescribed or given to the Board of Directors before the date this Articles of Association become effective and as well as not against or in conflict with this Articles of Association and law, remain valid and effective until the changes are occurred.

Clause 57 The Company may change or additional amend of the Memorandum and Articles of Association of the Company only when the shareholders' meeting has passed a resolution by a vote of no less than three-fourths of the total votes of shareholders attending the meeting and having voting rights, provided that the Company shall apply to register such resolution within 14 days from the date of the resolution.