

## (2.4) Supporting Documents for Attendance

### TTCL PUBLIC COMPANY LIMITED ARTICLE OF ASSOCIATION RELATING TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS NO.1/2566

#### Chapter 5 Board of Directors

##### **20. Component**

The Company shall have a board of directors consisting of at least five (5) directors but not exceeding twenty (20) persons. All of the directors shall have qualification as prescribed by applicable law and not less than a half of them shall have place of residences in the Kingdom of Thailand.

##### **21. Election**

The Directors shall be elected at the general meeting of the shareholders in accordance with the following rules and procedures:

- (1) Each shareholder shall have number of vote equal to the number of shares held;
- (2) Each shareholder may cast all of his/her votes in accordance with (1) above to elect one or more persons to be Director or Directors but the vote shall be indivisible;
- (3) The persons who obtain the highest number of votes shall be elected as the Directors in respective order of votes higher to lower according to the required number of directors, but if two or more persons obtain equal votes, the Chairman shall exercise a casting vote.

##### **22. Retire by Rotation**

At every annual general meeting of shareholders, one-third (1/3) of the Director, or if it is not a multiple of three, then the number nearest to one-third (1/3) must retire from office.

There must be a drawing by lots to determine the Directors retiring on the first and second years following the registration of the Company. In each subsequent year, the Directors who occupy the position for longest period shall retire.

A retiring is eligible for re-election.

#### Chapter 6 Meeting of Shareholders

##### **35. Remuneration for Directors**

The Directors are entitled to remuneration from the company in form of salary, award, meeting fee, reward, bonus or any benefits in accordance with the Article of Association or as approved by a meeting of shareholders which may prescribe as a fixed sum or criterion to become effect from time to time or no limit of time until it may be changed. The Directors may also be entitled to allowances and fringe benefits in accordance with the Company's regulation.

The provision of the previous paragraph shall not prejudice the rights of the Company's staff or employees who are appointed as Directors in respect of their entitlements to remuneration and benefits as staff or employees of the Company.

Except the case stated in paragraph 2 of Article 35, the shareholders' meeting shall determine amount of remunerations and other matters mentioned in the first paragraph.

### **38. Meeting Schedule and Request for Holding Extraordinary General Meeting**

The Board of Directors shall hold a “general meeting” of shareholders at least once in every year within four (4) months after the end of accounting period of the Company.

Any other meeting of the shareholders is called an “extraordinary general meeting” that the Board of Directors may call this meeting at any time whenever it thinks fit.

Shareholders holding shares in the aggregate number of not less than tenth percent (10) of the total number of shares sold, may, by subscribing their names, make a written requisition to the Board of Directors for summoning an extraordinary meeting at any time, provided that reasons for requisitioning a summons of a meeting shall also be clearly indicated therein. In such case, the Board of Directors must call a meeting of shareholders to be held within forty five (45) days as from the date of receipt the written request from the shareholders.

In case the Board of Directors does not call the meeting within the period stipulated in the third paragraph, the shareholders who subscribed their names or other shareholders with the aggregate number of shares as stipulated may notice for summoning an extraordinary meeting by their own issuance within forty five (45) days from the end of period mentioned in third paragraph. In this case, the meeting shall be deemed as the shareholders’ meeting to call by summoning of the Board of Directors and the company shall provide reasonably the convenience and shall be responsible for the necessary expense arisen incurring to call the meeting.

In case in any meeting summoning by the shareholders as stipulated in the fourth paragraph, the number of shareholders to attend the meeting do not conform the quorum of the meeting as mentioned in Section 103, the shareholders as stipulated in fourth paragraph shall refund the expenses incurring to cause such the meeting.

### **39. Notice of Calling Meeting**

To call a meeting of shareholders, the Board of Directors shall prepare a notice indicating the place, date, time, agenda and matters to be proposed at the meeting together with any appropriate details. The notice shall clearly specify the matter for acknowledgement, approval or consideration, together with the opinion of the Board of Directors on those matters. The notice must be sent to the shareholders and the Public Company Registrar seven (7) days or more before the meeting date. The notice must also be published in a newspaper at least three (3) days before the meeting date for a period of three (3) consecutive days.

A meeting of shareholders shall be held at the head office of the Company or in a province where the Company’s head office is located or any other place designated by the Board of Directors.

### **40. Quorum**

A quorum of a meeting of shareholders requires the lesser of twenty-five (25) shareholders or one-half or more of total number of shareholders, holding in aggregate one-third (1/3) or more of total issued shares, present in person or by proxy (if any).

In case where one (1) hour from the time fixed for a meeting of shareholders a quorum has not been constituted, the meeting which was called at the request of shareholders shall be dissolved. In case where the meeting is called other than the request of shareholders, an adjourned meeting shall be called and a notice of meeting must be sent to the shareholders seven (7) days or more before the adjourned meeting. No quorum is required at the adjourned meeting.

#### **41. Chairman**

The Chairman of the Board of Directors shall preside over a meeting of the shareholders. In the case where the Chairman of the Board of Directors is not present or is unable to perform the duty, a Vice-Chairman of the Board of Directors, if any, shall preside over the meeting. If there is no Vice-Chairman or there is a Vice-Chairman but the Vice-Chairman is unable to perform the duty, the shareholders present at the meeting shall elect one amongst themselves to preside over the meeting.

#### **42. Proxy to Attend the Meeting**

A shareholder may appoint a proxy to attend and vote at the meeting of shareholders on his/her behalf. The instrument appointing a proxy shall be made in writing, signed by the shareholder and made in form prescribed by the Public Companies Registrar.

The proxy instrument shall be submitted with the Chairman or his/her assignee before the proxy attends the meeting.

#### **43. Voting**

A resolution of shareholders shall be passed by the following votes :

- (1) In an ordinary case, a majority of the votes cast by the shareholders attending the meeting. In case of equality of votes, the Chairman of the meeting shall exercise his/her casting vote in addition to his/her voting right;
- (2) In the following case, votes of not less than three-quarter(3/4) of total number of votes by shareholders attending the meeting and eligible to vote :
  - (a) A sale or transfer of all or substantial part of the business of the Company to any person ;
  - (b) A Purchase or acceptance of transfer of the business of other public or private company;
  - (c) An entering into, amendment or termination of any agreement concerning a lease out of all or substantial part of business of the Company or an assignment of the management control of the business of the Company to any person or a merger with any person for the purpose of profit and loss sharing;
  - (d) An amendment of the Memorandum or Article of Association of the Company;
  - (e) An Increase or reduction of the capital of the Company;
  - (f) An issuance of preference shares, debentures, securities debenture, convertible debenture, share warrant, debenture warrant or warrant for other securities that the Company is allowed to issued by applicable law;
  - (g) A Dissolution of the Company;
  - (h) A consolidation with other company.

#### **44. Agendas of the Meeting**

The matter which should be conducted by annual general meeting of shareholders are as follows:

- (a) To consider the report of the Board of Directors concerning the Company's business in the past year period;
- (b) To consider and approve the balance sheet and the statement of profit and loss;
- (c) To consider and approve of profit allocation and dividend payment;
- (d) To consider and elect new directors in place of those who retire by rotation;
- (e) To consider and appoint an auditor and to fix the remuneration;
- (f) Other business as necessary.

#### **48. Dividend**

No dividend shall be paid otherwise than out of profits. In case where the company still has accumulated losses, no dividend shall be paid.

Dividends shall be paid equally in proportion to the total number of issued shares unless this Articles of Association indicate otherwise for preference shares.

The Board of Directors may declare interim dividends payable to all shareholders from time to time if they consider that the amount of profits justifies the declaration of interim dividends. After the interim dividends are paid, the Board of Directors shall report the payment thereof to the shareholders at the next meeting of shareholders.

The payment of dividends shall be made within one (1) month after the date on which the resolution was passed. A written notice of dividend distribution shall be sent to all shareholders and advertised in a newspaper shall be made.

### **Chapter 9 Electronic Meeting**

#### **54. Electronic Meeting**

With respect to the Shareholders' Meeting, Board of Directors' Meeting, Sub-Committees' Meeting and/or other meeting of the company required to be held by law or other meeting imposed by the company, addition to the meeting holding in accordance with the procedures provided by the respective law or company procedure rules, the Chairman of the Board of Directors or the Chairman mentioned in article 41 in his discretion may determine that the meeting be organized through electronic means in accordance with the laws. Such electronic meeting shall have the same effect as a meeting held in accordance with the procedures provided by the law or such rules.