

Registered on 28 Nov 2023

This copy is correct.

Articles of Association

of

-Signature-

MR. D.I.Y. Holding (Thailand) Public Company Limited

(Miss Natnicha Thimto)

Registrar

Chapter 1

General Provisions

- Article 1. These Articles of Association shall be called the Articles of Association of MR. D.I.Y. Holding (Thailand) Public Company Limited.
- Article 2. Unless otherwise specified herein, the term "Company" in these Articles of Association shall mean MR. D.I.Y. Holding (Thailand) Public Company Limited.
- Article 3. Any matter that is not specified herein shall be governed by the laws governing public limited companies and the law on securities and exchange.

Chapter 2

Issuance of Shares

- Article 4. The shares of the Company are ordinary shares with entered in the name of holder. All shares of the Company must be fully paid up in money or in kind in forms other than money, at one time.
- The shares of the Company are indivisible. If two or more persons jointly subscribe to or hold one or more shares, they must appoint any one of them to exercise the rights as subscriber or shareholder, as the case may be.
- The Company may issue and offer for sale ordinary shares, preferred shares, debentures, warrants, or any other securities under the law on securities and exchange.
- Article 5. The Company may issue shares at the price greater than a registered par value (premium). In such case, the Company shall arrange the subscriber to remit the premium together with the share payment and allocate such premium to be premium reserve separately from the legal reserve.
- Article 6. No subscriber or purchaser of shares may set off his or her debts owed to the Company against payments on shares, unless the Company enters into debt restructuring by issuing new shares as debt repayment to creditors under a debt-to-equity scheme, by virtue of a resolution passed by a shareholders' meeting with votes of no less than three-quarters (3/4) of the total votes of the shareholders present at the meeting and entitled to vote.
- The issuance of shares for debt repayment and debt-to-equity scheme as per the above paragraph shall be in line with the criteria and method as stipulated in the ministerial regulations.

Signed.....-Signature-.....Director

(Mr. Chin Guangui)

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Article 7. Each share certificate of the Company shall bear the signature of at least one (1) director, signed or printed. The Board of Directors may authorize the share registrar under the laws governing securities and exchange to sign or print his or her signature on its behalf without the seal affixed.

In the case that the Company appoints the Thailand Securities Depository Co., Ltd. or any person to act as the share registrar of the Company, the procedures for the share registrar of the Company shall be in compliance with the laws governing securities and exchange, and practice method in relation to the share registrar of the Company as designated by the share registrar.

Article 8. The Company shall not own its own shares or accept the pledge of its own shares, save for the following cases:

- (1) The Company may repurchase its shares from the shareholders who vote in dissent of a resolution of the shareholders' meeting for the amendment of the Articles of Association of the Company on the part relating to the voting rights and the right to receive dividends, which are viewed by the dissenting shareholders to be unfair to them.
- (2) The Company may repurchase its shares for the purpose of financial management in the event that the Company has accumulated profits and excess liquidity, and such repurchase of shares causes no financial issues for the Company.

The shares held by the Company shall not be counted to constitute a quorum in a shareholders' meeting and they shall be excluded from exercising the right to cast votes and receive dividends.

The Company shall dispose of the repurchased shares under the first paragraph within the period specified in the Ministerial Regulations. If the Company fails to do so or if the shares are not entirely disposed of within the specified period, the Company shall decrease its paid-up capital by means of canceling the registered capital shares which have not been disposed of.

The repurchase of shares, disposal of, and cancellation of shares, including the determination of the amount of the repurchased shares, purchase offering price or sale offering price of the repurchased shares, or any other cases related to the repurchase of such shares shall be in accordance with the rules and procedures prescribed in the Ministerial Regulation and/or the law on securities and exchange.

Article 9. The repurchase of shares shall require approval from a shareholders' meeting, with the exception of the repurchase of shares of not more than ten (10) percent of its paid-up capital, which shall be under the authorization of the Board of Directors to approve such repurchase of shares.

Article 10. Any person who acquires ownership of any share due to the death or bankruptcy of a shareholder shall present the complete lawful evidence to the Company so that the Company will register and issue a new share certificate within one (1) month from the date of receipt of complete evidence.

In the event that the share certificates are materially damaged or obliterated, the original share certificate shall be expropriated, and the Company shall then issue a new share certificate. If the share certificates are lost or destroyed, the shareholders shall bring evidence of the report from the investigating officer or other appropriate evidence to the Company. The Company shall issue a new share certificate to the shareholders within fourteen (14) days from the date of receipt of the request.

Signed.....-Signature.....Director

(Mr. Chin Guangui)

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Chapter 3

Transfer of Shares

-Signature-

Article 11. The Company's shares can be transferred without any restriction, and shares held by foreigner at any time shall not exceed forty-nine (49) percent of the total number of paid-up shares issued by the Company. Any share transfer that will cause the foreign shareholding ratio of the Company to exceed the above ratio, the Company has the right to refuse to accept the transfer the Company's shares.

Article 12. A transfer of shares shall be effective upon the transferor's endorsement of the share certificate, by specifying the name of the transferee and having it signed by both the transferor and transferee, and delivery of the share certificate to the transferee.

The transfer of shares shall be effective against the Company when the Company has received a request for the registration of the transfer of shares. Such transfer of shares will be effective against a third party only when the Company has registered such transfer of shares in the share register book.

When the Company determines that the transfer of shares is lawful, the Company shall register such transfer within fourteen (14) days from the date of receipt of the request. If the Company considers that the transfer of shares is not complete, the Company shall notify the applicant within seven (7) days from the date of receipt of the request.

Upon the listing of the Company's shares on the Stock Exchange of Thailand, the transfer of shares shall be subject to the laws governing securities and exchange.

Article 13. In the case where the transferee wishes to obtain a new share certificate, he/ she shall make a request to the Company in writing, signed by the transferee and signed by at least one (1) witness, together with the surrender of the original share certificate or other evidence to the Company. If the Company deems that the transfer of shares is lawful, the Company shall register such transfer within seven (7) days from the date of receipt of the request and issue a new share certificate within one (1) month from the date of receipt of such request.

Article 14. In the event that the Company has preferred shares, the preferred shares may be converted into ordinary shares and the conversion of preferred shares into ordinary shares shall be done by the shareholders who wish to convert such shares by submitting an application for share conversion to the Company together with the return of the original share certificate.

The conversion of shares under the first paragraph shall be effective from the date of submission of the application. In this regard, the Company shall issue a new share certificate to the applicant within fourteen (14) days from the date of receipt of the request.

Article 15. During the twenty-one (21) days prior to the date of each shareholders' meeting, the Company may refrain from registering the transfer of shares whereby the announcement will be made to shareholders in advance at the Company's principal office and branch offices not less than fourteen (14) days prior to the commencement date of registration of the transfer of shares.

Signed.....-Signature.....Director

(Mr. Chin Guangui)

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Chapter 4

The Board of Directors

-Signature-

Article 16. The Board of Directors of the Company shall consist of no less than five (5) directors and no less than one-half (1/2) of the total number of directors shall reside in Thailand.

(Miss Natnicha Thimto)

The Board of Directors shall elect one of the directors to be the Chairman of the Board of Directors and may elect one director to be the Vice-Chairman.

Registrar

Article 17. The Company's directors may or may not be shareholders of the Company.

Article 18. The shareholders' meeting shall elect the Company's directors in accordance with the following criteria and procedures:

- (1) Each shareholder shall have one (1) vote for one (1) share held.
- (2) Each shareholder may exercise all the votes he or she has under (1) above to elect one or several persons to be a director or the directors but cannot divide his or her votes in an unequal number to vote for any particular person.
- (3) The candidates shall be ranked in descending order, from the highest number of votes received to the lowest, and shall be elected as directors in that order until all of the director positions are filled. In the case where those persons who are elected, in descending order, receive equal votes which are more than the number of directors to be elected at that time, the Chairman of the shareholders' meeting shall have a casting vote.

Article 19. At each annual general meeting, one-third (1/3) of the total number of directors, or, if the number is not a multiple of three (3), then the number nearest to one-third (1/3), must retire from office.

The directors retiring from office in the first and second years after the registration of the Company shall be selected by means of drawing lots. In subsequent years, the director who has held office the longest shall retire.

A retiring director is eligible for re-election.

Article 20. In addition to retirement upon expiration of the term of office, a director shall cease to hold office upon:

- (1) death;
- (2) resignation;
- (3) a lack of qualifications or possession of prohibited characteristics under the laws governing public limited companies and the laws on securities and exchange;
- (4) removal by a resolution of a shareholders' meeting;
- (5) removal by a court order.

Signed.....-Signature-.....Director

(Mr. Chin Guangui)

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Article 21. Any director who wishes to resign from the Company shall submit a resignation letter to the Company. The resignation shall be effective at the time the resignation letter reaches the Company.

-Signature-

A director who resigns according to the first paragraph may inform the registrar of his or her resignation.

Article 22. In the case of a vacancy on the Board of Directors for any reason other than the expiration of a director's term of office, the Board of Directors shall elect a person who is qualified and who possesses no prohibited characteristics under the laws governing public limited companies and the laws on securities and exchange as the substitute director at the following meeting of the Board of Directors, unless the remaining term of office of the vacating director is less than two (2) months. A substitute director as described shall hold office only for the remaining term of office of the director whom he or she replaces.

(Miss Natricha Thimto)

Registrar

The resolution of the Board of Directors, under the first paragraph, shall require a vote of no less than three-quarters (3/4) of the number of directors remaining.

Article 23. In the event that all director of the Board of Directors retires, the retiring Board of Directors shall remain in office to continue the Company's business only to the extent necessary until the new directors assume their duties, unless otherwise ordered by the court.

In the event that the Board of Directors retires from office under Article 20 (5), the Board of Directors shall hold a shareholders' meeting to elect a new Board of Directors within one (1) month from the date of retirement by sending notice of the shareholders' meeting not less than fourteen (14) days prior to the date of the meeting. Notice of the meeting shall also be published in a newspaper not less than three (3) days prior to the date of the meeting, which shall be advertised for a period of three (3) consecutive days.

Article 24. A shareholders' meeting may pass a resolution for removing any director from office, prior to the expiration of the term of office, by a vote of no less than three-quarters (3/4) of the number of shareholders present at the meeting and entitled to vote, and the shares held by them shall, in aggregate, be no less than one-half (1/2) of the total number of shares held by the shareholders present at the meeting and entitled to vote.

Article 25. The Board of Directors is responsible for managing all affairs of the Company and has the authority and duties to perform in accordance with the law, the objectives, and Articles of Association of the Company, as well as the resolutions of shareholders' meetings.

The Board of Directors may assign a director or directors or other persons to undertake any action on behalf of the Board of Directors.

Article 26. The Board of Directors shall convene the meeting at least once every three (3) months at the province where the Company's principal office is located, or nearby provinces, or at any other place by determining the date, time and place at the discretion of the Chairman of the Board of Directors. In the case of electronic meetings, the procedure shall be carried out in accordance with the law on electronic meetings by assuming that the location of the Company's principal office shall be considered as the venue for the meeting.

Signed.....-Signature-.....Director

(Mr. Chin Guanguai)

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Article 27. In calling a meeting of the Board of Directors, the Chairman of the Board of Directors or a person delegated by the Chairman of the Board of Directors shall serve a written notice calling for such meeting to the directors no less than three (3) days prior to the date of the meeting. With the exception of the case of necessity or urgency to preserve the rights or benefits of the Company, the meeting may be called by electronic means or other methods and an earlier meeting date may be determined. In this regard, the person responsible for organizing the meeting shall keep a copy of the notice to the meeting and supporting documents for the meeting as evidence, including by storing in electronic form.

When there are reasonable grounds or to preserve the rights or interests of the Company, two or more directors may request the Chairman of the Board of Directors to call a meeting of the Board of Directors whereby the matter and reasons to be proposed must be specified for consideration by the meeting. In such cases, the Chairman of the Board of Directors shall call and determine a date for the meeting within fourteen (14) days from the date of receipt of the request.

In the event that the Chairman of the Board of Directors fails to act in accordance with the second paragraph two, the requested directors may jointly call and schedule a meeting of the Board of Directors to consider the requested matters within fourteen (14) days from the end of period as described in the second paragraph.

In the absence of the Chairman of the Board of Directors for any reason, the Vice Chairman of the Board of Directors shall call a meeting of the Board of Directors. In the absence of Vice Chairman for any reason, two or more directors may jointly call a meeting of the Board of Directors.

Article 28. At a meeting of the Board of Directors, there must be not less than one-half (1/2) of the total number of directors present to constitute a quorum. If the Chairman of the Board of Directors is not present at a meeting or cannot perform his or her duty, and if there is a Vice-Chairman of the Board of Directors, the Vice-Chairman of the Board of Directors present at the meeting shall preside as the chairman of the meeting. If there is no Vice-Chairman of the Board of Directors or there is a Vice-Chairman of the Board of Directors but he or she cannot perform his or her duty, the directors present at the meeting shall elect one of themselves to be the chairman of the meeting.

Decisions of meetings of the Board of Directors shall be made by a majority vote.

Each director is entitled to one (1) vote, but a director who has a vested interest in any matter shall not be entitled to vote on such matter. In the case of a tie, the chairman of the meeting shall have a casting vote.

Article 29. Directors are prohibited from operating businesses of the same nature and in competition with the Company's business or becoming partners in ordinary partnerships or being partners with unlimited liability in limited partnerships or being directors of limited companies or any other public limited company operating businesses with the same nature and in competition with the Company's business, whether for their own benefit or others' benefit, unless the shareholders' meeting is notified prior to the resolution appointing such director.

Signed.....-Signature-.....Director

(Mr. Chin Guangui)

Registered on 28 Nov 2023

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Article 30. Directors must notify the Company without delay in the event that the directors have an interest, whether directly or indirectly, in any contract entered into by the Company, or in the case that the number of shares or debentures of the Company or its affiliates held by the directors increases or decreases.

Article 31. The directors shall be entitled to receive remuneration from the Company (Miss Nadeem Thakur) (Miss Nadeem Thakur) for their services as directors, including a special reward, meeting allowance, gratuity, bonus, or benefit of other nature in accordance with a resolution of a shareholders' meeting with a vote of not less than two-thirds (2/3) of the total number of votes of the shareholders present at the meeting. The remuneration may be specified in fixed amounts or as a guideline. The remuneration amount or guideline so fixed may be applied from time to time or throughout the period until a shareholders' meeting has a resolution otherwise. The directors are also entitled to allowances and fringe benefits in accordance with the Company's regulations.

The provision under the first paragraph shall not prejudice the rights of staff members or employees of the Company concerning their remuneration and benefits as staff members or employees of the Company in cases where such staff members or employees are appointed as directors of the Company.

Article 32. Two directors shall be authorized to jointly sign and bind the Company with the Company's seal affixed.

The Board of Directors is authorized to determine the directors who are authorized to sign and bind the Company.

Chapter 5

Meetings of Shareholders

Article 33. The shareholders' meeting of the Company shall be held in the locality where the Company's principal office is located or nearby provinces.

The shareholders' meeting may be conducted via electronic means as provided in the law on electronic meetings, provided that the location of the Company's principal office is deemed to be the venue for the meeting.

Article 34. The Board of Directors shall hold an annual general meeting of shareholders within a period of four (4) months after the end of the Company's accounting period.

General meetings of shareholders other than the aforementioned shall be called extraordinary general meetings.

Article 35. The Board of Directors may call extraordinary general meetings whenever it deems appropriate.

Article 36. The shareholders holding shares in aggregate of no less than one-tenth (1/10) of the total number of shares sold, may at any time subscribe their names and clearly state the matters and purposes in a letter requesting the Board of Directors to call an extraordinary general meeting, specifying the matters and reasons to be proposed to call the meeting in such letter. In this case, the Board of Directors shall convene a shareholders' meeting within a period of forty-five (45) days from the date of receipt of such letter from the shareholders.

Signed _____ -Signature- _____ Director

(Mr. Chin Guangui)

Registered on 28 Nov 2023

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In the case that the Board of Directors shall not convene a shareholders' meeting within such 45-day period from the date of receipt of such letter from the shareholders, the shareholders holding shares in such aggregate shall call a shareholders' meeting within a period of forty-five (45) days from the date of maturity of the period as the Board of Directors must convene. In this case, it shall be deemed that a shareholders' meeting is called by the Board of Directors. The Company shall be responsible for the necessary expenses for convening a shareholders' meeting and for the reasonable facilitation.

In the case that a shareholders' meeting is called by the shareholders as the second paragraph and the shareholders attending the meeting shall not form a quorum according to Article 38, the shareholders who request to call a shareholders' meeting must be jointly responsible for the necessary expenses for convening a shareholders' meeting to the Company.

Article 37. In convening a shareholders' meeting, the Board of Directors shall prepare a notice of the meeting, specifying the place, date, time, agenda items, and the matters to be proposed to the meeting together with appropriate details, stating clearly whether they will be for acknowledgment, for approval, or for consideration, as the case may be, including the opinions of the Board of Directors on the said matters, and shall send the same to the shareholders and the registrar for their acknowledgment no less than seven (7) days prior to the date of the meeting. The notice of the meeting shall also be published in a newspaper for three (3) consecutive days, at least three (3) days prior to the date of meeting. The Company may use electronic advertising methods instead in accordance with the rules prescribed by law or the Registrar of Public Companies.

Article 38. At a shareholders' meeting, a quorum shall consist of shareholders and their proxies (if any) attending the meeting amounting not less than twenty-five (25) persons or no less than one-half (1/2) of the total number of shareholders, holding in aggregate no less than one-third (1/3) of the total number of shares sold.

In the case where, at any shareholders' meeting, one (1) hour has passed since the time for which the meeting was scheduled, but the number of shareholders present at the meeting has not met the specified requirements, such meeting shall be canceled if the meeting is convened at the request of the shareholders. If such meeting was not convened at the request of the shareholders, the meeting shall be called once again, and the notice of such meeting shall be sent to shareholders no less than seven (7) days prior to the date of the meeting. The adjourned meeting shall not require a quorum.

Article 39. In the shareholders' meeting, shareholders may appoint proxies for others to attend the meeting and vote on their behalf. The proxy must be signed in writing and made in the form prescribed by the Registrar under the Public Limited Companies Act, or persons designated by the Chairman of the Board of Directors at the place of the meeting before the proxies attend the meeting and at least have the following items:

- (1) The number of shares held by the proxy;
- (2) Name of proxies;
- (3) Number of the meeting that the proxies attend and vote.

Signed.....-Signature-.....Director

(Mr. Chin Guangui)

Registered on 28 Nov 2023

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Proxy from shareholders to other persons to attend the meeting and vote on their behalf may be done by electronic means by using a secure and reliable method that the proxy has been executed by the shareholders in accordance with the rules prescribed by law or the Registrar of Public Companies.

Article 40. The Chairman of the Board of Directors shall preside as the chairman of a shareholders' meeting. If the Chairman of the Board of Directors is not present at the meeting or cannot perform his or her duty, a Vice-Chairman of the Board of Directors shall preside as the chairman of the meeting. If there is no Vice-Chairman of the Board of Directors, or there is a Vice-Chairman of the Board of Directors but he or she cannot perform his or her duty, the shareholders' meeting shall elect one shareholder present at the meeting to be the chairman of the meeting.

Article 41. In casting votes, a shareholder is entitled to the number of votes equivalent to the number of shares held by him or her, and one (1) share is entitled to one (1) vote. Voting shall be made by show of hands, unless at least five (5) shareholders request for voting by poll and the meeting resolves accordingly. The procedure for voting by poll shall be determined by the chairman of the meeting.

Article 42. In casting votes at a shareholders' meeting, resolutions of the shareholders' meeting shall consist of the following votes:

- (1) In general, a resolution shall be passed by a majority vote of shareholders present at the meeting and casting their votes. In the case of a tie, the chairman of the meeting shall have a casting vote.
- (2) In the following circumstances, a resolution shall be passed by a vote of no less than three-quarters (3/4) of the total votes of the shareholders present at the meeting and entitled to vote:
 - (a) the sale or transfer of all or material parts of the business of the Company to other persons;
 - (b) the acquisition or acceptance of the transfer of the business of another company or a private company by the Company;
 - (c) the execution, amendment, or termination of agreements concerning the leasing of all or substantial parts of the business of the Company, the assignment of the management of the business of the Company to another person, or the merger of the business with other persons for the purposes of sharing profits and losses;
 - (d) the amendment to the Memorandum of Association or the Articles of Association of the Company;
 - (e) the increase or decrease of the capital;
 - (f) Dissolution of the Company;
 - (g) Issuance of debentures of the Company;
 - (h) Merger and amalgamation of the Company with other company;
 - (i) Any other action required by law to receive a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders present at the meeting and entitled to vote.

Signed.....-Signature.....Director

(Mr. Chin Guangui)

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Article 43. The following matters shall be decided by an annual general meeting of shareholders:

- (1) to consider the report of the Board of Directors concerning the Company's business during the previous year;
- (2) to consider and approve the balance sheet, and the profit and loss account;
- (3) to consider the appropriation of profits;
- (4) to appoint new directors to replace the directors who are due to retire upon the expiration of their term of office;
- (5) to determine the directors' remuneration;
- (6) to appoint auditors and to determine the audit fee; and
- (7) to transact other business.

(Miss Natnicha Thimto)

Registrar

Chapter 6

Increase of Capital and Reduction of Capital

Article 44. The Company may increase its capital from the registered amount by issuing new shares when:

- (1) all shares have been completely sold and paid for in full, or if the shares have not been fully sold, the remaining shares must be the shares issued to support the convertible debentures or warrants to purchase shares.
- (2) the shareholders' meeting passed the resolution with a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders who attended the meeting and entitled to vote; and
- (3) the resolution to increase of capital has been registered with the Registrar within fourteen (14) days from the date of such resolution.

Article 45. The Company may offer to sell either in whole or in part of the increased shares and may offer to the existing shareholders in proportion to their respective shareholding, or to the public or other persons, whether in whole or in part as specified by a shareholders meeting.

Article 46. The shareholders' meeting may authorize the Board of Directors to determine the price of the shares, number of shares to be issued at each time, date of sale of shares and other relevant details in all respects.

Article 47. The Company may reduce the Company's capital from the registered amount by reducing the value of each share or reducing the number of shares. The resolution of the shareholders' meeting shall be passed with a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders who attended the meeting and entitled to vote.

Signed _____ -Signature- _____ Director

(Mr. Chin Guangui)

Registered on 28 Nov 2023

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The Company may not reduce its capital to less than one-fourth (1/4) of its total capital, except in the event that the Company has accumulated losses and has compensated the accumulated losses in the order as prescribed by law, and there is still a residual accumulated loss, the Company may reduce its share capital to less than one-fourth (1/4) of the total capital.

(Miss Natnicha Thimto)

Registrar

The capital reduction to less than one-fourth (1/4) of the total share capital in accordance with the second paragraph, the resolution of the shareholders' meeting with a vote of not less than three-fourths (3/4) of the total number of votes of the shareholders present at the meeting and entitled to vote must be obtained, and such resolution must be registered within fourteen (14) days from the date of the meeting.

Article 48. When the Company wishes to reduce its capital, notice of the resolution of capital reduction shall be sent to the Company's creditors within fourteen (14) days from the date of the resolution of the shareholders' meeting, with the deadline for submitting objections within two (2) months from the date of receipt of such notice, and the resolution shall also be advertised in a newspaper within fourteen (14) days, which shall be advertised for a period of three (3) consecutive days.

Chapter 7

Accounting, Finance, and Auditing

Article 49. The accounting period of the Company shall commence on 1 January and end on 31 December of every year.

Article 50. The Company shall prepare and maintain books of accounting, an audit shall be performed as prescribed by the relevant laws, and a balance sheet and a statement of profit and loss account shall be prepared at least once every twelve (12) months, which constitutes an accounting period of the Company.

Article 51. The Board of Directors shall cause the balance sheet and the statement of profit and loss account as of the end of the accounting period of the Company to be prepared and shall propose the same to the shareholders' meeting for approval at an annual general meeting. The Board of Directors shall arrange for the auditor to complete an audit prior to the proposal of the said balance sheet and the statement of profit and loss account to the shareholders' meeting.

Article 52. The Board of Directors shall deliver to the shareholders the following documents, together with a notice calling for an annual general meeting of shareholders:

- (1) a copy of the balance sheet and the statement of profit and loss account, which have been audited by the auditor, as well as the audit report of the auditor; and
- (2) the annual report of the Board of Directors together with the supporting document thereto.

Article 53. The Board of Directors shall provide a register of directors, minutes of the Board of Directors' meetings, minutes of the shareholders' meeting and all resolutions of the meeting shall be duly recorded as evidence and this evidence shall be kept at the Company's principal office or assigned to any person to maintain it in the locality where the principal office is located or nearby provinces, but must first notify the Registrar under the law on public limited companies.

Article 54. The annual general meeting of shareholders shall appoint an auditor every year. The shareholders' meeting may elect the retiring auditor. In addition, the shareholders' meeting shall determine the remuneration that the auditor should receive.

Signed.....-Signature.....Director

(Mr. Chin Guangui)

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Article 55. No director, staff member, employee, or any person holding a position in the Company is eligible to act as the auditor.

Article 56. The auditor shall have the authority to audit the accounts, documents and other evidence relating to income, expenditure, as well as assets and liabilities of the Company during the Company's business hours. In this regard, the auditor shall have the power to inquire of the directors, staff member, employees, persons holding any positions in the Company and representatives of the Company, and such persons must clarify facts or submit documents or evidence relating to the Company's business operations.

Article 57. The auditor has the right to make a written statement to the shareholders' meeting and is obliged to attend the shareholders' meeting every time that the balance sheet, profit and loss accounts, or any account problem of the Company is considered in order to clarify it to the shareholders. The Company shall also submit to the auditor the auditor the report and all documents of the Company that the shareholders should receive at the shareholders' meeting.

Chapter 8

Dividends and Reserves

Article 58. No dividends shall be paid other than out of profits. If the Company still incurs an accumulated loss, no dividends shall be distributed.

Dividends shall be equally distributed according to the number of shares, except in the case where the Company issues preferred shares and determine the right attached to preferred shares to receive dividends different from ordinary shares. Dividend payments shall be approved by a shareholders' meeting.

In the event that the Company has not disposed of all registered number of shares, or the Company has registered an increase in its capital, the Company may pay dividends in whole or in part by issuing new ordinary shares to the shareholders, with the approval of the shareholders' meeting.

Article 59. The Board of Directors may from time to time pay to the shareholders interim dividends if the Board of Directors sees 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 following meeting of shareholders.

Dividends shall be paid within a period of one (1) month from the date of the resolution of the shareholders' meeting or of the meeting of the Board of Directors, as the case may be. The written notice thereof shall also be delivered to the shareholders and published in a newspaper. The Company may use electronic advertising methods in accordance with the rules prescribed by law or the Registrar of Public Companies.

Article 60. The Company must appropriate to a reserve fund, from the annual net profit, at least five (5) percent of the annual net profit, less carried forward accumulated losses (if any), until the reserve fund attains an amount of no less than ten (10) percent of the registered capital or more. In addition to such reserves, the Board of Directors may propose to the shareholders' meeting to vote on the allocation of other reserve funds as it deems that it will be beneficial in the Company's business operation.

Signed.....-Signature-.....Director

(Mr. Chin Guangui)

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Upon obtaining an approval by the shareholders' meeting, the Company may transfer other reserves, legal reserve, and premium reserve respectively to compensate for the Company's accumulated losses.

-Signature-

Chapter 9

Governance and management of subsidiaries and associated companies (Memorandum of Association)

Article 61. The articles in this chapter are designed to determine direct and indirect measures and mechanisms to enable the Company to supervise and manage the businesses of its subsidiaries and associated companies, and to monitor their compliance with the prescribed measures and mechanisms as if they were the units of the Company and their appropriateness for the Company's investment in each business, as well as their observance of the Company's policies, including the law on public limited companies, the law on securities and exchange, and other applicable notifications and rules of the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission, and the Stock Exchange of Thailand, in order to protect the interests in the Company's investments in these subsidiaries and associated companies.

For the purpose of interpreting the Articles of Association under this chapter, the term "Subsidiary" and "Associated Company" means Subsidiary or Associated Company operating the core business as defined in Clause 24 of the Notification of the Capital Market Supervisory Board No. TorJor. 39/2559 regarding the Application for Approval and Granting of Approval of Offering of Newly Issued Shares (including any amendment thereto) and the Notification of the Securities and Exchange Commission No. 17/2551. Re: Determination of Definitions in Notifications relating to Issuance and Offer for Sale of Securities (including any amendment thereto), including other relevant laws which may be amended in the future or other definitions to be promulgated in place.

If it is prescribed under the articles in this chapter that any transaction or action that is significant or affects a financial position and the operating results of subsidiaries and/or associated companies must be approved by the Company's Board of Directors' meeting or shareholders' meeting (as the case may be), the Company must convene a Board of Directors' meeting and/or shareholders' meeting (as the case may be) to consider and approve that transaction or action before subsidiaries and/or associated companies hold their Board of Directors' meeting and/or shareholders' meeting (as the case may be) to consider and approve that transaction or action. The Company must completely and correctly disclose the information and comply with the criteria, conditions, procedures, and methods regarding the matter for which approval is sought, as prescribed by the relevant laws, as well as the applicable notifications, regulations, and rules of the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission, and the Stock Exchange of Thailand, mutatis mutandis, to the extent that they are not in conflict.

Signed.....-Signature-.....Director

(Mr. Chin Guangui)

Registered on 28 Nov 2023

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Article 62. Any transaction or action of the subsidiary and/or the associated company (as the case may be) in the following cases must be approved by the Board of Directors' meeting of the Company before the subsidiary and/or the associated company enter into such transaction or action.

- (1) The appointment or nomination of any person to be a director of the Subsidiary and/or the associated Company (provided that the Board of Directors of the Company must also comply with Article 64), unless such person is on the list approved by the Board of Directors' meeting of the Company to be a director of the subsidiary and/or the associated company. The directors of the subsidiary and/or the associated company appointed or nominated by it shall have the discretion to consider and vote at the Board of Directors' meetings of the subsidiary and/or the associated company on matters relating to the general management and normal business operation of the subsidiary and/or the associated company as such directors deem appropriate for the best interests of the subsidiary and/or the associated company, except for important matters otherwise specified in this chapter or matters in which such director has an interest or conflict of interest, directly and/or indirectly.
- (2) Declaration of approval of annual dividend payment and interim dividend of the subsidiary, except in the case where the subsidiary declare a total dividend payment throughout the fiscal year equal to or greater than the amount specified in the annual budget or dividend payment policy of the subsidiary which has been approved by the Board of Directors of the Company.
- (3) Amendments to the Articles of Association of the subsidiary (except for matters specified in Article 63 (1) which must be approved by the shareholders' meeting of the Company).
- (4) Approval of the annual budget of the subsidiary, unless such approval is within the scope of subsidiary's Delegation of Authority which has been approved by the Board of Directors' meeting of the Company.
- (5) Appointment of the auditors of the subsidiary which is not in accordance with the Auditor Appointment Policy of the Company, which requires the subsidiary's auditors to be a member of the same auditing firm group as the Company.
- (6) Increase of the registered capital and the allocation of shares of the subsidiary, including the reduction of the subsidiary's registered capital, which results in a change in the proportion of existing shareholding, or any other actions that cause the following characteristics, either directly or indirectly.
 - (a) The Company's shareholding percentage and/or the exercise of voting rights of the Company in the subsidiary being decreased at any tier by more than 10 (ten) percent of the registered capital of such subsidiary or of the total voting rights of such subsidiary (as the case may be); or

Signed.....-Signature-.....Director

(Mr. Chin Guangui)

Registered on 28 Nov 2023

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- (b) The Company's shareholding percentage and/or the exercise of voting rights of the Company in the subsidiary being decreased which is considered a disposal of assets and are required to obtain the approval from the Board of Directors' meeting of the Company (whereby, in such case, the relevant regulations as issued by the Capital Market Supervisory Board and the Securities and Exchange Commission shall apply mutatis mutandis with respect to criteria for calculating the transaction size).

Nonetheless, except in the case that the above transaction is in the subsidiary's business plan or annual budget which has been approved by the Board of Directors of the Company.

- (7) An Agreement to Enter into a Transaction by the subsidiary with the Connected Person of the Company or Agreement to Enter into a Transaction of the acquisition or disposal of assets of the subsidiary, including but not limited to the following cases:
- (a) transfer or waiver of benefits, including waiver of any claim against a person who causes damage to the subsidiary;
 - (b) sale or transfer of all or material part of the subsidiary's business to another person;
 - (c) purchase or acceptance of transfer of business of another company to the subsidiary; and
 - (d) entering into, amending, or terminating a lease of business or asset of the subsidiary in whole or in material part; entrusting other person with the management of the subsidiary; or amalgamating business with other persons for the purpose of sharing profit and loss.
- (8) Granting of a loan, granting of a credit facility, provision of a guarantee, or entering into a juristic act which binds the subsidiary and increases its financial burden, or provision of financial assistance in any other aspects to other persons and it is not considered the normal course of business of the subsidiary, except in the case where the granting of a loan between the Company and the subsidiary, or between the subsidiary and other subsidiaries within the group of the Company.
- (9) Dissolution of the subsidiary.
- (10) Any other transaction which is not in the ordinary course of business of the subsidiary and materially affects the financial position and operating results of the subsidiary and the Company.

For the entry into transactions or proceedings under items (7) to (10), it must be the case that when calculating the size of the transactions that the subsidiary will enter into and compare them with the size of the Company, it appears that it falls into the criteria to be approved by the Board of Directors of the Company. The criteria as stipulated in the relevant notifications of the Capital Market Supervisory Board, and the Securities and Exchange Commission regarding the acquisition or disposal of assets and/or connected transactions shall apply mutatis mutandis.

Signed.....-Signature-.....Director

(Mr. Chin Guangui)

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Article 63. The subsidiary may enter into the following transactions or perform the following actions only upon the approval from the shareholders' meeting of the Company before the subsidiary enter into the transaction.

-Signature-

- (1) An amendment to the Articles of Association of the subsidiary which may materially affect the financial status and result of business operation of the subsidiary, including but not limited to the amendment to the Articles of Association of such subsidiary which may affect the voting right of the Company to nominate or appoint a person to be a director of such subsidiary, the voting rights of director who is nominated or appointed by the Company at the Board of Directors' meeting of such subsidiary, the voting right of the Company at the shareholders' meeting of such subsidiary (directly and/or indirectly), or the distribution of dividend of such subsidiary, etc.
- (2) An Agreement to Enter into a Transaction by the subsidiary with the Connected Person of the Company or Agreement to Enter into a Transaction of the acquisition or disposal of assets of the subsidiary, including but not limited to the following cases:
 - (a) Transfer or waiver of benefits, including waiver of any claim against a person who causes damage to the subsidiary;
 - (b) Sale or transfer of all or material part of the subsidiary's business to another person;
 - (c) Purchase or acceptance of transfer of business of another company to the subsidiary; and
 - (d) entering into, amending, or terminating a lease of business or asset of the subsidiary in whole or in material part; entrusting other person with the management of the subsidiary; or amalgamating business with other persons for the purpose of sharing profit and loss.
- (3) Increase of the registered capital and the allocation of shares of the subsidiary, including the reduction of the subsidiary's registered capital, which results in a change in the proportion of existing shareholding, or any other actions that cause the following characteristics, either directly or indirectly:
 - (a) The reduction of the Company's shareholding percentage and/or the reduction of exercise of voting rights of the Company at the shareholders' meeting of the subsidiary at any tier to the extent that the subsidiary is no longer a subsidiary of the Company; or
 - (b) The reduction of the Company's shareholding percentage and/or the reduction of the exercise of voting rights of the Company at the shareholders' meeting of the subsidiary, which is considered a disposition of assets and are required to obtain the approval from the shareholders' meeting of the Company (whereby, in such case, the relevant regulations as issued by the Capital Market Supervisory Board, and the Securities and Exchange Commission shall apply mutatis mutandis with respect to criteria for calculating the transaction size).

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- (4) Granting of a loan, granting of a credit facility, provision of a guarantee, or entering into a juristic act which binds the subsidiary and increases its financial burden, or provision of financial assistance in any other aspects to other persons and it is not considered the normal course of business of the subsidiary, except in the case where the granting of a loan between the Company and the subsidiary, or between the subsidiary and other subsidiaries within the group of the Company.
- (5) Dissolution of the subsidiary.
- (6) Any other transaction which is not in the ordinary course of business of the subsidiary and materially affects the subsidiary.

For the entry into transactions or proceedings under items (2) to (6), it must be the case that when calculating the size of the transactions that the subsidiary will enter into and compare them with the size of the Company, it appears that it falls into the criteria to be approved by the shareholders' meeting of the Company. The criteria as stipulated in the relevant notifications of the Capital Market Supervisory Board, and the Securities and Exchange Commission regarding the acquisition or disposal of assets and/or connected transactions shall apply mutatis mutandis.

Article 64. The Company shall appoint a person to be a director of the subsidiary or the associated company at least in proportion to its shareholding in the subsidiary or the associated company, except in cases where the Company has restrictions or necessities that prevent a person from being appointed as a director of the subsidiary or the associated company in proportion to its shareholding, and the Company can demonstrate mechanisms to ensure that the Company is able to supervise the management or make decisions on matters that are significant to the operations and financial status of its subsidiary or associated company in proportion to its shareholding.

The directors in the above cases to be appointed must be persons who are listed in the database of directors and executives of securities issuing company (Whitelist) and possess qualifications, roles, duties and responsibilities as stipulated in relevant laws, as well as do not have the characteristics of lack of trustworthiness as prescribed in the Notification of the Securities and Exchange Commission on the Determination of Untrustworthy Characteristics of Directors and Executives of a Company.

Article 65. The Board of Directors shall take the following actions:

- (1) cause the subsidiary to put in place the internal control system, risk management system, and anti-corruption system, and other necessary systems.
- (2) cause the subsidiary to establish measures to appropriately, efficiently, and adequately monitor the subsidiary's operating results so as to ensure that its operations are truly and consistently in accordance with the Company's policies, the articles under this chapter, and the law and notifications regarding good corporate governance of listed companies, including the applicable notifications, rules, and regulations of the Capital Market Supervisory Board, the Office of the Securities and Exchange Commission, and the Stock Exchange of Thailand.

Signed.....-Signature-.....Director

(Mr. Chin Guangui)

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- (3) ensure that the subsidiary and/or the associated company disclose their financial condition and operating results, connected transactions, transactions that may cause a conflict of interest, and material asset acquisition or disposal transactions, and/or any other material transactions, to the Company, and completely and correctly carry out the acts in accordance with the rules on governance and management of the subsidiary and the associated company as specified in the policies and the articles under this chapter, and there ~~Register~~ channels for directors and executives of the Company to be aware of information of the subsidiary and/or the associated company in order to monitor the operating results and financial status, transactions between the subsidiary and/or the associated company and their directors and executives, and material transactions of the subsidiary and/or the associated company efficiently. In addition, there must be a mechanism established to audit such work systems in the subsidiary and/or the associated company by allowing the internal audit team and directors of the Company to have direct access to information, and reporting the results of such system audit to the directors and executives of the Company to ensure that the subsidiary and/or the associated company regularly operate in accordance with the established systems.

- Article 66. The Company shall monitor and supervise the directors and executives of the subsidiary and/or the associated company appointed by the Company to such positions to perform duties and responsibilities as stipulated in laws, Articles of Association, and the Company's policies.

Chapter 10: Additional Provisions

- Article 67. The Company may charge expenses for auditing the balance sheet, profit and loss account and auditor's report at the rate specified by the Board of Directors.
- Article 68. In the event that the Company or the Board of Directors is obliged to submit letters or documents under the Public Limited Companies Act B.E. 2535 (including as amended) to the directors, shareholders or creditors of the Company, and if the person who has been informed wish or consent to the submission of letters or documents by electronic means, the Company or the Board of Directors may send such letter or document by electronic means. This is in accordance with the rules stipulated by law.
- Article 69. The Company's seal shall hereunder be as follows:

-Company's seal-

Signed.....-Signature-.....Director

(Mr. Chin Guangui)