

Articles of Association  
of  
AddTech Hub Public Company Limited

Chapter 1

General Provisions

- Article 1      These Articles of Association shall be called the Articles of Association of AddTech Hub Public Company Limited.
- Article 2      The term "the Company" in these Articles of Association means AddTech Hub Public Company Limited, unless otherwise specified in these Articles of Association.
- Article 3      Unless otherwise provided in these Articles of Association, the provisions of the Public Limited Companies Act and the Securities and Exchange Act, including other laws in effect or relating to the business operations of the Company, shall apply.

Chapter 2

Shares and Shareholders

- Article 4      The shares of the Company shall be ordinary shares with an equal par value and of the type which bears the names of shareholders.
- Every share of the Company shall be paid up in full at one single payment by means of cash or assets other than cash. Subscribers or purchasers shall not offset any debt with the Company.
- The Company's shares are indivisible. If two or more persons subscribe or hold shares together, only one person of that number must be appointed to exercise rights as a share subscriber or shareholder, as the case may be.
- The Company has the right to issue and offer common shares, preference shares, debentures, convertible debentures, warrant or any securities as permitted by the Securities and Exchange Act.
- Article 5      Every share certificate of the Company shall bear the name of the holder as well as an affixed or printed signature of at least one (1) director, together with the Company seal. However, the directors may authorize the securities registrar under the Securities and Exchange Act to sign or print its name on their behalf.
- Article 6      The affixment of signature of the directors or the securities registrar on a certificate of share or other securities may be made by the signers themselves, machine, computer, or by any other

methods in accordance with the rules and procedures specified by the Securities and Exchange Act.

The Company shall keep the shareholder register and evidences relating to entries in the register at its head office. However, the Company may appoint Thailand Securities Depository Company Limited as its securities registrar. In case the Company appoints Thailand Securities Depository Company Limited as its securities registrar, the practice relating to the registration works of the Company shall be as specified by the securities registrar.

Article 7 The Company shall issue share certificates to the shareholders within two (2) months from the date of the registration of the Company by the registrar or, in case of sale of remaining shares or issuance of new shares after the registration of the Company, from the date the payment for shares has been received in full.

Article 8 If any share certificate is defaced or damaged in substance, a shareholder may request the Company to issue a new share certificate by surrendering the old certificate.

In case any share certificate is lost or destroyed, the shareholder shall present to the Company evidence of relevant complaint filed with an inquiry officer or other proper evidences.

In both cases, the Company shall issue the new share certificate to the shareholder within the period specified by the laws. The Company may collect from the shareholder a fee for issuing a new share certificate in substitution for the old one at a rate not higher than that specified by laws.

The lost, defaced or damaged share certificates for which new ones have been issued in substitution shall be deemed canceled.

Article 9 The Company shall not own its shares or take them in pledge, except for the following cases:

- (1) The Company may purchase its shares from shareholders who vote against a resolution of the shareholder meeting on the amendment to the Company's Articles of Association regarding the voting rights and the rights to dividend payment, as those shareholders view that such resolution is unfair to them; or
- (2) The Company may repurchase its share for the purpose of financial management if the Company has accumulated profits and excess liquidity, and such repurchase of shares does not cause any financial problem for the Company.

The Company shall resell the shares repurchased under the preceding paragraph within the period specified by the ministerial regulations. In case the Company does not or is unable to resell all the repurchased shares within the specified period, the Company shall reduce its paid-up capital by writing off the registered shares unsold.

The repurchase of shares, the sale and writing-off of repurchased shares shall be done in accordance with the rules and procedures specified by the ministerial regulations and relevant laws.

Article 10 The repurchase of shares shall be approved by the shareholder meeting, except in the case where the Company is a listed company on the Stock Exchange of Thailand and the number of shares to be repurchased does not exceed ten (10) percent of the paid-up capital, the board of directors of the Company shall have the power to approve such repurchase.

### Chapter 3

#### Transfer of Shares

Article 11 The shares of the Company are transferrable without restriction and the total number of shares held by non-Thai persons at any time shall not exceed forty-nine (49) percent of total shares sold. The Company may refuse to register any transfer of shares that shall cause the foreign shareholding of the Company to exceed the aforementioned proportion.

Article 12 A transfer of shares shall be valid upon the transferor's endorsing of the share certificate with the name of the transferee stated, the transferor's and the transferee's affixing of signatures thereon, and the delivery of share certificate to the transferee.

The transfer of shares shall be asserted against the Company when the Company has received a request for the registration of transfer, and be asserted against third parties only when the Company has registered the said transfer of shares in the share register.

When the Company deems that the transfer is lawful, the Company shall register the said transfer within fourteen (14) days from the date of receiving the request. If the Company deems that the transfer is invalid, the Company shall notify the person making the request within seven (7) days from the date of receiving the request.

If the Company's shares are listed on the Stock Exchange of Thailand, a transfer of shares shall be in accordance with the Securities and Exchange Act.

Article 13 If a transferee wishes to obtain a new share certificate, he/she shall make a written request signed by him/her and certified by at least one (1) witness, submit it as well as surrender the original share certificate or other evidences to the Company. If the Company deems that the transfer is lawful, the Company shall register the said transfer within seven (7) days from the date of receiving the request and issue a new share certificate within one (1) month from the date of receiving the request.

#### Chapter 4

##### Issuance, Offer and Transfer of Securities

Article 14 Issuance, offer and transfer of securities to the public or any persons shall be in accordance with the Public Limited Companies Act and the Securities and Exchange Act.

The transfer of any securities, other than ordinary shares, that are listed on the Stock Exchange of Thailand or other secondary markets shall be in accordance with the Securities and Exchange Act.

The term “securities” shall mean securities as defined under the Securities and Exchange Act.

#### Chapter 5

##### Board of Directors

Article 15 For carrying out its business operations, the Company shall have the board of directors comprising at least five (5) directors. Not less than one-half of the total number of directors shall reside in the Kingdom of Thailand.

A director may or may not be a shareholder of the Company.

Article 16 The shareholder meeting shall elect directors in accordance with the following rules and procedures:

- (1) A shareholder shall have one (1) vote per one (1) share;
- (2) Each shareholder may exercise all the votes he/she has under (1) to elect one or more persons as director, but may not divide his/her votes to any of such persons; and
- (3) In the case of electing several persons as directors, the persons receiving the highest votes in respective order of the votes shall be elected as directors in the number equal to the number of the directors required at such meeting. In case several persons receive equal votes, causing the number of directors to exceed the required number, the Chairman of the meeting shall have a casting vote.

Article 17 At every annual general meeting, one-third (1/3) of directors at that time shall retire from office. If the number of directors is not a multiple of three, then the number of directors nearest to one-third (1/3) shall retire from office.

The directors retiring from office may be re-elected.

The directors to retire from office in the first and second years after the registration of the Company shall be selected by drawing lots. In subsequent years, the directors having held office the longest shall retire.

Article 18 Apart from retirement by rotation, the directors shall vacate office upon:

- (1) Death;
- (2) Resignation;
- (3) Lack of qualifications, or possession of prohibited characteristics as specified by the Public Limited Companies Act and the Securities and Exchange Act;
- (4) Removal by a resolution of the shareholder meeting under Article 20; and
- (5) Removal by a court order.

Article 19 Any director wishing to resign from his/her office shall submit a resignation letter to the Company. The resignation shall be effective on the date the letter reaches the Company.

The resigning director under the first paragraph may notify the registrar of his/her resignation.

Article 20 The shareholder meeting may resolve to remove any director from office before the expiration of his/her term of office by a vote of not less than three-fourth (3/4) of the total shareholders attending the meeting and entitled to vote, and having an aggregate number of shares not less than one-half of the total shares held by the shareholders attending the meeting and entitled to vote.

Article 21 In case an office of directors is vacant for reasons other than a retirement by rotation, the Board of Directors shall elect a person who is qualified and possesses no prohibited characteristics under the Public Limited Companies Act and the Securities and Exchange Act as a replacement director at the next Board of Directors meeting, unless the remaining term of the former director is less than two (2) months. The replacement director shall hold office only for the remaining term of office of the director whom he/she replaces.

The resolution of the board of directors under the first paragraph shall be passed by a vote of not less than three-fourth (3/4) of the number of remaining directors.

Article 22 The directors shall be entitled to receive remuneration from the Company in the form of reward, meeting allowance, gratuity, bonus or benefits of other nature as considered and approved by the shareholder meeting by a vote of not less than two-third (2/3) of the total votes of shareholders attending the meeting. The remuneration may be fixed at a certain amount, or be specified from time to time, or be in effect until a change by a resolution of the shareholder meeting. The directors shall also be entitled to receive per diem allowances and other fringe benefits in accordance with the Company's regulations.

The provision in the first paragraph shall not prejudice the rights of the staff or employees of the Company, who have been appointed as directors, to receive the remuneration or benefits as a staff or an employee of the Company.

Article 23 The Board of Directors shall elect a director as the Chairman of the Board.

In case where the Board of Directors deems appropriate, the Board may elect one or several directors as Vice Chairman. The Vice Chairman shall have duties under these Articles to perform any tasks assigned by the Chairman of the Board.

Article 24 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 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.

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.

In the case of a Board of Directors' meeting via electronic means, it shall proceed according to the criteria, methods, conditions and standards in accordance with any relevant laws, rules, regulations and/or orders that are effective on the date of that meeting.

Article 25 In calling the Board of Directors' meeting, the Chairman of the Board or the assigned person shall send a notice of the meeting to directors not less than seven (7) days prior to the date of

the meeting. However, in case of an urgency to preserve the rights and interests of the Company, the notice of the meeting may be sent by other methods and the date may be fixed sooner than that. In case of the meeting conducted by electronic means, a notice of the meeting and supporting documents can be sent by e-mail.

Article 26 In carrying out business operations of the Company, the directors shall perform their duties in accordance with the laws, the objectives and Articles of Association of the Company, as well as the resolutions of the shareholder meeting, in good faith and with utmost care to preserve the interests of the Company.

Article 27 No director shall, either for his/her own benefit or the benefit of others, operate any business which has the same nature as and is in competition with the business of the Company, or become a partner in any ordinary partnership or an unlimited partner in any limited partnership, or become a director of any limited company or public limited company which has the same nature and is in competition with the business of the Company, unless he/she has notified this to the shareholder meeting prior to the resolution for his/her appointment.

Article 28 A director shall notify the Company without delay if he/she has either direct or indirect interests in any contract made by the Company, or if the number of shares or any securities of the Company, subsidiaries or an affiliated company held by him/her increases or decreases.

Article 29 The Board of Directors shall hold a meeting at least once every three (3) months in the province in which the head office of the Company is located, or in nearby province or any other place. The date, time and place of said meeting shall be fixed at the discretion of the Chairman of the Board.

Article 30 The authorized directors to sign on behalf of the Company are any two directors jointly sign with the Company seal affixed. The Board of Directors shall be authorized to determine and amend the names of the directors authorized to sign on behalf of the Company.

## Chapter 6

### Meeting of Shareholders

Article 31 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. Such meetings are called "General Meeting"

Other shareholder meeting mentioned in the first paragraph shall be called "Extraordinary General Meeting". The Board of Directors may call such an extraordinary general meeting at any time it deems appropriate.

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 the reasons for calling such a meeting must be clearly stated in the request, in which case the Board of Directors shall call a shareholder meeting to be held within forty-five (45) days of the date of receipt of such a request from shareholders.

If the Board of Directors does not arrange for the meeting of shareholders within the date in the third paragraph, 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 in the third paragraph. In this case, the meeting is deemed a shareholder 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.

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.

Article 32 In calling a shareholder 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 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.

The shareholder meeting may be held in the province in which the head office of the Company is located or nearby province as specified by the Board of Directors.



Article 33 At a shareholder 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.

At any shareholder 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.

Article 34 The Chairman of the Board shall preside over the shareholder meeting. In case the Chairman of the Board is absent or unable to perform his/her duties, the Vice Chairman shall act as the presiding Chairman. If there is no Vice Chairman, or the Vice Chairman is absent or unable to perform his/her duties, the meeting shall elect a shareholder present at the meeting as the presiding chairman.

Article 35 In vote casting at the shareholder meeting, each share shall be counted as one vote. Any shareholder having particular 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:

- (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.
- (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:
  - (A) Sale or transfer of the entire or partial material business of the Company to another person;
  - (B) Purchase or acceptance of transfer of the business of other private or public limited companies by the Company;
  - (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;

- (D) Amendment to the Memorandum of Association or Articles of Association;
- (E) Increase or decrease of the registered capital of the Company;
- (F) Dissolution of the Company;
- (G) Issuance of debentures of the Company and other securities under the Securities and Exchange Act; and
- (H) Merger of business with other company.

Article 36 Businesses to be duly transacted at an Annual General Meeting are as follows:

- (1) To acknowledge the report of the Board of Directors on the Company's business operations during the previous year;
- (2) To consider and approve the statement of financial position and the profit and loss account;
- (3) To approve the appropriation of profits and dividend payment;
- (4) To elect directors in place of those retired by rotation;
- (5) To fix remuneration for directors;
- (6) To appoint auditors and to fix audit fee; and
- (7) To consider other businesses.

## Chapter 7

### Accounting, Finances and Audits

Article 37 The accounting period of the Company shall commence on 1st January and end on 31st December of every year.

Article 38 The Company shall arrange for the preparation and keeping of accounts, as well as auditing thereof in accordance with relevant laws, and shall arrange for the preparation of a balance sheet and a profit and loss account at least once every twelve (12) months, which is the accounting period of the Company.

Article 39 The Board of Directors shall arrange for the preparation of the balance sheet and the profit and loss account as at the end of the accounting period, and propose them to the Annual General

Meeting of shareholders for consideration and approval. The Board of Directors shall arrange for the auditor to complete the auditing of the balance sheet and the profit and loss account before proposing them to the shareholder meeting.

Article 40 The Board of Directors shall send the following documents to the shareholders together with the notice of the annual general meeting:

(1) A copy of the audited balance sheet and the profit and loss account, together with the auditor's report; and

(2) An annual report of the Board of Directors, together with supporting documents.

Article 41 The auditor must not be a director, employee, or person holding any position in the Company.

Article 42 The auditor shall have the authority to examine all books of account, documents and any other evidence relating to the Company's income, expenses, assets and liabilities at any time during the office hours of the Company. For this purpose, the auditor shall also have the authority to ask the Company's directors, staff, employees, agents or persons holding any positions in the Company to provide or submit information, clarifications, documents or evidences relating to the business operations of the Company.

Article 43 The auditor has a duty to attend every shareholder meeting that is held to consider the balance sheet or statement of financial position and any issues relating to the accounts of the Company in order to clarify the auditing of accounts to the shareholders. The Company shall also submit to the auditor all the reports and documents duly received by the shareholders at such shareholder meeting.

## Chapter 8

### Dividend Payment

Article 44 Dividends shall not be paid out of any type of funds other than out of profit. In case the Company still has accumulated loss, no dividends shall be paid.

Dividends shall be distributed according to the number of shares on an equal basis, except where the Company has issued preferred shares with a dividend right different to that of ordinary shares, the dividends shall be allocated as specified. Payment of dividends shall be approved by the shareholder meeting.

The Board of Directors may pay interim dividends to shareholders from time to time, upon viewing that the Company has adequate profit to do so. The payment of interim dividends shall be reported to the shareholders at the next shareholder meeting.

Payment of dividends shall be made within one (1) month from the date the resolution therefor has been passed by the shareholder meeting or by the Board of Directors, as the case maybe. A written notice of dividend payment shall be sent to the shareholders and also be published in a newspaper for not less than three (3) consecutive days.

Article 45 The Company shall allocate not less than five (5) percent of its annual net profit less the accumulated loss brought forward (if any) as a reserve fund until the said fund reaches an amount not less than ten (10) percent of the registered capital.

#### Chapter 9

#### Additional

Article 46 The Company's seal is as affixed below.