

The Company's Articles of Association regarding
the Annual General Meeting of Shareholders and Voting Casting

1. **Calling of Shareholders Meeting**

(Article 32) The Board of Directors shall arrange for an Annual General Meeting of Shareholders to be held within four (4) months after the end of the Company's fiscal year.

Any shareholders' meeting other than the one mentioned in the first paragraph shall be referred to as an Extraordinary General Meeting. The Board of Directors may call an Extraordinary General Meeting at any time as deemed appropriate.

One (1) or more shareholders holding not less than ten (10) percent of the total number of shares sold may jointly submit a written request to the Board of Directors to call an Extraordinary General Meeting at any time. The request must clearly specify the agenda and the reasons for requesting the meeting. In such cases, the Board of Directors must arrange the shareholders' meeting within forty-five (45) days from the date of receipt of such written request from the shareholders.

In the event that the Board of Directors fails to arrange the meeting within the period as per the third paragraph, the shareholders who jointly submitted the request, or other shareholders collectively holding the required number of shares, may call the meeting themselves within forty-five (45) days from the expiration of the period as per the third paragraph. In such cases, the meeting shall be considered as a shareholders' meeting called by the Board of Directors, and the Company shall be responsible for any necessary expenses incurred in organizing the meeting and providing appropriate facilitation.

In the event that a shareholders' meeting called by shareholders as per the fourth paragraph does not constitute a quorum as required under Article 34, the shareholders as mentioned in the fourth paragraph shall be jointly responsible for reimbursing the Company for the expenses incurred in organizing the meeting.

(Article 33) To call a shareholders' meeting, the Board of Directors shall prepare a notice of the meeting, specifying the place, date, time, agenda items, and matters to be presented at the meeting, along with reasonable details, and also clearly indicating any one of which will be for acknowledgement, for approval, or for consideration, as the case may be, including the Board of Directors' opinion on such matters. The notice must be sent to the shareholders and the registrar for their attention at least seven (7) days before the meeting date and shall be published in a newspaper or, alternatively, published via electronic means in accordance with the criteria and procedures prescribed by law.

The place of the meeting may be in the province where the Company's headquarters is located, or a nearby province, or any other location as determined by the Board of Directors.

2. The Quorum

(Article 34) At a shareholders' meeting, in order to constitute a quorum, there shall be at least twenty-five (25) shareholders and proxy (if any) present at the meeting, or at least half (1/2) of the total number of shareholders, and representing altogether not less than one-third (1/3) of the total number of shares sold.

In the event that after the lapse of one (1) hour from the time fixed for any meeting of shareholders, the number of shareholders attending the meeting does not meet the quorum requirements as specified in the first paragraph, and if the meeting has been called upon the request of shareholders, the meeting shall be cancelled. However, if the meeting has not been called upon the request of shareholders, a new meeting must be scheduled.

In the latter case, a notice of the meeting must be sent to shareholders at least seven (7) days before the meeting date. At the second meeting, a quorum is not required.

The meeting of shareholders shall proceed according to the agenda specified in the notice, unless the meeting resolves to change the agenda order by a vote of no less than two-thirds (2/3) of the total number of shareholders attending the meeting.

Once the meeting has considered all matters on the agenda as specified in the notice, the shareholders holding in aggregate not less than one-third (1/3) of the total number of shares sold may request the meeting to consider other matters not included in the meeting.

In the event that the meeting is unable to complete the consideration of the matters specified in the agenda of the notice or any additional matters proposed by the shareholders, and it becomes necessary to postpone the consideration, the meeting shall determine the venue, date, and time for the next meeting. The Board of Directors shall send the notice, specifying the venue, date, time, and agenda, to the shareholders at least seven (7) days before the meeting. The notice shall also be published in a newspaper or, alternatively, advertised via electronic means in accordance with the criteria and procedures prescribed by law.

3. Voting

(Article 36) In voting at the shareholders' meeting, one (1) share shall carry one (1) vote. A shareholder who has a special interest in any matter shall not have the right to vote on such matter, except for the voting on the election of directors. The resolution of the shareholders' meeting must be passed by the following voting requirements:

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(1) In normal cases, the resolution shall be passed by a majority vote of the shareholders attending the meeting and casting their votes. In the event of a tie, the chairman of the meeting shall have an additional casting vote.

(2) For the determination of the remuneration of directors, this resolution shall require not less than two-thirds (2/3) of the total number of votes cast by the shareholders attending the meeting.

(3) In the following cases, the resolution shall be passed by votes of not less than three-quarters (3/4) of the total number of votes of the shareholders attending the meeting and entitled to vote:

(a) The sale or transfer of the whole or a substantial part of the Company's business to another person;

(b) Acquisition or acceptance of the transfer of business activities from other private or public companies to the Company;

(c) Execution, amendment, or termination of agreements relating to the lease of the whole or a substantial part of the Company's business, the assignment of any person to manage the business of the Company, or a merger of business with another party, with the purpose of profit and loss sharing;

(d) The amendment of the Memorandum of Association or the Articles of Association of the Company;

(e) The increase or decrease of the registered capital of the Company;

(f) The dissolution of the Company;

(g) The issuance and offering of debentures of the Company;

(h) The merger of the Company with another company; and

(i) Any other actions as prescribed by law, which require a resolution passed by votes of not less than three-quarters (3/4) of the total number of votes of the shareholders attending the meeting and entitled to vote.

4. Payment of dividend

(Article 45) The dividend can only be paid from profit. In cases where the Company still has accumulated losses, no dividend shall be paid.

The dividend shall be allocated equally per share, unless the Company issues preferred shares and specifies that the preferred shares shall receive different amount of dividend from ordinary shares, in which case the dividend allocation shall be made according to the specified terms. The dividend payments must be approved by the shareholders' meeting.

The Board of Directors may pay interim dividends to shareholders from time to time when it is deemed that the Company has sufficient profits to do so. After paying interim dividends, the Board of Directors must report the payment of such dividends to the shareholders' meeting for acknowledgment at the next shareholders' meeting.

The dividend payment must be made within one (1) month from the date of the resolution of the shareholders' meeting or the Board of Directors' meeting, as applicable. In this regard, written notice must be sent to the shareholders, and an announcement of the dividend payment must be published in a newspaper or alternatively advertised via electronic means in accordance with the criteria and procedures prescribed by law.

(Article 46) The Company must allocate a portion of its annual net profit as a reserve fund, not less than five percent (5) of the annual net profit, after deducting any carried-forward accumulated losses (if any), until the reserve fund reaches an amount not less than ten percent (10) of the registered capital.

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Upon the approved of the meeting of shareholders, the Company may transfer funds from other reserves, legal reserves, or share premium reserves, in accordance with the sequence in order to compensate for accumulated losses of the Company.

Remark: The Shareholders can check the full version of The Company's Articles of Association on <https://www.primo.co.th>