

TRANSLATION

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Emblem- Department of

Business Development, Doc. No. 11008664006720, Issued Date: 2 June, B.E. 2566 (2023)

Ministry of Commerce

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(Miss Anchisa Tanturanont)

Registrar

Registered on 2 June, B.E. 2566 (2023)

Articles of Association

of

AMR ASIA Public Company Limited

Chapter 1

General Provisions

- Article 1.** These Articles of Association shall be called the Articles of Association of AMR Asia Public Company Limited.
- Article 2.** The word “Company” referred in these Articles of Association means AMR Asia Public Company Limited.
- Article 3.** Any addition or amendment into these Articles of Association or to provisions of Memorandum of Association shall be done with approval of the shareholders’ meeting with vote not less than three-fourth (3/4) of total number of votes of the shareholders attending and having the rights to vote.
- Article 4.** Unless otherwise provided in these Articles of Association, the provisions of laws governing Public Limited Company and Securities and Securities Exchange Act shall apply.

Chapter 2

Shares Issuance and Transfer of Shares

- Article 5.** The shares of the Company shall be ordinary shares issued in the name of holder and fully paid-up in cash by one payment and/or paid-up in form of property other than money or provision of copyright of literature, arts or science works, patent, trademark, form or model, diagram, formula or any secret method or provision of information relating to industrial, commercial or science experience.
- The Company has the right to issue preferred shares, debentures, warrants, or other securities as permitted by the Securities and Securities Exchange Law.
- Article 6.** The subscribers or purchasers of shares of the Company shall not set-off any debt due from the Company against the payment of shares with the Company, except in the case that the Company has restructured its debt by issuing the new shares to repay its creditors according to debt to equity conversion project, subject to the resolution of shareholders’ meeting at a vote of not less than three-fourth (3/4) of the total number of votes of shareholders attending and having the rights to vote.

The issuance of shares to repay debt and debt to equity conversion project under previous paragraph is pursuant to criteria and procedures as prescribed in ministerial regulations.

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Article 7. All share certificates shall be signed or printed with the signature of at least one director, but the Company may assign the Share Registrar pursuant to the laws governing Securities and Securities Exchange to sign or print on its behalf.

Article 8. The Company may assign individual or juristic person to be Share Registrar. If the Company appoints the Registrar under the laws governing Securities and Securities Exchange, the procedures for share registration works of the Company shall be as prescribed by the Share Registrar.

Article 9. Any person who is entitled to the ownership in any of the shares by reason of death or bankruptcy of any shareholder, upon submitting lawful evidence in full to the Company, the Company shall register the person as the shareholder and issue a new share certificate within the period specified by the relevant law.

If a share certificate is damaged or defaced in substance, it may be replaced upon request of the shareholder with a new share certificate in substitution of the one so damaged or defaced, provided that the shareholder surrenders the original certificate to the Company. If a share certificate is lost or destroyed, the Company shall issue a new certificate to the shareholder within the time prescribed by relevant law, upon receipt of an evidence of lodging a complaint with the police officer or any other proper evidence.

Article 10. The shares of the Company shall be transferable without any restriction, provided however shareholding by foreigners in aggregate amount at any time shall not exceed forty-nine (49) percent of total shares sold. The Company has the right to reject any transfer of shares causing the shareholding of foreigners in excess of aforesaid proportion.

Article 11. Transfer of shares shall be valid when the transferor endorses on the reverse side of the share certificate, stating the name of transferee and signed by the transferor together with the transferee and such share certificate is delivered to the transferee.

The transfer of shares shall be valid against the Company upon receipt by the Company of the request for registration of transfer of shares and shall be valid against the third party only after the Company has registered the transfer of shares in the share register. Upon the receipt of the request for registration of transfer of shares, if the Company considers that the transfer of shares is legal, the Company shall register the transfer of shares within fourteen (14) days from the date of receipt of the request. If the transfer of shares is incorrect or invalid, the Company shall inform the person making the request within seven (7) days from the date of receipt of the request.

In case the shares of the Company are registered as listed securities in the Securities Exchange of Thailand, the transfer of shares shall be in accordance with the laws governing securities and the securities exchange.

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Article 12. The Company shall not hold its own shares or take them in pledge, except for the following cases:

- (1) The Company may repurchase its shares from shareholders who vote against the resolution of shareholders' meeting on the amendment to the Articles of Association regarding the rights to vote and the rights to receive dividend, as the shareholders consider that they are unfairly treated.
- (2) The Company may repurchase its shares for the purposes of financial management in case that the Company has retained earnings and excess liquidity, and such share repurchase must not cause any financial problems to the Company.

The shares held by the Company shall not be counted as the quorum of the shareholders' meeting and shall not be entitled to vote and receive dividend.

The Company shall dispose the repurchased shares according to the preceding paragraph within the period specified in the Company's share repurchase project. In case that the Company is unable to dispose the repurchased shares within the timeframe, the Company shall reduce its paid-up capital by cancelling any such ordinary shares which remain undisposed.

Repurchase of shares, disposal of repurchased shares and writing off of repurchased shares including the determination of amount, bidding or offering prices of repurchased shares or any other cases concerning repurchase of shares shall be in accordance with criteria and procedures as prescribed in ministerial regulations. In case that the Company's shares have been listed as listed securities in the Stock Exchange of Thailand, the Company shall proceed in accordance with the regulations, announcements, instructions or rules of the Stock Exchange of Thailand.

The Board of Directors shall have power to approve the repurchase of shares not exceeding ten (10) percent of paid-up capital. In case of repurchase of share exceeding ten (10) percent of paid-up capital, the shareholders' meeting shall pass the resolution by majority vote of shareholders attending the meeting and having the rights to vote. The Company shall repurchase shares within one (1) year from the date such repurchase has been approved by the shareholders' meeting.

Article 13. In the event of issuance of preferred shares, such shares shall be converted to ordinary shares upon submitting a request together with returning such share certificate by shareholders.

The share conversion under the said paragraph shall become effective from the date of submission of the request. The Company shall issue a new share certificate to the person requesting the conversion within fourteen (14) days from the date of request.

Article 14. The Company may suspend its registration of transfer of share during twenty-one (21) days prior to each shareholders' meeting by announcing to the shareholders in advance at its head office and all branches for not less than fourteen (14) days prior to the date of suspension of transfer of shares. If the Company's shares are listed in the Securities Exchange of Thailand, the suspension for registration of shares shall be under the laws governing the Securities and Securities Exchange.

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Chapter 3
Board of Directors and Power

Article 15. The Company shall have the Board of Directors which consists of at least five (5) directors, and the Board of Directors shall elect a director to be the Chairman, and may elect a Vice-Chairman and any other position as they deem appropriate, and not less than one-half of total number of directors shall have residence within the Kingdom.

Article 16. The Company's directors are not required to be the Company's shareholders.

Article 17. The shareholders' meeting shall elect directors in accordance with the following rules and procedures:

- (1) A shareholder shall have votes equal to the number of shares held.
- (2) Each shareholder shall cast his/her vote to elect one or several persons to be director but shall not split his/her votes among any such persons.
- (3) The persons receiving the highest number of votes in respective order shall be elected as directors according to the number of directors ought to be or required to be elected at such time. In the event that the elected persons in the descending order receive equal votes and their number exceeds the number of directors ought to be or required to be elected at such time, the Chairman shall have a casting vote.

Article 18. At every annual general meeting, one-third (1/3) of the directors shall retire from office. If the number of directors cannot be divided into a multiple of three, the number of directors nearest to one-third (1/3) shall retire from office prevail.

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

A director retiring by rotation is entitled to be re-elected.

Article 19. Other than retirement by rotation, the directors shall vacate office upon:

- (1) Death;
- (2) Resignation;
- (3) Disqualification or having prohibited characteristics as prescribed by the Public Limited Company Law or Securities and Securities Exchange Law;
- (4) Removal by a resolution of the meeting of shareholders;
- (5) Removal by a court order.

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Article 25. The Board of Directors shall convene a meeting at least once every three (3) months.

Article 26. The meeting of the Board of Directors shall be held in the locality where the head office of the Company is situated or any nearby province or at any place where the Chairman of the Board or any person assigned by the Chairman of the Board will specify.

Article 27. To call a meeting of the board of directors, the chairman or his assignee must send a notice of the board of directors' meeting to all directors three (3) days or more before the meeting date, except that in case of an emergency to preserve the rights or benefits of the Company, a meeting may be called by electronics or any other method and the meeting date may be fixed sooner.

The Chairman of the board of directors shall call a meeting of the board. However, in the event that there is any reasonable cause or in order to preserve the rights or benefits of the Company, two or more directors may jointly request the Chairman to call a meeting of the board of directors. The request must clearly specify the matters and reasons for holding the meeting. To this extent, the Chairman shall call and fix a meeting date within fourteen (14) days of receipt of that request.

In the event that the Chairman fails to act in accordance with the second paragraph, the requesting directors may jointly call and fix a meeting date as allowed by law from the expiration of the period mentioned in paragraph two above.

In the event that there is no chairman of the board of directors due to whatever reason, the vice-chairman shall call a meeting of the board of directors. If there is no vice-chairman due to whatever reason, two or more directors may call a board meeting.

Article 28. At a meeting of the Board of Directors, there shall be directors attending the meeting not less than one-half of the total number of directors to constitute a quorum.

The Chairman of the Board shall preside over the Board of Directors' meeting. In the event the Chairman is not present at the meeting or unable to perform his/her duties, Vice-Chairman, if any, shall act as the Chairman. If there is no Vice-Chairman or such Vice Chairman is unable to perform his/her duties, the directors present at the meeting shall elect one director to be the Chairman of the meeting.

Article 29. All resolutions of the Board of Directors' meeting shall be passed by majority vote of the directors present at the meeting.

A director shall have one vote, except that the director having interests in any matter shall not be entitled to vote on such matter. In case of a tie vote, the Chairman of the meeting shall have a casting vote.

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Article 30. The directors authorized to sign to bind the Company shall be two directors shall jointly signing their names and affixing the Company's seal. The Board of Directors or Shareholders at their meetings are entitled to designate the list of directors who are authorized to sign to bind the Company.

Article 31. The directors shall not operate business which is in the same nature as and in competition with the Company's businesses, nor become partners in an ordinary partnership or become the unlimited liability partner in a limited partnership, nor hold director positions in other private limited company or public company limited with the same nature as and in competition with the Company's business, unless notification is provided to the meeting of Shareholders prior to the resolution of the appointment.

Article 32. The directors shall inform the Company without delay for their direct or indirect interests in any contract made by the Company or the increase or decrease of the shares or debentures held by them in the Company or its affiliates.

Article 33. Directors' pension and remuneration shall be approved by the meeting of shareholders.

Directors shall be entitled to receive remuneration in form of cash rewards, meeting allowance, pension, bonus or other benefits under the Articles of Association or the resolution of shareholders' meeting which may be determined in a certain amount or set as criteria and fixed from time to time or for the time being until further changes are made. In addition, directors are entitled to receive other allowances and fringe benefits in accordance with the Company's regulation.

The provision of the precedent paragraph shall not affect the rights of staff and employees of the Company who are elected as directors, to receive remuneration and benefits in their capacities as staff or employees of the Company.

Payment of remuneration under paragraph one and two shall not be object to qualifications of independent director prescribed by the law of Securities and Securities Exchange.

Chapter 4 **Meeting of Shareholders**

Article 34. The general shareholders' meeting of the Company shall be held in the area where the head office of the Company is located or at any adjacent province.

Article 35. The board of directors shall arrange a meeting of shareholders at least once per year. This meeting is called a "general meeting," and it is arranged within four months after the end of the company's accounting period.

Any other meeting of shareholders is called an "extraordinary general meeting."

The board of directors may call an extraordinary general meeting at any time whenever it thinks fit, or shareholders holding in aggregate 10 percent or more of the total issued shares may submit a written request to the board of directors to call an extraordinary general meeting. The request must clearly specify the purpose of such a meeting. The board of directors must call a meeting of shareholders to take place within forty-five (45) days from the date of receipt of that request from the shareholders.

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In the event that the board of directors fails to call the meeting within 45 days from the date of receipt of such shareholders' request, shareholders who jointly submitted the request holding in aggregate of the shares in accordance to the aforesaid may call the meeting by themselves within 45 days of the expiration of the period provided according to the aforesaid. This shall be deemed as the meeting is called by the board of directors. The Company shall be responsible for necessary expenses incurred in arranging the meeting and shall be providing reasonable facilitation. If the number of shareholders attending the meeting is insufficient to constitute a quorum as required by clause 37 in this Article of Association. The shareholders who jointly submitted the request or other shareholders who requested to call the shareholders' meeting at that time will be jointly liable to the company for the expenses incurred in arranging the meeting.

In the event that the extraordinary general meeting is called by the shareholders, such shareholders may send the notice of the extraordinary general meeting via electronic means to the shareholders who express their intention or consent to receive such notice via electronic means, the aforesaid process shall be in accordance to criteria and method prescribed by the Public Company Limited Registrar.

Article 36. To call a meeting of shareholders the board of directors must prepare a notice indicating the place, date, time, agenda, and matters to be proposed at the meeting, together with any other appropriate details and the board of directors' opinion on those matters. The notice must be sent to the shareholders and the Public Companies Registrar seven (7) days or more before the meeting date. The notice must also be published in a newspaper or by electronic means, according to the rules methods as prescribed by law.

A shareholder may appoint a proxy to attend and vote at a meeting of shareholders on his/her behalf. The instrument appointing a proxy must be made in writing, signed by the shareholder and made in a form prescribed by the Public Companies Registrar. The proxy instrument must be submitted with the Chairman or his/her assignee before the proxy attends the meeting. The appointment if proxy may be performed by electronic media provided that the method shall be safe and reliable to be proven that the proxy is performed by such shareholders, and in accordance with the rules prescribed by the registrar. The proxy instrument must contain at least the following particulars:

- (1) the amount of shares held by the shareholder;
- (2) the name of the proxy; and
- (3) the meeting at which the proxy is appointed to attend and vote.

Article 37. At a shareholders' meeting, there shall be shareholders and proxies from shareholders (if any) not less than twenty-five (25) persons or not less than one-half of the total number of shareholders, and such shareholders shall hold an aggregate number of shares not less than one-third (1/3) of the total number of shares sold, attending the meeting to constitute a quorum.

At any shareholders' meeting, in case after one (1) hour from the time fixed for the meeting, the number of shareholders attending the meeting is not sufficient to form a quorum as specified, if the shareholders' meeting was called upon a request of shareholders, such meeting shall be cancelled. If such meeting of shareholders was not called upon a request of the shareholders, another meeting shall be convened and the notice of the meeting shall be sent to shareholders not less than seven (7) days before the meeting date. At the subsequent meeting, no quorum shall be required.

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Article 38. At shareholders' meeting, the shareholder may appoint a proxy to attend the meeting and vote on his/her behalf. The instrument appointing a proxy shall be in writing, signed by the shareholder who appoints the proxy in accordance with the form as prescribed by the Registrar of the public company limited. The proxy form shall be submitted to the Chairman or the person designated by the Chairman at the place of the meeting before the proxy attends the meeting, and shall at least have the following details:

- (1) The amount of shares held by such shareholder;
- (2) The name of the proxy;
- (3) The meeting (s) which the proxy is appointed to attend and vote.

Article 39. The meeting of shareholders must proceed according to the agenda specified in the notice of the meeting in respective order. However, the meeting may vary the sequence of the agenda if approved by a resolution passed by two-thirds (2/3) or more of the votes cast by the shareholders attending the meeting.

After the meeting of shareholders completes its consideration of the agenda prescribed in the notice of the meeting, the shareholders holding in aggregate one-third (1/3) or more of the total issued shares may request the meeting to consider any matters in addition to the agenda prescribed in the notice of the meeting.

If the meeting of shareholders is unable to complete its consideration of the agenda prescribed in the notice of the meeting or additional matters raised by the shareholders and it is necessary to adjourn the meeting, then the meeting must fix the place, date and time of the adjourned meeting. The board of directors must send a notice of the meeting specifying the place, date, time and agenda to shareholders seven (7) days or more before the meeting date. The notice of the meeting shall be published in the newspaper or by electronic means, in accordance with the procedures as prescribed by the provisions of law and other..

Article 40. The Chairman of the Board of Directors shall be the Chairman of the shareholders' meeting. In event the Chairman is not present at the meeting or unable to discharge his duties, Vice-Chairman (if any) shall act as the Chairman of the meeting. If there is no Vice-Chairman or such Vice-Chairman is unable to discharge his duties, the shareholders present shall elect one of them to be the Chairman of the meeting.

Article 41. At shareholders' meeting, every shareholder has one vote for each share.

In case that a shareholder has a special interest in any matter, he/she cannot vote on such matter, except of the election of directors.

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Article 42. Except as specified otherwise by the Articles of Association or as stipulated by laws, any resolution of shareholders' meeting shall be passed by majority votes of shareholders attending the meeting and casting their votes.

The Resolution of shareholders' meeting in relation to the following matters shall be passed by not less than three-fourth (3/4) of votes of the shareholders attending the meeting and casting their votes;

- (1) To sale or transfer of the Company's business whether in whole or in significant part to other persons;
- (2) To purchase or accept the transfer of business of other public company or private company to the Company;
- (3) To act, amend or rescind any contract related to the lease of the Company's business whether in whole or in significant part, to assign other person to manage the Company's business or to amalgamate business with others with intention to share profit and loss;
- (4) To amend or modify the Company's Memorandum of Association or Articles of Association;
- (5) To increase or decrease of capital;
- (6) To issue debenture;
- (7) To amalgamate or dissolve the Company.

Chapter 5

Increase and Decrease of Capital

Article 43. The Company may increase its capital by issuing new shares with a resolution of not less than three-fourth (3/4) of all votes of the shareholders attending the meeting and having the rights to vote.

Article 44. The Company may offer the newly issued shares, in whole or in part, and may offer to the existing shareholders in proportion to their shareholdings or to the public or to any other person, in whole or in part, according to a resolution of the shareholders' meeting.

Article 45. The Company may reduce its registered capital either by lowering the value of each share or by reducing the number of shares by passing the shareholders' resolution of not less than three-fourth (3/4) of all votes of the shareholders attending the meeting and having the rights to vote.

In this regard, the Company shall not reduce its capital to less than one-fourth (1/4) of the total capital, except for the case where the Company has accumulated loss which has been compensated according to the levels prescribed by law but such accumulated loss still remain. As a result, the Company may reduce its capital less than one-fourth (1/4) of total capital.

Reduction of capital below the one-fourth (1/4) of the total capital under the second paragraph shall be subject to the resolution of the shareholders' meeting with votes not less than three-fourths (3/4) of the total votes of the shareholders present and entitled to vote.

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Article 46. If the Company wishes to reduce its capital, it must send a notice specifying the resolution of shareholders approving the capital reduction to all creditors known to the Company within fourteen (14) days after the date on which the resolution was passed. The notice must provide that the creditors may raise any objection within two (2) months after receipt of that notice. The Company must also publish the resolution of shareholders in a newspaper or by electronic means according to the rules method as prescribed by laws, within fourteen (14) days after the date on which the resolution was passed.

Chapter 6

Dividends and Reserves

Article 47. A declaration of dividends must not be approved unless by a resolution of shareholders or in case of interim dividends it must be approved by a resolution of the board of directors.

A written notice of dividend distribution must be sent to all shareholders and advertised in a newspaper or by electronic means according to the rules methods as prescribed by laws. The payment of dividends must be made within one (1) month after the date on which the resolution was passed.

Article 48. The Board of Directors may from time to time pay interim dividends to the shareholders as it considers that the Company has sufficient profit to do so and shall notify to the shareholders at the next shareholders' meeting.

Article 49. The dividend shall be paid pursuant to the number of shares, and each share will be paid equally, unless specified otherwise in the Articles of Association for preference shares.

Article 50. The Company shall appropriate part of the annual net profit as reserve fund, at least five (5) percent of the annual net profit deducted by the accumulated loss brought forward (if any) until the reserve fund reaches an amount not less than ten (10) percent of the registered capital.

Notwithstanding the reserve fund referred to above, the Board of Directors may propose to the shareholders' meeting to resolve the allocation of the net profit as other reserve funds as they may consider to be beneficial to the Company's business operation.

After receiving the resolution of shareholders' meeting, the Company may transfer other reserves, legal reserve and reserve for excess par value, respectively to compensate for accumulated loss of the Company.

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Chapter 7
Debenture

Article 51. The Company's loan by issuing debentures to offer for sale to the public or other person shall be governed by the Securities and Securities Exchange Law.

Resolution to issue debentures under paragraph one shall be passed by the shareholders' meeting with votes of not less than three-fourth (3/4) of all number of votes from the shareholders attending the meeting and entitled to vote.

Chapter 8
Books, Account and Audit

Article 52. The fiscal year of the Company shall commence on January 1 and end on December 31 of every year.

Article 53. The Board of Directors shall prepare and keep accounts as well as audit accounts in accordance with the relevant laws.

Article 54. The Board of Directors shall provide a balance sheet and profit and loss statements at least once every twelve (12) months which is the fiscal year of the Company.

Article 55. The Board of Directors shall prepare a balance sheet and profit and loss statements at the end of fiscal year of the Company and propose to the meeting of shareholders at the Annual General Meeting of Shareholders for consideration and approval. The Board of Directors shall arrange for the auditor to complete the auditing before submitting to the shareholders' meeting.

Article 56. The Board of Directors shall send the following documents to the shareholders together with notice calling for an annual general meeting.

(1) Copies of balance sheet and profit and loss statements audited by the auditor together with auditor's report;

(2) Annual report of the Board of Directors together with supplementary documents.

Article 57. The Board of Directors shall have the Directors' register, minutes of the meeting of the Board of Directors as well as shareholders, and all the meetings' resolutions properly recorded and kept at the head office of the Company or may assign any person to keep them in the area where the head office is located or in any adjacent provinces, provided that the Registrar under Public Limited Company Law is informed in advance.

Article 58. The meeting of shareholders shall appoint the auditor every year. The retiring auditor is eligible for re-election.

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Article 59. The shareholders' meeting shall fix the auditor's compensation.

Article 60. The auditor of the Company shall not be a director, staff, employee or any person holding any position in the Company.

Article 61. The auditor has the duty to attend every shareholders' meeting which is held to consider the balance sheet, profit and loss statements and any problem regarding the Company's accounts in order to clarify the auditing of accounts to the shareholders. The Company shall also deliver to the auditor all reports and documents of the Company to which the shareholders are entitled to receive at such meeting.

Chapter 9 Additional Provisions

Article 62. The seal of the Company shall be as affixed herein below.



Company

Seal

AMR ASIA

(In Thai) บริษัท เอเอ็มเออาร์ เอเชีย จำกัด (มหาชน)

AMR ASIA PUBLIC COMPANY LIMITED

Article 63. In sending any letter or document, the Company or its board of directors may send it by electronic means to any director, shareholder, or creditor of the Company who expresses their intention or consents to receive such a letter or document by electronic means. Such actions must be in accordance with the rules and methods prescribed by the Public Company Limited Registrar.

(Signed) _____-Signature-_____ Applicant
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