

**GGC's Articles of Association, Public Limited Company Act, and the Securities and Exchange Act
regarding the Shareholders Meeting and Vote Casting**

GGC's Articles of Association

- **Closing of Share Registration Book**

Article 10. The Company may close the registration of share transfers during the period of twenty-one (21) days prior to each shareholders meeting, by making an advance announcement to shareholders at its head office and all branch offices of the Company not less than fourteen (14) days prior to the date of its closure of the share transfers registration.

- **Calling of the Shareholders Meeting**

Article 32. The board of directors shall convene an annual general meeting of shareholders within four (4) months from the last day of the Company's fiscal year.

Shareholders meetings, other than those specified above, shall be called the extraordinary meeting. The board of directors may summon an extraordinary meeting whenever it deems appropriate.

Shareholders meetings shall be conducted via electronic means in compliance with the criteria for teleconference as prescribed by laws.

Shareholders holding shares in aggregate of not less than ten (10) percent of the total number of shares sold, may, at any time, subscribe their names in a letter requesting the Board of Directors to call and extraordinary meeting; provided that they must clearly state the reasons for such request in the said letter. In this case, the Board of Directors must convene the shareholders meeting within forty-five (45) days from the date of receipt of such letter.

In case that the Board of Directors does not convene an extraordinary meeting of shareholders within such period under Paragraph 4, shareholders who subscribe their names or other shareholders holding the required aggregate number of shares may themselves call the meeting within forty-five (45) days as from the date of expiration of the period under Paragraph 4. In such case, the meeting is deemed to be shareholders meeting called by the Board of Directors, and the Company shall be responsible for necessary expenses as may be incurred in the course of convening such meeting and the Company shall reasonably provide facilitation.

In case shareholders call the meeting themselves as Paragraph five, shareholders who call the meeting shall send the notice of the meeting to shareholders via electronic method if such shareholders have informed the intention or given consent to send a letter or notice by electronic method to the Company or the Board of Directors in accordance with the rules prescribed by law.

In the case where, at the meeting called by shareholders under Paragraph 5, the number of shareholders attending the meeting does not constitute a quorum as prescribed in this Article of Association, the shareholders under Paragraph 5 shall jointly be responsible for the expenses arising from the arrangement of such shareholders meeting to the Company.

Article 33. In summoning the shareholders meeting, the board of directors shall prepare a written notice of the meeting specifying the place, date, time, agenda of the meeting and the matters to be proposed to the meeting together with reasonable details by explicitly indicating whether they are matters proposed for acknowledgement, 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 information 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 at least three (3) days prior to the date of the meeting for three (3) consecutive days or use electronic means instead according to the rules prescribed by laws.

The notices are sent to those shareholders, to be sent by registered mail or electronic method if such shareholders have informed the intention or given consent to send a letter or notice by electronic method to the Company or the Board of Directors in accordance with the rules prescribed by law.

The shareholders meeting may be held at the location where the Company's head office is situated or other locations in Thailand as specified by the board of directors.

In case that shareholders meeting shall be conducted via electronic means as per Paragraph three Article 32, the Company's head office shall be deemed to be the meeting place.

If the meeting does not finish considering the matters in the agenda or matters proposed by the shareholders, as the case may be, and the meeting must be adjourned, the shareholders shall set the place, date, and time of the next meeting. The board of directors shall send the notice of the meeting specifying the place, date, time, and agenda of the meeting to the shareholders 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 at least three (3) days prior to the date of the meeting or use electronic media instead according to the rules prescribed by laws.

- **The Quorum**

Article 35. In a shareholders meeting there shall be shareholders and proxies (if any) attending the meeting amounting to not less than twenty-five (25) persons or not less than half (1/2) of the total number of shareholders, holding in aggregate of not less than one-third (1/3) of the total number of shares sold, in order to constitute a quorum.

At any shareholders meeting, if one (1) hour has passed beyond the fixed time for the meeting and the number of shareholders present is inadequate to constitute a quorum as specified, and if such shareholders meeting was convened pursuant to a request of the shareholders, such meeting shall be cancelled. If such shareholders meeting was not convened pursuant to the request of the shareholders, the meeting shall be summoned once again and the notice summoning such meeting shall be delivered to shareholders not less than seven (7) days before the date of the meeting. In the subsequent meeting, a quorum is not required.

In the shareholders meeting, the chairman shall preside over the meeting. If the chairman is not present or unable to perform his/her duty, if there is a vice chairman, the vice chairman shall preside over the meeting. If there is no vice chairman or if the vice chairman is not present at the meeting or is unable to perform his/her duty, the meeting shall elect one shareholder who attends the meeting to preside over the meeting.

- **Meeting Agenda**

Article 14. At every annual general meeting, one-third (1/3) of the number of the directors shall vacate the office. If the number is not a multiple of three, then the number nearest to one-third (1/3) shall retire from the office.

The retirement of directors during the first and second years following the registration of the Company shall be voluntary. If the number of volunteering directors is not sufficient, the remaining number shall be determined by drawing lots. In subsequent years, the director who has been in office for the longest term shall retire.

A retiring director is eligible for re-election.

Article 15. Directors shall be entitled to remuneration from the Company in the form of awards, meeting allowances, retirement pensions, bonuses or other benefits in other forms pursuant to the Company's Articles of Association or the approval of the shareholders meeting that may designate a fixed amount or Attachment 6 prescribe rules, and which may be fixed from time to time or remain effective until further

change. In addition, the directors may receive per diem and other welfare according to the Company's regulations.

Provisions in the first paragraph shall not affect the right of the Company's officer or employee, who has been elected as director, in receiving remuneration and other benefits as the Company's officer or employee.

Article 37. Transactions to be conducted at the annual general meeting shall consist of the following matters:

(1) acknowledging the board of directors' report proposed to the meeting for the result of operation of the Company during the preceding year and suggestions as to future business operation;

(2) considering and approving the balance sheets, and the profit and loss statement of the preceding fiscal year;

(3) considering the appropriation of profits, distribution of dividend and the appropriation of a reserve fund;

(4) considering the election of new directors in place of those who must retire on the expiration of their terms;

(5) considering the remuneration of directors;

(6) considering the appointment of an auditor and fixing his/her remuneration; and

(7) other businesses.

Article 39. The Company's fiscal year shall commence on 1 January and end on 31 December of every year.

Article 40. The annual general meeting shall appoint an auditor and fix his/her remuneration. The vacated auditor is entitled to re-election. The auditor shall not be a director, officer or employee, or a person holding any position in the Company. The Company shall ensure that its auditor is rotated in accordance with the rules prescribed under the law on securities and exchange and/or other laws relating thereto.

The Company shall arrange for the preparation and maintenance of accounts and arrange for the auditing in accordance with the relevant governing laws, and shall prepare a balance sheet, and a profit and loss statement at least once in every twelve (12) months which is the fiscal year of the Company.

The Company's books and accounts shall be prepared and kept in accordance with the principle and practice of the Thailand's generally accepted international accounting principles.

Article 41. The board of directors shall cause the preparation of the balance sheet, and the profit and loss statement which accurately and completely refer to the following matters:

(1) the amount of income and expenditures including the list of transactions which resulting in each income or expenditure, and the profit or loss of the Company;

(2) the assets and liabilities of the Company; and

(3) the shareholders equity and capital reserves.

Article 42. The board of directors shall arrange for the Company's auditor to audit the balance sheet and the profit and loss statement, and shall propose the same to the shareholders meeting for approval within four (4) months after the end of the fiscal year. A copy of the audited balance sheet and profit and loss statement, together with the auditor's report and the board of directors annual report must be sent to every shareholder whose name is in the share register book not less than seven (7) days prior to the date of the shareholders meeting.

Article 44. The auditor has a duty to attend the shareholders meeting of the Company every time the balance sheet, the profit and loss statement and problems pertaining to the Company's accounts are considered, in order to make clarification in respect of the audit to the shareholders. The Company shall also send to the auditor reports and documents ought to be received by the shareholders in such shareholders meeting.

The auditor shall have the authority to examine books, accounts, and any other evidence relating to income and expenditures as well as assets and liabilities of the Company during the Company's business hours. In addition, the auditor shall have the authority to inquire the directors, officers, employees, persons holding any position in the Company, and agents of the Company, and to request clarification or documentary evidence pertaining to the Company's business operation, as necessary for the performance of the duties of the auditor. The auditor shall prepare a report on the balance sheet and accounts and submit them to the annual general meeting of shareholders, and shall state in such report as to whether or not such balance sheet has been accurately prepared and has reflected the true and correct operation of the Company.

Article 46. No dividend shall be paid otherwise than out of profits, which includes the retained earnings. If the Company still has an accumulated loss, no dividend shall be paid.

Unless it is the payment of interim dividend in accordance with the third paragraph, the payment of dividend must obtain approval from the shareholders meeting.

The board of directors may pay an interim dividend to the shareholders from time to time when the board of directors deems in accordance with the acceptable accounting principle that the profit of the Company justifies such payment. After such payment has been made, it shall be reported for acknowledgement at the next shareholders meeting.

Payment of dividend shall be equally paid in accordance with the number of shares, except in the case of preferred shares (if any).

Where all shares in the Company have not yet been sold according to the number of shares registered or where the Company has already registered an increase of the capital, the Company may pay dividend, in whole or in part, by issuing new ordinary shares to the shareholders; provided that it has obtained the approval of the shareholders meeting.

The payment of dividend shall be made within one (1) month from the date the resolution was passed by the shareholders meeting or by the board of directors meeting, as the case may be. In this regard, the shareholders shall be notified in writing and the notice of such payment of dividend shall also be published in a newspaper for no less than three (3) days.

Article 47. The Company must appropriate to a reserve fund, from the annual net profit, not less than five (5) percent of the annual net profit less the total accumulated losses brought forward (if any) until the reserve fund reaches an amount not less than ten (10) percent of the registered capital of the Company. In addition to such reserve, the board of directors may propose to the shareholders meeting to approve the allocation of other reserves as deemed beneficial to the Company's operation.

● **Voting**

Article 13. The election of directors shall be made by a majority vote of the shareholders attending the meeting and eligible to vote, in accordance with the following criteria and procedures:

(1) one shareholder shall have one vote for each share held;

(2) if the number of persons nominated to be directors is not more than the number of directors required at that election, the shareholders meeting shall elect the nominated directors, and the directors so elected by a shareholder shall receive the votes according to the number of all shares held by such shareholder under (1). Such votes cannot be divided for allocation to anyone at any extent;

(3) if the number of persons nominated to be directors is more than the number of directors required at that election, the voting method shall be made on a person-by-person basis. In casting votes, each person so elected by a shareholder shall receive the votes according to the number of all shares held by such shareholder under (1) and the shareholder may not split his/her votes to any person at any extent. Persons receiving the highest votes in a descending order will be elected as directors in proportion to the number of directors who shall be elected at that time. In case the number of persons, who are elected in descending order, and received equal votes, exceeds the number of directors required or who shall be elected at that time, the chairman shall have a casting vote.

Article 36. In casting votes at the shareholders meeting, whether by show of hands or by secret ballots, one (1) share shall represent one (1) vote. Any shareholder who has special interests in any matter shall not be entitled to vote on such matter, except for the voting for election of directors. The resolution of the shareholders meeting shall comprise of the following votes:

(1) in normal case, majority votes of the shareholders who attend the meeting and cast their votes. In case of a tie vote, the chairman of the meeting shall have a casting vote; in this meeting it is related to the following agenda:

- *Agenda 1 To Acknowledge GGC's Operation for the Year 2025 and the Recommendation for Business Plan*
- *Agenda 2 To Approve Financial Statements for the Year Ended December 31, 2025*
- *Agenda 3 To Consider and Approve the Omission of the Allocation of Profit, the Legal Reserve Fund, and the Dividend Payment from the Operating Result in 2025*
- *Agenda 6 To Consider the Appointment of the Auditor and Determine the Auditor Annual Fee for the Year 2026*

(2) in the determination of directors' remuneration, the votes of not less than two-thirds (2/3) of the total votes of the shareholders who attend the meeting; in this meeting it is related to the following agenda:

- *Agenda 5 To Consider and Approve the Directors' Remuneration*

(3) in the following cases, resolutions shall be passed by votes of not less than three-fourths (3/4) of the total votes of the shareholders who attend the meeting and are entitled to vote:

(a) the sale or transfer of the whole or substantial part of the businesses of the Company to other persons;

(b) the purchase or acceptance of transfer of businesses of public limited companies or private limited companies to the Company;

(c) the making, amendment or termination of contracts relating to the leasing out of the whole or substantial part of the Company's business, the designation of any other persons to manage the Company's business, or the consolidation of the business with other persons with an objective towards profit and loss sharing;

(d) the addition to or amendment of the Company's Memorandum or Articles of Association;

(e) the increase of the Company's registered capital;

(f) the reduction of the Company's registered capital;

(g) the offer for sale of debentures to the public;

(h) the dissolution of the Company; and

(f) the amalgamation with another company.

- **Granting Proxy**

Article 34. In the shareholders meeting, a shareholder may appoint any other person who is sui juris as his/her proxy to attend and vote at the meeting on his/her behalf. The proxy instrument shall be dated and signed by the shareholder giving proxy and shall be in the form so prescribed by the registrar.

If the proxy intends to vote at the meeting, the proxy instrument shall be delivered to the chairman or person(s) designated by the chairman at the place of the meeting before the proxy attends the meeting.

The proxy under Paragraph one may be performed by electronic method instead, must use a method that is safe and reliable that the proxy is made by the shareholder in accordance with the rules prescribed by law.

Public Limited Company Act

- **Section 53** A share is indivisible.

If two persons and more jointly subscribe for or hold one share or more, those persons must be jointly liable for remittance of payment for the share or shares and the amount in excess of the share value, and must

appoint one among them as the person to exercise rights in the capacity as the share subscriber or shareholders, as the case may be.

● **Section 70** Unless otherwise provided in the company's Articles of Association, directors shall be elected at a shareholders' meeting in accordance with the following rules and procedures:

- (1) Each shareholder has votes equal to the number of shares held multiplied by the number of directors to be elected.
- (2) Each shareholder may cast all votes calculated under (1) for one candidate or may allocate the votes among several candidates in any proportion.
- (3) Candidates who receive the highest number of votes in descending order shall be elected as directors according to the number of positions available. In the event that candidates with the next highest equal number of votes exceed the number of remaining positions, the selection shall be determined by drawing lots.

If the company's Articles of Association provide a different method for electing directors, such provisions shall not restrict shareholders' rights to vote in the election of directors.

● **Section 71** At every annual general meeting of shareholders, the entire board of directors shall be elected at the same time. However, the existing board shall remain in office to carry out the company's business as necessary until the newly elected board assumes its duties.

The first paragraph shall not apply if the company's Articles of Association prescribe a different method for electing directors from that specified in Section 70. In such cases, one-third of the directors shall retire from office. If the number of directors cannot be evenly divided into three parts, the number nearest to one-third shall retire.

The directors who must retire in the first and second years after the company's registration—unless otherwise provided in the Articles of Association—shall be determined by drawing lots. In subsequent years, the directors who have held office the longest shall retire. A director who retires under this Section may be re-elected.

● **Section 90** A company is prohibited from paying money or any other assets to its directors unless such payment is made as remuneration in accordance with the company's Articles of Association.

If the Articles of Association do not specify such remuneration, the payment under the first paragraph shall be made in accordance with a resolution of the shareholders' meeting, which must be passed by not less than two-thirds of the total votes of the shareholders present at the meeting.

- **Section 105** The Chairman of the meeting of shareholders has duties to conduct the meeting to be in accordance with the relevant articles prescribed in the Articles of Association of the Company and to conduct the meeting agenda in accordance with the respective order as set out in the notice of meeting, unless the meeting resolves to change the agenda order with votes of not less than two-third of the number of shareholders present.

Upon completion of consideration under paragraph one, the shareholders holding shares amounting to not less than one-third of the total number of shares sold may request the meeting to consider other matters in addition to those specified in the notice of meeting.

In the case where the meeting has not concluded the consideration of matters accordance with the agenda order under paragraph one, or the matters requested by shareholders under paragraph two, as the case may be, and it is necessary to adjourn the meeting, the meeting shall fix a place, date, and time for the next meeting and the Board of Directors shall send a notice of meeting specifying the place, date, and time and agenda of the meeting to the shareholders not less than seven days in advance of the date of the next meeting. Besides, the notice of meeting shall also be announced in a newspaper for the period of not less than three days prior to the date of the meeting.

- **Section 108** In any meeting of shareholders, if the meeting was convened or a resolution was passed not in compliance with or in violation of the Articles of Association of the company or the provisions of this Act, shareholders of not less than five persons or shareholders holding shares amounting to not less than one-fifth of the total number of shares sold may request the court to order revocation of such resolution of the meeting, but the request must be made within one month from the date on which the resolution was passed by the meeting.

In the case where the court orders revocation of the resolution passed by the meeting of shareholders under paragraph one, the company shall notify the shareholders thereof within one month from date the judgment becomes final and conclusive.

- **Section 112** The Board of Directors shall prepare the balance sheet and profit and loss account of the date ending the accounting period of the Company to be put forth to the Annual Ordinary Meeting of Shareholders for consideration to approve.

For the balance sheet and the profit and loss account to be prepared under paragraph one or to be prepared during the course of the accounting year of the Company to be submitted to the meeting of shareholders for consideration to approve, the board of directors shall have them prepared and audited by the auditor before submission to the meeting of shareholders.

- **Section 115** No dividend shall be paid out of funds other than profit. In the case where the company still sustains an accumulated loss, no dividend shall be paid.

Dividend shall be distributed according to number of shares in equal amount for each share, unless the Articles of Association otherwise provide in respect of preference shares. Dividend payout must be duly approved by the meeting of shareholders.

If the Articles of Association of the company permit, the Board of Directors may pay interim dividend to the shareholders from time to time when they see that the Company has sufficient profit to do so and, after the dividend has been paid, they shall report such interim dividend payout to the next meeting of shareholders for information.

Payment of dividend shall be made within one month from the date of resolution of the meeting of shareholders or of the resolution of the board of directors, as the case may be. A notice of interim dividend payout thereof shall be sent to the shareholders and also be published in a newspaper.

- **Section 120** The Annual Ordinary Meeting of Shareholders shall appoint an auditor and determine the remuneration of the auditor of the Company every year. The former auditor may be re-appointed.

- **Section 121** The auditor shall not be a director, staff, employee, or person holding any position in the Company.

- **Section 125** The auditor has the right to give written explanations to the meeting of shareholders and has duty to attend the meeting of shareholders at which the balance sheet, the profit and loss account, and the problems pertaining to accounting of the Company are considered in order to make clarifications in respect of audit to the shareholders, and the Company shall send to the auditor all reports and documents receivable by the shareholders in such meeting of shareholders.

- **Section 127** The Company shall send the annual report together with copies of the balance sheet and the profit and loss account duly examined and approved by the meeting of shareholders and a copy of the minutes of meeting of shareholders only in the part concerning approval of the balance sheet, profit and loss account, and distribution of dividend, duly certified correct by the authorized signature, to the registrar. The

Company shall also publish the balance sheet for public information in a newspaper for a period of at least one day within one month from the date of approval of the meeting of shareholders.

- **Section 218** Any person who participated in the statutory meeting or meeting of share soldering and voted or abstained by falsely showing himself as a share subscriber, shareholder, or person authorized to vote on behalf of share subscribers or shareholders, shall be subject to a regulatory offense punishable by a fine not exceeding twenty thousand Baht.

Any person who aided the commission of offense pursuant to paragraph one by delivering document showing share subscription or share certificates for used in the aforesaid act, shall be subject to a regulatory offense punishable by the same penalty.

Securities and Exchange Act

- **Section 89/26** At a shareholders' meeting, persons entitled to vote must be shareholders whose names appear in the shareholder register on the date determined by the board of directors. The number of shares held by each shareholder for voting purposes shall be as recorded in the shareholder register on that same date. Such rights shall not be affected even if the information in the shareholder register changes on the date of the shareholders' meeting.

The date determined by the board under paragraph one must be no more than two months prior to the shareholders' meeting date and must not be earlier than the date on which the board approves the convening of the shareholders' meeting. Once the board has set the date to determine shareholders' entitlement to attend the meeting, such date cannot be changed.
