

**Articles of Association  
of  
Nova Empire Public Company Limited**

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**Chapter 1**

**General Provision**

- Article 1. These Articles of Association are called the Articles of Association of “Nova Empire Public Company Limited”.
- Article 2. Unless otherwise specified herein, the “Company” means “Nova Empire Public Company Limited”.
- Article 3. Addition or revision hereof or in the terms of the Memorandum of Association can be performed only when a special resolution of the Shareholders’ Meeting.
- Article 4. If these Articles of Association are not explicitly prescribed, the legislation in the Public Limited Companies Act shall be applied.
- The Company shall comply with the Securities and Exchange Law. In the case where the Company has the listed securities in the Stock Exchange of Thailand, the Company shall comply with the regulations, notifications, orders, or requirements of the Stock Exchange of Thailand and comply with the requirements of disclosure of information, entry of related party transactions, and acquisition or sales of the important assets of the Company or its subsidiaries.

**Chapter 2**

**Issuance and Transfer of Shares**

- Article 5. All shares of the Company are the named ordinary shares and the shares requiring a single full payment. However, the Company is entitled to issue preference shares, debentures, convertible debentures, or any other securities permitted by the Securities and Exchange Law.

(Signed) \_\_\_\_\_-Signature-\_\_\_\_\_Registration Applying Director  
(Miss Sukanya Tipmanee)

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In making a share payment, the subscriber or the purchaser of shares cannot set off debts with the Company. However, unless the case of the Company's debt restructuring by the issuance of new shares to repay debts to the creditors according to the debt to equity conversion scheme by a resolution of the Shareholders' Meeting with votes of not less than three-fourth (3/4) of total votes of the shareholders who attend the Meeting and have voting rights.

The issuance of shares for debt repayment and debt-to-equity conversion scheme shall be in line with the rules and procedures prescribed in the Ministerial Regulations issued under the provisions of the Public Limited Companies Law.

The Company's share certificate shall contain at least one director or be printed with a signature. However, the Company may assign the Share Registrar according to the Securities and Exchange Law to affix or print the signature on the share certificate instead.

Article 6. The Company may appoint a natural person or a juristic person to perform the duty of a Share Registrar. If the Company appoints the Stock Exchange of Thailand to be the Company's Share Registrar, the Company's registration practices shall be in line with what is prescribed by the Share Registrar.

Article 7. When any person who acquires the ownership of any shares due to the shareholder's death completely declares the legal evidence to the Company, the Company shall register and issue the new Share Certificate within one month from the received date of the complete evidence.

If the Share Certificate is damaged in the essence or vanishes when the existing Share certificate is surrendered if it is the capacity, the Company shall issue a new Share Certificate. If the Certificate is lost or destroyed, the shareholder shall declare the notification evidence from an inquiry official or other suitable evidence to the Company. The Company shall issue a new Share Certificate to the shareholder within the period specified in the related laws.

Article 8. The Company's shares can be transferred without limit unless the transfer of the said shares causes the shareholding of aliens in the Company to be over 49 (forty-nine) percent of total issued and sold shares.

Article 9. The transfer of the said shares will be valid when the transferor endorses the Share Certificate by specifying the transferee's name and affixing the transferor's signature and the transferee's signature and delivered to the said Share Certificate to the transferee.

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(Miss Sukanya Tipmanee) Registration Applying Director

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The transfer of the said shares shall be used to confirm the Company only when the Company receives the Application for Registering the Share Transfer and used to verify the third party when the Company has already registered the share transfer. When the Company deems that the share transfer is legal, it shall register the share transfer within 14 (fourteen) days from the received date of the application. If the share transfer is improper and invalid, the Company shall inform the applicant within 7 (seven) days.

Article 10. The transfer of the shares traded in the Stock Exchange shall be in line with the requirements of the Securities and Exchange Law.

Article 11. The Company cannot hold shares or accept the pledge of its shares unless the following events.

- (1) The Company may buy the shares back from the shareholder who casts disagreed vote with the resolution of the Shareholders' Meeting on approval to revise the Articles of Association in part related to the right to vote and the right to receive dividend since the shareholder who casts disagreed vote deems that it is unfair for him/her.
- (2) The Company may buy the shares back for the purpose of financial management in the case where the Company's retained earnings, excess liquidity, and buyback of shares do not cause the Company's encounter with financial problems.

However, the shares held by the Company shall not be counted as a quorum of the Shareholders' Meeting without the right to vote and to receive the dividend.

In the case where the Company buys the shares back for financial management under Clause (2), if the number of bought-back shares exceeds 10 (ten) percent of the paid capital, the Company shall request the approval of the Shareholders' Meeting with a majority vote of the number of shareholders who attend the Meeting and have voting rights. The buyback shall be carried out within 1 (one) year from the approval date of the Shareholders' Meeting. If the bought-back number does not exceed 10 (ten) percent of paid-up capital, the Company's Board of Directors shall have the power to consider approving the said share buyback without request for approval of the Shareholders' Meeting.

The Company shall sell the shares bought back by it according to the conditions and period prescribed by laws. However, in the case where the Company fails to sell the shares bought back by the Company within the specified period, the Company

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shall reduce its capital by eliminating the registered shares in the unsold part according to the conditions and procedures prescribed by laws.

Article 12. In the case of preference shares, the conversion of preference shares to ordinary shares can be performed. In this regard, the shareholder who intends to convert the said shares shall submit the Application of Share Conversion to the Company and return the Share Certificate.

The share conversion under paragraph one shall be effective from the submission date of the Application. In this regard, the Company shall issue the Share Certificate to the applicant within fourteen (14) days from the received date of the Application.

Article 13. During the period not less than 21 (twenty-one) days before the date of each Shareholders' Meeting, the Company can suspend to accept the registration of share transfer by announcing for advance acknowledgement of the shareholders at the head office and every branch office of the Company for not less than 14 (fourteen) days before the commencement date of suspension to accept the registration of share transfer.

### Chapter 3

#### Director and Power of the Director

Article 14. The Company shall have a Board of Directors consisting of not less than 5 (five) directors considered for election by the General Meeting. The Board of Directors shall elect among the directors to be the Chairman of the Board of Directors. It may also elect the Vice Chairman of the Board of Directors, the Managing Director, and other positions as deemed appropriate. In addition, the directors of not less than half of the total number of directors shall have domicile in the Kingdom.

Article 15. The Shareholders' Meeting shall elect the directors under the following rules and procedures.

- 1) A shareholder shall have a vote equaling one share per vote.
- 2) Each shareholder shall use all existing votes under (1) to elect one or more persons to be the director(s) but cannot share more or fewer votes with anyone.
- 3) A person who earns the highest vote in descending order shall be elected to be the director, equaling the number of directors that should be available or elected at that time. If the elected persons in descending order have a tie exceeding the number of directors that should be available or elected in that time, the Chairman shall perform a casting vote.

Article 16. The director's bonus and remuneration shall depend on the determination of the Shareholders' Meeting.

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(Miss Sukanya Tipmanee) Registration Applying Director

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Article 17. It is unnecessary for the Company's director to be its shareholder.

Article 18. At every Annual General Meeting, the directors shall vacate the office at least for a certain number at 1/3 (one-third) by ratio. If the number of directors is indivisible into triplicate, the directors shall vacate by a number nearest to 1/3 (one-third) portion.

The director who must vacate the office in the first year and the second year after the Company's registration shall draw to acquire any vacating directors. In the following years, the director in the office for the longest term shall vacate the office.

Article 19. Other than retirement by rotation, the director shall retire upon:

- (1) death;
- (2) resignation;
- (3) disqualification or availability of the prohibited characteristics according to the public limited companies laws;
- (4) resolution of the Shareholders' Meeting to resign;
- (5) the court's order to vacate

Article 20. Any director who resigns the office shall submit Resignation Form to the Company. The resignation shall be effective from the arrival date of the Resignation Form to the Company.

The director who resigns under paragraph one shall inform his/her resignation to the Registrar for acknowledgement.

Article 21. In the case where the director's office is vacant due to other reason other than it is the time for retirement by rotation, the Board of Directors shall select a person who possesses the qualification and non-legal prohibited characteristics according to the public limited companies law to assume as the replacing director in the following Board of Directors' Meeting, unless the remaining term of the director is less than two months.

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(Miss Sukanya Tipmanee)

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The person who assumes to be the said replacing director shall be in the director's office for just the remaining term of the director replaced by him/her.

The resolution of the Board of Directors under paragraph one shall consist of votes not less than three-fourth (3/4) of the remaining number of directors.

Article 22. The Shareholders' Meeting may resolve any director to vacate the office before retirement by rotation with votes of not less than three-fourth (3/4) of the number of shareholders who attend the Meeting and have voting rights and have total counted shares for not less than half of the number of shares held by the shareholders who attend the Meeting and have voting rights.

Article 23. In calling the Board of Directors' Meeting, the Chairman of the Board of Directors or the entrusted person shall deliver the Meeting Appointment Letter to the directors not less than seven (7) days before the Meeting. Unless in the case of exigency to maintain the Company's rights or benefits, the meeting appointment shall be informed by other means, and the earlier meeting appointment date can be scheduled.

If two directors and more request to call the Board of Directors' Meeting, the Chairman of the Board of Directors shall schedule the meeting appointment date within fourteen (14) days from the received date of such request.

If there is any Board of Directors' Meeting or any Sub-Committee of the Company as the Electronic Meeting, the meeting appointment may be notified, or the Electronic Meeting may be held by performing according to the law requirements.

Article 24. A quorum in the Board of Directors' Meeting shall consist of the directors of not less than half of the total number of directors.

In the case where the Chairman of the Board of Directors is not present in the Meeting or cannot perform the duty, if the Vice Chairman of the Board of Directors is unavailable or available but cannot perform the duty, the directors who attend the Meeting shall select one director to preside over the Meeting.

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(Miss Sukanya Tipmanee) Registration Applying Director

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Other than the requirements in the first paragraph, in the case of the Electronic Meeting, the directors who attend the Electronic Meeting shall authenticate for the Meeting's acknowledgement and express their intention of meeting attendance to the Meeting. If the directors desire to leave the Meeting, they shall also inform the Meeting to record in the Minutes of the Meeting.

Article 25. The Board of Directors shall be responsible for managing all of the Company's entities and have the authority to operate within the scope of laws, objectives, and the Company's Articles of Association, and under the resolution of the General Meeting of Shareholders and have the power to perform any acts as specified in the Memorandum of Association or related with the said undertaking.

The Board of Directors may assign one or several directors to perform any works in replacement of the Board of Directors.

According to the authorized directors who sign to bind with the Company, two directors shall countersign and affix the Company's seal. In addition, the Board of Directors may designate the name list of the authorized directors who sign to bind with the Company.

Article 26. The Board of Directors has the power to appoint any director or person to be the general manager or other position deemed appropriate to manage the Company's entity under the Board of Directors' control.

After the general manager or other position deemed appropriate is appointed, he/she may be demoted by the resolution of the Board of Directors' Meeting.

Article 27. All resolutions of the Board of Directors' Meeting shall be judged with a majority vote of the directors who attend the Meeting. One director has one vote in voting. Unless the director with interest in any matters, he/she is not entitled to vote in the said matters.

In the case of a tie, the Chairman of the Meeting shall perform an additional vote as a casting vote.

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(Miss Sukanya Tipmanee) Registration Applying Director

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Article 28. The director shall notify the Company for acknowledgement without delay if he/she has interest in the contract entered by the Company either directly or indirectly or increases or decreases in holding shares and debentures of the Company or the affiliated company.

Article 29. The Company's Board of Directors shall convene at least once in 3 (three) months.

Article 30. The director is prohibited from operating the entity with the condition that is the same and competitive with the Company's entity or entering to be a partner of the ordinary partnership or the unlimited partnership or the director of the private company or other company that operates the entity with the condition that is the same and competitive with the Company's entity whether it is performed for self-benefits or other persons' benefits unless the Shareholders' Meeting will be notified before resolution for the appointment.

Article 31. The Board of Directors' Meeting of the Company shall be held at a locality where is the location of the Company's head office or nearby province or at any other place as determined by the Chairman of the Board of Directors or the person entrusted by the Chairman of the Board of Directors.

Article 32. Subject to the Public Limited Companies Law, the Board of Directors has the power to sell or pledge any immovable properties of the Company or lease any immovable properties of the Company over three (3) years and move or give or compromise or file a lawsuit to the Court or confer any dispute to the arbitrator.

#### Chapter 4

#### Shareholders' Meeting

Article 33. The Company's General Meeting shall be held at a locality where is the location of the Company's head office or nearby province or at any other place determined by the Board of Directors.

Article 34. The General Meeting of Shareholders shall be held at least once a year. Such Meeting shall be called the "Ordinary Meeting". The said Ordinary Meeting can be carried out within four (4) months after the end of the Company's accounting year.

Other Shareholders' Meetings shall be called the "Extraordinary Meeting". -Signature-

(Signed) \_\_\_\_\_ -Signature- \_\_\_\_\_ Registration Applying Director  
(Miss Sukanya Tipmanee)



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The Board of Directors shall call the Extraordinary Meeting whenever it deems appropriate, or one or several shareholders whose total counted shares are not less than ten (10) percent of total sold shares submit a joint letter to request the Board of Directors to call the Shareholders' Meeting as the Extraordinary Meeting whenever. However, the matter and reason for requesting to call the Meeting shall also be clearly specified in the said letter. In the said case, the Board of Directors shall hold the Shareholders' Meeting within forty-five (45) days from the received date of the letter from the shareholders.

In the case where the Board of Directors does not hold the Meeting within the term under paragraph three, the numerous shareholders who submit a joint letter or other shareholders in combination acquire the number of enforced shares can call the Meeting by themselves within forty-five (45) days from the expiration date of the term under paragraph three. In such case, it shall be deemed as the Shareholders' Meeting called by the Board of Directors for the meeting. The Company shall be responsible for the necessary expense incurred from holding the Meeting and facilitating as appropriate.

In the case where it is apparent that in any Shareholders' Meeting that is called for the meeting due to the shareholders under paragraph four, the number of shareholders who attend the Meeting does not meet the quorum as defined in Clause 24, the shareholders under paragraph four shall mutually be responsible for reimbursing expense incurred from holding the Meeting at that time to the Company.

An electronic meeting may be held for the Company's Shareholders' Meeting by performing according to the law requirement.

Article 35. In notifying to call the Shareholders' Meeting, the Board of Directors shall prepare the Meeting Appointment Letter specifying the meeting premise, date, time, and agenda, and the matters proposed to the Meeting, and the detail as appropriate by clearly specifying that they are the matter for acknowledgement, for approval or consideration, together with the opinions of the Board of Directors on the said matters, and delivered to the shareholders and the Registrar for advance acknowledgement not less than seven (7) days before the meeting date.

In the case where any Shareholders' Meeting of the Company is the Electronic Meeting, the notice to call the Shareholders' Meeting may be carried out via electronic media by performing according to the law requirement.

(Signed) \_\_\_\_\_-Signature-\_\_\_\_\_Registration Applying Director

Registered on 28 January 2021.

(Miss Sukanya Tipmanee)

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Furthermore, the notice to call the Shareholders' Meeting shall be advertised in a newspaper for three (3) consecutive days before the meeting date for not less than three (3) days.

Article 30. In the Shareholders' Meeting, total shareholders and the proxies from the shareholders (if any) shall attend the Meeting for not less than twenty-five (25) persons or not less than half of total shareholders and have total counted shares of not less than one-third (1/3) of total sold shares to meet a quorum.

In the case where it is apparent that for the Shareholders' Meeting at any time, when the appointment time is elapsed up to one hour, the number of shareholders who attend the Meeting does not meet a quorum as defined if the said Shareholders' Meeting is called for appointment due to the shareholders' request for the meeting, the said Meeting shall be suspended. If the said Shareholders' Meeting is not called for the meeting due to the shareholders' request to appoint the new meeting, the Meeting Appointment Letter shall be delivered to the shareholders not less than seven (7) days before the meeting date. In the last meeting, a constituted quorum is unrequired.

Article 37. In the Shareholders' Meeting, the shareholder shall authorize other person to attend the Meeting and vote in lieu of him/her.

The authorization shall be made in writing and affixed with the principal's signature and in the form defined by the Registrar of the Public Limited Company and shall at least contain the following items.

- a. Number of shares held by the said principal;
- b. Name of the proxy;
- c. The Meeting No. authorized to attend the Meeting and vote

The said Proxy shall be submitted to the Chairman of the Board of Directors or the person designated by the Chairman of the Board of Directors before the proxy attends the Meeting.

Article 38. In the case where the Meeting does not finish considering the matters as defined in the agenda in the Meeting Appointment Letter or does not finish considering the matters proposed by the shareholders with total counted shares of not less than one-third of the total sold shares in the Meeting, and the consideration must be postponed. The Meeting shall determine the premise, date, and time for the next meeting. In addition, the Board of Directors shall deliver the Meeting Appointment Letter specifying the meeting premise, date, time, and agenda to the shareholders not less than seven (7) days before the meeting date. However, the notice for the meeting appointment shall also be advertised not less than three (3) days before the meeting date.

(Signed) \_\_\_\_\_-Signature-\_\_\_\_\_Registration Applying Director

(Miss Sukanya Tipmanee)

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Article 39. The Chairman of the Board of Directors shall preside over the Shareholders' Meeting. If the Chairman of the Board of Directors is not present in the Meeting or cannot perform the duty, if the Vice Chairman of the Board of Directors is available, the Vice Chairman of the Board of Directors shall preside over the Meeting. If the Vice Chairman of the Board of Directors is unavailable or he/she is available but cannot perform the duty, the shareholders who attend the Meeting shall select one shareholder to preside over the Meeting.

Article 40. In the Shareholders' Meeting, every shareholder has one vote per one share.

In the case where the shareholder has a special interest in any matters, the shareholder is unable to vote in the said matters other than voting for the election of director.

In voting for any resolution or approval on any undertakings in the General Meeting, approval votes shall be obtained from a majority vote of the shareholders who attend the Meeting and vote. Unless in the following cases, the votes of not less than three-fourth of the total votes of the shareholders who attend the Meeting and have voting rights shall be obtained.

- a. Sales or transfer of the Company's entity in whole or in significant part to other person;
- b. Acquisition or acceptance of the transfer of entity of the public limited company or private company to being owned by the Company;
- c. Entry, revision, or termination of the contract relating to leasing the Company's entity in whole or in significant part, assignment of other person to enter to manage the Company's business, or merger of the entity with other person with the objective of profit and loss sharing

Article 41. The undertakings that the Annual General Meeting should perform are as follows:

- (1) Consider the Board of Directors' Report proposed to the Meeting about the undertakings carried out by the Company in the period of last year.
- (2) Consider and approve the balance sheet.
- (3) Consider appropriating the profit.
- (4) Select the director in replacement of the director who retires by rotation;
- (5) Appoint the auditor;
- (6) Other undertakings

(Signed) \_\_\_\_\_-Signature-\_\_\_\_\_  
(Miss Sukanya Tipmanee) Registration Applying Director

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## Chapter 5

### Capital Increase and Capital Reduction

Article 42. The Company may increase its capital by issuing new shares through the resolution of the Shareholders' Meeting with votes of not less than three-fourth of the total votes of the shareholders who attend the Meeting and have voting rights.

Article 43. The Company may offer for sales of the increased shares by issuing shares in whole or in part and may offer for sales to the shareholders in the proportion of the existing number of shares of each shareholder or offer for sales to the public or other persons either in whole or in part according to the resolution of the Shareholders' Meeting.

Article 44. The Company may reduce its capital from the registered number by reducing the share value of each share to be lowered or reducing the number of shares to be lesser through the resolution of the Shareholders' Meeting with votes of not less than three-fourth of the total votes of the shareholders who attend the Meeting and have voting rights.

However, the Company cannot reduce its capital to be below one-fourth amount of the total capital unless in the case where the Company earns a deficit and compensates deficit in order as prescribed by laws, the deficit still remains, the Company may reduce its capital to remain below one-fourth (1/4) amount of the total capital.

However, the capital reduction below one-fourth (1/4) amount of total capital under paragraph two shall use the resolution of the Shareholders' Meeting with votes of not less than three-fourth (3/4) of the total votes of the shareholders who attend the Meeting and have voting rights.

Article 45. When the Company intends to reduce its capital, written notice for the resolution of capital reduction shall be given to the Company's creditor within fourteen (14) days from the resolution date of the Shareholders' Meeting. The schedule of objection submission shall be within two months period from the received date of the written notice for the said resolution. The said resolution shall be advised in a newspaper within fourteen (14) days period.

(Signed) \_\_\_\_\_-Signature-\_\_\_\_\_  
(Miss Sukanya Tipmanee) Registration Applying Director

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## Chapter 6

### Dividend and Reserve

Article 46. It is prohibited from declaring permission on dividend payment other than by resolution of the Shareholders' Meeting or the resolution of the Board of Directors in the case of interim dividend payment.

A written notice for dividend payment shall be given to the shareholders and advertised in a local newspaper. The said dividend payment shall be made within one (1) month from such resolution.

Article 47. The Board of Directors may periodically pay interim dividend to the shareholders when it appears to the director that the Company is reasonably profitable to do so. After the dividend is paid, the Shareholders' Meeting shall be reported for acknowledgement in the next Meeting.

Article 48. The said dividend shall be equally divided based on the number of shares unless otherwise specified for preference shares.

Article 49. The Company shall appropriate part of net profit for the year to be the capital reserve of at least five (5) percent of net profit for the year deducted with total deficit brought forward (if any) until this capital reserve amount is not less than ten (10) percent of the registered capital.

Other than the said capital reserve, the Board of Directors may propose the Shareholders' Meeting to resolve to appropriate another capital reserve deemed useful for the Company's operation.

When the Shareholders' Meeting approves the Company, the Company may transfer other capital reserve, legal capital reserve, or capital reserve of premium on share to deduct compensation of the Company's deficit.

(Signed) \_\_\_\_\_-Signature-\_\_\_\_\_Registration Applying Director

(Miss Sukanya Tipmanee)

Registered on 28 January 2021.

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## Chapter 7

### Debentures

Article 50. The Company's money borrowing by issuing debentures for public offering shall be in line with the Securities and Exchange Law.

According to the resolution for issuing debentures under paragraph one, the resolution of the Shareholders' Meeting with votes of not less than three-fourth of the total votes of the shareholders who attend the Meeting and have voting rights shall be used.

## Chapter 8

### Book, Account, and Audit

Article 51. The Company's fiscal year commences from 1 January and ends on 31 December of every year.

Article 52. The Board of Directors shall properly prepare and retain the accounts and audit according to laws regarding the said undertakings.

Article 53. The Board of Directors shall prepare balance sheet and profit and loss account at least once every twelve (12) months, which is the Company's accounting and financial year.

Article 54. The Board of Directors shall prepare balance sheet and profit and loss account at the ending date of the Company's fiscal year and propose to the Shareholders' Meeting in the Annual General Meeting for consideration and approval. The Board of Directors shall assign the auditor to completely audit the said balance sheet and profit and loss account before proposing to the Shareholders' Meeting.

Article 55. The Board of Directors shall submit the following documents to the shareholders and the Annual General Meeting Appointment Letter.

- (1) Copy of the balance sheet and profit and loss account audited by the auditor together with the auditor's auditing report;
- (2) Annual Report of the Board of Directors, and documentation of such Report

(Signed) \_\_\_\_\_-Signature-\_\_\_\_\_Registration Applying Director  
(Miss Sukanya Tipmanee)

Registered on 28 January 2021.

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Article 56. The Board of Directors shall properly arrange the Directors' Registration and record the Minutes of the Board of Directors' Meeting and the Shareholders' Meeting and all resolutions of the Meeting as evidence. The said evidence shall be stored at the Company's head office or entrust any person to perform the storage duty in a locality where is the location of head office or nearby province. However, the Registrar shall be first notified for acknowledgement.

Article 57. The Annual General Meeting of Shareholders shall be assigned to appoint the auditor. The retired auditor can be selected to resume the office.

Article 58. The auditor should receive remuneration in any amount defined by the Shareholders' Meeting.

Article 59. When the Company's director, employee, worker, or person who holds any position is in the said position, they cannot be selected to hold the Company's auditor.

Article 60. The auditor shall have the duty to attend the Meeting in the Shareholders' Meeting of the Company every time of considering the balance sheet, profit and loss account, and problems relating to the Company's account to clarify the audit to the shareholders. In addition, the Company shall submit the Company's report and documents that the shareholders should also receive at that time of the Shareholders' Meeting to the auditor.

## Chapter 9

### Additional Provisions

Article 61. The Company's seal shall be characterized as follows.

**NOVA EMPIRE**  
NOVA EMPIRE PUBLIC COMPANY LIMITED

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(Miss Sukanya Tipmanee)