

(Unofficial English Translation)

Registered on 7 April 2023

**Articles of Association
Of
Golden Lime Public Company Limited**

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- Signature -

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(Ms. Nathnicha Thimto)

Registrar

Chapter 1

General Provision

Article 1 These Articles of Association shall be called Articles of Association of Golden Lime Public Company Limited.

Article 2 In these by-laws Articles of Association, "Company" means Golden Lime Public Company Limited, unless these Articles of Association state otherwise.

Article 3 Unless these Articles of Association state otherwise, the provisions of the Public Limited Companies Act, the Securities and Exchange Act, and other laws enforced or related to the Company's operation shall apply.

Chapter 2

The Share and Shareholder

Article 4 All shares of the Company are ordinary shares of equal par value and are issued in the form of name certificate.

All shares of the Company must be paid in full by cash or any other assets. The subscribers or purchasers of shares shall not set off their debts with the Company.

The shares of the Company shall be indivisible. If two or more persons jointly subscribe for or hold share or shares, anyone of them shall be appointed as the person with the right and capacity as share subscriber or shareholder, as the case may be.

The Company may issue and sell ordinary stocks, preferred stocks, debentures, warrants, and any other securities that the Securities and Exchange Act and the Securities Exchange Commission permit.

Article 5 Any shares shall bear the names of the shareholders and shall be signed or printed with fingerprint by at least 1 (one) director with the Company Seal thereon. The directors may assign the Share Registrar to sign or print his signature on their behalf according to the Securities and Exchange Act.

Article 6 Signing by the director or the Share Registrar in share certificates or any other securities shall be done by either signing by themselves or affixing by other machines, computer, or any other seals being in accordance with the Securities and Exchange Act.

Signed _____ - signed- _____ Applicant Director

(Mr. Geza Emil Perlaki)



The Company shall keep the shareholder record and any evidences related to booking the shareholder record at the Headquarter of the Company. However the Company may assign Thailand Securities Depository Company Limited to be the Securities Registrar. In case the Company assigns Thailand Securities Depository Company Limited to be the Securities Registrar, the procedures of the registration shall be as stipulated by the Share Registrar.

Article 7 The Company shall issue share certificates to shareholders within two (2) months from the date on which the registrar accepts the registration of the Company or from the date on which the Company has received share payment in full in case where the Company sells the remaining shares or newly-issued shares after the registration of the Company.

Article 8 In case any share certificate(s) are damaged or blurred in material respects, shareholder may request the Company for the new share certificate(s) in substitution thereof.

In case any shares certificate(s) are lost or destroyed, the shareholder shall submit to the Company the evidence of lodging a complaint with the police or other evidences, which the Company deems appropriate.

In both cases, the Company shall issue new share certificates within the time prescribed by law and the Company may charge a fee for the issuance of a new share certificate in substitution for the original share(s), in which the rate shall not be higher than what is described by law.

Share certificate(s) that are lost, blurred, or damaged, and are substituted by the issuance of a new share certificate are deemed to be cancelled.

Article 9 The Company is not allowed to have ownership in or to pledge its own shares except for the following circumstances:

(1) The Company may repurchase the shares from the shareholders who voted against the resolution of the Shareholders' Meeting to amend the Articles of Association of the Company in relation to the right to vote and the right to receive dividend, where the shareholders consider that they are not fairly treated.

(2) The Company may repurchase the shares for the purpose of financial management in case the Company has retained earnings and excess liquidity, and such shares bought back do not cause the Company to encounter financial problems.

The shares which are held by the Company shall neither be counted as the quorum of the shareholders' meeting nor shall have the right to vote or receive the dividend.

The Company shall dispose the shares purchased as mentioned in the previous paragraph within the period of time as stipulated in the Ministry Regulation. If any or all of the shares are not be disposed or are unable to be disposed within the time as stipulated, the Company shall decrease its paid up capital by deleting the registered shares which are unable to be disposed.

The repurchase, disposal, and deletion of the registered shares that are unable to be disposed shall comply with the rules and procedures as prescribed in the Ministry Regulation and related laws.

Signed _____ - signed- _____ Applicant Director

(Mr. Geza Emil Perlaki)



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Article 10 The share repurchase scheme shall be approved by the Shareholders' Meeting, except the case that the Company is registered in Securities Exchange of Thailand, and the aforementioned shares repurchased is ten (10) percent of the total paid-up capital or less, the share repurchase scheme can be approved by the board of directors.

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Registrar

Chapter 3

The Transfer of Share

Article 11 The Company's shares can be freely transferred without any restrictions and the shareholding of foreigners at any times shall not be more than forty-nine (49) percent of the total issued shares of the Company. Any transfer of share that cause the shareholding of foreigners is more than forty-nine (49) percent, the Company has right to deny the aforesaid transfer.

Article 12 The transfer of shares shall be valid upon the transferor's endorsement of the share certificate by stating the name of the transferee, signing the signatures of both the transferor and the transferee and delivering the share certificate to the transferee.

The aforesaid transfer of shares shall be valid against the Company upon the Company having received an application for registration of the transfer of shares but shall be valid against third parties upon the entry of such transfer by the Company in share registrar book.

After consideration that the transfer of shares complies with the law, the Company shall register the transfer of shares within fourteen (14) days from the date the Company receives the application. In case such transfer of share is deemed incorrect or invalid, the Company shall inform the applicant within seven (7) days from the date the Company receives the application.

If the shares of the Company have been registered in the Securities Exchange of Thailand, the transfer of shares shall comply with the Securities and Exchange Act.

Article 13 In case the transferee wish to acquire a new share certificate, he shall send a request to the Company in writing bearing signatures of the share transferee and certified by at least one (1) witness and return the old share certificate to the Company. If the Company deems that the aforementioned transfer is in accordance with the law, the Company shall register the transfer within seven (7) days from the date the Company receives the request, and issue a new share certificate within one (1) month from the date the Company receives that request.

Chapter 4

The Issuance, Offer, and Transfer of Securities

Article 14 The issuance, offer, and transfer of securities to the public or any individuals shall comply with the Public Limited Companies Act and the Securities and Exchange Act.

The transfer of other securities that are registered in the Securities Exchange of Thailand or other secondary markets other than common stocks shall comply with the Securities and Exchange Act.

"Securities" means securities as defined in the Securities and Exchange Act.

Signed _____ - signed- _____ Applicant Director

(Mr. Geza Emil Perlaki)



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Chapter 5

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The Board of Directors

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Article 15 The Board of Directors of the Company shall consist of no less than five members. Not less than one-half (1/2) of the directors shall have residence within the Kingdom of Thailand.

Directors may or may not be the shareholders.

Article 16 Directors of the Company shall be elected by the Shareholders' Meeting in accordance with the following rules and procedures:

- (1) Each shareholder shall have one vote on each share.
- (2) Each shareholder shall exercise all votes he has according to (1) to elect a nominated person or nominated persons to be the Director(s). In case he elects nominated persons to be the Directors, he cannot divide his vote to any person to any or in the basis extent.
- (3) The candidates shall be ranked in order descending from the highest number of votes received to the lowest, and shall be appointed as directors in that order in the amount required or ought to be in that election. Provided the event that persons receiving votes in descending order are tied in and exceeds the number of positions required or ought to be in that election, the Chairman shall have a casting vote.

Article 17 At every annual Ordinary Shareholders' Meeting, one-thirds (1/3) of the total number of Directors shall retire. If the number of Directors is not a multiple of three, the closest number of one-thirds (1/3) of the total number of Directors shall retire.

The Directors retiring from rotation may be re-elected.

The Directors retiring after the first and second year of the registration of the Company shall be drawn by lots. In the subsequent year, the Directors who have held office the longest shall retire.

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

- (1) Death
- (2) Resignation
- (3) Lack of qualification, or having prohibited characteristics under the Public Limited Companies Act and the Securities and Exchange Act
- (4) Removal by a resolution of Shareholders' Meeting following the Article 20
- (5) Removal by a court order

Article 19 Any Directors wishing to resign from his office shall submit his resignation letter to the Company, and the resignation shall be effective on the dates the resignation letter reaches the Company.

The Director whose resignation follows the first paragraph may inform his resignation to Registrar for acknowledgement.

Signed _____ - signed- _____ Applicant Director

(Mr. Geza Emil Perlaki)



Article 20 The shareholders' meeting may resolve to remove any director from office before the expiration of his term of office with the vote of no less than three-fourths (3/4) of the number of shareholders who attend the meeting and are eligible for the voting and their shares, in total, are no less than a half of the shares held by the shareholders who attend the meeting and are eligible for the voting.

Article 21 In case any vacancy occurs in the Board of Directors due to reasons other than retirement from rotation, the Board of Directors shall elect a person who has the qualifications and who does not have any prohibited characteristic under the Public Limited Companies Act and the Securities and Exchange Act as a replacement of the Director at the following meeting of the Board of Directors, unless the remaining duration of the directors term of office is less than two months. The elected person shall hold office only for the remaining terms of office of the director whom he has replaced.

The Board of Directors' resolution under the first paragraph shall be supported by a vote of not less than three-fourths (3/4) of the number of remaining directors.

Article 22 The Company's Director shall have a right to receive a Director's remuneration from the Company in the form of salary, meeting allowances, gratuities, bonuses or other forms of remuneration according to Shareholders' Meeting consideration and resolution with a vote of not less than two-thirds (2/3) of the number of shareholders who attend the meeting. The remuneration may be defined as the fixed number or as the specific criteria, and may be defined periodically, or may be effective until the Shareholders' Meeting resolves otherwise. In addition, the Company shall be entitled to receive allowances and other welfares in accordance with the regulations of the Company.

The text aforesaid in the first paragraph shall not affect the rights of the director appointed from staff or employee of the company in order to receive remuneration and benefits as an employee of the company.

Article 23 The Board of Directors shall elect one of the Directors to be the Chairman of

In case the Board of Directors deems it appropriate, the Board may elect one or several directors as Vice Chairman who shall have the duties according to the Articles of Association in the business assigned by the Chairman of the Board.

Article 24 In the Board of Directors' Meeting, there shall be not less than one half (1/2) of the total number of directors attending the meeting in order to constitute a quorum. The Chairman of the Board shall act as a Chairman of the meeting. If at any time, Chairman is absent or is unable to perform the duty and there is a Vice Chairman, Vice Chairman shall act as a Chairman of the meeting. If there is no Vice Chairman or Vice Chairman is unable to perform the duty, the meeting shall elect one of the Directors to act as a Chairman of the meeting.

Decisions of the meeting shall be made by a majority vote. Each Director shall have one (1) vote, but the Directors who have interests in any matters shall have no right to vote on such matter. In case of a tie vote, the Chairman of the meeting is entitled to a casting vote.

Signed _____ - signed- _____ Applicant Director

(Mr. Geza Emil Perlaki)



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Article 25 The Chairman or other person assigned shall be the person to call a meeting of the Board of Directors and shall send notices calling a meeting to Directors not less than three (3) days prior to the date of the meeting. However, in case of necessity and urgency for the purpose of maintaining the rights or interests of the Company, a meeting may be called by electronics or other means and the date of the meeting may be fixed sooner.

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In the absence of the chairman of the board of directors, the vice-chairman shall call a meeting of the board of directors. In the case of the absence of a vice-chairman, at least two directors may jointly call a board of directors' meeting. In this case, the chairman of the board of directors shall fix the date of the meeting within fourteen days from the date of such request.

If it is reasonable or for the protection of the Company's benefit, at least two directors may jointly request the chairman of the board of directors to call the meeting, specifying the matters and the reasons proposed to the meeting. In this case, the chairman of the board of directors shall fix the date of the meeting within fourteen days from the date of such request.

In the case where the chairman of the board of directors does not fix the date of the meeting within the said period, the requesting directors may jointly call and fix the date of the meeting to consider the proposed matters within fourteen days from the end of the said period.

In case that the meeting of the board of directors is held by electronic means, the headquarter of the Company shall be deemed to be the venue of such meeting. The regulations for the meeting by electronic means shall be those prescribed by laws governing electronic meeting.

Article 26 In the Company's operation, Directors shall perform their duties in compliance with the rules, objectives, and the Articles of Association of the Company, as well as the resolutions of Shareholders' Meeting with honesty and shall protect the interests of the Company.

Article 27 No director shall operate any competitive business or become a partner in an ordinary partnership or an unlimited partner in a registered ordinary partnership or a director in any private limited company or public limited company which operates the same business as the Company does, whether for his own or other persons' benefits, unless he had already notified this matter to the Shareholders' Meeting before the approval of a resolution for such appointment.

Signed _____ - signed- _____ Applicant Director

(Mr. Geza Emil Perlaki)



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Article 28 The Director shall notify the Company without delay if he has interests, whether directly or indirectly, in any contract which is made by the Company or if there is any increase or decrease in the number of shares or debentures of the Company or affiliated company held by him.

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Article 29 The Board of Directors shall hold a meeting at least once in three (3) months at the province of the Company's head office location, nearby provinces, or at any other place as the Chairman of the Board deems appropriate.

In case that the meeting of the board of directors is held by electronic means, the headquarter of the Company shall be deemed to be the venue of such meeting. The regulations for the meeting by electronic means shall be those prescribed by laws governing

Article 30 The Company shall be legally bound by the signatures of two (2) authorized Directors with the Company's seal affixed.

The Board of Directors has an authorization to stipulate and change the number and the names of the authorized Directors.

Chapter 6

Shareholders' Meeting

Article 31 The Board of Directors shall arrange an annual general Shareholders' Meeting within four months from the last day of the accounting period of the Company.

Any other Shareholder's Meeting apart from the Meeting mentioned in the first paragraph shall be called an Extraordinary General Meeting. The Board of Directors may call an Extraordinary General Meeting whenever it is deemed appropriate to do so.

Shareholders' meetings may be held by electronic means in accordance with the laws governing electronic meetings and the headquarter of the Company shall be deemed to be the venue of such meeting.

One or more shareholders holding shares aggregately not less than ten percent of the total number of shares sold may, by subscribing their names, request the board of directors in writing to call an extraordinary general meeting at any time, but the reasons for calling such meeting shall be clearly stated in such request. In this regard, the board of directors shall arrange to call a meeting of shareholders to be held within forty-five days as from the date the request in writing from the shareholders is received.

In case the board of directors fails to arrange for the Meeting within such period under paragraph three, the shareholders who have subscribed their names or other shareholders holding the required aggregate number of shares may themselves call the Meeting within forty-five days as from the date of expiration of the period under paragraph three. 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 arranging such meeting and the Company shall reasonably provide facilitation.

In the event that the shareholders call the meeting pursuant to second paragraph, the requisition may send the written notice of the meeting to the shareholders by electronic means if the said shareholders inform the intent or grant the consent to the Company or the board of directors.

In the case where, at the Meeting called by the shareholders under paragraph four, the number or the shareholder presented does not constitute quorum as prescribed under the Article 33, the shareholders under paragraph four shall jointly compensate the Company for the expenses incurred in arrangement for holding such meeting.

Signed _____ - signed- _____ Applicant Director

(Mr. Geza Emil Perlaki)



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Article 32 In calling a general Shareholders' Meeting, the Board of Directors shall send notices for the meeting specifying the place, Date, Time, agenda of the meeting, as well as the subject matters to be submitted to the meeting together with reasonable details, by stating clearly that the agenda will be for information, for approval, or for consideration, as the case may be, including the opinions of the Board of Directors in such matters. Notices shall be sent to the shareholders and the Registrar for their information no less than seven days before the date of meeting. Furthermore, publication of notices calling a meeting shall also be made in a newspaper for a period of three consecutive days and not less than three days before the date of meeting. The delivery of such notice and the newspaper publication may be made via electronics means in accordance with the procedures specified by the registrar.

The Shareholders' Meeting shall be held in the province where the Company's headquarter is located or nearby provinces or in any location which is stipulated by the Board of Directors. However, the shareholders' meeting may be convened via electronics means as prescribed by the law on electronic meeting.

If the shareholders' meeting is convened via electronics means pursuant to Paragraph 2 of Articles 32., it shall be deemed that the Company's head office is the meeting venue.

Article 33 At a general Shareholders' Meeting, there should be no less than twenty-five (25) of the shareholders and proxies (if any) or no less than one-half of the total shareholders shall be present holding aggregate shares of no less than one-thirds (1/3) of the total number of the Company's issued shares to constitute the quorum. The appointment of a proxy pursuant to the first paragraph may, instead, be made by electronic means. The procedures and criteria for such electronic means shall be in accordance with the laws, notifications or pursuant to the regulations prescribed by the Registrar.

If no quorum mentioned in the first paragraph is formed after one hour is lapsed in any Shareholders' Meeting, if it is an extraordinary meeting summoned upon the request of shareholders, it shall be dissolved. But if it is a meeting not summoned upon the request of shareholders, another meeting shall be summoned. Notices of such a new meeting shall be sent to the shareholders at least seven days in advance and the quorum for the next meeting is not required.

If no quorum mentioned in the first paragraph is formed after one hour is lapsed in any Shareholders' Meeting, if it is an extraordinary meeting summoned upon the request of shareholders, it shall be dissolved. But if it is a meeting not summoned upon the request of shareholders, another meeting shall be summoned. Notices of such a new meeting shall be sent to the shareholders at least seven days in advance and the quorum for the next meeting is not required.

Article 34 The Chairman of the Board shall as a Chairman of the Shareholders' Meeting. If at any time, Chairman is absent or is unable to perform the duty and there is a Vice Chairman, Vice Chairman shall act as a Chairman of the meeting. If there is no Vice Chairman or Vice Chairman is absent or is unable to perform the duty, the meeting shall elect one of the shareholders presented in that meeting to act as a Chairman of the meeting.

Article 35 To vote for a resolution in the Shareholders' Meeting, one share shall equal one vote. If there is any shareholder having interests in any matters, that shareholder has no right to vote in such matter except the case of voting for Director. The resolution of the Shareholders' Meeting shall be supported by the following votes.

(1) In an ordinary event, the majority vote of the shareholders present at the meeting and casting their votes shall be required. In case of a tie vote, the chairman of the meeting shall have a casting vote.

(2) In these following cases, the majority votes of no less than three-fourths (3/4) of the total shareholders' vote present at the meeting with the right to vote shall be required;

a. An acquisition or disposition of total or partial essential assets to other persons.

Signed _____ - signed- _____ Applicant Director

(Mr. Geza Emil Perlaki)



Ministry of Commerce

Registered on 7 April 2023

- Signature -

b. An acquisition or disposition of business of other private companies or public companies to be the Company's business.

c.. Perform, amend, or cancel of contracts concerning the Company's all or partial leasing businesses, assign other persons to operate the Company's business, or have a joint venture with other persons with the objective of profit and loss sharing.

d. The amendment of the memorandum of association or articles of association.

e. The increase or reduction of the capital of the Company.

f. The liquidation of the Company.

g. The debenture issuance of the Company.

h. A merger of a Company with another company.

Article 36 An agenda of an annual general meeting shall include the following items.

(1) Consider report of the Board of Directors proposed to the meeting indicating the Company's business operation in the past year.

(2) Consider and approve the balance sheet and profit and loss statements.

(3) Consider and approve the profit allocation and dividend payment. Consider and appoint the new Directors to replace the Directors whose term have completed. (5) (6) (7)

(4) Consider and specify the Director remuneration.

(5) Consider and appoint auditor and specify his remuneration; and Other transactions.

(6) Consider and specify the Director remuneration.

(7) Consider and appoint auditor and specify his remuneration; and Other transactions.

Signed _____ - signed- _____ Applicant Director

(Mr. Geza Emil Perlaki)



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Chapter 7

Accounting, Finance, and Auditing

Article 37 The Company's accounting period shall commence on 1st January of each year and end on 31st December of each year. Registrar

Article 38 The Company shall cause account to be made and kept together with the auditing under the laws concerned and shall prepare the balance sheet and the profit and loss statements at least in 12-month period which is the Company's accounting period.

Article 39 The Board of Directors shall prepare balance sheets and profit and loss statements at the end of the accounting period of the Company and propose to the Annual General Meeting to be considered the approval. The Board of Directors shall arrange balance sheets as well as profit and loss statements to be duly certified by the auditor prior to proposing to the Shareholders' Meeting.

Article 40 The Board of Directors shall send the following documents to the shareholders, together with notices calling an annual ordinary general meeting.

(1) Copies of the balance sheet and the profit and loss already examined by the auditor together with the audit report of the auditor.

(2) Annual report of the Board of Directors, including other related documents to supplement the presentation.

Article 41 The auditor shall not be a Director, staff, employee or person who retains a position in the Company.

Article 42 The auditor shall have an authorization to audit accounts, documents, and data relating to income, expenses, including assets or liabilities of the Company during the office hours of the Company, and may enquire any Director, officer, employee or person under any position of the Company and representative of the Company for the purpose of clarifying the facts or send information in relation to the business operation of the Company.

Article 43 The auditor shall attend every shareholder's meeting in which the balance sheet, profit and loss statements and problems relating to the accounting of the Company are considered in order to clarify the auditing to the shareholders. The Company shall send the report and document of the Company, which the shareholders may receive in the shareholders' meeting to the auditor.

Chapter 8

Dividend and Reserve

Article 44 No dividend shall be paid other than out of profit. In the case where a Company has accumulated losses, no dividend shall be paid.

Signed _____ - signed- _____ Applicant Director

(Mr. Geza Emil Perlaki)



A dividend shall be paid according to the number of shares, each share being equally paid except the case where the Company has issued preferred stocks and required the different dividend payment from ordinary stocks, and the payment of dividend shall require the approval of the Shareholders' Meeting.

The Board of Directors may pay the shareholders such interim dividends as may be justified by the profits of the Company. When these dividends are paid, such dividend payment shall be notified in the next meeting of shareholders.

Dividend must be paid within one (1) month after the resolution of the meeting of shareholders or of the Board of Directors is passed, as the case may be. Notice of distribution of dividend in writing must be sent to the shareholders and publication of the notice of the payment of dividend shall also be made in a newspaper not less than three (3) consecutive days.

Article 45 The Company shall retain the proportion of net profit as a reserve not less than five (5) percent of the annual net profit deducted with the accumulated loss carried forward (if any) until such reserve reaches not less than ten (10) percent of the total capital.

Chapter 9

Additional Provision

Article 46 Seal of the Company shall be used as affixed here.

- Company's Seal Affixed -

Article 47. In the case where the Company will send notices, make statements or publicize any information in relation to the Company to third parties or the public in a newspaper, the Company may, instead, use the electronic means pursuant to the regulations prescribed by the Registrar.

In the case where the Company or the board of directors has duties to send letters or documents to the directors, shareholders, or creditors of the Company under this

Company's Articles of Association or the regulations issued under the relevant laws, if the said persons inform their desire or give consent to receive the letters or documents by the electronic means, the Company or the board of directors may, instead, send by the electronic means pursuant to the regulations prescribed by the Registrar.

Signed _____ - signed- _____ Applicant Director

(Mr. Geza Emil Perlaki)

