



LIGHT UP TOTAL SOLUTION PUBLIC COMPANY LIMITED

1252/1 5th Floor, Pattanakarn Road Suan Luang Sub-district

Suan Luang District, Bangkok 10250 Tel: 02 -1171553-4

Enclosure 10

Regulations of Light Up Total Solution Public Company Limited

Regarding the shareholders' meeting and voting

Section 6: Shareholders' Meeting

Clause 39: The board of directors must convene an annual general meeting of shareholders within four (4) months from the end of the company's fiscal year. Such a meeting shall be referred to as the "annual general meeting."

Any other shareholders' meeting besides the first paragraph shall be called an "extraordinary meeting," which the board may convene at any time as deemed appropriate.

One (1) or more shareholders holding not less than ten percent (10%) of the total issued shares may jointly submit a written request to the board of directors to call an extraordinary general meeting of shareholders at any time. However, the request must clearly specify the agenda and reasons for calling the meeting in the written request. In such cases, the board of directors must convene the shareholders' meeting within forty-five (45) days from the date of receipt of the request from the shareholders.

In the event that the board does not convene a meeting within the period specified in paragraph three, the shareholders who have signed together or other shareholders who collectively hold the required number of shares may call a meeting themselves within forty-five (45) days from the expiration of the period specified in paragraph three. In such cases, it shall be considered a shareholders' meeting called by the board, and the company must bear the necessary expenses incurred from organizing the meeting and providing appropriate facilities.

In the event that a shareholders' meeting called under paragraph four does not have a quorum as specified in these regulations, the shareholders under paragraph four must jointly bear the expenses incurred from holding that shareholders' meeting for the company.

Clause 40: In notifying the calling of a shareholders' meeting, the board of directors shall prepare a notice specifying the location, date, time, agenda, and matters to be presented at the meeting with appropriate details. The matters to be presented



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must be approved by a resolution of the board meeting and clearly indicate whether they are for acknowledgment, approval, or consideration, as the case may be, along with the board's opinion on the matter. The notice shall be sent to shareholders and the registrar at least seven (7) days before the meeting date and the notice shall be published in a newspaper for at least three (3) consecutive days before the meeting date.

Clause 41: Shareholder meetings may be held in the form of electronic media meetings. The conduct of meetings via electronic media and the security standards for electronic media meetings must comply with the relevant laws and regulations.

Clause 42: In a shareholders' meeting, there must be at least twenty-five (25) shareholders and proxies from shareholders (if any) present, or at least half (1/2) of the total number of shareholders, and the shares must collectively amount to no less than one-third (1/3) of the total issued shares to constitute a quorum.

In the event that a shareholders' meeting is scheduled and, after one (1) hour has passed, the number of shareholders present does not constitute a quorum as specified in the first paragraph, if the meeting was called at the request of the shareholders, the meeting shall be adjourned. If the meeting was not called at the request of the shareholders, a new meeting shall be scheduled, and in this case, a notice of the meeting shall be sent to the shareholders at least seven (7) days before the meeting. In the subsequent meeting, a quorum is not required.

Clause 43: In a shareholders' meeting, shareholders may appoint others to attend the meeting and vote on their behalf. The proxy appointment must be made in writing, signed by the appointor, and in the form prescribed by the registrar. It must be submitted to the chairman or a person designated by the chairman at the meeting venue before the proxy attends the meeting.

At a minimum, it must include the following items.

- (1) The number of shares held by the proxy
- (2) Name of the authorized recipient
- (3) The session of the meeting that grants the proxy to attend and vote



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The proxy appointment as mentioned in the first paragraph may be conducted electronically instead, using methods that are secure and reliable to ensure that the proxy appointment is carried out by the shareholder, in accordance with the regulations set by the registrar and relevant laws.

Clause 44: The chairman of the board shall preside over the shareholders' meeting. In the event that the chairman is not present at the meeting or is unable to perform their duties, 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 their duties, the meeting shall elect one of the shareholders present at the meeting to preside over the meeting.

Clause 45: In voting at the shareholders' meeting, one (1) share shall have one (1) vote.

Voting shall be conducted openly unless at least five (5) shareholders request and the meeting resolves to conduct a secret ballot, in which case a secret ballot shall be conducted. The method of conducting a secret ballot shall be determined by the chairman of the meeting.

Besides voting for the election of directors, any shareholder who has a special interest in any matter shall not have the right to vote on that matter.

The resolution of the shareholders' meeting must consist of the following votes

- (1) In normal cases, the majority vote of the shareholders present at the meeting and casting their votes shall prevail. In the event of a tie, the chairperson of the meeting shall cast an additional vote (1) to break the tie.
- (2) In determining the directors' remuneration, the votes must not be less than two-thirds (2/3) of the total votes of the shareholders present at the meeting.
- (3) In the following cases, the votes shall be considered as not less than three-fourths (3/4) of the total votes of the shareholders present at the meeting and entitled to vote
 - (3.1) The sale or transfer of the entire business or a significant part of it to another person
 - (3.2) The purchase or transfer of the business of another private company or public company to the company
 - (3.3) The making, amending, or terminating of contracts related to the leasing of the company's entire business or a significant part thereof, the delegation of any person to manage the company's business, or the merger with another person for the purpose of sharing profits and losses
 - (3.4) Amendment of the memorandum of association or articles of association of the company



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- (3.5) Increasing or decreasing the registered capital of the company
- (3.6) Dissolution of the company
- (3.7) The issuance and offering of the company's bonds
- (3.8) Merging a company with another company
- (3.9) Other actions as prescribed by law must receive no less than three-quarters (3/4) of the total votes of the shareholders present at the meeting and entitled to vote.

Clause 46 The business that the annual general meeting of shareholders should conduct is as follows

- (1) Acknowledged the committee's report on the company's activities over the past year.
- (2) Consider approving the balance sheet or financial position statement and the profit and loss account as of the end of the company's fiscal year.
- (3) Consider approving the allocation of profits and the payment of dividends
- (4) Consider electing new committee members to replace those whose terms have expired
- (5) Consider the determination of director compensation.
- (6) Consider appointing an auditor and determining the audit fee and
- (7) Other businesses