



## K. W. METAL WORK PUBLIC COMPANY LIMITED

Head office 259/83 Sukhumvit 71 road, Phrakhanong-nur, Wattana, Bangkok

Branch 1 300/142 Moo. 1 Tambon Tarsit, Amohoe Pluag-daeng, Rayong

Branch 2 300/138 Moo. 1 Tambon Tarsit, Amohoe Pluag-daeng, Rayong

(Translation)

KWM 003/2567

February 27, 2024

Subject: Schedule of the 2024 Annual General Meeting of Shareholders and Divided Payment

To: President

The Stock Exchange of Thailand

K. W. Metal Work Public Company Limited (“**Company**”) hereby informs that the Board of Directors Meeting No.1/2024 held on February 27, 2024 at 13.00 hrs. has passed a resolution to convene the 2024 Annual General Meeting of Shareholders on Thursday, April 25, 2024 at 13:30 hrs. **through electronic platform (E-AGM)**, the meeting will be broadcast live from the Meeting room, 3rd Floor, Company's office no. 259/86 Sukhumvit 71 Road, Phrakhanong-nur Sub-District, Wattana District, Bangkok, 10110. The record date for the determination of the list of shareholders entitled to attend the meeting would be March 13, 2024. The agenda for the meeting would be as follows:

- Agenda 1 To adopt the Minutes of the 2023 Annual General Meeting of Shareholders.  
Board of Directors' opinion: The Board deemed appropriate to propose to the Annual General Meeting of Shareholders to adopt the Minutes of the 2023 Annual General Meeting of Shareholders.
- Agenda 2 To acknowledge the Company's operating performance of 2023.  
Board of Directors' opinion: The Board deemed appropriate to submit the Company's operating performance of 2023 for acknowledgment of the Annual General Meeting of Shareholders.
- Agenda 3 To approve the financial statements of 2023 for the fiscal year ended December 31, 2023.  
Board of Directors' opinion: The Board deemed appropriate to propose to the Annual General Meeting of Shareholders to approve the financial statements of 2023 for the fiscal year ended December 31, 2023, which were audited by the external auditor and approved by the audit committee.



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### (Translation)

Agenda 4 To approve the appropriation of net profit as a legal reserve and the dividend payment for 2023.

Board of Directors' opinion: The Board deemed appropriate to propose to the Annual General Meeting of Shareholders to approve the appropriation of net profit of 2023 as follows:

- To appropriate as a legal reserve in the amount of Baht 1,225,000 equivalent to 5.04 percent of the net profit for 2023 (separate financial statements).
- To approve the dividend payment at the rate of Baht 0.058, totaling Baht 28,335,638.594 as follows:
  - 1) To distribute the dividend at the rate of Baht 0.0224 per share from the tax-exempt profit and retained earnings, due to privileges received from the BOI. Thus, the individual shareholders would not be entitled to the tax credit.
  - 2) To distribute the dividend at the rate of Baht 0.0356 per share from the retained earnings with no tax exemption (Non-BOI), from which the corporate income tax has been imputed at 10 percent. Individual shareholders may apply for tax credit on the dividend at the rate of 10/90 of the amount of the dividend received.
- The aforementioned dividend payment is equivalent to 122.68 percent of the net profit from separate financial statements after deduction of legal reserve and is in accordance with the Company's dividend policy. The date on which the list of shareholders entitled to dividends is determined, the record date, would be May 7, 2024, and the dividend payment would be made on May 23, 2024.

Agenda 5 To appoint directors to replace those due to complete their terms.

Board of Directors' opinion: The Board (exclusive of those with interests on this matter) agreed with the proposal of the Nomination and Remuneration Committee, and deemed appropriate to propose to the Annual General Meeting of Shareholders to approve the re-election of the directors due to complete their terms to retain their office for another term as follows:



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## (Translation)

- 1) Mr. Satian Niltawach Chairman of the Board of Director/ Independent Director / Chairman of the Audit Committee / Chairman of the Risk Management Committee
- 2) Mr. Ukrit Vanagosoom Director / Member of the Risk Management Committee / Executive Director
- 3) Ms. Sunvaris Inteevorn Director / Member of the Nomination and Remuneration Committee / Executive Director

Agenda 6 To approve the remuneration of the directors for 2024.

Board of Directors' opinion: The Board agreed with the proposal of the Nomination and Remuneration Committee and deemed appropriate to propose to the Annual General Meeting of Shareholders to approve the remuneration of the directors for 2024 as follows:

Position	Attendance Fee Year 2024 (Baht/Person/ Time)	Attendance Fee Year 2023 (Baht/Person/ Time)
Board of Directors		
- Chairman of the Board	25,000	25,000
- Director	20,000	20,000
Audit Committee		
- Chairman of the Audit Committee	25,000	25,000
- Member of the Audit Committee	20,000	20,000
Nomination and Remuneration Committee		
- Chairman of the Nomination and Remuneration Committee	20,000	20,000
- Member of the Nomination and Remuneration Committee	15,000	15,000
Risk Management Committee		



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Position	Attendance Fee Year 2024 (Baht/Person/ Time)	Attendance Fee Year 2023 (Baht/Person/ Time)
- Chairman of the Risk Management Committee	20,000	20,000
- Member of the Risk Management Committee	15,000	15,000

The remuneration of the directors and committee members shall not exceed a total amount of Baht 1,500,000 per year and none of other privileges other than the aforementioned attendance fee shall be provided. In this regard, directors who are executives are not entitled to receive remunerations as Member of the Nomination and Remuneration Committee nor Member of the Risk Management Committee.

Agenda 7 To approve the appointment of the external auditor and determination of the audit fee for 2024.

Board of Directors' opinion: The Board agreed with the proposal of the Audit Committee, and deemed appropriate to propose to the Annual General Meeting of Shareholders to approve the appointment of the external auditors from M.R. & Associates Co., Ltd. as follows:

- 1) Ms. Kornthip Wanichwisedkul Certified Public Accountant No. 6947; or
- 2) Ms. Varaporn Vareesawedsuwan Certified Public Accountant No. 5087; or
- 3) Mr. Akadet Pliensakul Certified Public Accountant No. 5389

The proposed audit fee for 2024 was Baht 1,800,000 and to acknowledge the audit fee of the Company's subsidiary companies in the amount of Baht 450,000.

Agenda 8 To approve the amendment of the Company's Articles of Association  
Board of Directors' opinion: The Board deemed appropriate to propose to the Annual General Meeting of Shareholders to approve the amendment of the Company's Articles of Association to be in line with amendment of the Public Companies Act (No.4), B.E.2565 (2022) and announcements of the Department of Business



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Development, Ministry of Commerce relating thereto in a total of 12 clauses as follows:

To revise:

- Section 4, Clause 22, 26, 27, 28, 29
- Section 5, Clause 36, 37, 38, 40, 41
- Section 7, Clause 51 and 53

In this regard, details of the amendments are as follows:

Current Articles of Association	Proposed Amendment of Articles of Association
<p>Clause 22. In the case that the whole board of directors vacates office, the retired board of directors shall remain in office as acting directors to conduct the business of the Company as necessary until the new board of directors takes office, unless ordered otherwise by the court in a case where the board of directors vacates the office by the court order.</p> <p>The retired board of directors shall call for a shareholders' meeting to elect a new board of directors within one (1) month after the date of retirement, by sending the notice of meeting to shareholders not less than fourteen (14) days prior to the date of the meeting and publish the notice in a newspaper <u>not less than three (3) days prior to the date of the meeting for at least three (3) consecutive days</u></p>	<p>Clause 22. In the case that the whole board of directors vacates office, the retired board of directors shall remain in office as acting directors to conduct the business of the Company as necessary until the new board of directors takes office, unless ordered otherwise by the court in a case where the board of directors vacates the office by the court order.</p> <p>The retired board of directors shall call for a shareholders' meeting to elect a new board of directors within one (1) month after the date of retirement, by sending the notice of meeting to shareholders not less than fourteen (14) days prior to the date of the meeting and publish the notice in a newspaper <u>or electronic media in accordance with the relevant laws and regulations for at least three (3) consecutive days and not less than three (3) days prior to the date of the meeting. In the case that the shareholders requested or gave consent to the delivery of notices or documents by electronic means, the Company or the board of directors may send the notice of meeting or supporting documents by electronic means in accordance with the relevant laws and regulations.</u></p>
<p>Clause 26. The meeting of the board of directors shall be held at least every <u>three (3) months.</u></p>	<p>Clause 26. The meeting of the board of director shall be held at least <u>once (1) every three (3) months.</u></p>



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Current Articles of Association	Proposed Amendment of Articles of Association
<p>Clause 27. The meeting of the board of directors shall be held in the locality in which the office of the Company is situated or a neighboring province or at another place determined by the chairman of the board or any person authorized by the chairman of the board, or <u>the chairman of the board may determine that the meeting be held by electronic media.</u></p>	<p>Clause 27. The meeting of the board of directors shall be held in the locality in which the head office of the Company is situated or a neighboring province or at another place in the Kingdom of Thailand determined by the chairman of the board or any person authorized by the chairman of the board, or the meeting may be operated by electronic media in accordance with the laws on electronic meetings. In such event, the location of the Company's head office shall be deemed as the place of meeting.</p>
<p>Clause 28. In summoning a meeting of the board of directors, regardless of attending in person or by electronic means, the chairman of the board or any person authorized by the chairman of the board shall send the notice of meeting to the directors not less than seven (7) days prior to the meeting date. Unless where it is necessary or urgent to preserve the rights or benefits of the Company, the meeting may be called <u>by other methods and an earlier meeting date may be chosen. In a case where such meeting will be held by electronic media, the Company may send the notice of meeting and supporting documents by electronic mail.</u></p> <p><u>In a case that two (2) or more directors request the calling of the meeting of the board of directors, the chairman of the board shall proceed to call for a meeting of the board of directors to be held within fourteen (14) days as from the date of receipt of such request.</u></p>	<p>Clause 28. <u>The chairman of the board shall call for the meeting of the board of directors.</u></p> <p>In summoning a meeting of the board of directors, regardless of attending in person or by electronic means, the chairman of the board or any person authorized by the chairman of the board shall send the notice of meeting to the directors not less than <u>three (3) days</u> prior to the meeting date. Unless where it is necessary or urgent to preserve the rights or benefits of the Company, the meeting may be called by electronic means or any other means and an earlier meeting date may be chosen. <u>In a case that the directors requested or gave consent to the delivery of notices or documents by electronic means, the chairman of the board or any person authorized by the chairman of the board may send the notice of meeting or supporting documents by electronic means in accordance with the relevant laws and regulations.</u></p> <p><u>In case it is necessary or urgent to preserve the rights or benefits of the Company, two (2) or more directors may jointly request the chairman of the board to call for a meeting of the board of directors whereby the subjects and reasons for calling for such meeting shall be stated in such request for</u></p>



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Current Articles of Association	Proposed Amendment of Articles of Association
	<p><u>the meeting to consider. In this regard, the chairman of the board shall proceed to call for a meeting to be held within fourteen (14) days as from the date of receipt of such request.</u></p> <p><u>In the case that the chairman of the board does not perform according to the third paragraph, the directors who have requested the meeting of the board of directors may jointly call for the meeting of the board of directors, for the consideration of the requested matter to be held within fourteen (14) days as from the date of completion of the period under the third paragraph.</u></p> <p><u>In the case that there is no chairman of the board for any reasons, the vice-chairman of the board shall call for the meeting of the board of directors.</u></p> <p><u>In the case that there is no vice-chairman of the board for any reasons, two (2) or more directors may jointly call for the meeting of the board of directors.</u></p>
<p>Clause 29. In a meeting of the board of directors, either by attending in person or by electronic means, the presence of not less than one half (1/2) of the total number of directors is required to constitute a quorum.</p>	<p>Clause 29. In a meeting of the board of directors, either by attending in person or by electronic means, the presence of not less than one half (1/2) of the total number of directors is required to constitute a quorum. <u>In the case that the meeting is held by electronic media, it shall comply with relevant laws and regulations.</u></p>
<p>Clause 36. The meeting of shareholders shall be held in the locality in which the head office of the Company is situated or a neighboring province or Bangkok or in a province in the metropolitan region, <u>or the meeting may be determined to be held by electronic media.</u></p>	<p>Clause 36. The meeting of shareholders shall be held in the locality in which the head office of the Company is situated or a neighboring province or Bangkok or in a province in the metropolitan region <u>or at another place determined by the board of directors or any person authorized by the board of directors, or the meeting may be held by electronic media in accordance with the laws on electronic meetings. In the case that the meeting</u></p>



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(Translation)

Current Articles of Association	Proposed Amendment of Articles of Association
	<p><u>is held by electronic media, it shall be deemed that the location of the Company's head office is the place of meeting.</u></p>
<p>Clause 37. The board of directors shall convene a general meeting of shareholders within four (4) months as from the date of fiscal year ending of the Company.</p> <p>All other general meetings of shareholders shall be called extraordinary meetings.</p> <p>The board of directors may call for an extraordinary general meeting whenever they deem appropriate or when one or more shareholders holding shares amounting to not less than ten (10) percent of the total number of distributed shares may submit a written request to the board of directors to call for an extraordinary general meeting at any time, but the subjects and reasons for calling for such meeting shall be explicitly stated in such request. In this regard, the board of directors shall proceed to call for a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.</p> <p>In the case that the board of directors does not hold such meeting within the period specified in the third paragraph, the shareholders who have submitted the request or other shareholders holding the aggregate number of shares as prescribed in this Article may call for the meeting by themselves within forty-five (45) days from the completion of the period referred in the third paragraph. In this case, it shall be deemed that such shareholder's meeting is the meeting called by the board of directors. The</p>	<p>Clause 37. The board of directors shall convene a general meeting of shareholders within four (4) months as from the date of fiscal year ending of the Company.</p> <p>All other general meetings of shareholders shall be called extraordinary meetings.</p> <p>The board of directors may call for an extraordinary general meeting whenever they deem appropriate or when one or more shareholders holding shares amounting to not less than ten (10) percent of the total number of distributed shares may submit a written request to the board of directors to call for an extraordinary general meeting at any time, but the subjects and reasons for calling for such meeting shall be explicitly stated in such request. In this regard, the board of directors shall proceed to call for a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.</p> <p>In the case that the board of directors does not hold such meeting within the period specified in the third paragraph, the shareholders who have submitted the request or other shareholders holding the aggregate number of shares as prescribed in this Article may call for the meeting by themselves within forty-five (45) days from the completion of the period referred to in the third paragraph. In this case, it shall be deemed that such shareholder's meeting is the meeting called by the board of directors. The Company shall be</p>





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Current Articles of Association	Proposed Amendment of Articles of Association
<p>Company shall be responsible for all necessary expenses incurring from the holding of such meeting and provide reasonable facilitation for the meeting.</p> <p>In the case that the quorum of the meeting convened as requested by the shareholders according to the fourth paragraph cannot be formed as required by Article 39, the shareholders under the fourth paragraph shall be jointly responsible for any expenses incurring from the convening of such meeting.</p>	<p>responsible for all necessary expenses incurring from the holding of such meeting and provide reasonable facilitation for the meeting.</p> <p><u>In the case that the shareholders call for an extraordinary meeting according to the fourth paragraph, the shareholders who call for the meeting may send notice of meeting to shareholders by electronic means provided that the shareholders have already sent their requests or given consent to the Company or the board of directors.</u></p> <p>In the case that the quorum of the meeting convened by the shareholders' request according to the fourth paragraph cannot be formed as required by Article 39, the shareholders under the fourth paragraph shall be jointly responsible for any expenses incurring from the convening of such meeting.</p>
<p>Clause 38. In summoning a meeting of shareholders, regardless of attending in person or by electronic means, the board of directors shall prepare a notice summoning the meeting, with an indication of the place, date, time, agenda of the meeting, and matters to be proposed to the meeting, together with appropriate details and a clear indication whether such matters are to be proposed for acknowledgement, approval or consideration, as well as opinions of the board of directors on such matters. The notice shall be sent to the shareholders and the registrar of the Public Limited Companies not less than seven (7) days prior to the date of the meeting. Furthermore, the notice summoning the meeting shall also be published in a newspaper for not less than three (3) consecutive days and at least three (3) days prior to the date of the meeting. <u>In</u></p>	<p>Clause 38. In summoning a meeting of shareholders, regardless of attending in person or by electronic means, the board of directors shall prepare a notice summoning the meeting, with an indication of the place, date, time, agenda of the meeting and, matters to be proposed to the meeting, together with appropriate details and a clear indication whether such matters are to be proposed for acknowledgement, approval or consideration, as well as opinions of the board of directors on such matters, and shall send such notice to the shareholders and the registrar according to the Public Limited Companies Act not less than seven (7) days prior to the date of the meeting, provided that the notice summoning the meeting shall also be published in a newspaper <u>or an electronic media in accordance</u></p>



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<p><u>cases where such a meeting will be held by electronic media, the Company may send the notice of the meeting and supporting documents by electronic mail, provided that they are delivered and advertised in newspapers within the specified time period.</u></p>	<p><u>with the relevant laws and regulations for at least three (3) consecutive days and not less than three (3) days prior to the date of the meeting. In a case where the shareholders requested or gave consent to the delivery of notices or documents by electronic means, the Company or the board of directors may send notice of meeting or supporting documents by electronic means in accordance with the relevant laws and regulations.</u></p>
<p>Clause 40. At a meeting of shareholders, a shareholder may appoint a person for the purpose of attending the meeting and voting on the shareholder's behalf. The appointment of a proxy must be made in writing and signed by the grantor according to the form as prescribed by the registrar. The proxy form must be submitted to the chairman of the board or other person designated by the chairman of the board at the meeting venue before the proxy attending the meeting. The form shall at least contain the following particulars:</p> <ul style="list-style-type: none"> <li>(1) Number of shares held by the grantor;</li> <li>(2) Name of the proxy;</li> <li>(3) Meeting reference number that the proxy is granted to attend and vote.</li> </ul>	<p>Clause 40. At a meeting of shareholders, a shareholder may appoint a person for the purpose of attending the meeting and voting on the shareholder's behalf. The appointment of a proxy must be made in writing and signed by the grantor according to the form as prescribed by the registrar. The proxy form must be submitted to the chairman of the board or other person designated by the chairman of the board at the meeting venue before the proxy attending the meeting. The form shall at least contain the following particulars:</p> <ul style="list-style-type: none"> <li>(1) Number of shares held by the grantor;</li> <li>(2) Name of the proxy;</li> <li>(3) The number of times that the proxy is granted to attend and vote.</li> </ul> <p><u>The appointment of a proxy as mentioned in paragraph one may be made by electronic means in accordance with the relevant laws and regulations, provided that such means are safe and can be proven that the proxy has been appointed by the shareholder itself.</u></p>
<p>Clause 41. The meeting of shareholders shall proceed according to an order fixed in the meeting agenda as specified in the notice of meeting unless the shareholders' meeting resolved to</p>	<p>Clause 41. The meeting of shareholders shall proceed according to an order fixed in the meeting agenda as specified in the notice of meeting unless the shareholders' meeting resolved to</p>



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Current Articles of Association	Proposed Amendment of Articles of Association
<p>change the order of the agenda by the affirmative votes of the shareholders not less than two-thirds (2/3) of the shareholders attending the meeting.</p> <p>After the meeting has considered all agenda items specified under the notice of meeting, shareholders holding not less than one-third (1/3) of the total number of distributed shares may request the meeting to consider other matters not specified in such notice.</p> <p>In the event that the meeting cannot complete consideration of matters according to the agenda specified under the notice of meeting or the matters that are raised by the shareholders in time, and the postponement of the meeting is necessary, the meeting shall determine the place, date, and time of the next meeting and the board of directors shall send the notice of meeting specifying the place, date, time, and agenda <u>to be published in a newspaper not less than three (3) days prior to the meeting date for three (3) consecutive days.</u></p>	<p>change the order of the agenda by the affirmative votes of the shareholders not less than two-thirds (2/3) of the shareholders attending the meeting.</p> <p>After the meeting has considered all agenda items specified under the notice of meeting, shareholders holding not less than one-third (1/3) of the total number of distributed shares may request the meeting to consider other matters not specified in such notice.</p> <p>In the event that the meeting cannot complete consideration of matters according to the agenda specified under the notice of meeting or the matters that are raised by the shareholders in time, and the postponement of the meeting is necessary, the meeting shall determine the place, date, and time of the next meeting and the board of directors shall send the notice of meeting specifying the place, date, time, and agenda of the meeting to the shareholders at least seven (7) days prior to the date of the meeting. The meeting invitation shall be published in a newspaper <u>or electronic media in accordance with the relevant laws and regulations for at least three (3) consecutive days and not less than three (3) days prior to the date of the meeting. In the case that the shareholders requested or gave consent to the delivery of notices or documents by electronic means, the Company or the board of directors may send the notice of meeting or supporting documents by electronic means in accordance with the relevant laws and regulations.</u></p>
<p>Clause 51. In a case where the Company wishes to reduce the amount of its registered capital, the meeting's resolution to reduce the amount of the registered</p>	<p>Clause 51. In a case where the Company wishes to reduce the amount of its registered capital, the meeting's resolution to reduce the amount of the registered</p>



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## (Translation)

Current Articles of Association	Proposed Amendment of Articles of Association
<p>capital shall be sent to the creditor(s) of the Company within fourteen (14) days as from the date of the shareholders' resolution. Creditor(s) have the rights to object to the capital reduction within two (2) months from the date the notification is received. Such meeting's resolution shall be published in a newspaper <u>within fourteen (14) days from the date of the shareholders' resolution for at least three (3) consecutive days.</u></p>	<p>capital shall be sent to the creditor(s) of the Company within fourteen (14) days as from the date of the shareholders' resolution. Creditor(s) have the rights to object to the capital reduction within two (2) months from the date the notification is received. Such meeting's resolution shall be published in a newspaper <u>or electronic media in accordance with the relevant laws and regulations</u> within fourteen (14) days from the date of the shareholders' resolution for at least three (3) consecutive days. <u>In the case that the Company's creditor(s) have requested or given consent to the delivery of notices or documents by electronic means, the Company or the board of directors may send the notice of resolution to reduce the amount of the registered capital by electronic means in accordance with the relevant laws and regulations.</u></p>
<p>Clause 53. The board of directors may consider making interim dividend payment to the shareholders from time to time when it deems that the Company has enough profit to do so, and the payment of such dividend shall be reported to the shareholders in the next meeting.</p> <p>The dividend payment shall be made within one (1) month from the date of the meeting of shareholders or the board of directors' votes, as the case maybe. The notice of such dividend payment shall be sent to the shareholders and published in a newspaper for at least three (3) consecutive days.</p>	<p>Clause 53. The board of directors may consider making interim dividend payment to the shareholders from time to time when it deems that the Company has enough profit to do so, and the payment of such dividend shall be reported to the shareholders in the next meeting.</p> <p>The dividend payment shall be made within one (1) month from the date of the meeting of shareholders or the board of directors' votes, as the case maybe. The notice of such dividend payment shall be sent to the shareholders and published in a newspaper <u>or electronic media in accordance with the relevant laws and regulations</u> for at least three (3) consecutive days. <u>In the case that the shareholders have requested or given consent to the delivery of notices or documents by electronic means, the Company or the board of directors may send the notice of dividend payment by electronic means</u></p>



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Current Articles of Association	Proposed Amendment of Articles of Association
	<u>in accordance with the relevant laws and regulations.</u>

Agenda 9 Other business (if any)

In this regard, the Board has authorized the Chairman of the Executive Committee the power to consider changing the date, time, and venue of the 2024 Annual General Meeting of Shareholders as deemed necessary and appropriate.

The Company will inform the procedure and guidelines for attending the 2024 Annual General Meeting of Shareholders through the electronic platform (E-AGM) via the invitation letters, which will be delivered to all shareholders in due course.

Please be informed accordingly.

Yours sincerely,

K. W. Metal Work Public Company Limited

(Ms. Tiyaophon Vanagosoom)

Managing Director