

**ARTICLES OF ASSOCIATION
of
Humanica Public Company Limited**

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(Miss Anchisa Tanturanon)
Registrar

Chapter 1
General Provisions

- Article 1. These Articles of Association shall be called the Articles of Association of Humanica Public Company Limited.
- Article 2. The "Company" referred to in these Articles of Association means Humanica Public Company Limited.
- Article 3. Any addition of or amendment to these Articles of Association or the Memorandum of Association may be made only by a resolution of the shareholders' meeting passed by votes of not less than three-fourths of the total votes of the shareholders attending the meeting and entitled to vote.
- Article 4. Unless otherwise provided in these Articles of Association, the provisions of the laws governing public limited companies and the laws governing securities and the stock exchange shall apply.

Chapter 2
Issuance and Transfer of Shares

- Article 5. The Company's shares shall be ordinary shares specifying the name of the shareholder. The shares shall be fully paid for in a single payment, and/or may be paid by other assets other than money or the right of use of works in the fields of literature, art or science, patents, trademarks, designs, models or dummies, diagrams, formulas or know-hows or information regarding industrial, commercial experience or scientific experiences.

The Company has the right to issue preferred shares, debentures, warrants, or any other securities as permitted under the laws governing securities and the stock exchange.

- Article 6. The subscribers or purchasers of shares shall not set off any debt owed by the Company against the payment for shares, except in case where the Company restructures its debts by issuing new shares to repay debts owed to creditors under a debt-to-equity conversion scheme approved by a shareholders' meeting with votes of not less than three-fourths of the total votes of the shareholders attending the meeting and entitled to vote.

The issuance of shares for debt repayment under a debt-to-equity conversion scheme shall comply with the rules and procedures prescribed in the relevant Ministerial Regulations.

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- Article 7. Every share certificate of the Company shall bear the signature or printed signature of at least one director. The Company may authorize the share registrar, under the laws governing securities and stock exchange, to sign or print his/her signature on the Company's behalf.
- Article 8. The Company may appoint an individual or a juristic person to act as the Company's share registrar. Where the Company appoints a share registrar under the laws governing securities and the stock exchange, the registration procedures of the Company shall be carried out in accordance with the requirements prescribed by such share registrar.
- Article 9. Any person who acquires ownership of shares as a result of the death or bankruptcy of a shareholder shall, upon producing complete and lawful evidence, be entitled to have his/her name registered as a shareholder. The Company shall register such person and issue a new share certificate within one month from the date on which complete evidence has been received.

Where a share certificate is materially damaged or defaced, the Company shall issue a replacement share certificate upon surrender of the original certificate. Where a share certificate is lost or destroyed, the shareholder shall submit evidence of a police report or other competent evidence to the Company. The Company shall issue a replacement share certificate to the shareholder within the period prescribed by the relevant laws.

- Article 10. The Company's shares may be freely transferred. Shares held aggregately at a time by foreign nationals must not exceed forty-nine percent of the total issued shares. Any transfer of shares that would cause foreign shareholding to exceed such limit may be refused by the Company.
- Article 11. Share transfer shall be valid upon the transferor's endorsement of the share certificate by stating the name of the transferee and signed by both of the transferor and the transferee and having delivered the share certificate to the transferee.

Such transfer shall be enforceable against the Company only after the Company has received an application for registration of the transfer, and against the outside persons upon the completion of the registration

Where the Company is satisfied that the transfer complies with applicable laws, it shall register the transfer within fourteen days from the date of receipt of the application. If the transfer is incomplete or invalid, the Company shall notify the applicant within seven days from the date of receipt of the application.

Transferring of the Company's shares traded in the Stock Exchange of Thailand shall comply with the laws governing Securities and Exchange.

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Article 12. The Company may not own its shares or take them in pledge except for the following circumstances:

- (1) the Company may buy-back its shares from shareholders who vote against a shareholders' resolution approving amendments to the Articles of Association concerning voting rights and dividend entitlement since they consider that they are unfairly treated;
- (2) the Company may buy-back its shares for the financial management purposes, where the Company has retained earnings and excess liquidity, and the repurchase of shares does not cause the Company to encounter financial difficulties.

Shares repurchased by the Company shall not be counted as constituting a quorum at any shareholders' meeting, shall carry no voting rights, and shall not be entitled to receive dividends.

The Company shall dispose of such repurchased shares within the period prescribed under the relevant share repurchase program. If the Company is unable to dispose of all such shares within the prescribed period, it shall reduce its registered capital by cancelling the remaining repurchased shares.

The repurchase of shares, the disposal of repurchased shares, and the cancellation of repurchased shares, including the determination of the number of shares to be repurchased, the repurchase price, the disposal price, or any other matters related to the repurchase shares shall be carried out in accordance with the rules and procedures prescribed in the Ministerial Regulations. Where the Company's shares are listed on the Stock Exchange of Thailand, the Company shall also comply with the regulations, notifications, orders, or requirements of the Stock Exchange of Thailand.

Where the number of shares to be repurchased does not exceed ten percent of the Company's paid-up capital, the Board of Directors shall have the authority to approve the share repurchase. If the number of shares to be repurchased exceeds ten percent of the paid-up capital, the Company must obtain approval from the shareholders' meeting by a majority vote of the shareholders attending the meeting and entitled to vote. In such case, the share repurchase must be completed within one year from the date of approval by the shareholders' meeting.

Article 13. Where the Company has issued preferred shares, conversion from preferred shares to ordinary shares shall be made by such shareholders submitting a request for conversion to the Company together with the relevant share certificate.

The conversion of shares in paragraph one shall become effective from the request submission date. The Company shall issue new share certificate within fourteen days from the date the Company receives the request.

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- Article 14. During the period of twenty-one days prior to each shareholders' meeting, the Company may close the Registration Book and suspend the registration of share transfers. The Company shall give prior notice to the shareholders at the Company's head office and every branch office not less than fourteen days before the commencement of the suspension period. Where the Company's shares are listed on the Stock Exchange of Thailand, the book-closing and the suspension of share transfer registration shall be conducted in accordance with the laws governing securities and the stock exchange.

Chapter 3 **Directors and Their Powers**

- Article 15. The Company shall have a board of directors consisting of at least five directors. The board of directors shall elect one among themselves to be chairman of the board of directors, and may also elect vice-chairman and other positions that they may deem appropriate. Not less than half of all the directors shall reside within the Kingdom of Thailand.
- Article 16. The Company's directors may not necessarily be the Company's shareholders.
- Article 17. The meeting of shareholders shall elect directors in accordance with the following rules and procedures:
- (1) each shareholder shall have a number of votes equal to the number of shares held;
 - (2) each shareholder may exercise all the votes he/she has to elect one or several persons as director(s). If several persons are to be elected as directors, the shareholder may not allot his/her votes to any person in any number;
 - (3) the candidates receiving the highest votes and their respective order of the votes shall be elected as directors at the number equal to the number of directors required at that time. Where the candidates receiving the next highest number of votes receive an equal number of votes, and such equality would result in the number of directors exceeding the required number, the successful candidates shall be determined by drawing lots so that the required number of directors is elected.
- Article 18. At every annual general meeting of shareholders, one-third of the directors shall retire by rotation. If the number of directors cannot be divided by three, the number nearest to one-third shall retire.
- Directors to retire during the first and the second years following the registration of the Company shall be drawn by lots. In every subsequent year, the directors who have been longest in office shall retire.
- A retiring director is eligible for re-election.

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Article 19. Apart from retirement by rotation, the directors shall vacate office upon:

- (1) death;
- (2) resignation;
- (3) being disqualified or being under any of the prohibitions by laws governing public limited companies and securities and the stock exchange;
- (4) removal by a resolution of a shareholders' meeting;
- (5) removal by the court order.

Article 20. Any director wishing to resign from the position shall submit his/her resignation letter to the Company. The resignation shall be effective from the date on which the resignation letter reaches the Company.

Director who resigned under paragraph one may also notify the registrar of such resignation.

Article 21. In the case of a vacancy in the board of directors for reasons other than the retirement by rotation, the board of directors shall elect a person who has qualifications and is not being under any of the prohibitions under the laws governing public limited companies as replacement at the following board of directors meeting, unless the remaining term of office is less than two months.

The person so appointed shall retain his/her office only for the remaining term of the director whom he/she replaces.

The resolution of the board of directors under paragraph one shall be supported by a vote of not less than three-fourths of the remaining directors.

Article 22. In the case where the whole board of directors vacates the office, the vacated board of directors shall continue to remain in office only to the extent necessary for the conduct of the Company's business until a new board of directors assumes office, unless otherwise ordered by the court in the case where the board of directors vacates office pursuant to a court order.

The vacated board of directors shall call a meeting of shareholders to elect a new board of directors within one month as from the date of vacancy, by serving a written notice calling a meeting of shareholders not less than fourteen days prior to the date of the meeting and shall also be published in a newspaper not less than three consecutive days prior to the date of the meeting no less than three days.

Article 23. The meeting of shareholders may pass a resolution removing any director before the expiration of his/her term of office, by a vote not less than three – fourths of the shareholders attending the meeting and having the right to vote, provided that the shareholders voting in favor hold, in aggregate, not less than one-half of the total number of shares held by the shareholders present at the meeting and entitled to vote.

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Article 24. The board of directors has the powers and duties to manage the Company in compliance with laws, the objectives and the articles of association of the Company, and the resolutions of the meeting of shareholders.

The board of directors may entrust one or several persons to perform any acts on its behalf.

Article 25. The board of directors shall hold a meeting at least once every three months.

Article 26. The meeting of the board of directors shall be held in the locality in which the head office of the Company is located or in a nearby province, or at other places where the chairman of the board of director, or the persons authorized by the chairman of the board of directors, specified. The chairman may request that the meeting be held via electronic media.

Article 27. In calling a meeting of the board of directors, a meeting to be held physically or via electronic media, the chairman of the board of directors or the person entrusted by the chairman of the board of directors shall serve a written notice calling for such meeting to the directors not less than seven 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, the meeting may be called by other methods and an earlier meeting date may be chosen. If the meeting shall be held via electronic media, the Company may deliver meeting notice using electronic mean.

In the event that two or more directors request for calling the meeting of the board of directors, the chairman of the board of directors shall call for such meeting within fourteen days from the date received such request.

Article 28. At a meeting of the board of directors, whether held in person or via electronic media, the presence of not less than one half of the total number of directors is required to constitute a quorum.

In addition to the foregoing requirement, where the meeting is conducted via electronic means, all participating directors must be present within the Kingdom of Thailand; and at least one-third of the quorum must be physically present at the same meeting venue. The meeting shall be conducted through an electronic meeting system that complies with the standards for maintaining IT security. The meeting shall be recorded, by audio or by both audio and video, as applicable, throughout the meeting for all the directors participating. The Company shall also retain the computer traffic data generated from such recording. The electronic meeting system must have basic security features in accordance with the *Notification of the Ministry of Information and Communication Technology Re: Security Standards for Electronic Meetings B.E. 2557 (2014)*, as amended.

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The chairman of the board of directors shall preside over meetings of the board of directors. If the chairman is absent or unable to perform his/her duties, and 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 absent or unable to perform his/her duties, the directors present shall elect one director from among themselves to preside over the meeting.

Article 29. Resolutions of the board of directors shall be passed by a majority vote of the directors present at the meeting.

Each director shall have one vote. A director who has an interest in any matter shall not be entitled to vote on such matter. In the event of an equality of votes, the chairman of the meeting shall have a casting vote.

Article 30. The directors authorized to sign and bind the Company shall be two directors jointly sign and affix the Company's seal. The shareholders' meeting or the board of directors shall have the authority to designate the directors authorized to sign and bind the Company.

Article 31. A director shall not engage in any business having the same nature as, and competing with, the business of the Company, nor become a partner in an ordinary partnership, a partner with unlimited liability in a limited partnership, or a director of a private or public company carrying on a business of the same nature as, and in competition with, the Company's business, unless such fact has been disclosed to the shareholders' meeting prior to the appointment of such director.

Article 32. A director shall promptly notify the Company if he/she has an interest, whether directly or indirectly, in any contract entered into by the Company, or if there is any increase or decrease in the number of shares or debentures held by him/her in the Company or its affiliated companies.

Article 33. The directors shall be entitled to receive remuneration from the Company in the form of rewards, meeting fees, gratuities, bonuses, or other benefits, as determined by the articles of association or the shareholders' meeting. Such remuneration may be fixed as a definite amount or prescribed according to specified criteria, and may be determined from time to time or remain effective until changed. In addition, the directors shall be entitled to receive allowances and welfare benefits in accordance with the Company's regulations.

The foregoing clause shall not affect the rights of director who is also an employee or officer of the Company to receive remuneration and benefits in his/her capacity as an employee or officer of the Company.

The payment of remuneration under the first and second clauses shall not be contrary to or inconsistent with the qualifications of independent directors as prescribed under the law governing securities and exchange and the regulations of the Stock Exchange of Thailand.

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Chapter 4 **Shareholders' Meeting**

Article 34. Shareholders' meetings shall be held in the locality where the Company's head office is situated or in a nearby province.

Article 35. The board of directors shall convene at least one shareholders' meeting each year. Such meeting shall be called the annual general meeting, held within four months from the end of the fiscal year.

Any shareholders' meeting other than the annual general meeting shall be called an extraordinary general meeting.

The board of directors may convene an extraordinary general meeting whenever it deems appropriate or when one or more shareholders, holding shares in the aggregate of not less than ten percent of the total number of issued shares, submit a written request to the board of directors to convene an extraordinary general meeting. The written request shall clearly specify the matters and reasons for which the meeting is requested. The board of directors shall convene the shareholders' meeting within forty-five days from the date of receipt of the request.

If the board of directors fails to convene the meeting within forty-five days from the date of receipt of the request, the requesting shareholders may themselves convene the meeting within forty-five days after the expiration of such period. The meeting so convened shall be deemed a shareholders' meeting convened by the board of directors, and the Company shall be responsible for the reasonable expenses incurred in convening the meeting and shall provide appropriate facilitation. If the quorum is not constituted at the meeting convened by the requesting shareholders, the requesting shareholders shall jointly reimburse the Company for the expenses incurred in convening such meeting.

Article 36. In convening a shareholders' meeting, the board of directors shall prepare a notice of the meeting specifying the place, date, time, agenda, and the matters to be proposed to the meeting, together with sufficient details. The notice shall clearly indicate whether each agenda item is presented for acknowledgement, for approval, or for consideration, together with the opinions of the board of directors on each matter. The notice shall be sent to the shareholders and the registrar not less than seven days before the meeting date. The notice of the meeting shall also be published in a newspaper not less than three days before the meeting date, and for not less than three consecutive days.

Article 37. A shareholders' meeting shall constitute a quorum only if there are shareholders and proxies (if any) attending the meeting representing not less than twenty-five persons or not less than one-half of the total number of shareholders, and holding in the aggregate not less than one-third (1/3) of the total number of issued shares.

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If, at any shareholders' meeting, after one hour from the scheduled meeting time, the required quorum has not been constituted, in the case that the meeting was convened at the request of shareholders, the meeting shall be dissolved. In the case that the meeting was not convened at the request of shareholders, the meeting shall be reconvened. A new notice of the meeting shall be sent to the shareholders not less than seven days before the reconvened meeting. At the reconvened meeting, no quorum shall be required.

Article 38. A shareholder may appoint a proxy to attend and vote at a shareholders' meeting on his/her behalf. The appointment of a proxy shall be made in writing, signed by the appointing shareholder, and shall be in the form prescribed by the registrar. The proxy shall be submitted to the chairman of the board of directors or to the person designated by the chairman at the meeting venue before the proxy attends the meeting. The proxy shall contain at least the following particulars:

- (1) the number of shares held by the shareholder granting the proxy;
- (2) the name of the proxy;
- (3) the meeting for which the proxy is appointed.

Article 39. A shareholders' meeting shall proceed in accordance with the order of business specified in the notice of the meeting unless the meeting resolves to change the order of the agenda items, which required votes of not less than two-thirds (2/3) of the shareholders present at the meeting.

After all agenda items specified in the notice of the meeting have been considered, shareholders holding shares in the aggregate of not less than one-third of the total number of issued shares may request that the meeting consider additional matters not included in the notice.

In the case where the meeting has not concluded the consideration of the matters according to the agenda or the matters raised by shareholders, and it is necessary to postpone the consideration of the meeting, the meeting shall determine the place, date and time for the next meeting and the board of directors shall deliver the notice calling the meeting which indicates the place, date, time and agenda of the meeting to the shareholder not less than seven days prior to the date of the meeting. The notice calling the meeting shall also be published in a newspaper not less than three days before the meeting date, and for not less than three consecutive days.

Article 40. The chairman of the board of directors shall preside over the shareholders' meeting. If the chairman is absent or unable to perform his/her duties, and 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 absent or unable to perform his/her duties, the shareholders present shall elect one shareholder to preside over the meeting.

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Article 41. At a shareholders' meeting, each shareholder shall have one vote for each share held.

A shareholder who has a conflict of interest in any matter shall not be entitled to vote on such matter, except in the election of directors.

Article 42. Unless otherwise prescribed by these articles of association or by applicable law, resolutions of the meeting of shareholders shall be made by the majority vote of the shareholders who attend the meeting and cast their votes. In case of an equality of votes, the chairman of the meeting shall have an additional vote as a casting vote.

In the following cases, resolutions shall be passed by not less than three-fourths of the total number of votes of shareholders who attend the meeting and have the right to vote:

- (1) the sale or transfer of the whole or substantial parts of the business of the company to other persons;
- (2) the purchase or acceptance of transfer of the business of other public or private companies by the company;
- (3) the execution, amendment or termination of contracts with respect to the lease of the whole or substantial parts of the business of the Company, the assignment of other person(s) to manage the Company's business, or the amalgamation of the Company's business with that of another person for the purpose of profit and loss sharing;
- (4) the amendments to the Company's memorandum of association and the articles of association;
- (5) the increases or reductions of capital;
- (6) the issuance of debentures;
- (7) the amalgamation or dissolution of the Company.

Chapter 5 **Increase and Reduction of Capital**

Article 43. The Company may increase its capital by issuing new shares upon obtaining approval from the shareholders' meeting by votes of not less than three-fourths of the total votes of the shareholders present at the meeting and entitled to vote.

Article 44. The Company may offer all or part of the newly issued shares to existing shareholders in proportion to their respective shareholdings, or may offer such shares to the public or to any other persons, whether in whole or in part, in accordance with the resolution of the shareholders' meeting.

Article 45. The Company may reduce its registered capital by reducing the par value of its shares or by reducing the number of shares, provided that the reduction is approved by the shareholders' meeting by votes of not less than three-fourths of the total votes of the shareholders present at the meeting and entitled to vote.

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However, the Company must not reduce its capital to the amount less than one-fourth of its total capital, except only when the Company has the accumulated losses and it has already compensated for it in accordance with the procedures prescribed by law, and the accumulated losses still remains, the Company may reduce its capital to the amount less than one-fourth of the total capital.

Reduction of capital to an amount lower than one-fourth of the total capital pursuant to paragraph two shall require approval by the shareholders' meeting with votes of not less than three-fourths of the total votes of the shareholders present at the meeting and entitled to vote.

- Article 46. Where the Company resolves to reduce its capital, it shall notify its creditors of the resolution in writing within fourteen days from the date on which the shareholders' meeting passes the resolution. The notice shall specify that any objection to the capital reduction must be submitted within two months from the date of receipt of the notice. The Company shall also publish the resolution in a newspaper within fourteen days, and such publication shall appear for three consecutive days.

Chapter 6 **Dividend and Reserve Fund**

- Article 47. No dividend shall be paid except pursuant to a resolution of the shareholders' meeting or a resolution of the board of directors in the case of an interim dividend.

Notice of the dividend payment shall be given in writing to the shareholders, and the Company shall publish a notice of the dividend payment in a newspaper for three consecutive days. The dividend shall be paid within one month from the date of the relevant resolution.

- Article 48. The board of directors may pay interim dividends to the shareholders from time to time whenever it appears that the Company has sufficient profits to do so. Once an interim dividend has been paid, the board of directors shall report such payment to the shareholders at the next shareholders' meeting.

- Article 49. Dividends shall be distributed according to the number of shares held, with each share receiving an equal amount, unless these articles of association specify otherwise in respect of preference shares.

- Article 50. The Company shall allocate not less than five percent of its annual net profit less the accumulated losses brought forward (if any) to a reserve fund until this fund attains an amount not less than ten percent of the registered capital.

In addition to the statutory reserve, the board of directors may propose to the shareholders' meeting the appropriation of other reserves as it considers appropriate and beneficial to the Company's business.

When approval of the meeting of shareholders has been granted, the Company may transfer respectively other reserve funds, legal reserves, and share premium reserves to compensate for the accumulated losses of the Company.

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Chapter 7
Debentures

Article 51. The borrowing of money by the Company by means of the issuance of debentures for offer to the public or to any other persons shall be in accordance with the laws governing securities and stock exchange.

The resolution approving the issuance of debentures under paragraph one shall require the resolution of the meeting of shareholders passed by a vote of not less than three-fourths of the total number of votes of the shareholders attending the meeting and having the right to vote.

Chapter 8
Account, Finance and Audit

Article 52. The Company's accounting year shall commence on 1 January and end on 31 December of each year.

Article 53. The board of directors shall prepare and maintain accounts, as well as audit the accounts, in accordance with the applicable laws.

Article 54. The board of directors shall prepare a statement of financial position and a statement of profit or loss at least once during every twelve-month accounting period of the Company.

Article 55. The board of directors shall prepare a statement of financial position and a statement of profit or loss as of the end of the Company's accounting year for submission to the annual general meeting of shareholders. Such statements shall be audited by the auditor prior to the submission to the annual general meeting of shareholders.

Article 56. The board of directors shall deliver the following documents to the shareholders together with the notice convening the annual general meeting:

- (1) copies of the audited financial statements, including the auditor's report;
- (2) the board of directors' annual report, along with supporting details.

Article 57. The board of directors shall maintain and duly record a register of directors, meeting minutes of the board of directors and the shareholders, and resolutions passed by those meetings and kept as evidence. The evidence shall be kept at the Company's head office or by the authorized person at the location of the Company's head office, provided that the Registrar shall be notified thereof.

Article 58. The annual general meeting of shareholders shall appoint auditor every year. The auditor who has retired from office may be re-appointed.

Article 59. The annual general meeting of shareholders shall determine the audit fees.

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- Article 60. The auditor shall not be an incumbent director, employee, officer or person holding any position in the Company.
- Article 61. The auditor shall attend every shareholders' meeting at which the Company's financial and income statements or issues concerning the Company's accounts are considered in order to provide explanations regarding the audit of the accounts. The Company shall deliver to the auditor the same notice of the meeting and documents as those to be submitted to the shareholders.

Chapter 9
Additional Provisions

- Article 62. The Company's seal shall be in the following form:



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