

Articles of Association relevant to the Meeting and Voting

The Shareholders' Meeting

Article 32 The Board of Directors shall arrange for an annual general meeting of shareholders with four (4) months from the last day of the fiscal year of the Company.

Meeting other than that mentioned above shall be called extraordinary meetings. The Board of Directors may summon an extraordinary meeting of shareholders whenever the Board of Directors may deem appropriate.

when one or more shareholders holding shares amounting to not less than ten (10) percent of the total number of issued shares may submit a written request signed by them requesting the Board of Directors to summon an extraordinary meeting of shareholders at any time but they shall give subject and reasons for such request in the said letter, in such case, the Board of Directors shall arrange for the meeting of shareholders to be held within forty-five (45) days from the date of receipt of such request from the shareholders.

If the Board of Directors does not arrange for the meeting of shareholders within the period of time specified in paragraph three, the shareholders who subscribe their names or other shareholders holding shares amounting to the required amount may call the meeting themselves within forty-five (45) days as from the date on which the period of time in paragraph three ends. In this case, the meeting is deemed a shareholders' meeting called by the Board of Directors and the Company shall be responsible for the expenses incurred therefrom and shall reasonably facilitate the meeting.

In the case where the quorum of the meeting called by the shareholders under paragraph four cannot be constituted as specified in this Articles 34, the shareholders under paragraph four shall jointly compensate the Company the expenses incurred from the meeting.

Article 33 In regard to calling the Shareholders' Meeting, the Board of Directors shall prepare a notice containing information regarding the venue, date, agenda, and matters to be presented to the meeting together with adequate details. The matters to be presented at the Shareholders' Meeting must be clearly identified, whether they are presented for the purpose of acknowledgement, or for approval, or for consideration, as the case may be. In addition, the notice shall include the comments of the Board of Directors on such matters. The meeting notice shall be sent to the Shareholders and the registrar at least seven (7) days prior to the meeting date. In addition, the notice of a Shareholders' Meeting shall be published in a

newspaper no less than three (3) consecutive days and the publication shall be made no less than three (3) days prior to the meeting date.

The venue for convening the Shareholders' Meeting may be located in the province in which the head office is located or other places as prescribed by the Board of Directors

Article 34. At every Shareholders' Meeting, a quorum shall consist of the presence of the Shareholders or representatives of Shareholders (if any) of at least twenty-five (25) persons or at least half (1/2) of the total number of Shareholders and holding shares in a total amount of at least one-third (1/3) of the total number of the shares sold.

At any Shareholders' Meeting, if the quorum is not constituted by one (1) hour after the time for which the meeting is scheduled and such Shareholders' Meeting is called at the request of the Shareholders, such Shareholders' Meeting shall be adjourned. If the Shareholders' Meeting is not called at the request of the Shareholders, the Shareholders' Meeting shall be adjourned. In this regard, a notice shall be sent to the Shareholders at least seven (7) days prior to the meeting date. A quorum for this rescheduled Shareholders' Meeting is not required.

Article 35. The Chairman of the Board of Directors shall be the Chairman of the Shareholders' Meeting. In the case that the Chairman of the Board of Directors is not present or is unable to perform his or her duty, the Vice Chairman shall act as the Chairman of the Shareholders' Meeting. If the Vice Chairman is not present or is unable to perform his or her duty, a Shareholder shall be elected to be the Chairman of the Shareholders' Meeting.

Article 36. In regard to the voting at the Shareholders' Meeting, each Shareholder shall have one (1) vote for each share he or she holds. If any Shareholder has any specific interest in any matter, such Shareholder shall be prohibited from casting his or her vote on that matter except in the voting for the election of Directors. The affirmative vote of a resolution of the Shareholders' Meeting shall be made as follows:

- (1) In normal cases, a majority of the Shareholders who are present and casting their votes shall prevail. In the event of a tied vote, the Chairman shall have a deciding vote.
- (2) In the Director's Remuneration requires at least two-thirds (2/3) of the total votes of the Shareholders who are present and entitled to vote:
- (3) Each of the following matters requires at least three-fourths (3/4) of the total votes of the Shareholders who are present and entitled to vote:

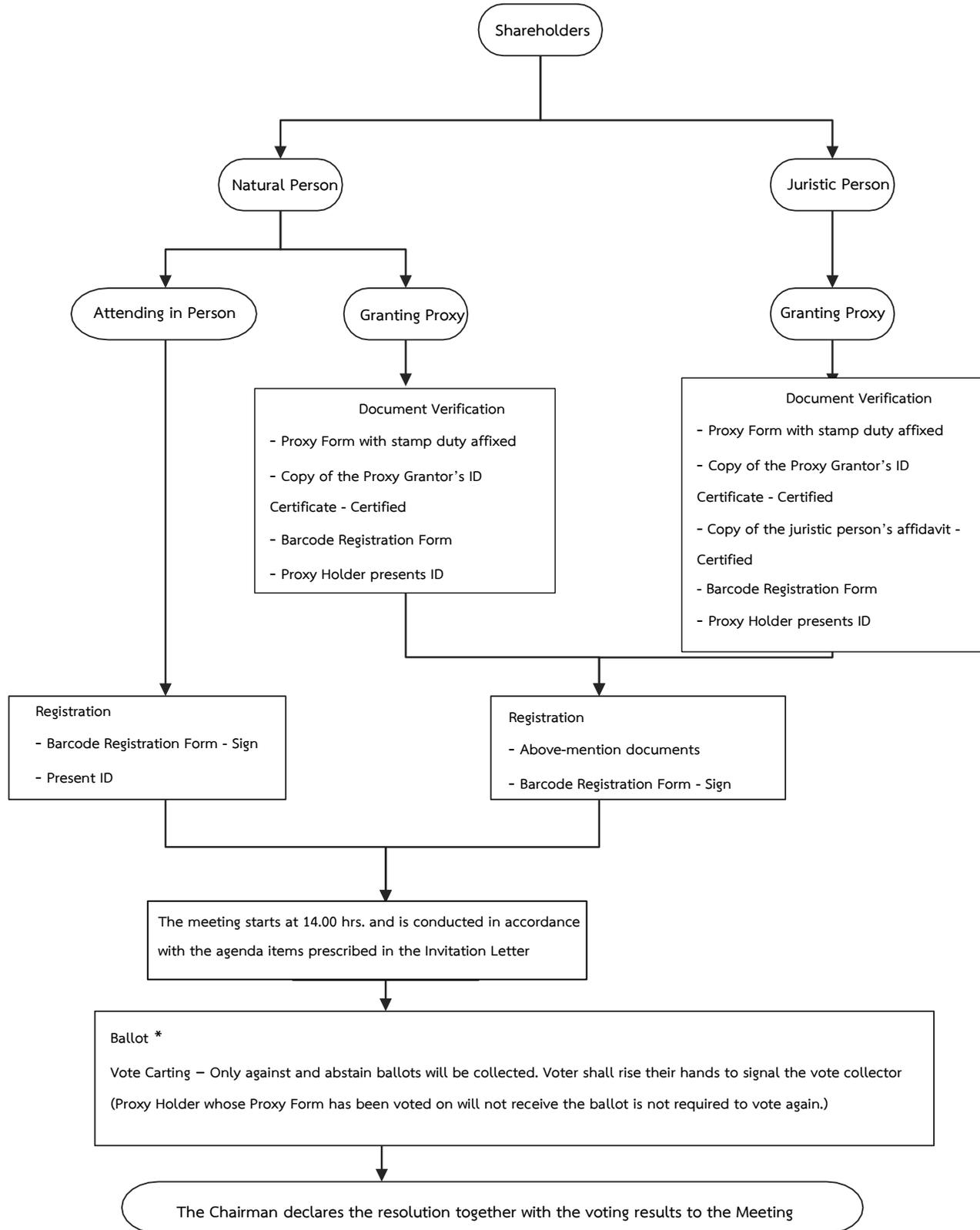
- (a) The sale or transfer of all or an essential part of the business of the Company to other persons;
- (b) The purchase or acceptance of the transfer of the business of other private or public companies by the Company;
- (c) The execution, amendment, or termination of all or an essential part of the agreement related to the lease of business of the Company, the assignment of other person(s) to manage the business of the Company, or the merging of the Company's business with other persons for the purpose of benefit sharing.
- (d) Amendment of the Company's Memorandum of Association or Articles of Association;
- (e) Increase or decrease of the registered capital of the Company;
- (f) Dissolution of the Company;
- (g) Issuance of debentures of the Company;
- (h) Merger of the Company with another company; and
- (i) Any other matters which are required under the law to be approved by the three-quarters (3/4) of the total votes of the Shareholders who are present and entitled to vote.

Article 37.

The business to be transacted at the Annual Ordinary General Meeting is as follows:

- (1) The directors submit to the meeting the report showing how the business of the Company was conducted during the year under review;
- (2) Consideration and approval the balance sheets, profit and loss statements of the previous fiscal year;
- (3) Consideration on the allocation of the net profit for legal reserves;
- (4) Election of new directors in replacement of those retired by rotation;
- (5) Determine the remuneration of the Directors;
- (6) Appointment of the auditor and determine the auditing fee; and
- (7) Other business

## Procedures for Attending the 2026 Annual General Meeting of Shareholders



\*Prior to leaving the Meeting room, please submit the remaining ballots to Company's staff for the voting

### **Explanation of Documents and Identifications, Proxy, Registration and Voting Procedure**

The Company shall convene the 2026 Annual General Meeting of Shareholders on Friday, 24 April 2026 at 14.00 hrs., Venue Pimarn Ballroom, Grande Centre Point Lumphini Bangkok Hotel, 1188 Rama 4 Road, Sathon, Thungmahamek, Bangkok 10120

#### **Proxy Form**

The Company has prepared and attached Proxy Form B. for shareholders who cannot attend the meeting and a proxy may be appointed to the other person or any independent director by using Proxy Form A and B. as Enclosure No. 6

In the event shareholder wishes more Proxy forms ( Form A. or Form B. ) , shareholder can download from the Company website: [www.sinologistics.co.th](http://www.sinologistics.co.th) or should shareholders wish to request a paper form of proxy, please contract [Comsec@sinologistics.co.th](mailto:Comsec@sinologistics.co.th)

#### **Proxy**

1. Complete only one Proxy Forms.
2. Authorize an individual or one of the Company's independent directors by indicating name and details of individual or mark ✓ with specify the details of individual person. Whom the shareholder wishes to appoint as a proxy or mark ✓ in front of only one name of the Company's independent directors as specified in the proxy to attend the meeting.
3. Affix the 20 Baht of stamp duty in order to be correct and effective in term of law.  
Allocation of shares to several Proxies to vote in the meeting is not allowed. Shareholders shall authorize the Proxy to cast the votes only for all the shares held by it. Authorization of votes less than the total number of holding shares is not allowed except

#### **Documents to be presented prior to the meeting**

##### **• Individual**

- Attend the meeting by him/herself, present ID Card, Civil Servant Card, or Driving License and supported documents in case of any change thereto.

##### - Proxy

- 1) Proxy Form either Form A or Form B, duly filled in and signed by shareholder and proxy.
- 2) copies of ID Card, Civil Servant Card, or Driving License duly certified by shareholder
- 3) ID Card, Civil Servant Card or Driving License presented by proxy

##### **• Juristic Person**

- Attend the meeting by director

- 1) Proxy Form either Form A or Form B, duly filled in and signed by shareholder and proxy.
- 2) copy of a company certificate duly certified by authorized director(s)
- 3) ID Card, Civil Servant Card or Driving License presented by proxy

- Proxy

- 1) Proxy Form either Form A or Form B, duly filled in and signed by authorized director (s) of shareholder and proxy
- 2) copy of a company certificate duly certified by authorized director(s) containing particulars that director (s) affixing signature (s) on the Proxy Form is duly authorized.
- 3) copy (ies) of ID Card or others issued by competent authorities to director (s) who is (are) Director (s) duly certified by him/her/them.
- 4) ID Card, Civil Servant Card or Driving License presented by proxy.

**Registration**

The Company shall proceed with registration from 13.00 hrs. at Pimarn Ballroom, Grande Centre Point Lumphini Bangkok Hotel, 1188 Rama 4 Road, Sathon, Thungmahamek, Bangkok 10120

**Voting Procedure**

General Agenda

- 1) A vote in each agenda shall be counted by voting as indicated in the shareholder registration or ballots distributed to the shareholders before the meeting on the condition that each share constitutes one vote, Shareholders shall only vote for: approve, disapprove or abstain.
- 2) Proxy holder shall vote according to the grantor' s intention as specified in the proxy only. If in event no instruction has been specified, or instruction is not clear on the Proxy on each agenda, or the meeting considers or votes on any issue or addition in facts, then proxy shall have discretion to consider and vote as appropriate

Director Agenda

According to Article 17 of the Articles of Association of the Company, the meeting of shareholders shall appoint directors in accordance with rules and procedures as follows

- 1) Shareholder shall have one vote for each share of holding.
- 2) Each shareholder may exercise all the votes he/ she has under 1 . to elect one or several director (s). In the event of electing several directors, he/she shall not be entitled to allot his/her votes to elect each director.
- 3) The persons receiving the highest votes in their respective order of the votes shall be elected as directors at the number equal to the number of directors required at that time. In the event of an equality of votes among the persons elected in order of respective high numbers of votes, which number exceeds the required number of directors of the Company at that time, the Chairman of the meeting shall be entitled to a second or casting vote.

**Casting Vote Procedure**

The Chairman of the meeting or officer shall explain casting vote procedure before commencement of the meeting. Officers of the Company shall count and sum up votes based on proxies and ballots distributed to shareholders. Only disapprove and abstain votes shall be counted. Then the number of approve vote shall be calculated by subtracting the number of disapproving and abstaining votes from the total number of votes. Results on each agenda should be announced before the meeting ends.