

## **Regulations of Castle Peak Holdings Public Company Limited Related to the Annual General Shareholder Meetings**

### **Appointment of Directors**

**Article 12** stipulates the procedure for shareholders to elect directors as follows:

(1) Each shareholder has voting rights equal to the number of shares they hold.

(2) Each shareholder must utilize all their voting rights, as described in (1), to elect one or more directors, but cannot divide their votes among different candidates.

(3) The individual who receives the highest number of votes as described above shall be appointed as a director, up to the number of directors to be appointed or elected at that meeting. In cases where an individual receives votes exceeding the number of directors to be appointed or elected at that meeting, the shareholder shall be the deciding voter.

### **Shareholder Meetings**

**Article 26** requires the board of directors to convene an annual general meeting within four months after the end of the company's fiscal year. Other shareholder meetings not covered above shall be called extraordinary general meetings. The board of directors may convene an extraordinary general meeting whenever deemed appropriate or upon request by shareholders, provided that shareholders holding not less than twenty percent (20%) of the total shares or not less than ten (10) shareholders, who together hold shares totaling not less than one-fifth (1/5) of the total number of shares issued, make a written request to the board of directors, clearly specifying the reasons for calling the meeting. Nevertheless, the board of directors shall convene a shareholder meeting within one month from the date of receipt of the written request from the shareholders.

**Article 27** stipulates that when calling a shareholder meeting, the board of directors shall issue a notice specifying the place, date, and time of the meeting, the agenda items, and any other necessary details, including matters to be presented for information, approval, or consideration, as well as the board's opinion on the matters. Such notice shall be sent to shareholders no less than seven (7) days before the meeting and advertised in a newspaper at least three (3) times before the meeting.

**Article 28** allows shareholders who are unable to attend a meeting in person to appoint a proxy who has reached the legal age to attend and vote on their behalf. If a meeting is not convened due to lack of quorum, it shall be rescheduled upon shareholders' request. If the meeting is not considered convened due to shareholders' request for rescheduling, a new notice of meeting shall be sent to shareholders no less than seven (7) days before the meeting, and the meeting shall be advertised in a newspaper at least three (3) times before the meeting. If a shareholder meeting is convened after the appointed time and within one (1) hour from the appointed time, and the attending shareholders do not constitute a quorum, the meeting shall proceed regardless, or as deemed appropriate, without the attendance of shareholders, but the proceedings may be conducted.

**Article 30** designates the chairman of the board of directors to preside over shareholder meetings. In the absence or incapacity of the chairman to preside, the vice-chairman, if any, shall act as chairman. If there is no vice-

chairman or if the vice-chairman is unable to preside, the shareholders present at the meeting shall elect one shareholder as chairman of the meeting

**Article 31** stipulates that the time, date, and place of shareholder meetings shall be determined by the board of directors.

**Article 32** outlines the voting methods at shareholder meetings as follows:

(1) In normal circumstances, votes shall be counted based on the majority of votes of shareholders present at the meeting, and the chairman of the meeting shall cast an additional vote if there is an equal number of votes.

(2) In cases other than those mentioned above, decisions shall be made based on not less than three-fourths of the total votes of all shareholders present at the meeting, who are entitled to vote.

(a) Sale or transfer of all or part of the company's business.

(b) Purchase or acquisition of another company's business or shares.

(c) Amendment, termination, or renewal of contracts relating to the leasing of all or part of the company's business or appointment of another person to manage the company's business or merger with another person with the aim of dividing losses.

(d) Removal of any director before the expiry of the term.

**Article 33** lists the matters to be considered at an annual general meeting as follows:

(1) Consideration of reports presented by the board of directors regarding the company's operations during the past fiscal year.

(2) Approval of the balance sheet.

(3) Consideration of profit allocation.

(4) Election of directors.

(5) Appointment of auditors.

(6) Other matters.