



-Translation from Thai-

26 March 2026

**Subject:** Notice of the Annual General Meeting of Shareholders year 2026  
**To:** Shareholders

**Enclosure:**

1. One Report 56-1 for year 2025 in the form of QR Code
2. Information of the retiring director proposed for re-appointment.
3. Profiles and Experience of Auditors for the year 2026
4. Information on the Allocation of Newly Issued Ordinary Shares under the AS ESOP 2025 for Directors
5. Articles of Association of the Company relating to the shareholders' meeting
6. Information of Independent Director nominated persons to AGM and Definition of Independent Director
7. Proxy Forms
8. Verification and Procedure for Attending the 2026 Annual General Meeting of Shareholders via Electronic Means (E-AGM)
9. e-Shareholder Meeting Registration Manual (for Shareholders)
10. Video Conferencing User's Manual for Shareholders
11. Privacy Notice for Annual General Meeting 2026

The Board of Directors of Asphere Innovations Public Company Limited (the "Company") resolved to hold the Annual General Meeting of Shareholders year 2026 on 23 April 2026 at 1.00 p.m., by arrange the shareholders' meeting via electronic means (E-AGM) under the Emergency Decree on Electronic Meeting B.E. 2563 (2020) and related regulations.

In order to enhance the good corporate governance regarding the rights and equitable treatment of shareholders, the Company provides opportunities for the shareholders the rights to propose matter to be included as an agenda ahead of the meeting and qualified candidate to be nominated as the Company's director by announcing the criteria of such proposal on the Company's website during 6 October 2025 to 30 December 2025.



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For this shareholders' meeting, there is no suggested agenda item proposed by minority shareholders as well as no suggested qualified candidate to be nominated as the Company's director. Therefore, the Board of Directors sets forth the following agenda items for consideration and approval.

- Agenda No. 1 To acknowledge the Company's operating results for the Year 2025
- Agenda No. 2 To approve the Statements of Financial Position and the Profit and Loss Statements for ending 31 December 2025
- Agenda No. 3 To consider and approve the dividend payment for the operating results for the year ended 31 December 2025.
- Agenda No. 4 To elect directors to replace those who retired by rotation
- Agenda No. 5 To approve the directors' remuneration.
- Agenda No. 6 To appoint the Auditors and determine the audit fee for the year 2026.
- Agenda No. 7 Consideration of the allocation of rights to subscribe for newly issued ordinary shares under the AS-ESOP 2025 (Year 2) to the Company's directors.
- Agenda No. 8 To consider other agenda (if any)

The details are as follows:

### **Agenda No. 1 To acknowledge the Company's operating results for the Year 2025**

Facts and Rationale: The Company has prepared its Annual Performance Report for the year 2025 and other key information, as detailed in the 56-1 One Report for 2025, attached herewith as Enclosure 1 under the section 'Business Operations and Performance.' This is provided to inform shareholders of the Company's performance over the past year.

Board's Opinion: The Board of Directors has considered and deemed it appropriate to propose that the Shareholders' Meeting acknowledge the Company's operating results for the year 2025, the details of which appear in the Company's 2025 Form 56-1 One Report.

Voting: No resolution is needed for this agenda as it is only for the acknowledgement.



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**Agenda No. 2 To approve the Statements of Financial Position and the Profit and Loss Statements for ending 31 December 2025**

Facts and Rationale: The Company has prepared the Statement of Financial Position and the Statement of Comprehensive Income for the accounting period ended December 31, 2025. These financial statements have been reviewed by the Audit Committee and audited by the auditor, who expressed an unqualified opinion. Details are set out in the Company's 2025 Form 56-1 One Report, as shown in Enclosure 1 under the section "Financial Statements."

Board's Opinion: The Board considered that statement of financial position and the statement of comprehensive income is reasonably accurate through the consideration of the audit committee and has been audited by the auditor by expressing an unconditional opinion. Therefore, it was deemed appropriate for the shareholders' meeting to approve the statement of financial position and the Profit and Loss Statements for accounting period 2025 ending 31 December 2025.

Voting: The resolution for this agenda shall be passed by the majority votes of the Shareholders who attend the Meeting and cast their votes.

**Agenda No. 3 To consider and approve the dividend payment for the operating results for the year ended 31 December 2025.**

Facts and Rationale: Section 116 of the Public Limited Companies Act B.E. 2535 and amended ("as Public Limited Companies Act"), and the Articles of Association, Article 41 stipulates that the Company is required to appropriate at least 5% of its annual net profit less accumulated loss (if any) as reserve fund until reserve fund reaches not less than 10% of the registered capital, including the Company has a policy to pay dividend to shareholders at least 50 percent of net profit of each company (according to each company's financial statements) after deducting corporate income tax, legal reserves and other necessary reserves on a half basis. The dividend payment rate may be changed depending on the necessity and appropriateness, given that this change must provide the highest benefit to the shareholders. A resolution of the



Company's Board of Directors regarding the dividend payment must be proposed to the Shareholder Meeting for approval, except for an interim dividend payment, which the Board of Directors may approve and then report to the next Shareholder Meeting.

Board's Opinion: In 2025, at the Board of Directors' Meeting No. 4/2025 held on 13 August 2025, a resolution was passed to approve the payment of an interim dividend for the operating results ended 30 June 2025 at the rate of Baht 0.10 per share. The Company fixed the Record Date for shareholders entitled to receive the dividend on 29 August 2025, and the dividend was paid to shareholders on 12 September 2025.

The Board of Directors proposes to approve the annual dividend payment for the year 2025 from the operating results for the period from 1 January 2025 to 31 December 2025 at an additional rate of Baht 0.10 per share, totaling Baht 49,924,676.60. Including the interim dividend already paid, the total dividend for the year 2025 will be Baht 0.20 per share, representing 79% of the Company's net profit according to the separate financial statements for the year 2025. This is in line with the Company's dividend policy, which requires a payout of not less than 50% of net profit. The Record Date for shareholders entitled to receive this additional dividend of Baht 0.10 per share will be 13 March 2026, and the dividend payment date is scheduled for 13 May 2026.

Voting: The resolution for this agenda shall be passed by the majority votes of the Shareholders who attend the Meeting and cast their votes.

#### **Agenda No. 4 To elect directors to replace those who retired by rotation**

Facts and Rationale: Section 71 of the Public Limited Companies Act B.E. 2535 and amended ("as Public Limited Companies Act") and Article 15 of the Company's Articles of Association specifies that at every annual general meeting, one-third of the directors shall retire. If the number of directors is not a multiple of three, the number of directors closest to one-third shall retire. The directors retiring from the office in the first and second years after the registration of the Company shall be selected by drawing lots. In



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subsequent years, the director who has held office the longest shall retire. The Directors who are required to retire from their positions may be eligible for re-election.

In this year, there are 2 directors who retire by rotation, namely:

- 1) Mr. Pramoth Sudjitporn                      Chairman
- 2) Mrs. Monluedee Sookpantararat      Audit Committee Member / Independent Director

The Company provided shareholders with the opportunity to nominate qualified individuals for consideration as Directors of the Company in advance, during the period from 6 October 2025 to 30 December 2025. The invitation for such nominations was disclosed to shareholders via the information dissemination system of the Stock Exchange of Thailand and the Company's website. Upon the expiration of the nomination period, no shareholders submitted any nominations to the Company.

Details are provided in the information of the Directors proposed for re-election as presented in [Enclosure 2](#).

Board's Opinion:

The selection process for the Company's Directors did not go through a Nomination Committee, as the Company has not yet established such a committee. However, the Board of Directors (excluding the directors who have a vested interest in this agenda item) jointly considered various qualifications, taking into account the appropriateness of the Board's overall composition in terms of academic credentials, experience, expertise, and diversity of the Board structure to ensure alignment with the Company's business strategy. The Board also considered the performance of each director in their role during the previous term.

The Board views that Mr. Pramoth Sudjitporn possesses a deep understanding of the Company's business, which significantly contributes to effective corporate governance and strategic direction. As for Mrs. Monluedee Sookpantararat, who has served as a Director since 23 November 2007 (a total of 19 years), although her tenure as an Independent Director exceeds nine years, the recommended limit under the Good Corporate Governance (CG Code) of the Securities and Exchange Commission, she has consistently demonstrated strong expertise in finance and accounting and has performed her duties with diligence throughout her tenure. Moreover, as an Independent Director, she continues to maintain independence



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from major shareholders and the Company's management, enabling her to provide impartial opinions.

The Board has reviewed and determined that the individuals nominated as Independent Directors possess the qualifications required under all relevant laws and regulations governing independent directorship. Therefore, the Board deems it appropriate to propose to the 2026 Annual General Meeting of Shareholders that the two directors retiring by rotation be re-elected for another term. The nominees have undergone the Company's prescribed consideration process and are fully qualified in accordance with applicable criteria and are suitable for the Company's business operations.

Voting:

This Agenda must be approved by a majority vote of the shareholders who attend and vote at the Meeting, in accordance with the following rules and procedures.

1. One shareholder shall have one vote for each share.
2. Each shareholder shall exercise the votes he has under 1. to appoint director(s) on an individual basis.
3. Persons receiving the most votes are those who are elected to be directors, in descending order, to the number of directors who are to be elected. If there is a tie in the last to be elected and this exceeds the said number of directors, the presiding chairman shall have an additional casting vote.

**Agenda No. 5 To approve the directors' remuneration.**

Facts and Rationale: The company regulations, Article 16, stipulate that a director shall have a right to receive remuneration from the Company in the form of rewards, meeting allowances, gratuity, bonus, or otherwise as permitted hereby or approved by the shareholders' meeting, which may be determined in specific amounts or regulated by the standards and prescribed from time to time or coming into effect until amendments are made. In other cases, a director shall receive other allowances and fringe benefits according to the Company's regulations.

Provisions in the first paragraph shall not affect the rights of the Company's officer or employee, who has been elected as the director, in receiving remuneration and



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other benefits as the Company's officer or employee.

Board's Opinion: Currently, the company has not yet appointed a remuneration committee. However, the board of directors has collectively considered setting the remuneration for directors and audit committee members based on the guidelines outlined in the company's remuneration policy. This consideration takes into account various factors and appropriateness according to the principles of good corporate governance, including the company's performance in the year 2025, the current economic situation related to the company's business, the responsibilities of the board of directors, as well as comparisons of director remuneration data within the same or similar industries. The board of directors deems it appropriate to propose to the shareholders' meeting for approval the remuneration of directors and audit committee members for the year 2026, at the same rate as in the year 2025, as follows:

1) Monetary

Monthly Remuneration	Year 2026 (proposal)	Year 2025
Board of Director	Baht / Person	Baht / Person
♦ Chairman	38,000	38,000
♦ Director	28,000	28,000
Meeting Allowance	Year 2026 (proposal)	Year 2025
Audit Committee	Baht / Person / Attendance	Baht / Person / Attendance
♦ Chairman of the Audit Committee	53,000	53,000
♦ Audit Committee	38,000	38,000

2) Other Remuneration: None

(Note: At the 2025 Annual General Meeting of Shareholders, certain Directors were granted ESOP subscription rights. Details are provided in Agenda Item 7,



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which will be discussed later, and as presented in Enclosure 4.)

In this connection, any director being the Company's employee shall receive the director's remuneration added to his salary as employee.

This shall take effect from May 1<sup>st</sup>, 2026 onward.

In 2025, the Company paid remuneration and meeting allowances to the Board of Directors and the Audit Committee in the total amount of Baht 2,949,000, in accordance with the criteria approved by the 2025 Annual General Meeting of Shareholders. Details are disclosed in the Company's 2025 Form 56-1 One Report (Annual Report) under the section "Corporate Governance Structure," which has been distributed to shareholders together with this Notice of Meeting, as presented in Enclosure 1.

Voting: The resolution for this agenda shall be passed by the not less than two-thirds (2/3) of the total number of votes of the Shareholders who attend the Meeting and cast their votes.

**Agenda No. 6 To appoint the Auditors and determine the audit fee for the year 2026.**

Facts and Rationale: In compliance with the Public Limited Company Act B.E. 2535 which specifies that the Shareholders' Meeting shall appoint the auditor and fix the auditor's remuneration annually. In appointing the auditor, the former auditor may be re-appointed. According to the Notification of the Capital Market Supervisory Board No. Tor Chor.75/2561 regarding rules, conditions and procedures for disclosure of information about the financial position and results of operations of the issuing Company, requiring the issuing the Company shall arrange for rotation of the auditor. In the event of any act and auditors express an opinion on the financial statements of the Company for the past seven fiscal years, whether consecutive or not. The Company will appoint such auditor as the Company's auditor after the period at least five consecutive fiscal years.

At present, the company's auditors are

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- Ms. Wannawat Hemachayart, Certified Public Accountant (CPA) No. 7049; and/or  
- Ms. Tippawan Pumbansao, Certified Public Accountant (CPA) No. 9552,  
from **FORVIS MAZARS (THAILAND) LTD.**, who are responsible for reviewing and auditing. They have provided opinions on the company's financial statements for 1 years, which does not exceed the period specified by the Securities and Exchange Commission. For the selection of the company's auditors for the year 2026, the Audit Committee has considered various factors including performance, experience, and readiness of personnel. The selected auditors must meet acceptable performance standards, demonstrate independence, propose reasonable remuneration rates, and other relevant factors. It is deemed appropriate to propose auditors from **FORVIS MAZARS (THAILAND) LTD.** for both the company and its subsidiaries. This decision is based on their consistent high standards of work, expertise in independent auditing, and their ability to propose suitable audit fees. Details of the selection process are as follows:

- 1) Names of Auditors and the Company: To appoint any of the **FORVIS MAZARS (THAILAND) LTD.**'s auditors to be the Company's auditor for the Year 2026 as namely:
  - Ms. Wannawat Hemachayart, Certified Public Accountant (CPA) No. 7049; and/or
  - Ms. Tippawan Pumbansao, Certified Public Accountant (CPA) No. 9552

In this regard, the auditors according to the proposed list have served as the Company's auditors for a period of 1 year.

Anyone as the Auditor is authorized to audit, review and express opinion for the Company's Financial Statements. In the event those auditors are unable to perform their duties, **FORVIS MAZARS (THAILAND) LTD.** is authorized to assign another of its auditors to perform the audit and express an opinion on the Company's financial statements in their place.

- 2) Annual Remuneration Fee for the year 2026: the annual fee of Baht 2,252,920. (Audit fee for the year 2025 is 2,226,820 baht) without any other service fees.
- 3) Relation with the Company: Auditors proposed to audit the Company has no relationship nor conflict of interest with the Company, its subsidiaries, executives, major shareholders or their related persons of such. The said auditor is accordingly independent to audit and comment on the Company's financial statements.



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- 4) Services to Other Companies: FORVIS MAZARS (THAILAND) LTD. will audit and certify the financial statements of the year 2026 of the Company's subsidiaries, joint ventures and its affiliates totaling 4 companies. in the amount of 4,228,420.40 baht, without any other service fees.

In addition, if there are any tasks arising other than the audit tasks, shareholders' meeting should authorize the Board to determine the extraordinary expenses on case-by-case basis.

For the details of profiles and experience of Auditors for the year 2026 as per Enclosure 3

Board's Opinion: The Board recommends that shareholders' meeting should approve the Auditors and determine the audit fee for the year 2026 as proposed.

Voting: The resolution for this agenda shall be passed by the majority votes of the Shareholders who attend the Meeting and cast their votes.

### **Agenda No. 7 Consideration of the allocation of rights to subscribe for newly issued ordinary shares under the AS-ESOP 2025 (Year 2) to the Company's directors.**

Facts and Rationale: On 23 April 2025, the 2025 Annual General Meeting of Shareholders approved the Employee Stock Ownership Plan of the Company (AS-ESOP2025), which authorized the issuance and offering of newly issued ordinary shares of Asphere Innovations Public Company Limited to directors, executives, and employees of the Company and/or its subsidiaries, in a total amount not exceeding 14,977,402 shares, with a par value of Baht 0.50 per share, under a program period not exceeding three (3) years, at an offering price of Baht 2.70 per share. This offering price represents 90% of the 15-business-day average share price (from 4 February 2025 to 25 February 2025, during which the average share price was Baht 2.99) prior to the Board of Directors' Meeting No. 1/2025 held on 26 February 2025, during which the Board approved the AS-ESOP2025 program and proposed it to the 2025 Annual General Meeting of Shareholders for approval.



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The allocation of ordinary shares to directors, executives, and employees of the Company and/or its subsidiaries under the AS-ESOP2025 program, with a total amount not exceeding 14,977,402 shares, shall be made as follows:

◆ **Year 1:** Allocation of not more than 4,992,467 shares, with authority granted to the Board of Directors, or any person designated by the Board, to determine the allocation and number of ordinary shares to directors, executives, and employees of the Company and/or its subsidiaries. Such allocation shall be based on appropriateness, taking into consideration the individual's position, duties, and responsibilities to the Company or its subsidiaries; length of service; experience; capabilities; potential and performance efficiency; work performance; the value and benefits expected to be contributed to the Company or its subsidiaries in the future; as well as the Company's operating results.

◆ **Year 2:** Allocation of not more than 4,992,467 shares, and may also include any remaining unallocated shares from Year 1 (if any), as well as shares for which the allocated persons have forfeited their rights (if any). The Board of Directors, or any person designated by the Board, shall be authorized to determine the allocation and number of ordinary shares to directors, executives, and employees of the Company and/or its subsidiaries. Such allocation shall be considered based on appropriateness, taking into account the individual's position, duties, and responsibilities to the Company or its subsidiaries; length of service; experience; capabilities; potential and working efficiency; performance; the benefits expected to be contributed to the Company or its subsidiaries in the future; as well as the Company's overall operating results.

◆ **Year 3:** Allocation of not more than 4,992,468 shares, and may also include any remaining unallocated shares from Year 1 and Year 2 (if any), as well as shares for which the allocated persons have forfeited their rights (if any). The Board of Directors, or any person designated by the Board, shall be authorized to determine the allocation and number of ordinary shares to directors, executives, and employees of the Company and/or its subsidiaries. Such



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allocation shall be considered based on appropriateness, taking into account the individual's position, duties, and responsibilities to the Company or its subsidiaries; length of service; experience; capabilities; potential and working efficiency; performance; the benefits expected to be contributed to the Company or its subsidiaries in the future; as well as the overall operating results of the Company.

The 2025 Annual General Meeting of Shareholders also approved the allocation of rights to purchase ordinary shares to the directors at that time for the Year 1 allocation in the following amounts:

1. Mr. Kittipong Prucksa-aroon	283,105 shares
2. Mr. Teeradet Dumrongbhalasitr	150,000 shares
3. Mr. Chalermphong Jitkuntivong	150,000 shares
4. Mrs. Monluedee Sookpantararat	150,000 shares
5. Pol.Col. Yanaphon Youngyuen	150,000 shares
<b>Total shares allocated to directors:</b>	<b>883,105 shares</b>

For Year 2, the Company is entitled to allocate the rights to purchase newly issued ordinary shares in an amount not exceeding 4,992,467 shares, and may also include any remaining unallocated shares from Year 1 (if any), as well as shares for which the allocated persons have forfeited their rights (if any). The Board of Directors, or any person designated by the Board, shall be authorized to determine the allocation and the number of ordinary shares to directors, executives, and employees of the Company and/or its subsidiaries, taking into consideration the appropriateness based on the individual's position, duties, and responsibilities to the Company or its subsidiaries; length of service; experience; capabilities; potential and work efficiency; performance; the expected value and benefits to be contributed to the Company or its subsidiaries in the future; as well as the overall operating results of the Company.

Board's Opinion:

To reward the dedication and contributions of the Company's directors in driving the business forward, and to motivate them through enhanced engagement and a sense of ownership in the Company—thereby strengthening



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morale, improving work efficiency, and retaining highly skilled and knowledgeable personnel for the long term, which will ultimately benefit the Company—the Board of Directors has considered the matter and deems it appropriate to propose that the Shareholders' Meeting approve the granting of rights to directors to purchase newly issued ordinary shares under the AS-ESOP2025 Program for the second year, at the offering price of Baht 2.70 per share as previously approved by the 2025 Annual General Meeting of Shareholders, in the following amounts:

Mr. Kittipong Prucksa-aroon Managing Director / Director	218,605 shares
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Mr. Chalermphong Jitkuntivong Chairman of the Audit Committee / Independent Director	150,000 shares
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Mrs. Monluedee Sookpantararat Audit Committee Member / Independent Director	150,000 shares
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Pol.Col. Yanaphon Youngyuen Audit Committee Member / Independent Director	150,000 shares
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<b>Total shares allocated to directors:</b>	<b>668,605 shares</b>
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Details are provided in [Enclosure 4](#): Information on the Rights to Purchase Newly Issued Ordinary Shares under the AS-ESOP2025 Program for Directors.

**Voting:** This agenda item requires approval by not less than three-fourths of the total votes of the shareholders and proxy holders who are present at the meeting and entitled to vote, and there must not be any shareholders holding, in aggregate, more than ten percent of the total votes of the shareholders present at the meeting casting a dissenting vote.



**Agenda No. 8 To consider other agenda (if any)**

This agenda item is intended to allow shareholders to raise any questions and/or for the Board of Directors to provide clarifications on such questions or concerns (if any). Therefore, no other matters will be proposed for consideration or approval under this agenda item, and no voting will be conducted.

The Meeting will be conducted in the form of an electronic meeting (E-AGM) via the e-Shareholder Meeting system. The Company will conduct the meeting in compliance with the Company's Articles of Association of the Company relating to the shareholders' meeting, as detailed in Enclosure 5. And the Company has set the Record Date for shareholders entitled to attend the 2026 Annual General Meeting of Shareholders on 13 March 2026.

Shareholders may grant proxy to Mr. Chalermphong Jitkuntivong, Independent Director and Chairman of the Audit Committee, to attend the meeting and cast votes on their behalf. Details are provided in the Information of Independent Director nominated persons to AGM and Definition of Independent Director, as presented in Enclosure 6.

The Company has published the Notice of Meeting together with supporting documents on its website at <https://investor.asphere.co/en/downloads/shareholders-meetings> since 26 March 2026. The proxy form (Enclosure 7) is also available for shareholders to download and print from the website.

This year, the Company has provided the TSD e-Proxy Voting Service as an alternative channel for shareholders who wish to use this service. Shareholders may obtain further details in Enclosure 8, or access the service via the link <https://www.set.or.th/en/tsd/services/investors/e-services/e-proxy-voting>, or by scanning the QR Code below.

**e-Proxy Voting  
service**





Should any shareholder or proxy wish to attend the 2026 Annual General Meeting of Shareholders via electronic media (E-AGM), please prepare the required documents as specified in Enclosure 8 and complete the registration in accordance with the e-Shareholder Meeting Registration Manual (for shareholders) provided in Enclosure 9. You may submit the required documents through the system via the link <https://as.foqus.vc/registration/> or by scanning the QR Code below to proceed with the registration process.



After the shareholder or proxy has completed the registration within the period and in the manner specified in Enclosure 9, and once the Company has verified the list of shareholders based on the information as of the Record Date, the system will send the Username and Password to the email address provided by the shareholder or proxy. These credentials will allow access to the electronic Annual General Meeting (E-AGM). Shareholders or proxies will then be able to join the e-Shareholder Meeting. Shareholders are kindly requested to review the system user guide provided in Enclosure 10.

In the event that you encounter any issues regarding the registration or meeting access, please contact [info@quidlab.com](mailto:info@quidlab.com) or call 02-013-4322 or 080-008-7616.

Nevertheless, the Company suggest shareholders to consider granting a proxy to the Company's independent director instead of attending the meeting via the system themselves, by using the TSD E-Proxy Voting service as described in Enclosure 8, which will provide convenience and reduce expenses for the shareholders.

Annual General Meeting of Shareholders (E-AGM), the Company will collect, use, and disclose shareholders' personal data in order to fulfill legal obligations and to facilitate services for shareholders attending the meeting. This is carried out in accordance with the Personal Data Protection Notice for the 2026 Annual General Meeting of Shareholders, as presented in Enclosure 11.



**ASPHERE**

Yours sincerely,

Mr. Pramoth Sudjitporn

Chairman

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