

(Translation)

(OFFICIAL EMBLEM)

No. PhorKor. 031815

Registration Office of Partnerships and Companies
of Phuket Province
Department of Business Development
Ministry of Commerce

CERTIFICATE

This is to certify that this company has duly been registered in accordance with the **Civil and Commercial Code** as a juristic person, on **9th November 2022**, Juristic Person Registration No.: **0835565022811**.

As appeared in the registered document of juristic person on the date of issuance of this certificate as follows:

1. Name of the Company: **VEGA BY METRICS CO., LTD.**
2. The company has **1** director namely:
 1. **Mr. Kantavee Kruekeaw**
3. The number or name of the director authorized to affix signature and be binding on the company is that **Mr. Kantavee Kruekeaw signs name./**
4. The registered capital is: **45,000,000.00 Baht / Forty Five Million Baht Only./**
5. The head office is located at: **No. 19/121, Village No. 3, Wichit Sub-district, Mueang Phuket District, Phuket Province./**
6. The company's objectives contain **24** items as appeared in the copy of documents annexed hereunto, totaling **2** sheets bearing the signature of the registrar certifying the documents as evidence.

Given on 20th September 2023.

-Signature-
(MR. BOONPLUK KHONGSUK)
Registrar

Warning: The users should examine the notes at the end of this certificate every time.

DBD

Department of Business Development,
Ministry of Commerce

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Ref. 668300215031815

1/4



(OFFICIAL EMBLEM)

No. PhorKor. 031815

Registration Office of Partnerships and Companies
of Phuket Province
Department of Business Development
Ministry of Commerce

CERTIFICATE

Note: In support of Certificate No. PhorKor. 031815

1. This company was originally registered as White Ethereum 7 Co., Ltd. The name was changed to Vega by Metrics Co., Ltd., on 12th July 2023.
2. This Certificate certifies only the statement taken into registration by the partnership/ company for the legal purpose. The fact should be sought for consideration of status.
3. The Registrar may revoke the registration if it appears that the essential informations registered are incorrect or false.

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2/4

THE PARTICULARS OF THE OBJECTIVES

Vor. 2

-Signature-

GENERAL OBJECTIVES

- (1) To purchase, procure, receive, hire, hire-purchase, own, occupy, improve, utilize and manage otherwise any properties, as well as the interest of such properties.
- (2) To sell, transfer, mortgage, pledge, exchange and dispose of the properties otherwise.
- (3) To act as broker, agent, commission agent in every category of businesses & affairs, except insurance business, the business of recruiting members for associations and business of securities trading.
- (4) To borrow money, overdraw from banks, juristic person or other financial institutions and to lend money or to give credit by other means, whether with or without securities, including to receiving, issuing, transferring and endorsing Bills or other Negotiable Instruments except for banking, finance and credit fancier activities.
- (5) To establish Branch Offices or appoint Agents both locally and abroad.
- (6) To become Partner with Limited Liabilities in Partnerships and to become Shareholder in other Limited Companies and Public Companies.

OBJECTIVES OF SERVICE ACTIVITIES

- (7) To become Contractor for the construction of buildings, commercial building, residential quarters, offices, road, bridge, dams, tunnels and all other construction works, including undertaking all categories of Public Works.
- (8) To carry out the business of hotels, restaurants, bars and nightclubs.
- (9) To undertake the businesses of transportation, loading and unloading of goods and Passengers, by land, by sea, by air both locally and abroad, as well as to undertake the Service of clearing Goods from the ports according to the customs formalities and the arrangement of transport of all kinds of freight.
- (10) To undertake the service of collecting, compiling, preparing, publishing and propagating statistics, data re: Agriculture, industry, commerce, finance, marketing, including the analysis & assessment of results in carrying out businesses.
- (11) To undertake the businesses or rendering legal services, accounting, engineering, architecture including advertising.
- (12) To become guarantor for debts, liability & performance of agreements of other persons, as well as to become guarantor for persons entering into the country of leaving the country in accordance with the Immigration, Taxation and other Acts.
- (13) To act as consultant and to give recommendations re: Problems on administration, commerce, industry including producing, marketing and distribution.
- (14) To carry on the business of managing, keeping and administering the properties of the other persons.
- (15) To undertake the business of private hospitals, clinics, treatment of patients & injured persons, training & teaching Medical and health Techniques.
- (16) To carry out the business of cinema halls and other theaters, seaside resorts, stadiums, swimming pools and bowling.
- (17) To carry out the businesses of service providing, maintenance, checking, lubricating, rust-proof spraying for all kinds of vehicles, including the services of installation, checking and making goods of all categories of disaster prevention devices.
- (18) To carry out business of laundry, hair-cutting, hair-dressing, and beauty salon.
- (19) To undertake photo-taking, developing, printing, enlarging, including photocopying of documents.
- (20) To carry out the business of massage parlors.
- (21) To participate in tenders for the sale of goods and hire of work in accordance with the whole objectives in favor of persons, group of persons, Juristic Persons, government agency and State organizations.

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The objectives of this Partnership/Company comprise 24 items as follows:

-Signature-

(22) To operate business of purchase, sale, lease and gain benefits otherwise relating to all kinds of immovable property.

(23) To operate business as a consultant for marketing, project development, purchase, sale and lease relating to all kinds of immovable property and developments for marketing.

(24) To operate service regarding the provision of service for advice and provision of accommodation and all kinds of real estate for lease and act as consultant for the lease of real estate and become agent for sale of house, land and all kinds of building.

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รับรองว่าเป็นคำแปลที่ถูกต้อง
CERTIFIED CORRECT TRANSLATION

(ศุกดา ไชยรา)
SUKTA CHAIYARA

Bangkok Express Translation
BANGKOK EXPRESS TRANSLATION
โทร. 076-234612-3 แฟกซ์. 076-234614

03 OCT 2023

(Translation)

Form BorOrJor. 2

Certified true copy
-Signature-
(MR. BOONPLUK KHONGSUK)
Registrar
Registration Office of Partnerships and Companies of Phuket Province



MEMORANDUM OF ASSOCIATION

WHITE ETHEREUM 7 CO., LTD.

Registration No.: **BorKhor 083456502748**

The Memorandum of Association of the company made on **1st November 2022** as follows:

- Clause 1. Name of company: **WHITE ETHEREUM 7 CO., LTD.**
Roman letter can be written as follows: **WHITE ETHEREUM 7 CO., LTD.**
- Clause 2. Headquarters is located at: **PHUKET PROVINCE**
- Clause 3. This Company has **24** objectives as appeared in Form Vor. Attached.
- Clause 4. The shareholders of the company shall have limited liability and not exceeding the amount of shares held.
“-----”

.....
(Please specify so if the director shall have any unlimited liability. If not, put “-----”.)

- Clause 5. The registered capital is fixed at **Four Million Baht (4,000,000)**, which is divided into
(in letter) (in figure)
Forty Thousand Shares (40,000) and the par value is **One Hundred Baht (100)** each.
- Clause 6. Specify name, residence, occupation, signature and number of share held by the founder of the company **3** persons as follows:

We, all founders who have subscribed the signatures, give consent to the registrar to verify the correctness and disclose the information specified in this registered particulars for the interest of the authority.

- (1) **Mrs. Nichakarn Tewadesh** Age: **46** years Tel.: **086-9525990**
 Holding Identification No.: **3-8013-00652-11-7**
 Holding other cards (please identify).....No.:.....
Residence: **65/180, Village No. 1, Wichit Sub-district, Mueang Phuket District, Phuket Province**
Occupation: **Businesswoman** has subscribed **19,600** shares. (Signature) **-Signature-**
- (2) **Miss Butsabawan Sirinupong** Age: **27** years Tel.: **084-2479494**
 Holding Identification No.: **1-8399-00355-66-1**
 Holding other cards (please identify).....No.:.....
Residence: **110/5, Patipat Road, Talat Nuea Sub-district, Mueang Phuket District, Phuket Province**
Occupation: **Businesswoman** has subscribed **10,200** shares. (Signature) **-Signature-**
- (3) **Miss Janjira Pumpool** Age: **28** years Tel.: **063-6159256**
 Holding Identification No.: **1-8303-00065-91-5**
 Holding other cards (please identify).....No.:.....
Residence: **72/3, Village No. 5, Sakhu Sub-district, Thalang District, Phuket Province**
Occupation: **Businesswoman** has subscribed **10,200** shares. (Signature) **-Signature-**
- (4) Age: years Tel.:
 Holding Identification No.:
 Holding other cards (please identify).....No.:.....
Residence:
Occupation: has subscribed shares. (Signature)

We, all incorporators, agree that this Memorandum of Association shall be invalid if the company is not established in 10 years from the registration date of this Memorandum of Association.
(Signature) **-Signature- Founder/Applicant**
(Mrs. Nichakarn Tewadesh)



Form BorOrJor. 2

Certified true copy
-Signature-
(MR. BOONPLUK KHONGSUK)
Registrar
Registration Office of Partnerships and Companies of Phuket Province

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ATTESTATION OF WITNESSES

I, Miss Worawan Kaewcharoen, aged 40 years, Tel. 098-5372810
 Holding Identification No.: [3]-[8][3][0][1]-[0][0][3][3][6]-[1][9]-[9]
 Holding other cards (please identify).....No.
Residing at House No. No.: 62/4, Village No.: 5, Road:, Sub-district: Ratsada,
District: Mueang Phuket, Province: Phuket

I, Mrs. Jintana Tewadesh, aged 53 years, Tel. 081-5697603
 Holding Identification No.: [3]-[8][0][1][3]-[0][0][6][5][2]-[0][7]-[9]
 Holding other cards (please identify).....No.
Residing at House No. No.: 110/5, Village No.:, Road: Patipat, Sub-district: Talat Nuea,
District: Mueang Phuket, Province: Phuket

We certify that all founders of the company have subscribed their signatures in our presence and we give consent to the registrar to verify the correctness and disclose the information specified in this registered particulars for the interest of the authority.

(Signature) -Signature- Witness
(Miss Worawan Kaewcharoen)

(Signature) -Signature- Witness
(Mrs. Jintana Tewadesh)

(Duty stamp 200 Baht)

Duty stamp paid 200 Baht in cash
according to Receipt No. (if any): 359131,
No. 35913034, dated 9th November 2022

-Signature-
(MRS. NAPHA SEEKAEW)
Registrar

(Signature) -Signature- Founder/Applicant
(Mrs. Nichakarn Tewadesh)

Page No. 2 of 2 page(s)
Supplemental document no. 830026511090001

WHITE ETHEREUM 7 CO., LTD.
(Signature) -Signature- Registrar
(MRS. NAPHA SEEKAEW)

Printed at 11:43 hrs.

Ref. 18300664034416

[QR Code]



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CERTIFIED CORRECT TRANSLATION

(ศุคตา ไชยรา)
SUKTA CHAIYARA

นางเอก เอ็กซ์เพรส ทรานสเลชัน
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Ministry of Commerce

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Form BorOrJor. 3

Certified true copy
-Signature-
(MR. BOONPLUK KHONGSUK)
Registrar
Registration Office of Partnerships and Companies of Phuket Province

[QR Code]

REGISTRATION OF INCORPORATION

WHITE ETHEREUM 7 CO., LTD.

Registration No.: **0835565022811**

(Capital **Four Million** Baht, Quantity: **Forty Thousand** Shares, Par: **One Hundred** Baht per share)

1. Total number of shares that being reserved and allocated: **Forty Thousand** Shares (**40,000**)
(in letter) (in figure)
Being the Common share of **Forty Thousand** Shares (**40,000**)
in one class and Preferred share for Shares (.....)
2. Number of Common share and Preferred share:
 - A. Common share to be paid in full (paid in full amount) **Forty Thousand** Shares (**40,000**)
and issued as if being fully paid up (without putting down money) Shares (.....)
Having partly paid at Baht per share
(put down only Baht per share). Shares (.....)
 - B. Preferred share to be paid in full (paid in full amount) Shares (.....)
and issued as if being fully paid up (without putting down money) Shares (.....)
Having partly paid at Baht per share
(put down only Baht per share). Shares (.....)
3. Amount being paid for each share (only the share being put down the money)
 - A. Common share to be paid in full value and having been paid at **One Hundred** Baht per share (**100**)
(at least 25%)
and must put down the money at Baht per share. The money has been put down at Baht per share (.....)
 - B. Preferred share to be paid in full value and having been paid at Baht per share (.....)
and must put down the money at Baht per share. The money has been put down at Baht per share (.....)
4. The amount that is received from the share value:
 - A. Common share value to be put down the money at **One Hundred** Baht. The share value has been received at **Four Million Baht**.
(full value)
To be paid (partly) at Baht per share and has received such share value at Baht.
 - B. Preferred share value to be put down the money at Baht. The share value has been received at Baht.
To be paid (partly) at Baht per share and has received such share value at Baht.

The total share value that has been received is **Four Million** Baht (**4,000,000**).
5. Name, and residence of the director which the company has **1** director as appeared in Form A. attached.
6. The number or name of the director authorized to affix signature and be binding on the company is that **"One director signs name."**

(Signed) -Signature- Applicant
(Mrs. Nichakarn Tewadesh)

Page No. **1**, of **2**, page(s)
Supplemental document no. **830026511090001**

(Signed) -Signature- Registrar
(MRS. NAPHA SEEKAEW)

Printed at 11:43 hrs.



Ref. 18300664034416

[QR Code]

Form BorOrJor. 3

Certified true copy
-Signature-
(MR. BOONPLUK KHONGSUK)
Registrar
Registration Office of Partnerships and Companies of Phuket Province

[QR Code]

7. This company is set up **with/without** time limitation:

8. The company has **one** office as follow:

Head office is located at / House code no. [8][3][9][1]-[0][1][2][2][8][9]-[2], No. **19/121**, Building:,
Room No.:, Floor No.:, Villa:, Village No.: **3**, Lane/Alley:,
Road:, Sub-district: **Wichit**, District: **Mueang Phuket**,
Province: **Phuket**, Post Code: **83000**, Tel.: **084-2479494**
Fax:, Email: **admin@cheerfultime.com**
Name and website address (URL) that is used for public relations or electronics commerce business
(e-Commerce) as the following:
1. 2.

Branch office is located (1) at / House code no. [][][][]-[][][][][]-[], No.:, Building:,
Room No.:, Floor No.:, Villa:, Village No.:, Lane/Alley:,
Road:, Sub-district:, District:,
Province:, Post Code:, Tel.:,
Fax:, Email:

9. Other particular that the public should acknowledge::

-None-
.....
.....
.....

10. Seal of the company:

-None-

11. The company is set up **with/without** Article of Association:

(Signed) *-Signature-* Applicant
(Mrs. Nichakarn Tewadesh)

Page No. **2** of **2** page(s)
Supplemental document no. **830026511090001**

WHITE ETHEREUM 7 CO., LTD.
(Signed) *-Signature-* Registrar
(MRS. NAPHA SEEKAEW)

* Email that is used for sending information and contacting with the corporate. If the name and website address (URL) being used for public relations or electronics commerce business (e-Commerce), the E-mail address must also be specified.

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CERTIFIED CORRECT TRANSLATION

(ศุกตา ไชยรา)
SUKTA CHAIYARA

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(MR. BOONPLUK KHONGSUK)
Registrar
Registration Office of Partnerships and Companies of Phuket Province

[QR Code]

Form BorOrJor. 4

**REGISTRATION OF AMENDMENT AND/OR SPECIAL RESOLUTION
WHITE ETHEREUM 7 CO., LTD.**

Registration No.: **0835565022811**

There were **2** items of amendment towards the particulars of registration as follows:

1. Change particular of Clause 1 of the Memorandum of Association as follows:
Clause 1. Name of company: **VEGA BY METRICS CO., LTD.**
Roman letter can be written as follows: **VEGA BY METRICS CO., LTD.**
2. Change particular of the number of directors as follows:
1 director left the office as follow:
(1) Mrs. Nichakarn Tewadesh
2 directors in replacement: (As detail appeared in Form A) as follows:
(1) Mr. Andrey Khan
(2) Mr. Kantavee Kruekeaw

(Signature) -Signature- Applicant
(Mrs. Nichakarn Tewadesh)

Page No. **1** of **1** page(s)
Supplemental document No. **830026607120020**

(Signed) -Signature- Registrar
(MR. CHAIMONGKHOL PRUEKAMORNKUL)

Printed at 11:43 hrs



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Department of Business Development
Ministry of Commerce

No. 18300664034416, Document issued on 20th September 2023, at 11.43 hrs.
Certified correct and identical to the copy submitted by the corporate.

Form BorOrJor. 5

Certified true copy
-Signature-
(MR. BOONPLUK KHONGSUK)
Registrar

Registration Office of Partnerships and Companies of Phuket Province

2/2

-Signature-
(Miss Warinda Promphat)

COPY OF LIST OF SHAREHOLDERS

[QR Code]

Company Limited Name	VEGA BY METRICS CO., LTD.	Registration No. 0835565022811
----------------------	---------------------------	-----------------------------------

[/] At Shareholder Conference [] Company Establishment [] Ordinary Shareholders [/] Extra-Ordinary Shareholders No. 5/2566 On 15th September 2023

[] Extracted from shareholder registration book on

The registered capital is 45,000,000.00 Baht which is divided into 450,000 shares at par value 100.00 Baht per share.

Nationality of shareholders: Thai: 2 Persons holding 450,000 shares; Other: - Person holding - shares.

No.	Name of shareholders			Number of Shares Holding	Actually Paid (1) Deemed Paid (2)	Share Certificate Number		Date of share registration	
	Identification Card No. / Juristic Person Registration No.					Share Number	Dated	Valid	Invalid
	Other card No. (specify) No.	Nationality (3)	Occupation						
1	Mr. Kantavee Kruekeaw 1839900326742 Thai Businessman 50/123, Village No. 5, Kathu Sub-district, Kathu District, Phuket Province			229,500	Par value (1) 100.00 (2)	000001-229500	15/09/2023	15/09/2023	
2	Miss Metinee Boonrattanaamorn 3440600556329 Thai Businesswoman 61/56, Sukhumvit 1 Alley (Ruenruedee), Khlong Toei Nuea Sub-district, Watthana District, Bangkok Metropolis			220,500	Par value (1) 100.00 (2)	229001-450000	15/09/2023	15/09/2023	
					Par value (1) (2)				
					Par value (1) (2)				

Page 1 of 1 Page(s)

Certified correct and identical to the Register of Shareholders.

(Signed) -Signature- Director
(Mr. Kantavee Kruekeaw)

Remark: Column "Actually Paid(1)" must specify the paid value for each share and only for the share being paid in form of cash.
Column "Deemed Paid(2)" must specify the deemed paid value for each share and only for the share being paid in form of asset or labor.
Column "Nationality(3)" if being a juristic person, please specify the country of incorporation.

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(MR. BOONPLUK KHONGSUK)
Registrar
Registration Office of Partnerships and Companies of Phuket Province

[QR Code]

**MEMORANDUM OF ASSOCIATION
OF
VEGA BY METRICS CO., LTD.
(AMENDMENT)**

By the special resolution of Shareholders' Extraordinary Meeting No. 4/2566 dated 12th September 2023, Clause 5 of the Memorandum of Association of the company is changed as follows:

Clause 5. The registered capital is fixed at Forty Five Million Baht only (45,000,000), which is divided into Four Hundred Fifty Thousand shares (450,000) and the par value is One Hundred Baht (100) each.

We certify that the above statement is correct to the resolutions of the abovesaid meetings.

-Signature-
(Mr. Andrey Khan)
Director

Duty stamp is paid in cash for 50 Baht
As per Receipt Book No.: (if any) 367996,
No. 36799551, dated 20th September 2023.
-Signature-
(MRS. KULLAKANT JIANGYEE)
Registrar

(Duty stamp 50 Baht)

830026609200018

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(ศุคตา ไชยรา)
SUKTA CHAIYARA

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(MR. BOONPLUK KHONGSUK)
Registrar
Registration Office of Partnerships and Companies of Phuket Province

QR CODE

MINUTES OF MEETING FOR COMPANY FORMATION

WHITE ETHEREUM 7 CO., LTD.

Meeting date: 1st November 2022 time: 09.00 hrs.

At House No.: 19/121, Village No. 3, Wichit Sub-district, Mueang Phuket District, Phuket Province.

There are 3 shareholders and proxies attend the meeting and the total shares are 40,000 shares. The quorum is formed and Mrs. Nichakarn Tewadesh presides over as the Chairperson. The meeting began as per the agenda as follows:

- 1. Approve the name list, status and residence of the listed shareholders including the numbers of shares reserved by listed shareholders.**
 - The Chairman proposed the Meeting to consider the name list, status and residence of the listed shareholders including the numbers of shares reserved.
 - The Meeting has examined and found correct and has therefore resolved unanimously to certify the shareholders list.
- 2. Approve the Articles of Association.**
 - The Chairman proposed the Meeting to consider the Articles of Association.
 - The Meeting has examined and has therefore resolved unanimously to:
“apply the provisions of the Civil and Commercial Code as the company’s Articles of Association.”

(Use either “apply the provisions of the Civil and Commercial Code as the company’s Articles of Association” or “apply the provisions proposed by the Chairman as the company’s Articles of Association”.)
- 3. Ratify all activities made by the company founder and all expenses necessary of company formation.**
 - The Chairman announced, “For the preparation of company formation, no founder made any action for binding the company. Therefore, no ratification is needed. However, there was an expense paid in advance by the founder for the company formation in the amount of 100,000 Baht. The Meeting was to consider.
 - The Meeting has considered and has therefore resolved unanimously to apply such expense proposed by the Chairman as the company’s expense.
- 4. Consider the shares.**
 - The Chairman proposed the Meeting to consider, stipulate the type and number of share including its initial payment.
 - The Meeting has considered and has therefore resolved unanimously to stipulate the share to be the common share with full payment. The initial payment is 100 Baht per share. The total initial payment for all shares is 4,000,000 Baht.

830026510310001

(Signature) -Signature- Director
(Mrs. Nichakarn Tewadesh)

Printed at 11:43 hrs.

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(MR. BOONPLUK KHONGSUK)
Registrar
Registration Office of Partnerships and Companies of Phuket Province



5. Appointment of the first company board of directors and their authorizations.

- The Chairman has proposed the Meeting to appoint the first set of company directors to manage the company business and their authorization in representing the company.
- The Meeting has considered and has therefore resolved unanimously to appoint **1** director. The name of the first set of company director is as follow:

- (1) Mrs. Nichakarn Tewadesh.....
- (2)
- (3)
- (4)
- (5)
- (6)
- (7)
- (8)

- The Meeting has resolved unanimously to stipulate the directors' authorization as follows:
"Number and name of the director having the authorization to bind the company is that
One director signs name."

6. Appoint the auditor and its remuneration.

- The Chairman as proposed the Meeting to appoint the auditor and its remuneration.
- The Meeting has considered and has therefore resolved unanimously to appoint **Mr. Phusit Saengkaew**, license no. **8157**, to be the company's auditor. The remuneration is **10,000** Baht per year.

7. Other matters (if any).

- No other business was proposed

The meeting is adjourned at **10.00** hrs.

(Signature) -Signature- Chairperson of the meeting
(Mrs. Nichakarn Tewadesh)

Certified correct

-Signature-
(Mrs. Nichakarn Tewadesh)
Director

830026511090001



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