

Minutes of the 2023 Annual General Meeting of Shareholders
of
PROEN Corp Public Company Limited

Time and Place:

The Meeting was held on Thursday, April 27, 2023, at 2 :00 p.m. via only electronic media by broadcasting from the meeting Shanghai room 2nd floor only, at Swissotel Bangkok Ratchada 204 Ratchadaphisek Rd, Huai Khwang Sub-district, Huai Khwang District, Bangkok.

Directors present at the Meeting

(There were 8 directors in total, representing 100% of the total number of directors).

- | | | |
|----|-----------------------------------|---|
| 1. | Dr. Sathit Puttachaiyong | Chairman of the Board, Independent Director, and Audit Committee |
| 2. | Mr.Nopparat Phudthaviriya | Independent Director and Chairman of Audit Committee |
| 3. | Assoc. Prof. Dr. Panarat Panmanee | Independent Director and Audit Committee |
| 4. | Dr. Parnai Kungwalrut | Independent Director |
| 5. | Mr. Kittipan Sri-bua-iam | Director, Chairman of the Executive Committee, and Chief Executive Officer |
| 6. | Mr. Naris Ratyiam | Director, Executive Director and Chief Commercial Officer |
| 7. | Mr. Somkiat Yubanphaeo | Director, Executive Director, and Chief Telecommunication Officer |
| 8. | Mrs. Punsaya Paprakornpisit | Director, Executive Director, and Vice President – Human Resources and Administration |

Directors in absence:

-None-



Executives and other Attendees in attendance:

- | | |
|----------------------------------|---|
| 1. Mr. Nitithorn Deeampai | Executive Director, Chief Financial Officer |
| 2. Mr. Thawatchai Praesangeim | Chief Operating Officer, Acting Vice President –
Strategy and Business Development |
| 3. Mr. Visarut Manunpon | Vice President - Business Development |
| 4. Miss Sasirada Suphawong | Vice President – Purchasing and Warehouse |
| 5. Mr. Pompat Wattananiyomkajohn | Vice President - Sales and Marketing |
| 6. Mr. Phuwadon Muangsue | Company Secretary |

Auditors from PricewaterhouseCoopers ABAS Co.,Ltd:

- Ms. Nuntika Limviriyalers
- Mrs. Nadwadee Jaiarlee

Legal Consultant from CMT Counsellor Co., Ltd.

- Miss Sawitri Sirawatcharaphong

For good corporate governance, the Company has assigned Miss Sawitri Sirawatcharaphong, Legal Consultant from CMT Counsellor Co., Ltd, to inspect the vote counting in this meeting.

The meeting commenced

Before starting to consider the meeting agenda, Miss Wimwipa Sriprae, the meeting moderator, welcomed attendees and provided general information about the number of capital and shares of the Company as follows:

Registered Capital	237,000,000	Baht
Paid-up Registered Capital	158,473,575	Baht
Issued and Sold Shares	316,947,150	Shares
Par value per share	0.50	Baht

For attending the Annual General Meeting of Shareholders through electronic media, or E-AGM, the details and methods are as follows:



1. Before voting on each agenda, the meeting will give attendees an opportunity to ask questions related to that agenda as appropriate. Shareholders or proxies who wish to ask questions are required to provide their name and surname, together with informing they are shareholders attending the meeting in person or being a proxy. Before the inquiry is sent, the Company opened channels for submitting suggestions and questions during the meeting as follows:

- Conversation channel via information typing system (Chat)

- Conversation channel via voice system, in which participants will press the raise hand button and turn on the microphone on their device. After the system operator sends a question to invite you to chat, please turn off the microphone after finishing the conversation every time.

Additionally, to ensure that the meeting is in accordance with the principles of good corporate governance due to this meeting, the Company held the meeting via only electronic media or E-AGM.

2. The voting criteria and the vote-counting method in the meeting are as follows:

1. One share is counted as one vote and to take the majority vote as a basis for voting, unless the law stipulates otherwise.

2. The Chairman will propose to the meeting to resolve each agenda item. For voting through the e-voting system, shareholders can vote for each agenda item by voting "agree", "disagree," or "abstain" only. In the event that no vote is made on any agenda, the system would immediately consider that the shareholder's vote is "agree".

3. In the event that shareholders appoint a proxy to attend the meeting on their behalf, proxies are entitled to consider and vote on behalf of the shareholders who grant proxies in all respects as appropriate. The voting will use the same method as shareholders attending the meeting in person. If the shareholder has assigned the proxy to vote on each agenda item in the proxy form, it will be considered as the vote as specified by the shareholder in the proxy form.

4. The vote-counting results for each agenda item will be announced immediately after completing the vote-counting for each agenda item, in cases of equal voting results, the Chairman has the right to cast one decisive vote.



5. Shareholders will be able to vote only during the time specified by the Company. In this meeting, the Company has set the voting period at 1 minute.

6. If the meeting attendees do not vote within the specified period, it will be considered that such meeting attendees have a resolution approved as proposed to the meeting for consideration. Attendees may, however, return to edit their votes within the specified time if there is still time during the voting period for that agenda.

7. Notification of voting results will indicate the votes for agree, disagree, and abstain. Each agenda will be used the number of shares of the latest attendees.

Miss Wimwipa Sriprae informed the meeting that there were 24 shareholders attended the Meeting in person representing 77,416,400 shares, equivalent to 24.43 %.and 12 shareholders attended by proxies representing 87,863,600 shares, equivalent to 27.72 %. Thus, there were 36 shareholders and proxies attended the meeting in total, representing 165,280,000 shares, equivalent to 52.15% of the total number of shares sold by the Company, whereas, the total number of shares sold by the Company was 316,947,150 shares. The quorum of the Meeting was constituted in accordance with the Company's Articles of Association. The Chairman then opened the meeting and proceeded with the meeting agenda as follows:

Dr. Sathit Puttachaiyong Chairman of the Board said that the past 2022 situation was a time when most entrepreneurs had difficulty running their businesses due to various factors affecting the global economy whether it's oil prices, inflation, exchange rates, and changing new technologies, these were all challenging factors. However, the executive of PROEN Corp Public Company Limited has adjusted its business plan efficiently to cope with continuous changes and it was successful. The Important developments in 2022 were that The Company has prepared to support the growth of the Data Center business by starting the construction of a new Data Center building located on Srinakarin Road, Soi 8, with a usable area of approximately 10,000 square meters and a capacity of more than 1,000 racks. There is a plan to open the first phase of service in the fourth quarter of 2023 with approximately 380 racks. On behalf of the Board of Directors of PROEN's executives and employees would like to express our gratefulness to the shareholders for always entrusting the Company.

The Chairman assigned Miss Wimwipa Sriprae to be the meeting moderator in this meeting



Agenda 1 To acknowledge the minutes of the Annual General Meeting of Shareholders for the year 2022

Miss Wimwipa Sriprae proposed to the meeting to acknowledge the minutes of the Annual General Meeting of Shareholders for the year 2022, held on April 28, 2022. The Company submitted the copy of the minutes to the Stock Exchange of Thailand within the period specified by law and published through the Company's website for disclosure to shareholders and general investors, and it appears that no one objected or required any amendment.

The Company allowed the shareholders to inquire about details and offer additional comments. It appeared that no one made any inquiries or comments.

The Company then proposed the Meeting to acknowledge the minutes of the Annual General Meeting of Shareholders for the year 2022, held on April 28, 2022, as proposed.

Resolution The Meeting acknowledged the minutes of the Annual General Meeting of Shareholders for the year 2022.

Agenda 2 To acknowledge the Company's operating results for the year 2022

Miss Wimwipa Sriprae informed that The Company prepared the report on the Company's operating results for the year 2022 as shown in the Annual Registration Statement/Annual Report 2022 (56-1 One Report Form) under the topic Part 1 Business Operations and Performance, which has already been sent to the shareholders in QR Code format (Enclosure No. 2) together with the invitation letter for this meeting.

Mr. Nitithorn Deeampai Executive Director and Chief Financial Officer proposed the Company's operating results for the year 2022 that the Company had a total income of 1,548.36 million Baht, an increase of 486.80 million Baht or 45.86% from the previous year, and total assets of 1,590.38 million Baht, an increase of 511.77 million Baht or an increase of 47.45%, and a total gross profit of 205.31 million Baht, an increase of 59.28 million Baht or 40.60%, with a net profit of 65.07 million Baht, an increase of 35.90 million Baht or 123.12% from the same period last year.

In 2022, the Company had a total income consisting of sales revenue of 626.91 million Baht, an increase of 98.54 million Baht; service income of 317.10 million Baht, an increase of 16.53 million Baht; and basic



construction project income of 587.37 million Baht, increased by 357.81 million Baht, and other income amounted to 16.98 million Baht, an increase of 13.91 million Baht from the same period last year.

In 2022, the Company had an operating profit of 98.24 million Baht, an increase of 51.30 million Baht, or 109.27%. In addition, it had profit before interest, tax, depreciation, and amortization (EBITDA) in the amount of 137.01 million Baht, an increase of 56.79 million Baht or 70.80%.

The Company had a financial status as of December 31, 2022, with a cash balance of 552.74 million Baht which was reserved for the construction of a new Data Center office building, used as the working capital of the Company, and liabilities in the amount of 1,118.49 million Baht, increased due to the year 2022, the Company issued unsecured debentures of PROEN Corp Public Company Limited No. 1/2022 which due for redemption in the year 2024 in the amount of 500 million Baht to use the money for the construction of a new office Data Center building and as general working capital of the Company.

The Company had shareholders' equity as of December 31, 2022, in the amount of 471.89 million Baht, a net increase of 52.11 million Baht from the profit for the year 2022.

Mr. Kittipan Sri-bua-iam Director, Chairman of the Executive Committee, and Chief Executive Officer presented a summary of the Company's operating results for the year 2022 as follows:

In 2022, the Company proceeded with the construction of a new Data Center and office building with six floors, an area of approximately 10,000 square meters, and an electric power of approximately 15 MW, the method to bring electricity into the building through the underground, and providing services equivalent to Tier 3 standards. On January 30, 2022, the Company held a foundation stone-laying ceremony. On August 10, 2022, the Company held a ceremony to lay the first piling. Moreover, on January 31, 2023, the Company held a ceremony to raise the main pillar.

In 2022, the Company carried out CSR activities (Corporate Social Responsibility) supporting online distance learning media and learning equipment throughout the year, for example, in collaboration with the Provincial Electricity Authority which is a business partner of the Company at Ban San Luang School in Chiang Rai. Furthermore, the Company donated sports equipment and scholarships to eight schools in Nakhon Sawan Province and provided solar cells and learning materials at Sopmoei School, Mae Hong Son Province.



Mr. Phuwadon Muangsue, Company Secretary presented a summary of the Company's operating results for the year 2022 in terms of good corporate governance as follows:

The Company has set a policy against corruption, which in 2023 will be approved by the Board of Directors, and has already joined the declaration of intention with CAC (Collective Action Against Corruption).

The Company allowed the shareholders to inquire about details and offer additional comments. It appeared that no one made any inquiries or comments.

The Company then proposed the Meeting to acknowledge the Company's operating results for the year 2022 as proposed.

Resolution The Meeting acknowledged the Company's operating results for the year 2022.

Agenda 3 To consider and approve the consolidated financial statements for the year ended 31 December 2022

Miss Wimwipa Sriprae who was the person who summarizes details of the Company's consolidated financial statements to the meeting informed that according to the Public Limited Companies Act B.E. 2535 (1992), Section 112 requires the Board of Directors must make financial statements and a profit and loss account for the fiscal year ended and must arrange for the auditor to examine the statement of financial statements and profit and loss account before presenting to the annual general meeting of shareholders. For approval, the Board of Directors arranged for the preparation of financial statements for the fiscal year ended December 31, 2022, which have been audited by the auditor and verified by the Audit Committee in order to propose to the shareholders' meeting for consideration and approval at the annual general meeting of shareholders as required by Section 112 of the Public Limited Companies Act B.E. 2535 (1992) (Enclosure No. 2)

Consolidated statement of financial position information and consolidated statement of comprehensive income (partial) of the Company for the fiscal year ended 31 December 2022.



Unit: million Baht

	Year 2022	Year 2021
Current assets	1,280.34	825.49
Total assets	1,590.38	1,078.61
Current liabilities	552.29	581.31
Total liabilities	1,118.49	658.83
Total revenue	1,548.36	1,061.56
Net profit	65.07	29.16
Earnings per share (Baht)	0.21	0.10

The Company allowed the shareholders to inquire about details and offer additional comments. It appeared that no one made any inquiries or comments.

The Company then proposed the Meeting to consider and approve the consolidated financial statements for the year ended 31 December 2022 as proposed.

Resolution The Meeting considered and unanimously approved the consolidated financial statements for the year ended 31 December 2022 with the following votes:

Resolution	Number of Votes (vote)	Percentage of shareholders' shares attending the meeting and casting their votes	
Approved	165,280,000	Equivalent to	100
Disapproved	0	Equivalent to	0
Abstained	0		
Void	0		

Agenda 4 To consider and approve the payment of dividend in respect of the Company's operating results for the fiscal year 2022 and the appropriation of profits as a legal reserve

Miss Wimwipa Sriprae reported to the meeting that in compliance with the Public Company Limited Act B.E. 2535 Section 115, requires that no dividends shall be paid otherwise than out of profits. In the case where a Company has incurred accumulated loss, no dividends may be paid. Moreover, Section 116 and Article 50 of the Company's Article of Association require that the Company must appropriate part of its annual net profits to a reserve fund in an amount of not less than five percent of the annual net



profits with the deduction there from the amount representing the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than ten percent of the registered capital.

In addition, the Company has the policy to pay dividends at the rate of not less than 40 percent of the net profits from the separate financial statements of the Company after income tax and legal reserves. The Board of Directors may consider paying dividends depending on the shareholder's benefit such as saving money for future investments, repaying the loan, or working capital within the Company. Dividend payment must be approved by the shareholders' meeting.

The Board of directors deemed it appropriate to propose the 2023 AGM to consider and approve the allocation of profit from the operating results of the year 2022 as a legal reserve in the amount of 2,920,000 Baht and dividend payment from the net profit according to the separate financial statements after deducting allocation of legal reserves in line with the Company's dividend payment policy. According to the operating results for the year 2022 to shareholders at the rate of 0.12 Baht per share, totaling 38,033,658 baht or approximately 71.50 percent of net profit after deducting allocation of legal reserves in line with the Company's dividend payment policy. The list of shareholders who are entitled to receive dividends (Record Date) is fixed on 10 May 2023 and the dividend payment date is set on 18 May 2023.

The Company allowed the shareholders to inquire about details and offer additional comments. It appeared that no one made any inquiries or comments.

Resolution The Meeting considered and unanimously approved the payment of dividend in respect of the Company's operating results for the fiscal year 2022 and the appropriation of profits as a legal reserve with the following votes:

Resolution	Number of Votes (vote)	Percentage of shareholders' shares attending the meeting and casting their votes	
Approved	165,280,000	Equivalent to	100
Disapproved	0	Equivalent to	0
Abstained	0		
Void	0		



Agenda 5 To consider and approve the appointment of directors replacing those who retire by rotation

Miss Wimwipa Sriprae proposed to the meeting that in compliance with the Public Company Limited Act B.E. 2535 Section 71 and the Company's articles of association Article 18, requires that at least one-third (1/3) of the number of directors shall vacate office at every annual general meeting of shareholders. If the number of directors is not a multiple of three, then the number nearest to one-third (1/3) shall vacate office. Directors to retire in the first year and the second year after the registration of that company shall be retired by drawing lots. In each subsequent year, the directors who occupy the position for the longest period must retire. The director who retires by rotation may be re-elected as the director for another term. The director who retires by rotation may be re-elected as the director for another term. Directors who are drawn by the lot who must retire at the 2023 Annual General Meeting of Shareholders are as follows.:

- | | |
|-----------------------------|----------------------|
| 1) Mr. Nopparat Phutaviriya | Independent Director |
| 2) Mr. Kittipan Sri-bua-iam | Director |
| 3) Mr. Naris Ratyiam | Director |

The Company has allowed the shareholders to nominate qualified person(s) to be elected as the director according to the nomination procedure through the company's website from 3 October 2022 to 19 December 2022, which appeared that no shareholder has nominated any qualified persons to be elected as the Company's director.

Criteria for selecting persons to be appointed as directors of the Company has not been considered by the Nomination and Remuneration Committee Since the Company has not yet appointed the Nomination and Remuneration Committee but it was considered jointly by the Board of Directors of the Company and presented the appropriate person to the meeting. Shareholders consider by considering the structure of the board of directors and the qualifications of directors individually. The Board of Directors deemed that their qualifications are in accordance with Public Limited Companies Act and Securities and Exchange Act and other related laws (if any). Being appropriate in terms of qualifications, knowledge, ability, experience suitable for the business of the Company, and performance as a director of the Company in the past has been beneficial to the Company. All of them have no prohibited characteristics and do not operate any business that may conflict with interests or hold shares



in any business that is in competition with the Company's operations. The details appear in Enclosure No. 3

The Company allowed the shareholders to inquire about details and offer additional comments. It appeared that no one made any inquiries or comments.

Resolution The Meeting considered and approved the appointment of Mr. Nopparat Phutaviriya, Mr. Kittipan Sri-bua-iam and Mr. Naris Ratyiam who retired by rotation to be re-appointed as a director of the Company for another term with the majority votes of shareholders attending the meeting and casting their votes (Not counting the votes of those who abstain) as follows:

1) Mr. Nopparat Phutaviriya

Resolution	Number of Votes (vote)	Percentage of shareholders' shares attending the meeting and casting their votes	
Approved	165,270,000	Equivalent to	100
Disapproved	0	Equivalent to	0
Abstained	10,000		
Void	0		

2) Mr. Kittipan Sri-bua-iam

Resolution	Number of Votes (vote)	Percentage of shareholders' shares attending the meeting and casting their votes	
Approved	165,280,000	Equivalent to	100
Disapproved	0	Equivalent to	0
Abstained	0		
Void	0		

3) Mr. Naris Ratyiam

Resolution	Number of Votes (vote)	Percentage of shareholders' shares attending the meeting and casting their votes	
Approved	165,280,000	Equivalent to	100
Disapproved	0	Equivalent to	0
Abstained	0		
Void	0		



Agenda 6 To consider and approve the determination of the director’s remuneration for the year 2023

Miss Wimwipa Sriprae proposed to the meeting that according to the Public Company Limited Act B.E. 2535 Section 90 and the Company’s articles of association Article 33, require that directors are entitled to receive remuneration from the Company in the form of award, meeting allowance, commission, bonus, or any other form of compensation according to the articles of association or as determined by the shareholders’ meeting. The amount of remuneration may be fixed or outlined from time to time, or it will be effective forever until changes are made. In addition, directors will receive allowances and other welfare according to the regulations of the Company.

The Board of Directors has conducted a survey on directors' remuneration by considering the responsibilities and performance of the Board of Directors and comparative information referring to other companies in the same industry. The size and nature of the businesses are similar, including the results of the survey of directors' remuneration by the Thai Institute of Directors Association (IOD), it was found that the directors' remuneration set by the Company was close to the average of the market. Details are as follows:

(1) Meeting Allowance

Position	Meeting Allowance
Chairman of the Board	18,000 Baht per time
Director	12,000 Baht per time
Audit Committee, Chairman	17,000 Baht per time
Audit Committee	12,000 Baht per time

Remark: Directors who are executives of the Company will not be entitled to the meeting fee allowance.

(2) The Director’s remuneration

The amount of the Director’s remuneration does not exceed 1,000,000 Baht and the Board of Directors is assigned to the person who considers the allocation of such remuneration by considering the target of the Company’s performance in that year. In this regard, the Company will not pay for any of the directors’ pensions, if the operating results in a year did not meet the target set in that particular year.

(3) Non-Monetary Remuneration/Other Remuneration

-None-



To determine the directors' and the sub-committees' remuneration of the Company do not receive any benefits other than meeting allowances as detailed above. The scope of duties and responsibilities of the Board of Directors and the sub-committees appear in The Annual Registration Statement/Annual Report 2022 (Form 56-1 One Report) under Part 2 Corporate Governance Report which appeared in Enclosure No. 2.

The Company allowed the shareholders to inquire about details and offer additional comments. It appeared that no one made any inquiries or comments.

Resolution The Meeting considered and unanimously approved the determination of the director's remuneration for the year 2023 with the following votes:

Resolution	Number of Votes (vote)	Percentage of shareholders' shares attending the meeting	
Approved	165,280,000	Equivalent to	100
Disapproved	0	Equivalent to	0
Abstained	0	Equivalent to	0
Void	0	Equivalent to	0

Agenda 7 To consider and approve the appointment of the auditor and their remuneration for the year 2023

Miss Wimwipa Sriprae proposed to the meeting that according to the Public Company Limited Act B.E. 2535 Section 120 and the Company's articles of association Article 58, they required that the annual general meeting of shareholders shall consider and approve an appointment of an auditor and determine the remuneration of the auditor of the Company every year and in appointing the auditor, the former auditor may be re-appointed.

Furthermore, according to Notifications of the Securities and Exchange Commission which prescribe that the Company shall rotate its auditor if such auditor has performed the auditing duties for seven audited years. However, it is not required to change a new audit company, the Company may appoint another auditor in such company to replace of the said auditor. The Company may reappoint the same



auditor who is retired by rotation only if it passes the lapse of at least five consecutive fiscal years from the date of termination of his/her duties.

The Audit Committee has considered the qualification of the Company’s auditors based on their respective independence and audit fee and proposed for appointment of

- 1) Mr. Pisit Thangtanagul CPA Licence No. 4095 or
- 2) Ms. Nuntika Limviriyalers CPA Licence No. 7358 or
- 3) Miss Thitinun Waenkaew CPA Licence No. 9432

from PricewaterhouseCoopers ABAS Ltd. to be the Company’s auditor for the year 2023. Any of the said auditors shall conduct audit works and express their opinion to the Company’s financial statements. In case those auditors are not able to perform their duties, PricewaterhouseCoopers ABAS Ltd. shall provide its other auditor to perform duties instead. In this regard, the auditors nominated for appointment to be the Company’s auditors this year are the 7 years of the auditor’s services. The nominated auditors have not provided any other services for the Company and have no relation or interest with the Company, subsidiaries, executives, major shareholders, or any other party related thereto. The audit fee for the year 2023 is fixed at 2,790,000 Baht per year.

The Company allowed the shareholders to inquire about details and offer additional comments. It appeared that no one made any inquiries or comments.

Resolution The Meeting considered and unanimously approved the appointment of the auditor, and their remuneration for the year 2023 with the following votes:

Resolution	Number of Votes (vote)	Percentage of shareholders’ shares attending the meeting and casting their votes	
Approved	165,280,000	Equivalent to	100
Disapproved	0	Equivalent to	0
Abstained	0		
Void	0		



Agenda 8 To consider and approve the amendment to the Company's Articles of Association

Miss Wimwipa Sriprae proposed to the meeting that in accordance with the amendment to the Public Limited Companies Act B.E. 2565, regarding the calling for the board of directors meeting by directors and the period of sending notice of the board of directors' meeting and sending of letters, documents, or meeting notices, the publication, and the appointment of a proxy by electronic means, it shall be deemed appropriate to amend the Articles of Association of the Company as to be aligned with the Public Limited Companies Act B.E. 2565 (as amended).

The Board of Directors deemed it appropriate to propose the shareholders' meeting to consider and approve the amendment to Clause 22, 27, 35, 36, 38, 39, 46, 47, and adding Clause 63 of the Articles of Association in accordance with the amended Public Limited Companies Act, the details appear in the proposed amended draft of the Articles of Association attached to the invitation letter of the meeting sent to the shareholders prior to the meeting.

Article	Existing Article	Proposing to be amended Article
22	<p>If all members of the Board of Directors vacate the office, those members must remain in the office in order to carry on the business of the Company only to the extent that it is necessary until the new Board of Directors is appointed, unless the court orders otherwise in the case where the board members are retired under the court's order.</p> <p>The retired directors must hold a meeting of shareholders to elect the new board of directors within one (1) month from the date of retirement. A notice of the shareholders' meeting must be sent to shareholders fourteen (14) days or more before the</p>	<p>If all members of the Board of Directors vacate the office, those members must remain in the office in order to carry on the business of the Company only to the extent that it is necessary until the new Board of Directors is appointed, unless the court orders otherwise in the case where the board members are retired under the court's order.</p> <p>The retired directors must hold a meeting of shareholders to elect the new board of directors within one (1) month from the date of retirement. A notice of the shareholders' meeting must be sent to shareholders fourteen (14) days or more</p>



Article	Existing Article	Proposing to be amended Article
	meeting date. The notice must also be announced in the newspaper at least 3 days prior to the meeting date and must be announced for three (3) days consecutively.	before the meeting date. The notice must also be announced in the newspaper or via electronic media in accordance with the rules and procedures prescribed by law.
27	<p>To call a meeting of the Board of Directors whether an in-person meeting or an electronic meeting, the chairman or his assignee must send a notice of the Board of Directors' meeting to all directors seven (7) days or more before the meeting date, except that in case of an emergency to preserve the rights or benefits of the Company, a meeting may be called by any other method and the meeting date may be fixed sooner. In the event that the meeting is convened via electronic media, the Company may send notice of the board of directors' meeting via electronic media.</p> <p>In the event that two or more directors request the Chairman to call a meeting of the Board of Directors. The Chairman shall fix a meeting date within fourteen (14) days of receipt of that request.</p>	<p>To call a meeting of the Board of Directors whether an in-person meeting or an electronic meeting, the chairman or his assignee must send a notice of the Board of Directors' meeting to all directors three (3) days or more before the meeting date, except that in case of an emergency to preserve the rights or benefits of the Company, a meeting may be called by electronics or any other method and the meeting date may be fixed sooner. In the event that the meeting is convened via electronic media, the Company may send notice of the board of directors' meeting via electronic media. Additionally, copies of the meeting notices and meeting documents will be kept as evidence, which may also be stored in electronic form.</p> <p>The Chairman of the board of directors shall call a meeting of the board. However, in the event that there is any reasonable cause or in order to preserve the rights or benefits of the Company, two or more directors may jointly request the Chairman to call a meeting of the Board of Directors. The request must clearly specify the</p>



Article	Existing Article	Proposing to be amended Article
		<p>matters and reasons for holding the meeting. To this extent, the Chairman shall call and fix a meeting date within fourteen (14) days of receipt of that request.</p> <p>In the event that the Chairman fails to act in accordance with the second paragraph, the requesting directors may jointly call and fix a meeting date within fourteen (14) days of the expiration of the period mentioned in paragraph two above.</p> <p>In the event that there is no chairman of the board of directors due to whatever reason, the vice-chairman shall call a meeting of the board of directors. If there is no vice-chairman due to whatever reason, two or more directors may call a board meeting.</p>
35	<p>The Board of Directors shall arrange a meeting of shareholders at least once per year. This meeting is called a "general meeting," and it is arranged within four months after the end of the company's accounting period.</p> <p>Any other meeting of shareholders is called an "extraordinary general meeting."</p> <p>The Board of Directors may call an extraordinary general meeting at any time whenever it thinks fit, or shareholders holding in aggregate 10 percent or more of the total issued shares may submit a written</p>	<p>The board of directors shall arrange a meeting of shareholders at least once per year. This meeting is called a "general meeting," and it is arranged within four months after the end of the company's accounting period.</p> <p>Any other meeting of shareholders is called an "extraordinary general meeting."</p> <p>The Board of directors may call an extraordinary general meeting at any time whenever it thinks fit, or shareholders holding in aggregate 10 percent or more of the total issued shares may submit a</p>



Article	Existing Article	Proposing to be amended Article
	<p>request to the Board of Directors to call an extraordinary general meeting. The request must clearly specify the purpose of such a meeting. The board of directors must call a meeting of shareholders to take place within forty-five (45) days from the date of receipt of that request from the shareholders.</p> <p>In the event that the Board of Directors fails to call the meeting within 45 days from the date of receipt of such shareholders' request, shareholders who jointly submitted the request holding in aggregate of the shares in accordance to the aforesaid may call the meeting by themselves within 45 days of the expiration of the period provided according to the aforesaid. This shall be deemed as the meeting which is called by the board of directors. The Company shall be responsible for necessary expenses incurred in arranging the meeting and shall be providing reasonable facilitation. If the number of shareholders attending the meeting is insufficient to constitute a quorum as required by clause 37 in this Article of Association. The shareholders who jointly submitted the request or other shareholders who requested to call the shareholders' meeting at that time will be jointly liable to the company for the</p>	<p>written request to the Board of Directors to call an extraordinary general meeting. The request must clearly specify the purpose of such a meeting. The board of directors must call a meeting of shareholders to take place within forty-five (45) days from the date of receipt of that request from the shareholders.</p> <p>In the event that the board of directors fails to call the meeting within 45 days from the date of receipt of such shareholders' request, shareholders who jointly submitted the request holding in aggregate of the shares in accordance to the aforesaid may call the meeting by themselves within 45 days of the expiration of the period provided according to the aforesaid. This shall be deemed as the meeting is called by the board of directors. The Company shall be responsible for necessary expenses incurred in arranging the meeting and shall be providing reasonable facilitation. If the number of shareholders attending the meeting is insufficient to constitute a quorum as required by clause 37 in this Article of Association. The shareholders who jointly submitted the request or other shareholders who requested to call the shareholders' meeting at that time will be</p>



Article	Existing Article	Proposing to be amended Article
	<p>expenses incurred in arranging the meeting.</p>	<p>jointly liable to the company for the expenses incurred in arranging the meeting.</p> <p>In the event that the extraordinary general meeting is called by the shareholders, such shareholders may send the notice of the extraordinary general meeting via electronic means to the shareholders who express their intention or consent to receive such notice via electronic means, the aforesaid process shall be in accordance to criteria and method prescribed by the Public Company Limited Registrar.</p>
36	<p>To call a meeting of shareholders whether an in-person meeting or an electronic meeting, the Board of Directors must prepare a notice indicating the place, date, time, agenda, and matters to be proposed at the meeting, together with any other appropriate details and the board of directors' opinion on those matters. The notice must be sent to the shareholders and the Public Companies Registrar seven (7) days or more before the meeting date. The notice must also be published in a newspaper at least 3 days prior to the meeting date and must be announced for three (3) days consecutively. In the event that the call to the meeting is made via</p>	<p>To call a meeting of shareholders whether an in-person meeting or an electronic meeting, the Board of Directors must prepare a notice indicating the place, date, time, agenda, and matters to be proposed at the meeting together with any other appropriate details. The notice must clearly specify the matter for acknowledgment, approval, or consideration, together with the opinion of the board of directors on those matters. The notice must be sent to the shareholders and the Public Companies Registrar seven (7) days or more before the meeting date. The notice must also be published in a newspaper or by electronic</p>



Article	Existing Article	Proposing to be amended Article
	<p>electronic media, the Company may send the notice to attend the meeting by electronic means, and such notice must be sent and published in the newspapers in accordance with the times prescribed above.</p>	<p>means, according to the rules and methods prescribed by law. In the event that the call to the meeting is made via electronic media, the Company may send the notice to attend the meeting by electronic means, and such notice must be sent within the duration required by law. Additionally, copies of the meeting notices and meeting documents will be kept as evidence, which may also be stored in electronic form and published in the newspapers in accordance with the times prescribed above.</p>
38	<p>A shareholder may appoint a proxy to attend and vote at a meeting of shareholders on his/her behalf. The instrument appointing a proxy must be made in writing, signed by the shareholder, and made in a form prescribed by the Public Companies Registrar. The proxy instrument must be submitted with the Chairman or his/her assignee before the proxy attends the meeting.</p> <p>The proxy instrument must contain at least the following particulars:</p> <ol style="list-style-type: none"> (1) the amount of shares held by the shareholder; (2) the name of the proxy; and (3) the meeting at which the proxy is appointed to attend and vote. 	<p>A shareholder may appoint a proxy to attend and vote at a meeting of shareholders on his/her behalf. The instrument appointing a proxy must be made in writing, signed by the shareholder, and made in a form prescribed by the Public Companies Registrar. The proxy instrument must be submitted with the Chairman or his/her assignee before the proxy attends the meeting. The appointment if proxy may be performed by electronic media provided that the method shall be safe and reliable to be proven that the proxy is performed by such shareholders, and in accordance with the rules prescribed by the registrar. The proxy</p>



Article	Existing Article	Proposing to be amended Article
		<p>instrument must contain at least the following particulars:</p> <ol style="list-style-type: none"> (1) the amount of shares held by the shareholder; (2) the name of the proxy; and (3) the meeting at which the proxy is appointed to attend and vote.
39	<p>The meeting of shareholders must proceed according to the agenda specified in the notice of the meeting in respective order. However, the meeting may vary the sequence of the agenda if approved by a resolution passed by two-thirds (2/3) or more of the votes cast by the shareholders attending the meeting.</p> <p>After the meeting of shareholders completes its consideration of the agenda prescribed in the notice of the meeting, the shareholders holding in aggregate one-third (1/3) or more of the total issued shares may request the meeting to consider any matters in addition to the agenda prescribed in the notice of the meeting.</p> <p>If the meeting of shareholders is unable to complete its consideration of the agenda prescribed in the notice of the meeting or additional matters raised by the shareholders and it is necessary to adjourn the meeting, then the meeting must fix the place, date and time of the adjourned</p>	<p>The meeting of shareholders must proceed according to the agenda specified in the notice of the meeting in respective order. However, the meeting may vary the sequence of the agenda if approved by a resolution passed by two-thirds (2/3) or more of the votes cast by the shareholders attending the meeting.</p> <p>After the meeting of shareholders completes its consideration of the agenda prescribed in the notice of the meeting, the shareholders holding in aggregate one-third (1/3) or more of the total issued shares may request the meeting to consider any matters in addition to the agenda prescribed in the notice of the meeting.</p> <p>If the meeting of shareholders is unable to complete its consideration of the agenda prescribed in the notice of the meeting or additional matters raised by the shareholders and it is necessary to adjourn the meeting, then the meeting must fix the</p>



Article	Existing Article	Proposing to be amended Article
	<p>meeting. The board of directors must send a notice of the meeting specifying the place, date, time, and agenda to shareholders seven (7) days or more before the meeting date. The notice of the meeting shall be published in the newspaper at least 3 days prior to the meeting date, and must be announced for three (3) days consecutively.</p>	<p>place, date and time of the adjourned meeting. The board of directors must send a notice of the meeting specifying the place, date, time, and agenda to shareholders seven (7) days or more before the meeting date. The notice of the meeting shall be published in the newspaper or by electronic means, in accordance with the procedures prescribed by the provisions of law and other.</p>
46	<p>If the Company wishes to reduce its capital, it must send a notice specifying the resolution of shareholders approving the capital reduction to all creditors known to the Company within fourteen (14) days after the date on which the resolution was passed. The notice must provide that the creditors may raise any objection within two (2) months after receipt of that notice. The Company must also publish the resolution of shareholders in a newspaper for 3 days consecutively within fourteen (14) days after the date on which the resolution was passed.</p>	<p>If the Company wishes to reduce its capital, it must send a notice specifying the resolution of shareholders approving the capital reduction to all creditors known to the Company within fourteen (14) days after the date on which the resolution was passed. The notice must provide that the creditors may raise any objection within two (2) months after receipt of that notice. The Company must also publish the resolution of shareholders in a newspaper or by electronic means according to the rules and method prescribed by laws, within fourteen (14) days after the date on which the resolution was passed.</p>
47	<p>A declaration of dividends must not be approved unless by a resolution of shareholders or in case of interim dividends</p>	<p>A declaration of dividends must not be approved unless by a resolution of shareholders or in case of interim</p>



Article	Existing Article	Proposing to be amended Article
	<p>it must be approved by a resolution of the board of directors.</p> <p>A written notice of dividend distribution must be sent to all shareholders and advertised in a newspaper for three (3) days consecutively. The payment of dividends must be made within one (1) month after the date on which the resolution was passed.</p>	<p>dividends it must be approved by a resolution of the board of directors.</p> <p>A written notice of dividend distribution must be sent to all shareholders and advertised in a newspaper or by electronic means according to the rules and methods prescribed by laws. The payment of dividends must be made within one (1) month after the date on which the resolution was passed.</p>
63	-	<p>In sending any letter or document, the Company or its board of directors may send it by electronic means to any director, shareholder, or creditor of the Company who expresses their intention or consents to receive such a letter or document by electronic means. Such actions must be in accordance with the rules and methods prescribed by the Public Company Limited Registrar.</p>

The Company allowed the shareholders to inquire about details and offer additional comments. It appeared that no one made any inquiries or comments.

Resolution The Meeting considered and unanimously approved the amendment to the Company's Articles of Association with the following votes:

Resolution	Number of Votes (vote)	Percentage of shareholders' shares who attend the meeting and have the right to vote	
Approved	165,280,000	Equivalent to	100
Disapproved	0	Equivalent to	0



Resolution	Number of Votes (vote)	Percentage of shareholders' shares who attend the meeting and have the right to vote	
Abstained	0	Equivalent to	0
Void	0	Equivalent to	0

Agenda 9 To consider and approve the amendment to Company's objectives and the amendment to the Memorandum of Association No. 3. as to be aligned with the amendment of the Company's objectives

Miss Wimwipa Sriprae proposed to the meeting that The Company intends to add seven more objectives to support further business expansion by considering proposing additional objectives. Details of the additional objectives appeared in the invitation letter to the shareholders' meeting to consider approving the amendment of the Company's objectives by adding another 7 objectives to support the Company's additional business expansion and the amendment to Clause 3 of the Company's Memorandum of Association to be in line with the amendment to the Company's objectives as follows:

Clause 75 Engage in the business of sale, procurement, preparation, installation of electric charging for electrical vehicles, as well as the service of charging stations for electrical vehicles.

Clause 76 Engage in the business of electric power which includes production, purchase, sale, exchange, exploration, development, procurement, contracting, transformation, planning, building, assembly, inspection, analysis, research, design, installation, arrangement, delivery, maintenance, collection, reserve, bidding, construction, repair, import, export, and other management or operations of businesses related to electric power, natural energy sources, and other types of energy for the production of electricity or by-products from that operation, together with trading, selling products, and taking any conduct that is related to or promotes such operation (upon permission from relevant authorities).

Clause 77 Engage in the business of renewable energy and other types of energy industries which includes production, purchase, sale, exploration, development, procurement, contracting, transformation, inspection, analysis, design, service, installation, testing, control, arrangement, delivery, maintenance, bidding, construction, repair, import, export, and other operations related to power derived from natural sources and all other energy-related operations, including any conduct that promote such businesses.



Clause 78 Business of consultation, design, control, installation, maintenance, repair, inspection, testing, analysis, and research on electrical power systems and other power systems, as well as being a distributor of equipment, tools, spare parts, engines, machinery and electronic system, which applied or related electronic systems or related to all types of such systems.

Clause 79 Engage in the business of services providing for electrical systems, including all kinds of spare parts and equipment related to such systems.

Clause 80 Engage in the business of bidding and being a contracting party in both the public and private sectors regarding electrical systems and all types of energy; high and low voltage systems, industrial power systems, electrical power systems, renewable energy systems, including any other related systems, generators, electrical appliances, and all types of spare parts as well as equipment and all types of spare parts in power plants for sale and procurement.

Clause 81 Engage in the business of sale, procurement, preparation, and installation of all types of electrical power equipment, high-voltage electrical equipment, machinery, engines, machine tools, labor-saving devices, vehicles, generators, and all types of electrical appliances, refrigeration machines, iron machines, copper wares, brass, including spare parts and equipment related to all kinds of products.

The Company allowed the shareholders to inquire about details and offer additional comments. It appeared that no one made any inquiries or comments.

Resolution The Meeting considered and unanimously approved the amendment to the Company's objectives and the amendment to the Memorandum of Association No. 3 as to be aligned with the amendment of the Company's objectives with the following votes:

Resolution	Number of Votes (vote)	Percentage of shareholders' shares who attend the meeting and have the right to vote	
Approved	165,280,000	Equivalent to	100
Disapproved	0	Equivalent to	0
Abstained	0	Equivalent to	0
Void	0	Equivalent to	0



Agenda 10 Others (If any)

The Chairman asked the shareholders who attended the meeting whether they would like to propose other agendas for this meeting. As no one proposed any other matter to the meeting, the Chairman then gave the shareholders the opportunity to ask further questions. It appeared that no one asked any questions or expressed any opinions.

Dr. Sathit Puttachaiyong, the Chairman, then declared the meeting closed and thanked all the shareholders who attended the meeting today. The Company will operate the business to grow in terms of revenue and profit. In addition, the Company has joined the declaration of intention with CAC to operate the business with transparency and honesty according to the Company's anti-corruption policy and wishes everyone happiness and healthiness.

The Meeting was adjourned at 03.31 p.m.



Signed.....Chairman of the Meeting

(Dr. Sathit Puttachaiyong)

Chairman of the Board

