



Invitation to the 2024 Annual General Meeting of  
Shareholders  
PROEN Corp Public Company Limited

On 25 April 2024, at 2.00 p.m.

via only electronics media

By broadcasting from the meeting Nilubon room 3<sup>rd</sup> floor only,  
at Swissotel Bangkok Ratchada 204 Ratchadaphisek Rd, Huai Khwang, Bangkok

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27 March 2024

Re: Invitation to the 2024 Annual General Meeting of Shareholders via only electronics media (E-AGM)

To: The Shareholders of PROEN Corp Public Company Limited

- Enclosures:
1. A copy of the minutes of the 2023 Annual General Meeting of Shareholders
  2. The 2023 Annual Report (Form 56-1 One Report) with consolidated financial statements for the year 2023 ended 31 December 2023 in QR Code format
  3. Profiles of directors nominated for election to replace those retiring by rotation
  4. The definition of an independent director
  5. Articles of Association regarding only the part relating to meetings of shareholders
  6. Procedures for Attending the Meeting via Electronic Media (E-AGM), Procedures for proxy and accepting the attendance via electronic means
  7. Proxy Forms (Form A, Form B, Form C)
  8. Profiles of the independent directors proposed by the Company as proxies
  9. Privacy Notice

The Board of Directors of the Company has resolved to convene the 2024 Annual General Meeting of Shareholders on 25 April 2024 at 2.00 p.m. via only electronics media by broadcasting. The agenda of the meeting are as follows:

**Agenda 1 To acknowledge the minutes of the Annual General Meeting of Shareholders for the year 2023**

**Facts and reasons:**

The Annual General Meeting of Shareholders for the year 2023, was held on 27 April 2023, the copy of the minutes which was recorded accurately with the resolution of the shareholders' meeting (Enclosure No. 1) has been submitted to the Stock Exchange of Thailand and the Ministry of Commerce including published through the Company's website ([www.proen.co.th](http://www.proen.co.th)) for disclosure to shareholders and general investors and it appears that no one objected or required for any correction.

**Board of directors' Opinion:**

The Board of Directors' deemed appropriate to propose to the Meeting of Shareholders to acknowledge the minutes of the Annual General Meeting of Shareholders for the year 2023, was held on 27 April 2023, which the Board of directors deemed it was correctly and completely recorded. The details are as specified in Enclosure No 1.

Votes required for resolution:

This agenda is for acknowledgement, therefore, there is no vote to be casted.

**Agenda 2 To acknowledge the Company operating results for the year 2023**

Facts and reasons:

The Company prepared the report on the Company's operating results for the year 2023 as shown in the Annual Registration Statement/Annual Report 2023 (56-1 One Report Form), which have been sent to the shareholders in QR Code format (Enclosure No. 2) together with the invitation letter for this meeting.

Board of directors' Opinion:

The Board of Directors deemed appropriate to propose to the Meeting of Shareholders to acknowledge the Company operating results for the year 2023. The details are as specified in Enclosure 2.

Votes required for resolution:

This agenda is for acknowledgement, therefore, there is no vote to be casted.

**Agenda 3 To consider and approve the consolidated financial statements for the year ended 31 December 2023**

Facts and reasons:

According to the Public Limited Companies Act B.E. 2535 (1992), Section 112 requires the board of directors must cause to be made a balance-sheet and a profit and loss account as of the end of the company's accounting year, and reviewed by an auditor prior to their submission to a meeting of shareholders for consideration and approval. The Board of Directors provided the audited financial statements for the fiscal year ending 31 December 2023 which has been audited by the auditor and reviewed by the Audit Committee. To be proposed 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 and consolidated statement of comprehensive income (partial) of the Company for the fiscal year ended 31 December 2022.

Unit: Million Baht

	2023	2022
Current assets	1,024.21	1,280.34
Total assets	1,801.13	1,590.38
Current liabilities	1,036.47	552.29
Total liabilities	1,241.83	1,118.49
Revenue	776.75	1,548.36
Net profit	16.32	65.07
Earnings per share (Baht)	0.05	0.21

**Board of directors' Opinion:**

The Board of Directors deemed it appropriate to propose to the 2024 Annual General Meeting of Shareholders to consider and approve the consolidated financial statements of the company for the year ended 31 December 2023 which has been audited by the a certified public accountant and has been reviewed by the Audit Committee and appeared in the Annual Registration Statement/Annual Report 2023 (Form 56-1 One Report) which was sent to the shareholders together with the invitation letter. The details appear in Enclosure No. 2

**Votes required for resolution:**

This agenda requires the approval of the meeting by a majority vote of the shareholders attending and cast the votes at the meeting. (Not counting the votes of those who abstained.)

**Agenda 4 To consider and approve the refrain of dividend payment in respect of the Company's operating results for the fiscal year 2023 and the appropriation of profits as a legal reserve**

**Facts and reasons:**

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 therefrom 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.

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 capital expenditure, pay off debt and working capital. Dividend payment must be approved by the shareholders' meeting.

According to the Company's operating results for the fiscal year ending on 31 December 2023, the Company has the net profit derived from the operating result of the year 2023 of 16,324,476 baht and according to the separate financial statements for the fiscal year ended as of 31 December 2023, the Company has the net profits at 5,085,196 baht from its operating result.

**Board of directors' Opinion:**

It is deemed it appropriate to propose the 2024 AGM to consider and approve the refrain of dividend payment due to the Company is in need to reserve in the total amount of 320,000 baht cash for working capital in business and deems it appropriate to propose to the meeting. Ordinary shareholders consider approving the omission of dividend payment. This is because the company wishes to reserve money for use as working capital in the business.

Comparison of dividend payment rates for the operating results of 2022 and 2023

Details of dividend payment	2022	2023 (as proposed)
1.Net profit (Baht)	56,114,132	5,085,196
2.Number of the Company's issued shares (Shares)	316,947,150	346,317,500
3.Par Value per share (Baht)	0.50	0.50
4.Amount of dividend per share	0.1200	-
5.Total amount of dividends paid (Baht)	38,033,658	-
6.Dividend Pay-out Ratio (%) <sup>(a)</sup>	71.50	-

Remark: (a) Calculated from net profit according to the separate financial statements after deducting the legal reserve of 5%

**Votes required for resolution:**

The approval resolution requires the majority of votes of the shareholders attended the meeting and exercises their votes. (Not counting the votes of those who abstained.)

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

Facts and reasons:

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 2024 Annual General Meeting of Shareholders are as follows.:

- |                             |                      |
|-----------------------------|----------------------|
| 1) Dr. Sathit Puttachaiyong | Independent Director |
| 2) Mr. Somkiat Yubanphaeo   | Director             |
| 3) Mr. Chaiyooth Srijabok   | Director             |

Criteria for nomination of persons to be the Company's directors 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 jointly considered by the Company's Board of Directors, to propose for the appropriate person for the shareholders' meeting's consideration. By considering the structure of the Board of Directors and the qualifications of 3 directors, it deemed that the directors' qualifications are in accordance with the law on public limited companies, the Securities and Exchange Law, and other related laws (if any). Furthermore, they have qualifications, knowledge, abilities, and experience that are appropriate for the company's business, and their previous performance as a director of the company has been beneficial to the Company. Moreover, 3 directors do not have any prohibited qualifications and do not operate any business or hold shares in any business that competes with the Company's operations. Besides, the Board of Directors has considered that the persons nominated as independent directors will be able to express their opinions independently on the Company's operations. and have qualifications in accordance with the laws related to the requirements relating to independent directors Details of the definition of independent directors appear in Enclosure No. 3.

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 2 October 2023 to 15 December 2023, which appeared that no shareholder has nominated any qualified persons to be elected as the Company's director.

Details of shareholding by nominated directors.

Persons nominated to be a director	Number of shares	Voting rights
1. Dr. Sathit Puttachaiyong	159,200	159,000
2. Mr. Somkiat Yubanphaeo	725,000	725,000
3. Mr. Chaiyooth Srijabok	0	0

Remark: Number of shares as of 12 March 2024

**Board of directors' Opinion:**

The Board of Directors has carefully considered and deemed it appropriate to propose the Annual General Meeting of Shareholders to approve the re-appointment of three directors as the Company's director for another term as follows:

1. Dr. Sathit Puttachaiyong                      Independent Director
2. Mr. Somkiat Yubanphaeo                      Director
3. Mr. Chaiyooth Srijabok                      Director

In this regard, the person nominated this time has been considered in accordance with the specified nomination process. and have qualifications in accordance with Public Limited Companies Act and Securities and Exchange Act and other related laws (if any), and suitable for the Company's business operations, and independent directors are qualified according to the relevant laws relating to independent directors.

**Votes required for resolution:**

The approval resolution requires the majority of votes of the shareholders attended the meeting and exercises their votes. (Not counting the votes of those who abstained.)

**Agenda 6 To consider and approve the determination of the director's remuneration for the year 2024**

**Facts and reasons:**

According to the Public Company Limited Act B.E. 2535 Section 90 and the Company's articles of association Article 33, 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 and from time to time or indefinite until further notice. Directors may also be entitled to per diem and welfares according to the Company's regulation.

**Board of directors' Opinion:**

The Board of Directors deemed it appropriate to propose the 2024 Annual General Meeting of Shareholders to consider and approve the remuneration of the Board of Directors and sub-committees for the year 2024 considered from duties, responsibilities and performance. Detail as below,

**(1) Meeting Allowance**

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

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

**(2) The Director's remuneration**

The amount of the Director's remuneration shall not exceed 1,000,000 Baht and the Board of Directors is assigned for considering the allocation, by taking the target of operating's results of each year into account. In this regard, the Company will not pay for the directors remuneration, if the operating results does not meet the target set in that particular year.

**(3) Non-monetary compensation/other compensation**

-None-

Comparison table of remuneration for directors and sub-committees in 2023 and 2024

The Board of Directors	Position	Meeting Allowance (Baht/Person/Time) for the year 2024 (for proposing)	Meeting Allowance (Baht/Person/Time) for the year 2023
Board of directors	Chairman	18,000	18,000

The Board of Directors	Position	Meeting Allowance (Baht/Person/Time) for the year 2024 (for proposing)	Meeting Allowance (Baht/Person/Time) for the year 2023
	Directors	12,000	12,000
Audit Committee	Chairman of Audit Committee	17,000	17,000
	Audit Committee	12,000	12,000

To determine the directors' remuneration, the Board of Directors and the sub-committees 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 are appeared in The Annual Registration Statement/Annual Report 2023 (Form 56-1 One Report) under Part 2 Subject 7. Corporate Governance structure and Key Information on Board of Directors, Subcommittee, Executives, Employees, and Others details of which provided in Enclosure No. 2.

**Votes required for resolution:**

The approval resolution requires not less than two-thirds of votes of the shareholders attended the meeting.

**Agenda 7 To consider and approve the appointment of the auditor, and their remuneration for the year 2024**

**Facts and reasons:**

According to the Public Company Limited Act B.E. 2535 Section 120 and the Company's Articles of Association Article 58, 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, the relevant Notifications of the Securities and Exchange Commission prescribes that the Company shall rotate its auditor if such auditor has performed the auditing duties for 8 audited years. However, it is not required to change the audit company, the Company may appoint other auditor in such company in replace of the said auditor. The Company may re-appoint 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.

**Audit Committees' opinion**

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 Ms. Nuntika Limviriyalers CPA Licence No. 7358 or Mr. Pisit Thangtanagul, CPA Licence No. 4095 or Miss Thitinun Waenkaew, CPA Licence No. 9432 from PricewaterhouseCoopers ABAS Ltd. to be the Company's auditor for the year 2024 and proposed the amount of audit fee for the year 2024 is totaling 2,790,000 Baht per year, excluding other expenses and expenses for auditing subsidiaries.

**Audit Fee Comparison Table**

Unit: Baht

Audit Fees	Accounting Period 2024 (Proposed Year)	Accounting Period 2023
Audit Fees	2,790,000	2,790,000
Non-Audit Fees*	Actually	48,939

**Board of directors' Opinion:**

The Board of Directors deemed it appropriate propose to the 2024 Annual General Meeting of shareholders to consider and approve the appointment of Ms. Nuntika Limviriyalers, CPA Licence No. 7358 or Mr. Pisit Thangtanagul, CPA Licence No. 4095 or Miss Thitinun Waenkaew, CPA Licence No. 9432 from PricewaterhouseCoopers ABAS Ltd. to be the Company's auditor for the year 2024. Any of the said auditors shall conduct audit works and express the 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 in this year are the 8 year of the auditor's services. The nominated auditors do 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 2024 is fixed at 2,790,000 Baht per year, excluding other expenses

The subsidiary's auditor is a certified public accountant from PricewaterhouseCoopers ABAS Ltd. as well as the Company's auditor.

**Votes required for resolution:**

The approval resolution requires the majority of votes of the shareholders attended the meeting and exercises their votes. (Not counting the votes of those who abstained.)

Agenda 8 To consider and approve the decrease of the company's registered capital by cancelling the unissued shares and the amendment of the Company's Memorandum of Association, Clause 4 to be in line with the decrease of the Company's registered capital

Facts and reasons:

Currently, the Company has the registered capital in the amount of 237,000,000 Baht, divided into 474,000,000 ordinary shares, at par value of 0.50 Baht per share and the registered paid-up in the amount of 173,158,750 Baht, divided into 346,317,500 ordinary shares, at par value of 0.50 Baht per share. Therefore, the Company has unsold ordinary shares in the amount of 127,682,500 shares, which are the remaining shares from reserved for the exercise of rights to purchase ordinary shares under the warrants to purchase the Company's ordinary shares (PROEN-W1) which will expire on 23 March 2024.

Board of directors' Opinion:

The board of directors deemed it appropriated to propose the shareholders' meeting to consider and approve the decrease of the company's registered capital by cancelling the 127,681,239 unsold ordinary shares from the registered capital in the amount of 237,000,000 Baht, divided into 474,000,000 ordinary shares, at par value of 0.50 Baht per share to registered capital 173,159,380.50 Baht, divided into 346,318,761 ordinary shares, at par value of 0.50 Baht per share, also approve the additional amendment of the Company's Memorandum of Association Clause 4., Registered Capital, to be consistent with the decrease in the registered capital of the Company as follows:

Clause 4	Registered Capital	173,159,380.50	(One Hundred Seventy-Three Million Baht One Hundred Fifty-Nine Thousand Three Hundred and Eighty Baht and Fifty Satang)
	consisting of	346,318,761 shares	(Three Hundred Forty-Six Million Three Hundred Eighteen Thousand Seven Hundred Sixty-One shares)
	Par value	0.50 Baht	(0.50 Satang)
	divided to		
	Ordinary shares	346,318,761 shares	(Three Hundred Forty-Six Million Three Hundred Eighteen Thousand Seven Hundred Sixty-One shares)
	Preferred shares	- shares	( - share)

The Board of Directors Meeting therefore resolved to approve the delegation of authority to the Executive Committee or the Chief Executive Officer or a person authorized by the Executive Committee as the person who is authorized to consider and determine conditions and details of operations related to the said decrease of registered capital. as well as editing words or text in the minutes of the shareholder meeting Memorandum of Association and/or any application and/or take any action to comply with the registrar's orders in submitting capital decrease registration. and amending the company's memorandum of association To the Department of Business Development Ministry of Commerce.

Votes required for resolution:

The approval resolution requires a vote of not less than three-fourth of the total number of votes of shareholders who attend the meeting and have right to vote.

**Agenda 9** Others (If any)

Please be invited to be participating via the electronic media (E-AGM) on the date, time and venue fixed on 25 April 2024 for the holding of 2024 Annual General Meeting of Shareholders. Shareholders who wish to attend the 2024 Annual General Meeting of Shareholders via Electronic Media (E-AGM) must submit a "Meeting Notification Form" and its supporting documents according to Enclosure No. 6 in the Notice of the Meeting to verify the identity by scanning or taking photos and sending them at the Email: [company.secretary@proen.co.th](mailto:company.secretary@proen.co.th)

In case the shareholders are unable to attend the 2024 Annual General Meeting of Shareholders via electronic media (E-AGM) of the Company, the shareholders may appoint an independent director as their proxy. to attend the meeting and vote on behalf of shareholders by sending the complete proxy form to PROEN Corp Public Company Limited No. 11/80 Soi Pracha Uthit 8 Yaek 2, Pracha Uthit Road, Huai Khwang Sub-district, Huai Khwang District, Bangkok 10310.

The Board of Directors resolved to approve the date of 12 March 2024 as the date to determine the names of shareholders who are entitled to attend the 2024 Annual General Meeting of Shareholders (Record date).

The Company provided an opportunity for minor shareholders to exercise their rights to propose the meeting agendas in advance and send questions related to the meeting agenda in advance to comply with Good Corporate Governance, which could propose the agenda of the 2024

Annual General Meeting of Shareholders between 2 October 2023 to 15 December 2023. Whereby, the Company had published the rules and regulations on the Company's website as well as notified the news through the Stock Exchange of Thailand. However, there was no shareholder proposing any meeting agenda and send questions.

Yours sincerely

PROEN Corp Public Company Limited



(Dr. Sathit Puttachaiyong)

Chairman of the Board of Directors

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 –<br>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:

1. Ms. Nuntika Limviriyalers
2. Mrs. Nadwadee Jaiarlee

Legal Consultant from CMT Counsellor Co., Ltd.

1. 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"> <li>(1) the amount of shares held by the shareholder;</li> <li>(2) the name of the proxy; and</li> <li>(3) the meeting at which the proxy is appointed to attend and vote.</li> </ol>	<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
		instrument must contain at least the following particulars: (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





The 2023 Annual Report (56-1 One Report Form) with consolidated financial statements for the year ended  
31 December 2023 in QR Code format



rnNwAJdJg

Thai version



kQBexBWyk

English version

Profiles of directors nominated for election to replace those retiring by rotation.

Name Dr. Sathit Puttachaiyong  
 Age 67 Year  
 Nationality Thai



**Educational qualification**

- Doctor of Philosophy, Textile Engineering, The University of Leeds, UK
- Master of Science, Textile Science and Engineering, The University of Leeds, UK
- Postgraduate Diploma, Textile Science and Engineering, The University of Leeds, UK

**Director Accreditation Program** Director Accreditation Program (DAP) 144/2018

**Work Experience**

2018 – Present Chairman of the Board of Directors / Independent Director / Audit Committee  
 PROEN Corp Public Company Limited

Board Member/Management of Other Listed Companies on The Stock Exchange of Thailand

-None-

Position in Other Company/Institution/Non-listed Companies

2015 – 2017 Chairman of the Board, Rajamangala University of Technology  
 2009 – 2017 Chancellor, Rajamangala University of Technology Krungthep

**In any companies which may result in a conflict of interest with the Company** -None-

**Term of office** 6 years (in position since April 18, 2018)

**Nature of the nominated Directorship** Independent Director

**Shareholding in the Company** Ordinary Share in the amount of 159,200 shares, accounted for 0.046% of the total issued shares of the Company (as of March 12, 2024), Held by Spouse/minor children : -None-

**Direct and indirect interests in the Company or in the relevant Subsidiaries** -None-

**Historical records or meeting** Board of Directors' meeting 7 times out of 7 meetings

**Attendance in 2023** Audit Committee's meeting 5 times out of 5 meetings

**Family relationship with executive or major Shareholders of the Company** -None-

*(This candidate is not a director or executive in any company which may result in a conflict of interest with the Company)*

Profiles of directors nominated for election to replace those retiring by rotation.

Name Mr. Somkiat Yubanphaeo  
 Age 55 Year  
 Nationality Thai



Educational qualification

- Master of Public Administration Program in Public, Phitsanulok Univesity
- Bachelor Degree, Department of Telecommunication Engineering, Mahanakorn University of Technology.

Director Accreditation Program Director Accreditation Program (DAP) 153/2018

Work Experience

2018 – Present Director  
 PROEN Corp Public Company Limited  
 2018 – 2023 Executive Director  
 PROEN Corp Public Company Limited  
 2018 – 2023 Chief Telecommunication Officer  
 PROEN Corp Public Company Limited

Board Member/Management of Other Listed Companies on The Stock Exchange of Thailand

-None-

Position in Other Company/Institution/Non-listed Companies

2019 – Present Director, PROEN TELEBIZ CO., LTD.  
 2012 – 2018 Assistant Managing Director / Executive Director / Risk Management Committee  
 KING TELECOM PUBLIC COMPANY LIMITED

In any companies which may result in a conflict of interest with the Company -None-

Term of office 6 years (in position since April 18, 2018)

Nature of the nominated Directorship Director

Shareholding in the Company Ordinary Share in the amount of 725,000 shares, accounted for 0.209% of the total issued shares of the Company (as of March 12, 2024), Held by Spouse/minor children : -None-

Direct and indirect interests in the Company or in the relevant Subsidiaries -None-

Historical records or meeting Board of Directors' meeting 7 times out of 7 meetings

Attendance in 2023

Family relationship with executive or major Shareholders of the Company -None-

*(This candidate is not a director or executive in any company which may result in a conflict of interest with the Company)*

Profiles of directors nominated for election to replace those retiring by rotation.

Name Mr. Chaiyooth Srijabok  
 Age 43 Year  
 Nationality Thai  
 Educational qualification



- Bachelor Degree, Engineering Department, King Mongkut's University of Technology North Bangkok

Director Accreditation Program Director Accreditation Program (DAP) 214/2024

**Work Experience**

- 2024 – Present Director / Chief of compliance, PROEN Corp Public Company Limited
- 2023 – Present Executive Director / Chief Operating Officer / Vice President –Strategy and Business Development, PROEN Corp Public Company Limited

Board Member/Management of Other Listed Companies on The Stock Exchange of Thailand

-None-

Position in Other Company/Institution/Non-listed Companies

- 2023 – Present Director / Chief Executive Officer, WESTINGHOUSE CO., LTD.
- 2022 – Present Director / Chief Executive Officer, ICON NEXT CO., LTD.
- 2021 – Present Director, CKIB CO., LTD.
- 2016 – Present Managing Director, ROUTE 88 CO., LTD.
- 2014 – Present Director, SMART CONSTRUCTION CHIANGMAI CO., LTD.
- 2009 – Present Managing Director, AMERICAN AUTO IMPORT CO., LTD.

In any companies which may result in a conflict of interest with the Company -None-

Term of office 4 months (in position since January 17, 2024)  
 Holding office after the director who vacates

Nature of the nominated Directorship Director

Shareholding in the Company -None- (as of March 12, 2024)  
 Held by Spouse/minor children : -None-

Direct and indirect interests in the Company or in the relevant Subsidiaries -None-

Historical records or meeting -None- (Begin serving as director in 2024)

Attendance in 2023

Family relationship with executive or major Shareholders of the Company -None-

*(This candidate is not a director or executive in any company which may result in a conflict of interest with the Company)*

The definition of an independent director

The Company has defined the definition of an independent director of the Company as a director who is not an executive director (Non-Executive Director) and is not involved in the regular management and is not a major shareholder of the company. The company has set qualifications equal to the minimum requirements of the SEC and the Stock Exchange of Thailand. The persons nominated as independent directors of the Company meet the definitions as follows:

1. Holding shares not exceeding one percent of the total voting shares of the company, its parent company, subsidiary, affiliate, major shareholder or controlling person, including shares held by related persons of such independent director.

2. Neither being nor used to be an executive director, staff, employee, advisor who receives salary, or controlling person of the company, its parent company, subsidiary, affiliate, major shareholder or controlling person, unless the foregoing status has ended not less than two years prior to taking the independent directorship.

3. Not being a person related by blood or legal registration as father, mother, spouse, sibling and child including spouse of child to other director, executive, major shareholder, controlling person, or person to be nominated as director, executive or controlling person of the company or its subsidiary company.

4. Neither having nor used to have a business relationship with the company, its parent company, subsidiary, affiliate, major shareholder or controlling person, in the manner which may interfere with his/her independent judgement, and neither being nor used to be a significant shareholder or controlling person of any person having a business relationship with the company, its parent company, subsidiary company, affiliate, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to taking the independent directorship. The term 'business relationship' under the first paragraph shall include any normal business transaction, rental or lease of real estate, transaction relating to assets or services or granting or receipt of financial assistance through receiving or extending loans, guarantee, providing assets as collateral and any other similar actions, which result in the company or the counterparty being subject to indebtedness payable to the other party in the amount of three percent or more of the net tangible assets of the company or twenty million baht or more, whichever is lower. The amount of such indebtedness shall be calculated according to the method for calculation of value of connected transactions under the Notification of The Securities and Exchange Commission. The consideration of such indebtedness shall include indebtedness occurred during the period of one year prior to the date on which the business relationship with the person commences.

5. Neither being nor used to be an auditor of the company, its parent company, subsidiary, affiliate, major shareholder or controlling person, and not being a significant shareholder, controlling person, or partner of an audit firm which employs auditors of the company, its parent company, subsidiary company, affiliate, major shareholder or controlling person, unless the foregoing relationship has ended not less than two years prior to taking the independent directorship.

6. Neither being nor used to be a provider of any professional services including those as legal advisor or financial advisor who receives service fees exceeding two million baht per year from the company, its parent company, subsidiary, affiliate, major shareholder or controlling person, and not being a significant shareholder, controlling person or partner of the provider of professional services, unless the foregoing relationship has ended not less than two years prior to taking the independent directorship.

7. Not being a director appointed as representative of directors of the company, major shareholder or shareholder who is related to major shareholder.

8. Not undertaking any business in the same nature and in competition to the business of the company or subsidiary company or not being a significant partner in a partnership or being an executive director, employee, staff, advisor who receives salary or holding shares exceeding one percent of the total voting shares of other company which undertakes business in the same nature and in competition to the business of the company or its subsidiary company.

9. Not having any other characteristics which cause the inability to express independent opinions.

The Company's Articles of Association in relation to the Annual General Meeting of Shareholders

1. Convening of Meeting

Chapter IV Clause 34

A meeting of shareholders must be held in the area where the Company's head office is located or in any adjacent provinces or in Bangkok or in provincial provinces. Otherwise, the conference shall be organized and held through electronics media.

Chapter IV Clause 36

To call a meeting of shareholders, whether through physically attendance or Electronic conferencing, 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 means instead, according to the rules and methods prescribed by law. 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.

2. Proxy

Chapter IV Clause 38

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 instead 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 instrument must contain at least the following particulars:

- a) the amount of shares held by the shareholder;
- b) the name of the proxy; and
- c) the meeting at which the proxy is appointed to attend and vote.



3. **Meeting Procedures**

Chapter IV Clause 39

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.

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.

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 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 must also be published in a newspaper or by electronic means, in accordance with the procedures prescribed by the provisions of law and other.

Chapter IV Clause 40

The Chairman of the board of directors will act as the Chairman of the meeting of shareholders. If the Chairman is not present or is unable to discharge his/her duties, the Vice-Chairman will serve as the Chairman. If there is no Vice-Chairman or the Vice-Chairman is unable to discharge his/her duties, the shareholders attending the meeting must elect one of them to act as the Chairman.

4. **Quorum**

Chapter IV Clause 37

A quorum of a meeting of shareholders, either in persons or by means of electronic conference, requires a lesser of a number of twenty-five (25) shareholders or one-half or more of the total number of shareholders, holdings in aggregate one-third (1/3) or more of the total issued shares, present in person.

In case the meeting of shareholders be held through electronic media such meeting shall be proceeded in accordance with the criteria and methods specified by law.

If after one (1) hour from the time fixed for a meeting of shareholders a quorum has not been constituted, the meeting which was called at the request of shareholders must be dissolved. If the meeting is called other than at the request of the shareholders, an adjourned meeting must be called and a notice of the meeting must be sent to the shareholders seven (7) days or more before the date of the adjourned meeting. No quorum is required at the adjourned meeting.

## 5. Voting Procedures

### Chapter IV Clause 41

In every meeting of shareholders, a shareholder has one vote for each share.

A shareholder who has a special interest in any matter may not cast votes on that matter, except for the election of directors.

### Chapter IV Clause 42

A resolution of shareholders must be passed by a majority of the votes cast by the shareholders attending and eligible to vote at the meeting, except where it requires otherwise in these Articles of Association or by law or in any of the following cases where a resolution must be passed by three-quarters (3/4) or more of the votes cast by the shareholders attending and eligible to vote at the meeting:

- (a) a sale or transfer of all or substantial part of the business of the Company to any person;
- (b) a purchase or acceptance of transfer of business of other public or private companies;
- (c) an entering into, amendment or termination of any agreement concerning a lease out of all or substantial part of the business of the Company or an assignment of the management control of the business of the Company to any person or a merger with any person for the purposes of profit and loss sharing;
- (d) an amendment to the Memorandum or Articles of Association of the Company;
- (e) an increase or reduction of capital;
- (f) an issue of debentures; or
- (g) an amalgamation or a dissolution of the Company.

### Rules for attending the shareholders' meeting via electronic media (E-AGM)

Shareholders or proxies wishing to attend the meeting can submit a request to attend the meeting as specified to the company no later than April 24, 2024 or via website not later than date April 24, 2024. When the company has checked the information of shareholders who have the right to attend the meeting. The service provider will send the link for meeting participation and user manual to the email that you submitted. The link will be sent 1-2 days before the meeting date.

#### Notification of intent to attend the meeting via electronic media

Shareholders who wish to attend the meeting via electronic media choose type request for request form as 3 methods as follows.

1. Attend the meeting by sending a meeting attendance receipt via email
2. Attend the meeting by sending a meeting attendance receipt by mail
3. Attend the meeting via the website <https://www.affinityrelation.com/service/>



By selecting the AGM of Shareholders of PROEN Corp Public Company Limited and registering and attaching files according to the steps in the system.

#### In the case of attend the meeting via electronic media by sending request to attend via email or post

1. Please fill out the meeting attendance via electronic media by asking you to specify your email and your mobile phone number clearly, for use in registering to attend meetings.
2. Attach documents showing proof of identity to confirm the right to attend the E-Meeting

##### **2.1. Individual**

2.1.1. In case that shareholders wish to attend the meeting in person via electronic media

2.1.1.1. Certified copy of a government-issued document that has not expired, such as a national ID card or government official identification card driver's license or passport in the event of a change in name or surname, please attach the said documents.

2.1.2. In the case of a shareholder appointing a proxy to another person to attend the meeting on their behalf through electronic media.

2.1.2.1. Proxy form as attached with the meeting invitation letter, fill message correctly and completely with signed the name of the proxy grantor and proxy and complete with stamp duty.

2.1.2.2. Copy of the proxy grantor's identification document. Government issued documents that have not expired, such as national identification cards or government official identification of driver's license or passport in case of name-surname change, please attach the said document as well with signed and certified as a true copy of the proxy.

2.1.2.3. Copy of the proxy holder's identification document, Government issued documents that have not expired, such as national identification cards or government official identification of driver's license or passport, In the event of a change in name or surname, please attach the said documents with signed and certified true copy of the proxy.

## 2.2. Juristic person

2.2.1. In case of person authorized to sign on behalf of the juristic person (director) wishes to attend the meeting in person via electronic media

2.2.1.1. Copy of shareholder's certificate of legal entity registration. Issued no more than 1 year before the date of the shareholder meeting that certified as a true copy by the representative of the juristic person (director) who has the authority to sign on behalf of the juristic person.

2.2.1.2. Copy of the identification document of the juristic person's representative (director) issued by the government that has not expired, such as a national ID card or government official identification of driver's license or passport in the event of a change in name or surname, please attach the said documents with signed and certify that it is a true copy.

2.2.2. In the case where a proxy is given to the proxy Attend the meeting instead via electronic media

2.2.2.1. Proxy form as attached with the meeting invitation letter. Fill in the message correctly and completely and signed by the grantor and the proxy.

2.2.2.2. Copy of shareholder's juristic person registration certificate. Issued no more than 1 year before the date of the shareholder meeting that certified as a true copy by the representative of the juristic person (director) who has the authority to sign on behalf of the juristic person.

2.2.2.3. Copy of a document showing the identity of the juristic person's representative (director) issued by the government that has not expired, such as a national ID card or government official identification of driver's license or passport in the event of a change in name or surname, please attach the said documents with signed and certify that it is a true copy.

2.2.2.4. Copy of the proxy holder's identity document, same as in the case of natural persons as mentioned above, In the case where the document is not a Thai version Shareholders must present an English translation of the document.

In case of the documents or evidence mentioned above not Thai or English version of the document. Shareholders must present an English translation of the document with signed to certify the translation by shareholders or by the person authorized to sign to bind that juristic person (In the case of a juristic person)

3. Register or send documents requesting to attend the meeting via electronic media and proof of identity along with various supporting documents by sending them to the company. Through the following channels:

- E-mail : [company.secretary@proen.co.th](mailto:company.secretary@proen.co.th) (within April 24, 2024)
- Postal channel: Company Secretary, PROEN Corp Public Company Limited, 11/80 Pracha Uthit 8 Pracha Uthit Rd. Huai Khwang Bangkok 10310 (Documents must receive by April 24, 2024)
- Website channels: <https://www.affinityrelation.com/service/> (within April 24, 2024)
- Ask for additional information: Company Secretary, PROEN Corp Public Company Limited, telephone numbers 02-690-3888 ext. 910

### Registration steps to attend the meeting using the AFF E Meeting

1. Register to attend the meeting via the link sent by the company or enter the website, to proceed with registration or through the QR Code channel below

Via website

<https://www.affinityrelation.com/service/>

Via QR Code



2. Select an the Annual General Meeting of Shareholders of the company in which you will attend the meeting.
3. Complete the registration according to the information on the website along with attaching a copy of the shareholder's ID card.
4. For registration in the case of proxy Documents must be attached to the proxy form and a copy of the identification card of the proxy grantor and the proxy into the system for the officials to check your documents.
5. After the company has received the registration information and has checked the details and confirmed the rights in the list of shareholders. The company will send an e-mail link to join the meeting to the e-mail address specified in the registration information within 2 business days before the meeting date.
6. When the scheduled meeting date arrives, log in using Shareholder account number (Security registration number) and reference number (Shareholder's ID card number)
7. Meeting attendance will be counted as a quorum only when: Shareholders press the link and log in to the meeting system only on the day the meeting opens. (not including whether you will join the meeting via Join Zoom meeting or not)

#### Participating in meetings via electronic media AFF E-Meeting via the Zoom Meeting system

1. When the shareholder or proxy has completed the registration to inform of the intention to attend the Annual General Meeting of Shareholders. After the company has received the documents and verified all information. Through the meeting organizer on behalf of Affinity Relations Company Limited, we will send an E-Mail which will be a link for attending the meeting to you via the email that shareholders have specified in the registration document. 2 days before the meeting date Please study the manual for how to use the electronic conferencing system in detail. In the event that you have not received the



said E-Mail, please contact the company within April 24, 2024, proceed to contact the company through the channels previously notified immediately.

2. Meeting participation and voting via electronic media can be used on all devices such as computers, notebook computers, tablets, and mobile phones via Web Browser: Chrome.
3. If you want stability in viewing the meeting. It is recommended that you use the service using 4 G speed internet or basic home internet or via wifi
4. Because the meeting is organized via the AFF E-Meeting system of Affinity Relations Company Limited, the meeting is combined with the Zoom Meeting program. Therefore, in the event that shareholders have never used the Zoom system or Zoom has not yet been installed on any device. You can download and install it from below.

iOS	Android
	
<a href="https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307">https://apps.apple.com/th/app/zoom-cloud-meetings/id546505307</a>	<a href="https://play.google.com/store/apps/details?id=us.zoom.videomeetings">https://play.google.com/store/apps/details?id=us.zoom.videomeetings</a>

5. The system will allow you to join the meeting 1 hour or 60 minutes before the meeting starts. The live broadcast of the meeting will begin only when the meeting appointment time has arrived.
6. Attendee login information is required. Shareholder account (shareholder registration number) and reference number (shareholder ID card number) and shareholders must attend the meeting by logging in via the link sent to you via the email that you have already registered only. The link cannot be shared with other shareholders. You can log in with another account.
7. Voting through the AFF E meeting system, you will be able by voting "Agree", "Disagree" or "Abstain" only. In the case of not voting on any agenda, the system will immediately assume that you voted as agreeing. (Use the vote counting method by pouring the votes towards agree)
8. In the event that attendees have problems using the AFF E meeting system, you can contact Affinity Relations Company Limited (Tel. 096-8125545 or 099-2653563 or 087-6965429)

Acceptance for the invitation of online meeting of  
PROEN Corp Public Company Limited

- (1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I/We \_\_\_\_\_  
Nationality  
อยู่บ้านเลขที่ \_\_\_\_\_  
Address
- (2) เป็นผู้ถือหุ้น ของบริษัท โปรเอ็น คอร์ป จำกัด (มหาชน)  
Being a shareholder of PROEN Corp Public Company Limited
- โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น  
Holding the total amount of \_\_\_\_\_ shares

ประสงค์จะเข้าร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์ (E-AGM) สำหรับการประชุมสามัญผู้ถือหุ้น  
ประจำปี 2567 โดยต้องการเข้าร่วมประชุม

Wish to attend and vote through electronic means (E-AGM) for the 2024 Annual General Meeting of  
Shareholders with the intention of attending the meeting.

เข้าร่วมประชุมด้วยตัวเอง

Attend the meeting by yourself

มอบฉันทะให้ (นาย/นาง/นางสาว) \_\_\_\_\_

Attend the meeting by yourself

หมายเลขบัตรประชาชน \_\_\_\_\_ ได้เข้าร่วมประชุมดังกล่าวข้างต้น

ID card number

Attend the above meeting

- (3) ข้อมูลในการจัดส่งวิธีการเข้าร่วมประชุม  
Delivery information, method of meeting attendance  
อีเมล \_\_\_\_\_ (โปรดระบุ)  
E-mail \_\_\_\_\_ (Please specify)  
เบอร์โทร \_\_\_\_\_ (โปรดระบุ)  
Phone Number \_\_\_\_\_ (Please specify)
- (4) จัดส่งเอกสารเพื่อยืนยันตัวตน วิธีการเข้าร่วมประชุม ภายในวันที่ 24 เมษายน 2567  
Send documents for identity verification according, methods for attending the meeting by within April 24,  
2024.
- (5) เมื่อท่านได้รับการยืนยันตัวตนแล้ว บริษัทฯ จะจัดส่งลิงค์การเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมไปยังอีเมลที่  
ท่านได้ระบุ  
Once your identity has been verified, the company will send a link to attend the meeting and the  
method of meeting attendance to the email you specified.
- (6) ในวันประชุมผู้ถือหุ้นจะต้องเตรียม เลขบัญชีผู้ถือหุ้น และเลขบัตรประชาชนไว้ สำหรับการเข้าร่วมประชุมผ่านสื่อ  
อิเล็กทรอนิกส์  
On the day of Annual Ordinary General Meeting, prepare shareholder account number and the ID card  
number for attending the meeting via electronic media

หากท่านไม่สามารถเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ และประสงค์เข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมครั้งนี้ โปรดกรอก  
รายละเอียดและลงนามในหนังสือมอบฉันทะ ปรากฏตามสิ่งที่ส่งมาด้วย และปิดอากรแสตมป์จำนวน 20 บาท พร้อมกับนำหนังสือมอบฉันทะ  
เอกสารหรือหลักฐานเพื่อแสดงตน และเอกสารประกอบในการเข้าร่วมประชุมโดยส่งให้แก่เจ้าหน้าที่ลงทะเบียนก่อนวันที่กำหนด และในกรณีที่  
ท่านประสงค์จะมอบฉันทะให้กรรมการอิสระเป็นผู้เข้าร่วมประชุมแทน โปรดกรอกรายละเอียดและลงนามในหนังสือมอบฉันทะที่ส่งมาด้วย  
โดยท่านสามารถส่งหนังสือมอบฉันทะพร้อมเอกสารประกอบเพื่อแสดงตนมายังบริษัท ภายในวันที่ 24 เมษายน 2567

If you are unable to attend the meeting via electronic media and wish to attend and vote in this meeting. Please complete and  
sign the proxy form. It appears as in the enclosure and affixed 20 baht stamp duty together with the proxy form, documents or  
evidence for identification and supporting documents for attending the meeting, sent to the registration officer before the  
specified date. And in the event that you wish to appoint an independent director to attend the meeting instead Please  
complete and sign the proxy form provided. You can send the proxy form together with supporting documents for identification  
to the company by within April 24, 2024.

Form of Proxy, Form A

Made at .....

Date ..... Month ..... Year .....

(1) I/We ..... nationality .....  
 residing/located at No. .... Road ..... Tambol/Kwaeng .....  
 Amphur/Khet ..... Province ..... Postal Code .....

(2) being a shareholder of **PROEN Corp Public Company Limited**,  
 holding ..... shares in total which are entitled to cast ..... votes as follows:  
 Ordinary shares: ..... shares in total which are entitled to cast ..... votes  
 Preferred shares: ..... shares in total which are entitled to cast ..... votes

(3) I/We wish to appoint

(1) ..... age ..... years old, residing/located at No. ....  
 ..... Road, Tambol/Kwaeng ....., Amphur/Khet .....,  
 Province ....., Postal Code ....., or

(2) ..... Dr. Panya Boonyapiwat ..... age ..... 60 ..... years old, residing/located at No. 11/80 .....  
 Pracha Uthit Road, Tambol/Kwaeng Huai khwang ....., Amphur/Khet Huai khwang ....., Province Bangkok,  
 Postal Code ..... 10310 ....., or

(3) ..... Assoc. Prof. Dr. Panarat Panmanee age ..... 75 ..... years old, residing/located at  
 No 17, Rama 9 (60) Road, Tambol/Kwaeng Suan Luang ....., Amphur/Khet Suan Luang,  
 Province Bangkok ....., Postal Code ..... 10250 ....., or

(4) ..... Dr. Parnai Kungwalrut ..... age ..... 49 ..... years old, residing/located at No 345/486 .....  
 Vibhavadi Rangsit Road, Tambol/Kwaeng Chom Phon ....., Amphur/Khet Chatuchak ....., Province  
 ..... Bangkok ....., Postal Code ..... 10900 .....

any one of them as my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders to be held on 25 April 2024 at 2.00 p.m. via electronic media (E-AGM) by relaying from the meeting Nilubon room 3rd floor only, at Swissotel Bangkok Ratchada 204 Ratchadaphisek Rd, Huai Khwang, Bangkok, or such other date, time and place as may be adjourned.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed..... Grantor  
(.....)

Signed..... Grantee  
(..... Dr. Panya Boonyapiwat.....)

Signed..... Grantee  
(..... Assoc. Prof. Dr. Panarat Panmanee.....)

Signed..... Grantee  
(..... Dr. Parnai Kungwalrut.....)

Signed..... Grantee  
(.....)

Remarks

A shareholder may appoint a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.

Form of Proxy, Form B.

Duty Stamp Baht 20

Made at .....

Date ..... Month ..... Year .....

(1) I/We ..... nationality .....,  
residing/located at No. .... Road, ..... Tambol/Kwaeng .....,  
Amphur/Khet ..... Province ..... Postal Code .....

(2) being a shareholder of PROEN Corp Public Company Limited,  
holding ..... shares in total which are entitled to cast ..... votes as follows:  
Ordinary shares: ..... shares in total which are entitled to cast ..... votes  
Preferred shares: ..... shares in total which are entitled to cast ..... votes

(3) I/We wish to appoint

(1) ..... age ..... years old, residing/located at No. ....,  
..... Road, Tambol/Kwaeng ....., Amphur/Khet .....,  
Province ....., Postal Code ....., or

(2) Dr. Panya Boonyapiwat age 60 years old, residing/located at No. 11/80 .....,  
Pracha Uthit Road, Tambol/Kwaeng Huai kwang ....., Amphur/Khet Huai kwang ....., Province Bangkok,  
Postal Code .....10310....., or

(3) Assoc. Prof Dr. Panarat Panmanee age 75 years old, residing/located at  
No. 17., Rama 9 (60) Road, Tambol/Kwaeng Suan Luang ....., Amphur/Khet Suan Luang,  
Province Bangkok ....., Postal Code .....10250....., or

(4) Dr. Parnai Kungwalrut age 49 years old, residing/located at No. 345/486 .....,  
Vibhavadi Rangsit Road, Tambol/Kwaeng Chom Phon ....., Amphur/Khet Chatuchak ....., Province  
Bangkok ....., Postal Code .....10900.....

any one of them as my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders to be held on 25 April 2024 at 2.00 p.m. via electronic media (E-AGM) by relaying from the meeting Nilubon room 3rd floor only, at Swissotel Bangkok Ratchada 204 Ratchadaphisek Rd, Huai Khwang, Bangkok, or such other date, time and place as may be adjourned.

(4) I/We authorize my/our proxy to cast the votes on my/our behalf at the above meeting in the following manners:

Agenda no. 1 To acknowledge the minutes of Annual General Meeting of Shareholders for the year 2023.

(The agenda is for acknowledgement; the meeting's resolution is not required)

Agenda no. 2 To acknowledge the Company operating results for the year 2023.

(The agenda is for acknowledgement; the meeting's resolution is not required)

- Agenda no. 3 To consider and approve the consolidated financial statements for the year ended 31 December 2023.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain
- Agenda no. 4 To consider and approve the refrain of the dividend payment in respect of the Company's operating results for the year 2023 and the allocation of a portion appropriation of profits as a legal reserve.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain
- Agenda no. 5 To consider and approve the appointment of directors replacing those who retire by rotation.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Appointment all director
- Approve                       Disapprove                       Abstain
- Appointment of any director(s)
- Name of Director : Dr. Sathit Puttachaiyong
- Approve                       Disapprove                       Abstain
- Name of Director : Mr. Somkiat Yubanphaeo
- Approve                       Disapprove                       Abstain
- Name of Director : Mr. Chaiyooth Srijabok
- Approve                       Disapprove                       Abstain
- Agenda no. 6 To consider and approve the determination of the director's remuneration for the year 2024.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain
- Agenda no. 7 To consider and approve the appointment of the auditor, and their remuneration for the year 2024.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain



Agenda no. 8 To consider and approve the decrease of the company's registered capital by cancelling the unsold ordinary shares and the amendment of the Company's Memorandum of Association Clause 4 to be in line with the decrease of the Company's registered capital.

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve                       Disapprove                       Abstain

Agenda no. 9 Other business (if any)

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve                       Disapprove                       Abstain

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Remarks

1. A shareholder may appoint a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and appointed to more than one proxy in order to divide the votes

2. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).

3. In case there are more agendas to be discussed than those specified above, the grantor may make additional authorization in the Attachment to Proxy Form

Signed..... Grantor  
(.....)

Signed..... Grantee  
(..... Dr. Panya Boonyapiwat.....)

Signed..... Grantee  
(..... Assoc. Prof. Dr. Panarat Panmanee.....)

Signed..... Grantee  
(..... Dr. Parnai Kungwalrut.....)

Signed..... Grantee  
(.....)

**Attachment to Proxy Form B.**

A proxy is granted by a shareholder of PROEN Corp Public Company Limited.

For the 2024 Annual General Meeting of Shareholders to be held on 25 April 2024 at 2.00 p.m. via electronic media (E-AGM) by relaying from the meeting Nilubon room 3rd floor only, at Swissotel Bangkok Ratchada 204 Ratchadaphisek Rd, Huai Khwang, Bangkok, or such other date, time and place as may be adjourned.

Agenda no. .... re: .....

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve                       Disapprove                       Abstain

Agenda no. .... re: .....

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve                       Disapprove                       Abstain

Agenda no. .... re: .....

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve                       Disapprove                       Abstain

Agenda no. .... re: .....

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve                       Disapprove                       Abstain

Agenda no. .... re: Appointment of directors (Continued)

Name of Director .....

Approve                       Disapprove                       Abstain

Name of Director .....

Approve                       Disapprove                       Abstain

Name of Director .....

Approve                       Disapprove                       Abstain

Name of Director .....

Approve                       Disapprove                       Abstain

Name of Director .....

Approve                       Disapprove                       Abstain

Name of Director .....

Approve                       Disapprove                       Abstain

Form of Proxy, Form C.

Duty Stamp Baht 20

Made at .....

Date ..... Month ..... Year .....

(1) We .....  
 located at No. .... Road, Tambol/Kwaeng .....  
 Amphur/Khet ....., Province ....., Postal Code .....  
 in our capacity as the custodian for .....  
 being a shareholder of PROEN Corp Public Company Limited, holding ..... shares in total  
 which are entitled to cast ..... votes as follows:

Ordinary shares: ..... shares in total which are entitled to cast ..... votes; and

Preferred shares: ..... shares in total which are entitled to cast ..... votes,

(2) We wish to appoint

(1) ..... age ..... years old, residing/located at No. ....  
 .... Road, Tambol/Kwaeng ....., Amphur/Khet .....,  
 Province ....., Postal Code ....., or

(2) ..... Dr. Panya Boonyapiwat ..... age 60 ..... years old, residing/located at No. 11/80  
 Pracha Uthit ..... Road, Tambol/Kwaeng ..... Huai Kwang, Amphur/Khet ..... Huai kwang .....,  
 Province Bangkok, Postal Code 10310 ....., or

(3) ..... Assoc. Prof Dr. Panarat Panmanee age ..... 75 ..... years old, residing/located at  
 No 17, Rama 9 (60) Road, Tambol/Kwaeng ..... Suan Luang ....., Amphur/Khet ..... Suan Luang,  
 Province Bangkok ....., Postal Code 10250 ....., or

(4) ..... Dr. Parnai Kungwalrut ..... age 49 ..... years old, residing/located at No 345/486 ..,  
 Vibhavadi Rangsit Road, Tambol/Kwaeng Chom Phon ....., Amphur/Khet ..... Chatuchak ....., Province  
 ..... Bangkok ....., Postal Code ..... 10900 .....

any one of them as my/our proxy to attend and vote on my/our behalf at the 2024 Annual  
 General Meeting of Shareholders to be held on 25 April 2024 at 2.00 p.m. via electronic media (E-AGM)  
 by relaying from the meeting Nilubon room 3rd floor only, at Swissotel Bangkok Ratchada 204  
 Ratchadaphisek Rd, Huai Khwang, Bangkok, or such other date, time and place as may be adjourned.

(3) We authorise our proxy to attend the meeting and cast the votes on our behalf in the following  
 manner:

The voting right in all the voting shares held by us is granted to the proxy.

The voting right in part of the voting shares held by us is granted to the proxy as follows:

Ordinary shares: ..... shares in total, which are entitled to cast ..... votes; and

Preferred shares: ..... shares in total, which are entitled to cast ..... votes,

Total: ..... votes

- (4) We authorise our proxy to cast the votes on our behalf at the above meeting in the following manner:
- Agenda no. 1 To acknowledge the minutes of Annual General Meeting of Shareholders for the year 2023.  
(The agenda is for acknowledgement; the meeting's resolution is not required)
- Agenda no. 2 To acknowledge the Company operating results for the year 2023  
(The agenda is for acknowledgement; the meeting's resolution is not required)
- Agenda no. 3 To consider and approve the consolidated financial statements for the year ended 31 December 2023.
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain
- Agenda no. 4 To consider and approve the refrain of the dividend payment in respect of the Company's operating results for the year 2023 and the allocation of a portion of profits as a legal reserve
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain
- Agenda no. 5 To consider and approve the appointment of directors replacing those who retire by rotation
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Appointment all director
- Approve                       Disapprove                       Abstain
- Appointment of any director(s)
- Name of Director : Dr. Sathit Puttachiyong
- Approve                       Disapprove                       Abstain
- Name of Director : Mr. Somkiat Yubanphaeo
- Approve                       Disapprove                       Abstain
- Name of Director : Mr. Chaiyooth Srijabok
- Approve                       Disapprove                       Abstain
- Agenda no. 6 To consider and approve the determination of the director's remuneration for the year 2024
- (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
- (b) The proxy must cast the votes in accordance with the following instructions:
- Approve                       Disapprove                       Abstain

Agenda no. 7 To consider and approve the appointment of the auditor, and their remuneration for the year 2024

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve                       Disapprove                       Abstain

Agenda no. 8 To consider and approve the decrease of the company's registered capital by cancelling the unsold ordinary shares and the amendment of the Company's Memorandum of Association Clause 4 to be in line with the decrease of the Company's registered capital

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve                       Disapprove                       Abstain

Agenda no. 9 Other business (if any)

(a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.

(b) The proxy must cast the votes in accordance with the following instructions:

Approve                       Disapprove                       Abstain

(5) If the votes which the proxy casts on any agenda conflict with my/our specified instruction in this proxy form, those votes are invalid and will be regarded as having not been cast by me/us in my/our capacity as the shareholder.

(6) If my/our instruction on voting is not expressly or clearly indicated on any agenda, the meeting considers or resolves on any matter other than those stated above, or there is any change or addition to the relevant facts, then the proxy will be entitled to cast the votes on my/our behalf at his/her own discretion.

Any acts or performance caused by the proxy at the above meeting, except voting in contravention of my/our instruction, shall be deemed as my/our acts and performance in all respects.

Signed..... Grantor  
(.....)

Signed..... Grantee  
(..... Dr. Panya Boonyapiwat.....)

Signed..... Grantee  
(..... Assoc. Prof. Dr. Panarat Panmanee.....)

Signed..... Grantee  
(..... Dr. Parnai Kungwalrut.....)

Signed..... Grantee  
(.....)

Remarks

1. This Form C. is used only if the shareholder whose name in the shareholders' registration appears as an offshore investor who appoints a local custodian in Thailand to keep his/her shares in the custody
2. The necessary evidence to be enclosed with this proxy form is:
  - (1) the power-of-attorney granted by the shareholder to the custodian by which the custodian is appointed to sign the proxy form on the shareholder's behalf; and
  - (2) a certification that the authorized signatory of the proxy form is licensed to operate the custodial business
3. A shareholder may grant a proxy to only one person. The number of shares held by a shareholder may not be divided into several portions and granted to more than one proxy in order to divide the votes.
4. As regards the agenda to appoint directors, the meeting may consider appointing the entire board or any director(s).
5. In case there is other business to be discussed in addition to those specified above, the grantor may make additional authorization in the Attachment to Proxy Form

Attachment to Proxy Form C.

A proxy is granted by a shareholder of PROEN Corp Public Company Limited.

For the 2024 Annual General Meeting of Shareholders to be held on 25 April 2024 at 2.00 p.m. via electronic media (E-AGM) by relaying from the meeting Nilubon room 3rd floor only, at Swissotel Bangkok Ratchada 204 Ratchadaphisek Rd, Huai Khwang, Bangkok, or such other date, time and place as may be adjourned.

- 
- Agenda no. .... re: .....
  - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions:
    - Approve with .... votes  Disapprove with .... votes  Abstain with .... votes
  - Agenda no. .... re: .....
  - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions:
    - Approve with .... votes  Disapprove with .... votes  Abstain with .... votes
  - Agenda no. .... re: .....
  - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions:
    - Approve with .... votes  Disapprove with .... votes  Abstain with .... votes
  - Agenda no. .... re: .....
  - (a) The proxy is entitled to cast the votes on my/our behalf at its own discretion.
  - (b) The proxy must cast the votes in accordance with the following instructions:
    - Approve with .... votes  Disapprove with .... votes  Abstain with .... votes
  - Agenda no. .... re: Appointment of directors (Continued)

Name of Director.....

- Approve                       Disapprove                       Abstain

Name of Director.....

- Approve                       Disapprove                       Abstain

Name of Director.....

- Approve                       Disapprove                       Abstain

Name of Director.....

- Approve                       Disapprove                       Abstain

Name of Director.....

- Approve                       Disapprove                       Abstain

Name of Director.....

- Approve                       Disapprove                       Abstain



**Profile of the independent directors proposed as proxy by the Company**

<b>Name</b>	Dr. Panya Boonyapiwat
<b>Age</b>	60 years
<b>Position</b>	Independent Director / Chairman of Audit Committees
<b>Nationality</b>	Thai
<b>Address</b>	11/80 Pracha Uthit Rd. Huai Khwang, Bangkok, 10310



**Educational qualification**

- Ph.D. management psychology, University of Texas at Arlington
- Master's degree, in Management, University of Texas at Arlington
- Bachelor's degree, electrical engineering, Kasetsart University

**Director Accreditation Program**

- Director Certification Program Class 94/2007 (DCP 94/2007)
- Role of The Chairman RCP 39/2016

**Work Experience**

2024 – Present Independent Director / Chairman of Audit Committee  
PROEN Corp Public Company Limited

**Board Member/Management of Other Listed Companies on The Stock Exchange of Thailand**

2020 – Present Director / Chairman of Executive Committee / Chief Executive Officer /  
Chairman of the Risk Management  
Begistics Public Company Limited

2010 – Present Independent Director, Bangkok Land Public Company Limited

2016 – 2020 Chairman of the Board of Directors / Chief Executive Officer  
Dimet (Siam) Public Company Limited

**Position in Other Company / Institution/Non-listed Companies**

2023 – Present Independent Director / Chairman / Chairman of the Risk Management Committee,  
Audit Committee, Nomination and Remuneration Committee  
Frontline Engineering Co., Ltd.

2021 - Present Independent Director / Chairman / Chairman of the Risk Management Committee,  
Audit Committee, Nomination and Remuneration Committee  
Tekatn Co., Ltd.

2021 – Present Director / Thepritha Co., Ltd.

2021 – Present Director / Thantarachai Co., Ltd.

2021 – 2023 Director / Ekold Co., Ltd.

In any companies which may result in a conflict of interest with the Company -None-

Number of years in directorship 4 months (Holding a position since 16 January 2024)

Term of office of directors who retire from director

Shareholding in the Company -None- (as of March 12, 2024)

Held by Spouse/minor children: -none-

Direct or indirect interest in any entity in which the company or its subsidiary is a party to an agreement  
-None-


Historical meeting attendance records -None- (Begins assuming director in 2024)

Family Relationship among Directors and Executives -None-

Executive directors, employees, employees or consultants who receive salary -None-

Special interest in all agendas proposed in this meeting -None-

**Profile of the independent directors proposed as proxy by the Company**

<b>Name</b>	Assoc Prof. Dr. Panarat Panmanee	
<b>Age</b>	75 years	
<b>Position</b>	Independent Director / Audit Committees (have knowledge of accounting)	
<b>Nationality</b>	Thai	
<b>Address</b>	17 Rama IX Rd., Kwaeng Suan Luang, Khet Suan Luang, Bangkok,10250	

**Educational qualification**

- Ph.D in Management and Accounting, Keio University, Japan
- Master Degree, Accountancy of THAMMASAT UNIVERSITY
- Bachelor Degree, Accountancy of THAMMASAT UNIVERSITY

**Director Accreditation Program**

- Certificate, Top Executive Program in Commerce and Trade (TEPCoT), Class 10, Commerce Academy
- Director Certification Program (DCP) 264/2018

**Work Experience**

2018 – Present      Independent Director / Audit Committee  
PROEN Corp Public Company Limited

**Board Member/Management of Other Listed Companies on The Stock Exchange of Thailand**

2018 – Present      Independent Director / Audit Committee  
Gunkul Engineering Public Company Limited

**Position in Other Company / Institution/Non-listed Companies**

2021 – Present      Specialists, Faculty of Management Science Silpakorn University

2020 – Present      Advisor to the Technology Development and Professional Accounting  
Subcommittee, Federation of Accounting Professions Advisor to the Technology  
Development and Royal Patronage

2017 – 2020      Consultant in Accounting Professional Education and Accounting Technology,  
Federation of Accounting Professions Royal Patronage

2016 – 2020      Dean Faculty of Accounting Specialist PhD program, Faculty of Business  
Administration, University of the Thai Chamber of Commerce

2010 – 2015      Specialist PhD program, Faculty of Business Administration, Rajamangala  
University of Technology Thanyaburi

In any companies which may result in a conflict of interest with the Company -None-

Number of years in directorship 6 years (Holding a position since 18 April 2018)

Shareholding in the Company 158,700 ordinary shares which are 0.046% of total paid-up shares of the company, Held by Spouse/minor children: -none- (as of March 12, 2024)

Direct or indirect interest in any entity in which the company or its subsidiary is a party to an agreement -None-

Historical meeting attendance records - Attended the Board of Directors' meeting 7/7 times  
- Attended the Audit Committee's meeting 5/5 times

Family Relationship among Directors and Executives -None-

Executive directors, employees, employees or consultants who receive salary -None-

Special interest in all agendas proposed in this meeting -None-

**Profile of the independent directors proposed as proxy by the Company**

<b>Name</b>	Dr. Parnai Kungwalrut
<b>Age</b>	49 years old
<b>Position</b>	Independent Director
<b>Nationality</b>	Thai
<b>Address</b>	345/486 Vibhavadi Rangsit Road, Kwaeng Chom Phon, Khet Chatuchak, Bangkok 10900



**Educational qualification**

- Doctorate Degree, Electrical Engineering, King Mongkut's Institute of Technology Ladkrabang
- Master Degree, Master of Engineering (Instrumentation Engineering , King Mongkut's Institute of Technology Ladkrabang
- Master Degree, Master of Business administration International Business Management, Eastern Asia University
- Bachelor Degree, Electrical Communications Engineering, Rajamangala University of Technology Thanyaburi

**Director Accreditation Program**

- Director Certification Program (DCP) 170/2013
- Director Accreditation Program (DAP) 33/2005
- Capital Market Academy Programs, CMA. 30/2020
- Training Seminar Strategic Planning & Review Strategic By OPTIMA Consulting Co., Ltd.

**Work Experience**

2022 – Present	Independent Director, PROEN Corp Public Company Limited
2020 – Present	Director, PROEN Corp Public Company Limited

**Board Member/Management of Other Listed Companies on The Stock Exchange of Thailand**

2012 – 2020	Chief Executive Officer POWER SOLUTION TECHNOLOGIES PUBLIC COMPANY LIMITED
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**Position in Other Company / Institution/Non-listed Companies**

2022 – Present	Appointed Members, Senior Advisor, Rajamangala University of Technology Suvarnabhumi
2015 – 2021	Director, NAWARAT BEVERAGE CO., LTD.

**In any companies which may result in a conflict of interest with the Company** -None-

**Number of years in directorship** 3 years 4 months  
(Holding a position Independent director since November 11, 2022)  
(Holding a position Director since December 18, 2020)

Shareholding in the Company -None- , Held by Spouse/minor children: -none-  
(as of March 12, 2024)

Direct or indirect interest in any entity in which the company or its subsidiary is a party to an agreement

-None-

Historical meeting attendance records - Attended the Board of Directors' meeting 7/7 times

Family Relationship among Directors and Executives -None-

Executive directors, employees, employees or consultants who receive salary -None-

Special interest in all agendas proposed in this meeting -None-

## Privacy Notice

### for the 2024 Annual General Meeting of Shareholders of PROEN Corp Public Company Limited

PROEN Corp Public Company Limited (the “Company”) is aware of the privacy of shareholders and/or of the proxy (“you”) who attend the 2024 annual general meeting of shareholders (“meeting of shareholders”). Thus, Company provides this privacy notice to inform you in relation to the collection, use and disclosure of personal data of individual, including rights, security procedures, safety of your personal data, and the contact channels with Company in accordance with the Personal Data Protection Act B.E. 2562 (“PDPA”), relevant laws and regulations, as follows:

1. **Personal Data Processing:** Company has to collect the personal data of shareholders to organize the meeting of shareholders. General personal data, which includes given name, alias, nationality, age, mailing address, email address, telephone number, facsimile number, identification card photo, identification number, passport information, alien identification information, driving license, signatures, CCTV recording, including images and photos, visual images, voice recordings, and video recordings that record the interaction between you and Company during the meeting, the Company shall require your consent in accordance with law and regulations before further proceedings.

2. **Purposes of Personal Data Processing:** The Company will process personal data of shareholders on the following proposes and legitimate interests:

2.1 On legal obligation basis

- The Company will collect and use the personal data of shareholders as specified in No. 1 to call, conduct, and proceed the meeting of shareholders, which includes identifications of shareholders, delivery of related documents, and other processing to fulfil the resolution of the meeting and the law. Furthermore, this is to comply with law, notice and regulations from other government agencies with legal authority as stated in Public Limited Companies Act, B.E. 2535 and other related laws.

- The Company will collect and use the personal data of shareholders as specified in No. 1 to process the meeting of shareholders in accordance with for procedures stated by law in Act, B.E. 2558, Emergency Decree on Public Administration in Emergency Situations B.E. 2 5 4 8 and other related laws.

2.2 On legitimate interest basis

- The Company will collect and use the personal data of shareholders as specified in No. 1 to record the meeting minutes and as proved of attendance in the meeting of shareholders. Furthermore, this is for further processing related to legitimate interest of Company and other persons, which could be expected reasonably by shareholders.



- The Company will collect and use the records of images and videos from CCTV of the shareholders for benefits and security measures in processing of the meeting in order to fulfil and achieve purposes set by you and Company.

- The Company will process and keep the record of images and videos of meeting of shareholders to insert in minutes of meeting and for public relations via electronic and publications. The record of image and videos of the meeting of shareholder may include the images and names of the shareholders to achieve purposes of the meeting of shareholders.

3. **Sources of Personal Data:** The Company may directly collect personal data from you and Thailand Securities Depository Co., Ltd. (TSD), the Company's securities registrar on recent the Record Date or Asset Management Company or any other person authorized by you to attend the meeting on behalf.

4. **Processing of personal data:** When the Company received your personal data as specified in No. 3. Company has to collect and use your personal data as specified in No. 1. Company may have to disclose your personal data to related government agencies in order to achieve the purpose of processing your personal data and to comply with the basis as specified in No. 2.

5. **Retention of Personal Data:** The Company will retain your personal data for a period of ten years.

6. **Data Subjects' Rights:** You can exercise your rights as follows: you have the right to access your personal data and obtain copy from the Company and disclose the sources of retrieved personal data without your consent. You have the right to rectify your inaccurate personal data. You have the right to data portability your personal data to other data controllers, or yourself. You also have the right to object the processing of your personal data.

You may contact Company secretary officer at [company.secretary@proen.co.th](mailto:company.secretary@proen.co.th) or tel: 02-690-3888 Ext. 910 to lodge the request of the rights mentioned above. For more information, please see the details of DPO as specified in No.1

In case of the exercising the rights mentioned above, no extra costs incurred. The Company will consider and inform you with the result of your request within 30 days from the date that the Company has received your said request.

In case the Company or employees have violated or not followed the PDPA, you can lodge the complaint to the Office of the Personal Data Protection Commission.