

The Minutes of the Extraordinary General Meeting of Shareholders No.2/2024
of
PROEN Corp Public Company Limited

Time, and Place of the Meeting:

The meeting held on Friday, November 29, 2024, at 2:00 PM, was an Extraordinary General Meeting of Shareholders conducted exclusively via electronic means (E-EGM). This arrangement complies with the Emergency Decree on Electronic Meetings B.E. 2020 (as amended) and other relevant laws, regulations, and rules. The meeting was broadcast from the 3rd floor conference room of the company, located at 11/80 Pracha Uthit 8 Alley 2, Pracha Uthit Road, Huai Khwang Subdistrict, Huai Khwang District, Bangkok 10310.

Directors present at the Meeting

(There were 7 directors in total, representing 100% of the total number of directors).

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|---|--------------------------|----------------|---|
| 1 | Dr. Sathit | Puttachaiyong | Chairman of the Board, Independent Director, and Audit Committee |
| 2 | Dr. Panya | Boonyapiwat | Independent Director , Chairman of Audit Committee |
| 3 | Assoc. Prof. Dr. Panarat | Panmanee | Independent Director and Audit Committee |
| 4 | Mr. Kittipan | Sri-bua-iam | Director, Chairman of the Executive Committee and Chief Executive Office |
| 5 | Mr.Chaiyooth | Srijabok | Director, Executive Committee, Chief Operating Officer and Vice President Strategy and Business Development |
| 6 | Dr. Pranai | Kungwalrut | Independent Director |
| 7 | Dr. Artis | Phetcharattana | Independent Director |

Executives and other Attendees in attendance:

- | | | | |
|---|----------------|--------------|---|
| 1 | Mr.Surasak | Kongjantra | Executive Committee, Chief Technology Officer and Senior Vice President Sales and Marketing |
| 2 | Mr.Visrut | Manunpon | Executive Committee, Chief Innovation Officer and Vice President Business Development |
| 3 | Mrs. Chonticha | Supaluxmetha | Executive Committee , Chief Financial Officer |

Financial Advisor Wealth Plus Advisory Co.,Ltd.

- | | | |
|---|---------------|---------------|
| 1 | Mr. Pongsarun | Tirmariyabuit |
|---|---------------|---------------|

Independent Financial Advisor, Bluebell Securities Co., Ltd.

- | | | |
|---|-------------|----------------|
| 1 | Mr.Teerayut | THAITURAPAIKAN |
|---|-------------|----------------|

Legal Advisor from M&T Law Office Company Limited

- | | | |
|---|-------------|-------------|
| 1 | Mr.Supakorn | Rananand |
| 2 | Mr.Phudit | Wattanaudom |

Representative of the Thai Investors Association, Volunteer Advocate for Shareholders' Rights

- | | | |
|---|-------------|--------|
| 1 | MissWarunee | Rodsan |
|---|-------------|--------|

To ensure good corporate governance, the company has assigned Mr. Supakorn Rananan, Legal Advisor from M&T Law Office Co., Ltd., to oversee the vote counting process for this meeting.

The meeting commenced at 2:00 PM.

Dr. Sathit Puttachaiyong, Chairman of the Board, presided over the meeting as the Chairman and officially opened the meeting at 2:00 PM. The Chairman assigned Miss Winutta Puangwerakul to act as the meeting facilitator.

The company's representative informed the meeting that the Extraordinary General Meeting of Shareholders No. 2/ 2024, held electronically (E-meeting) on November 29, 2024, complied with the Emergency Decree on Electronic Meetings B.E.2020 and the announcement of the Ministry of Digital Economy and Society on Security Standards for Electronic Meetings B.E. 2020

The company engaged a specialized and certified electronic meeting service provider to facilitate the meeting. Additionally, representatives from an external legal advisory firm were appointed to ensure that the meeting was conducted transparently, in compliance with legal requirements, company regulations, and principles of good corporate governance. The meeting was broadcast via video conferencing with both video and audio signals transmitted, and the proceedings were recorded as audiovisual media from the 3rd-floor conference room of the company, located at 11/80 Pracha Uthit 8 Alley 2, Pracha Uthit Road, Huai Khwang Subdistrict, Huai Khwang District, Bangkok 10310.

As of the time of the announcement, a total of 39 shareholders were present, either in person or by proxy, representing a total of 230,816,333 shares, equivalent to 58.80% of the total issued shares of 392,568,069 shares.

Subsequently, the facilitator explained the voting procedures to the meeting, with the key points summarized as follows:

Voting Guidelines for the Shareholders' Meeting

As this meeting is conducted electronically, no printed voting ballots are provided to participants.

1. **One Share, One Vote:** Each share is entitled to one vote, and resolutions will be passed based on a majority vote unless otherwise required by law.
2. **Electronic Voting Procedure:** During the voting session of each agenda item, the Chairman or the company representative will call for a resolution. Participants can cast their votes through the

E-Voting system by selecting “Approve,” “Disapprove,” or “Abstain.” If no vote is cast for any agenda item, the system will automatically record the vote as “Approve.”

3. **Proxy Voting:** For shareholders who have appointed proxies, the proxies have full authority to consider and cast votes on behalf of the shareholders as deemed appropriate. Voting will follow the same method as for shareholders attending in person. If specific voting instructions are given in the proxy form, the proxy must follow those instructions.
4. **Announcement of Results:** Voting results for each agenda item will be announced immediately after the votes are counted. In case of a tie, the Chairman has the right to cast an additional deciding vote.
5. **Voting Timeframe:** Shareholders can cast their votes only within the timeframe set by the company. For this meeting, the voting period is limited to one minute per agenda item.
6. **Late Voting:** If a participant fail to cast a vote within the allotted time, it will be deemed as an approval of the proposed resolution. Participants can modify their votes within the remaining voting time if the system allows.
7. **Reporting of Results:** The voting results will indicate the number of votes for “ Approve,” “Disapprove,” and “Abstain.” The number of shares represented by the participants at the time of the vote will be used for each agenda item.

Vote Counting and Announcement of Results

The company will explain the vote counting method to the meeting participants before proceeding with voting on each agenda item. The company’s representatives will count the votes for each agenda item, and the results of the resolution will be announced before moving to the next agenda item.

The number of participants for each agenda item may vary as some shareholders may join or leave the meeting system during the session. To ensure transparency, legality, and compliance with the company’s regulations, the company has engaged external legal advisors to oversee and verify the vote-counting process. Participants are allowed to ask questions related to the agenda item currently under discussion.

For shareholders who wish to ask questions via text, please follow these steps:

1. Go to the **Chat** menu in the Zoom program to type your message.
2. Press **Enter** to send your message to the system.

For shareholders who wish to ask questions verbally, please follow these steps:

1. Navigate to the **Participants** menu at the bottom of the Zoom interface and click the **Raise Hand** button.
2. When the staff announces your name, they will enable your microphone. You will need to click **Unmute** and turn on the microphone on your device. If you are unable to speak via the microphone

within one minute, please type your question in the **Chat** instead, so the facilitator can read it to the meeting on your behalf.

3. For each question, whether typed or spoken, kindly state your full name and specify whether you are attending as a shareholder or as a proxy before asking your question. This helps ensure accurate and complete meeting records.
4. The company allows participants to submit questions during each agenda item. If no questions are received within two minutes, the meeting will proceed. Additional questions can be submitted via the **Chat**, and the staff will read them out later.
5. The meeting facilitator provides opportunities for shareholders to ask about the voting procedures.

The company will publish the minutes of the shareholders' meeting, including the voting results for each agenda item, on the company's website within 14 days from the meeting date.

Subsequently, the Chairman assigned Miss Winutta Puangwerakul, the meeting facilitator, to present the agenda items for the meeting's consideration as follows:

Agenda 1 To Consideration to Approve the Minutes of the Extraordinary General Meeting of Shareholders No. 1/2024 Held on June 12, 2024

The facilitator reported to the meeting that the company had prepared the minutes of the Extraordinary General Meeting of Shareholders No. 1/2024, held on June 12, 2024. Copies of these minutes were sent to shareholders along with the invitation to the Extraordinary General Meeting of Shareholders No. 2/2024.

The Board of Directors reviewed the minutes of the Extraordinary General Meeting of Shareholders No. 1/2024 and deemed them to be accurate and complete. The Board proposed that the shareholders approve the said minutes.

Before proceeding to a vote, the facilitator opened the floor for shareholders to ask questions or express opinions. As no further questions or comments were raised, the facilitator proceeded to call for a vote.

This agenda item requires approval by a majority vote of the shareholders present and eligible to vote. For this agenda item, there were 39 shareholders participating in the meeting, either in person or by proxy, representing a total of 230,816,333 shares, equivalent to 58.80% of the total issued shares of 392,568,069 shares.

Resolution of the Meeting: The Extraordinary General Meeting of Shareholders No. 2/ 2024 considered and unanimously resolved to approve the minutes of the Extraordinary General Meeting of Shareholders No. 1/ 2024, held on June 12, 2024, as presented in all respects, with the following voting results:

Resolution	Number of participants	Number of votes (1 Share Equals 1 Vote)	Percentage of shareholders' shares attending the meeting and exercised their votes
Approved	39	230,816,333.00	100.00
Disapproved	0	0	0.00
Abstained	0	0	0.00
voided ballot	0	0	0.00

From 230,816,333 votes attended the meeting and have rights to votes in this agenda

Dr. Sathit Puttachaiyong, the Chairman of the Meeting, summarized the resolution of the Extraordinary General Meeting of Shareholders No. 2/ 2024. The meeting resolved unanimously to approve the minutes of the Extraordinary General Meeting of Shareholders No. 1/2024, held on June 12, 2024, with the unanimous votes of shareholders present and entitled to vote.

Agenda 2 To consideration and Approval of the Reduction in the Company's Registered Capital

Approval is sought for the reduction of the company's registered capital by THB 150,034,726.50, from the original registered capital of THB 432,898,451.00 to THB 282,863,724.50. This reduction is achieved by canceling 300,069,453 unissued ordinary shares with a par value of THB 0.50 per share. Additionally, approval is sought to amend Article 4 of the company's Memorandum of Association to align with the reduction in registered capital.

The meeting facilitator informed the participants that, under the **Public Limited Companies Act B.E. 2535 (1992)** (including its amendments), a company may increase its registered capital by issuing new shares only when all previously issued shares have been sold and fully paid, or if the remaining unsold shares are designated to accommodate convertible debentures or share purchase warrants.

Therefore, the company must reduce its registered capital by **THB 150,034,726.50**, from the previous registered capital of **THB 432,898,451.00** to **THB 282,863,724.50**, by canceling **300,069,453 unissued ordinary shares** with a par value of **THB 0.50 per share**. These shares were left unallocated after the rights offering to existing shareholders. Furthermore, the company seeks approval to amend **Article 4 of its Memorandum of Association** to reflect the reduction in registered capital.

Additionally, the person authorized by the Board of Directors to handle the registration of the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, is empowered to revise and adjust the wording as necessary to comply with the registrar's orders to complete the registration process. Details are as follows:

"No. 4.	Registered capital of	282,863,724.50	Baht	(Two hundred eighty-two million eight hundred sixty-three thousand seven hundred twenty-four baht and fifty satang)
	divided into	565,727,449	Shares	(Five hundred sixty-five million seven hundred twenty-seven thousand four hundred forty-nine shares)
	a par value of	0.50	Baht	(Fifty satang)
	consisting of:			
	Ordinary shares:	565,727,449	Shares	(Five hundred sixty-five million seven hundred twenty-seven thousand four hundred forty-nine shares)
	Preferred shares:	-	Shares	(-Shares)"

Before proceeding to the vote, the facilitator opened the floor for shareholders to ask questions or provide comments. As no further questions or comments were raised, the facilitator proceeded to call for a vote.

This agenda item requires approval by no less than three-fourths of the total votes of the shareholders present and eligible to vote. For this agenda item, there were 39 shareholders participating in the meeting, either in person or by proxy, representing a total of **230,816,333 shares**, equivalent to **58.80% of the total issued shares** of 392,568,069 shares.

Resolution of the Meeting: The shareholders unanimously resolved to approve the reduction of the Company's registered capital by THB 150,034,726.50 from the existing registered capital of THB 432,898,451.00 to THB 282,863,724.50 by canceling 300,069,453 unissued ordinary shares at a par value of THB 0.50 per share, and to approve the amendment of Article 4 of the Company's Memorandum of Association to reflect the reduction in the registered capital and approved the amendment of the Company's Memorandum of Association, Clause 4, to align with the reduction of the Company's registered capital. Additionally, the authorized individuals assigned by the Board of Directors shall be empowered to register the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce. They are also authorized to modify and supplement the wording as required by the registrar to ensure the registration process is successfully completed. as presented in all respects, with the following voting results:

Resolution	Number of participants	Number of votes (1 Share Equals 1 Vote)	Percentage of shareholders' shares attending the meeting and exercised their votes
Approved	39	230,816,333.00	100.00
Disapproved	0	0	0.00
Abstained	0	0	0.00
voided ballot	0	0	0.00

From 230,816,333 votes attended the meeting and have rights to votes in this agenda

Dr. Sathit Puttachaiyong, The Chairman of the Meeting summarized the resolution of the Extraordinary General Meeting of Shareholders No. 2/ 2024. The meeting resolved to approve the reduction of the company's registered capital by **THB 150,034,726. 50**, from the previous registered capital of **THB 432,898,451.00** to **THB 282,863,724.50**, by canceling **300,069,453 unissued ordinary shares** with a par value of **THB 0.50 per share**. The meeting also approved the amendment to **Article 4 of the Memorandum of Association** to reflect the reduction in registered capital as detailed above.

Furthermore, the authorized person designated by the Board of Directors was granted the authority to register the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to revise or adjust the wording as required by the registrar to complete the registration process. The resolution was passed with the unanimous votes of the shareholders present and entitled to vote.

The facilitator informed the meeting that Agenda Items 3 to 5 are interrelated. Therefore, the approval of matters in Agenda Items 3 to 5 shall be considered conditional upon each other. If any agenda item fails to gain approval, any previously approved items will be deemed void, and no further consideration will be made for the remaining agenda items. Consequently, it will be regarded that the matters outlined in Agenda Items 3 to 5 have not been approved by the shareholders' meeting.

Agenda 3 To consideration and Approval of the Issuance and Offering of Newly Issued Ordinary Shares approval is sought for the issuance and offering of up to 400,000,000 newly issued ordinary shares with a par value of THB 0.50 per share, designated for Private Placement (PP), at an offering price of THB 1.72 per share.

The facilitator informed the meeting that The Company intends to raise additional funds to prepare capital for the expansion of a new Data Center and office building construction project (additional) under the name OTT DC Project (“OTT DC Project”). This funding will also support the future expansion of the Company and its subsidiaries’ businesses, as well as investments in related businesses aligned with the Company’s current operations, business plan, and strategy. The estimated minimum investment required for the construction of the OTT DC Project is approximately THB 1,230 million. Previously, the Company raised funds from various sources to finance the construction of this project according to its investment plan. Most

recently, following the issuance and offering of additional ordinary shares to the Company's existing shareholders through a Rights Offering (RO) conducted from July 8–12, 2024 (“RO Share Sale”), it became evident that the funds raised remain insufficient to fully complete the OTT DC Project and do not meet the Company's original financial targets.

Therefore, the Company must revise its funding plan and seek additional funding methods beyond the RO share sale to secure sufficient resources for the completion of the OTT DC Project. The Company expects the building structure to be completed by 2024, with Phase 1 ready for service in early 2025

Additionally, at the Board of Directors Meeting No. 5/2024 held on September 2, 2024, the Board unanimously approved the disposal of the OTT DC Project to Seashore Data Center and Cloud Services Co., Ltd. (“Seashore”) for a total value not exceeding THB 833.20 million. This transaction comprises (1) Data Center equipment valued at THB 464.20 million and (2) land and buildings hosting the Data Center valued at THB 369.00 million (collectively referred to as the “OTT DC Project Asset Disposal Transaction”). Payment for the transaction will be made in full on the date of registration of the land and building ownership transfer (as detailed in the Information Disclosure on the Disposal of Assets of the Data Center Project under the OTT DC Project disclosed to the Stock Exchange of Thailand on September 2, 2024, including subsequent amendments). The Company expects to complete both transactions by the end of 2024. If these transactions are successfully executed as anticipated, they will enable the Company to reduce the remaining investment required for the construction of the OTT DC Project (based on the minimum investment value). After completing both transactions, the Company will reinvest in the project proportionate to its 30% equity stake in Seashore Data Center and Cloud Services Co., Ltd. (“Seashore Data Center”)

However, the company is currently in the process of executing the aforementioned transactions, and some uncertainty remains. Should the transactions not be completed by 2024 or if delays arise for any reason, the company will continue constructing the OTT DC Project independently and will require alternative funding sources to complete the project as planned. Consequently, the company is considering issuing and offering additional common shares in a Private Placement of up to 400,000,000 shares, with a par value of 0.50 THB per share and an offering price of 1.72 THB per share (“PP Share Offering”), totaling up to 688,000,000 THB (“PP Additional Capital”). The company has determined that this Private Placement is a viable alternative to raise funds within a short timeframe while also reducing the burden on existing shareholders. Nevertheless, the PP Share Offering will impact Earnings Per Share (EPS) and voting rights (Control Dilution) by at least 25%, based on the paid-up shares before the Board's resolution to propose the agenda to the shareholders' meeting. This offering meets the criteria of significant new share issuance for a Private Placement as outlined in the Capital Market Supervisory Board Notification No. TorJor. 28/2022 dated December, 28 2022 and subsequent amendments. Additional details are provided in the Capital Increase Report (F53-4) and the Private Placement information disclosure

Therefore, the Company must appoint an independent financial advisor to provide opinions to the shareholders regarding: (1) The appropriateness of the price and conditions for the share offering,

(2) The rationale and benefits of the share offering, including the utilization plan for the proceeds compared to the impact on shareholders, and (3) Whether shareholders should approve the share offering, along with the reasons. The independent financial advisor's opinion report will be sent to the shareholders (Enclosure 4) for consideration alongside the invitation to the shareholders' meeting

Allocation of Newly Issued Shares with a Specific Use of Proceeds

Allocated to	Number of Shares	Ratio	Offering Price per Share (Baht)	Date Time Subscription and Payment for Shares	Note
To accommodate the allocation of newly issued shares to private placement	Not exceeding 400,000,000 shares	N.A	1.72 ¹ (Please refer to Note 1 for consideration)	To be determined by the Board of Directors.	

Remark No.1

Offering Price

The issuance of additional common shares in this significant Private Placement is based on the Board of Directors' resolution, which has set a clear offering price of 1.72 THB per share for shareholder consideration. This offering price does not fall under the category of new share issuance at a price below 90% of the market price, in accordance with Notification No. TorJor. 28/2022. The market price is calculated from the weighted average share price of the company's common shares on the Stock Exchange of Thailand over the 15 consecutive trading days preceding the Board's resolution to propose this agenda to shareholders, covering August 16, 2024, to September 5, 2024, which averaged at 1.8677 THB (90% of the market price is 1.6810 THB per share). Therefore, the investors allocated with the additional common shares in this Private Placement (collectively referred to as "Investors") are not subject to the Silent Period restrictions. Consequently, the company is not obligated to prevent these Investors from selling the allocated shares within the stipulated timeframe under the regulations of the Stock Exchange of Thailand, according to the Notification on Criteria, Conditions, and Procedures for Accepting Common Shares or Preferred Shares in Capital Increase as Listed Securities B.E. 2015, dated May 11, 2015 (and subsequent amendments).

Additionally, the Investors are not considered connected persons of the company, as defined by Capital Market Supervisory Board Notification No. TorJor. 21/2008 on Criteria for Connected Transactions, dated August 31, 2008 (and subsequent amendments), and the Stock Exchange of Thailand Notification on Disclosure of Information and Other Acts of Listed Companies Concerning Connected Transactions, B.E.2003, dated November 19, 2003 (and subsequent amendments) ("Connected Transaction Notification"). Furthermore, there is no relationship among the Investors in the nature of acting as concert parties or any relationship falling within the scope of Section 258 of the Securities and Exchange Act B.E. 1992 (and subsequent amendments), nor is there a nominee holding shares on behalf of others that would necessitate a mandatory tender offer for all securities of the company after receiving the additional common shares allocation.

However, in any case, the allocation of shares must not result in any Investor holding shares in the company that reach or exceed the threshold requiring a tender offer as defined in Capital Market Supervisory Board Notification No. TorJor. 12/2011 on Criteria, Conditions, and Procedures for Takeover, dated May 13, 2011 (and subsequent amendments) (“Notification No. TorJor. 12/2011”). Additionally, the allocation must not breach the company’s foreign shareholding limitation, which restricts foreign ownership to a maximum of 49.00% of the total issued and paid-up shares, as specified in the company’s Articles of Association.

The Board of Directors' Meeting No. 7/ 2024, held on September 9, 2024, resolved to amend the list of investors (Private Placement: PP) as detailed below:

The list of investors to whom the company will offer newly issued ordinary shares under the Private Placement is as follows:

No	Invertor	Number of Allocated Shares (Shares)	Par Value (Baht/ Shares)	Offering Price (Baht/ Shares)	Total Value (Baht)
1	Mr. Niti Kitkamjai	50,000,000	0.50	1.72	86,000,000
2	Mr. Paiwin Meesin	50,000,000	0.50	1.72	86,000,000
3	Mr. Santisuk Kosiarpanat	50,000,000	0.50	1.72	86,000,000
4	Mr. Pipakorn Lumwanna	50,000,000	0.50	1.72	86,000,000
5	Mr. Weerasakol Chawanotai	50,000,000	0.50	1.72	86,000,000
6	Mr. Komkrit Tantipong	40,000,000	0.50	1.72	68,800,000
7	Mr. Nattapong Seetavorarat	30,000,000	0.50	1.72	51,600,000
8	Ms. Punyaneer Wongcharoenwattana	30,000,000	0.50	1.72	51,600,000
9	Mr. Patipol Prawangasuk	30,000,000	0.50	1.72	51,600,000
10	Mr. Chayandorn Pholprasit	20,000,000	0.50	1.72	34,400,000
	Total	400,000,000			688,000,000

According to Notification No. TorJor. 28/2022, the Company must complete the offering of shares within the period approved by the shareholders' meeting, but no later than three months from the date the shareholders' meeting resolves to approve the issuance of new shares. Alternatively, the Company must complete the offering within 12 months from the date of the shareholders' resolution, provided the shareholders clearly resolve that, after the three-month period, the Board of Directors or its authorized representatives may determine the offering price based on the market price at the time of the offering.

Before proceeding to the vote, the facilitator opened the floor for shareholders to ask questions or express opinions. As no further questions or comments were raised, the facilitator proceeded to call for a vote.

This agenda item requires approval by no less than three-fourths of the total votes of the shareholders present and eligible to vote. For this agenda item, there were **39 shareholders** participating in the meeting, either in person or by proxy, representing a total of **230,816,333 shares**, equivalent to **58.80% of the total issued shares of 392,568,069 shares**.

Resolution of the Meeting: The Extraordinary General Meeting of Shareholders No. 2/ 2024 considered and unanimously resolved to approve the issuance and offering of up to 400,000,000 newly issued ordinary shares with a par value of THB 0.50 per share, designated for Private Placement to 10 individuals, at an offering price of THB 1.72 per share, in accordance with the details presented above, with the following voting results:

Resolution	Number of participants	Number of votes (1 Share Equals 1 Vote)	Percentage of shareholders' shares attending the meeting and exercised their votes
Approved	39	230,816,333.00	100.00
Disapproved	0	0	0.00
Abstained	0	0	0.00
voided ballot	0	0	0.00

From 230,816,333 votes attended the meeting and have rights to votes in this agenda

Dr. Sathit Puttachaiyong, The Chairman of the Meeting summarized the resolution of the Extraordinary General Meeting of Shareholders No. 2/ 2024. The meeting resolved to approve the issuance and offering of up to 400,000,000 newly issued ordinary shares with a par value of THB 0.50 per share, designated for Private Placement to 10 individuals, at an offering price of THB 1.72 per share, in accordance with the details presented above. The resolution was passed with the unanimous votes of the shareholders present and entitled to vote.

Agenda 4 Consideration and Approval of an Increase in the Company's Registered Capital

Approval is sought to increase the company's registered capital by THB 200,000,000.00, from the current registered capital of THB 282,863,724.50 to THB 482,863,724.50, by issuing 400,000,000 new ordinary shares with a par value of THB 0.50 per share. Additionally, approval is sought to amend Article 4 of the company's Memorandum of Association to reflect the increase in registered capital.

The meeting facilitator informed the participants that to accommodate the issuance and offering of newly issued ordinary shares designated for Private Placement (PP), the company must increase its registered capital by THB 200,000,000.00, from the existing registered capital of THB 282,863,724.50 to THB 482,863,724.50, by issuing 400,000,000 new ordinary shares with a par value of THB 0.50 per share. Additionally, approval is sought to amend Article 4 of the company's Memorandum of Association to align with the increase in registered capital.

The person authorized by the Board of Directors to register the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, is empowered to revise or adjust the wording as required by the registrar to complete the registration process, as follows:

"No. 4.	Registered capital of	:	482,863,724.50 Baht	(Four hundred eighty-two million eight hundred sixty-three thousand seven hundred twenty-four baht and fifty satang)
	divided into	:	965,727,449 Shares	(Nine hundred sixty-five million seven hundred twenty-seven thousand four hundred forty-nine shares)
	a par value of	:	0.50 Baht	(Fifty satang)
	consisting of:	:		
	Ordinary shares:	:	965,727,449 Shares	(Nine hundred sixty-five million seven hundred twenty-seven thousand four hundred forty-nine shares)
	Preferred shares:	:	-None-	-"

Before proceeding to the vote, the facilitator opened the floor for shareholders to ask questions or provide comments. As no further questions or comments were raised, the facilitator proceeded to call for a vote.

This agenda item requires approval by no less than three-fourths of the total votes of the shareholders present and eligible to vote. For this agenda item, there were **39 shareholders** participating in the meeting, either in person or by proxy, representing a total of **230,816,333 shares**, equivalent to **58.80% of the total issued shares of 392,568,069 shares**.

Resolution of the Meeting: The Extraordinary General Meeting of Shareholders No. 2/ 2024 considered and unanimously resolved to approve the increase in the company’s registered capital by THB 200,000,000.00, from the current registered capital of THB 282,863,724.50 to THB 482,863,724.50, by issuing 400,000,000 newly issued ordinary shares with a par value of THB 0.50 per share. The meeting also approved the amendment to Article 4 of the company's Memorandum of Association to align with the increase in registered capital. Additionally, the person authorized by the Board of Directors was granted the authority to register the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to revise or adjust the wording as required by the registrar to complete the registration process. The resolution was passed unanimously with the voting results as detailed above.

Resolution	Number of participants	Number of votes (1 Share Equals 1 Vote)	Percentage of shareholders' shares attending the meeting and exercised their votes
Approved	39	230,816,333.00	100.00
Disapproved	0	0	0.00
Abstained	0	0	0.00
voided ballot	0	0	0.00

From 230,816,333 votes attended the meeting and have rights to votes in this agenda

Dr. Sathit Puttachaiyong, The Chairman of the Meeting summarized the resolution of the Extraordinary General Meeting of Shareholders No. 2/ 2024. The meeting resolved to approve the increase in the company's registered capital by THB 200,000,000.00, from the current registered capital of THB 282,863,724.50 to THB 482,863,724.50, through the issuance of 400,000,000 newly issued ordinary shares with a par value of THB 0.50 per share. The meeting also approved the amendment to Article 4 of the company's Memorandum of Association to align with the increase in registered capital. Furthermore, the person authorized by the Board of Directors was granted the authority to register the amendment to the Memorandum of Association with the Department of Business Development, Ministry of Commerce, and to revise or adjust the wording as required by the registrar to complete the registration process. The resolution was passed unanimously with the votes of the shareholders present and eligible to vote.

Agenda 5 To consideration and Approval of the Allocation of Newly Issued Ordinary Shares approval is sought for the allocation of up to 400,000,000 newly issued ordinary shares with a par value of THB 0.50 per share to be offered to specific individuals under a Private Placement (PP).

The facilitator informed the meeting that, following the resolution in Agenda Item 3 approving the issuance and offering of newly issued ordinary shares designated for a **Private Placement (PP)**, the company must allocate up to **400,000,000 newly issued ordinary shares** with a par value of **THB 0.50** per share to specific individuals under a **Private Placement (PP)**. The details are as follows:

1. Capital Increase

Capital Increase	Type of Shares	Number of Shares (Shares)	Par Value (Baht : Shares)	Total (Baht)
<input checked="" type="checkbox"/> Capital Utilization Purpose	Ordinary shares	Not exceeding 400,000,000	0.50	200,000,000.00
Plan :	Preferred shares	-	-	-
General Mandate Form	Ordinary shares	-	-	-
	Preferred shares	-	-	-

2. Allocation of Newly Issued Shares

2.1 Capital Utilization Objective Plan

Allocated to	Number of Shares	Ratio	Offering Price per Share (Baht)	Date Time Subscription and Payment for Shares	Note
To accommodate the allocation of newly issued shares to private placement	Not exceeding 400,000,000 shares	N.A	1.72 (Please refer to Note 1 for consideration)	To be determined by the Board of Directors.	

Remark1

Offering Price

Date / Month / Year	Total Volume (Shares)	Total Value (THB)	Average Price (THB/Share)
September 5, 2024	<u>17,988,300</u>	<u>41,384,472</u>	<u>2.3006</u>
September 4, 2024	<u>13,220,100</u>	<u>29,525,434</u>	<u>2.2334</u>
September 3, 2024	<u>47,473,000</u>	<u>103,494,780</u>	<u>2.1801</u>
September 2, 2024	<u>21,041,500</u>	<u>41,383,567</u>	<u>1.9668</u>
August 30, 2024	<u>12,645,500</u>	<u>24,014,253</u>	<u>1.8990</u>
August 29, 2024	<u>6,951,600</u>	<u>13,455,784</u>	<u>1.9356</u>
August 28, 2024	<u>16,242,100</u>	<u>31,714,712</u>	<u>1.9526</u>
August 27, 2024	<u>19,221,600</u>	<u>36,646,928</u>	<u>1.9065</u>
August 26, 2024	<u>79,752,300</u>	<u>151,376,089</u>	<u>1.8981</u>
August 23, 2024	<u>14,892,900</u>	<u>25,568,235</u>	<u>1.7168</u>
August 22, 2024	<u>14,956,700</u>	<u>25,863,187</u>	<u>1.7292</u>
August 21, 2024	<u>19,354,400</u>	<u>33,501,064</u>	<u>1.7309</u>
August 20, 2024	<u>53,333,900</u>	<u>91,636,965</u>	<u>1.7182</u>
August 19, 2024	<u>27,362,800</u>	<u>45,826,854</u>	<u>1.6748</u>
August 16, 2024	<u>43,939,900</u>	<u>67,348,810</u>	<u>1.5327</u>
The weighted average price for the 15 business days prior to the Board of Directors meeting.			<u>1.8677</u>
90 percent of the weighted average price for the 15 business days prior to the Board of Directors meeting.			<u>1.6810</u>

The offering price is calculated based on the weighted average price of the company's ordinary shares traded on the Stock Exchange over the 15 consecutive business days prior to the date the Board of Directors resolved to determine the offering price for shareholder approval. This period spans from **August 16, 2024 to September 5, 2024** during which the average price was **THB 1.8677** per share. A discount of no more than 10% is applied.

The investors allocated the newly issued shares under this **Private Placement (PP)** are not subject to a **Silent Period** restriction and are not considered connected persons of the company as defined by the **Capital Market Supervisory Board Notification No. TorJor. 21/2008** concerning criteria for related party transactions dated August 31, 2008 (including amendments), and the **Stock Exchange of Thailand Notification on Disclosure of Information and Other Acts of Listed Companies Concerning Related Party Transactions B.E. 2003** dated November 19, 2003 (including amendments).

Additionally, the investors have no mutual relationship that qualifies them as a **Concert Party** or any relationship under **Section 258 of the Securities and Exchange Act B.E. 1992** (including amendments) that would obligate them to make a tender offer for all securities of the company after receiving the allocation of the company's newly issued ordinary shares.

However, under no circumstances should the allocation of shares result in any investor holding the company's shares in a manner that reaches or exceeds the threshold requiring a **Tender Offer**, as specified by the **Capital Market Supervisory Board Notification No. TorJor. 12/2011**, regarding criteria, conditions, and procedures for acquiring securities for business takeovers. Additionally, the allocation must not violate the company's restrictions on foreign shareholding, which limit foreign shareholders to holding no more than **49% of the total issued shares** as stipulated in the company's regulations.

The offering price of the newly issued ordinary shares to be allocated under this **Private Placement (PP)** does not fall under the criteria of issuing new shares at a price lower than **90% of the market price**, in accordance with the **Capital Market Supervisory Board Notification No. TorJor. 28/2022**. Therefore, the shares are not subject to **Silent Period** restrictions.

Before proceeding to the vote, the facilitator opened the floor for shareholders to ask questions or express opinions. As no further questions or comments were raised, the facilitator proceeded to call for a vote.

This agenda item requires approval by no less than three-fourths of the total votes of the shareholders present and eligible to vote. For this agenda item, there were **39 shareholders** participating in the meeting, either in person or by proxy, representing a total of **230,816,333 shares**, equivalent to **58.80% of the total issued shares of 392,568,069 shares**.

Resolution of the Meeting: The Extraordinary General Meeting of Shareholders No. 2/ 2024 considered and unanimously resolved to approve the allocation of up to 400,000,000 newly issued ordinary shares with a par value of THB 0.50 per share to specific individuals under a Private Placement (PP), in accordance with the details presented above, with the following voting results:

Resolution	Number of participants	Number of votes (1 Share Equals 1 Vote)	Percentage of shareholders' shares attending the meeting and exercised their votes
Approved	39	230,816,333.00	100.00
Disapproved	0	0	0.00
Abstained	0	0	0.00
voided ballot	0	0	0.00

From 230,816,333 votes attended the meeting and have rights to votes in this agenda

Dr. Sathit Puttachaiyong, The Chairman of the Meeting summarized the resolution of the Extraordinary General Meeting of Shareholders No. 2/ 2024. The meeting resolved to approve the allocation of up to **400,000,000 newly issued ordinary shares** with a par value of **THB 0.50 per share** to specific individuals under a **Private Placement (PP)**. The resolution was passed with the unanimous votes of the shareholders present and eligible to vote.

Agenda 6 Other (If any)

The facilitator informed the meeting that, under **Section 105, Paragraph 2 of the Public Limited Companies Act**, it is stipulated that:

"After the meeting has considered the matters specified in the first paragraph, shareholders holding shares amounting to not less than one-third of the total issued shares may request the meeting to consider matters other than those specified in the notice of the meeting."

The facilitator then asked the shareholders present if anyone wished to propose any additional agenda items for this meeting. Following this, the facilitator opened the floor for any further questions or comments. It was noted that no additional questions or comments were raised.

Dr. Sathit Puttachaiyong, the Chairman, subsequently declared the meeting closed. He expressed gratitude to all shareholders and proxies for attending the meeting. The Chairman also acknowledged that this **Extraordinary General Meeting of Shareholders No. 2/2024**, conducted electronically (E-EGM 2/2024), might have involved any errors or shortcomings and extended the company's apologies for any such issues.

As no shareholders had further questions or comments, Dr.Sathit Puttachaiyong, Chairman of the Board, expressed his gratitude and declared the meeting adjourned at 2:54 PM.

Signed  minute taker
(Miss Kullakarn Jirakulkanwara)

Signed  Chairman of the Meeting
(Dr.Sathit Puttachaiyong)