



Invitation to the 2025 Annual General Meeting of Shareholders  
PROEN Corp Public Company Limited  
*(Via Electronic Media)*

Thursday, April 24, 2025, at 2:00 PM  
At the Meeting Room, PROEN Corp Public Company Limited  
11/80 Soi Pracha Uthit 8, Yaek 2, Huai Khwang Subdistrict, Huai Khwang District,  
Bangkok, Thailand

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March 20, 2025

Subject Invitation to the 2025 Annual General Meeting of Shareholders via Electronic Medias (E-AGM)

To Shareholders of PROEN Corp Public Company Limited

- Enclosure
1. Copy of the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2024
  2. Annual Registration Statement / 2024 Annual Report (Form 56-1 One Report) of the Company, including the Financial Statements for the Year Ended December 31, 2024, in QR Code format
  3. Information of the Nominees for Director Positions Replacing Those Retiring by Rotation
  4. Definition of Independent Director
  5. Company's Articles of Association Related to the Shareholders' Meeting
  6. Guidelines for Attending the Meeting via Electronic Media (E-AGM), Proxy Appointment Procedures, and Attendance Confirmation for the E-AGM
  7. Proxy Forms (Form A, Form B, and Form C)
  8. Details of Independent Directors Proposed as Proxy Holders
  9. Privacy Notice on Personal Data Protection

The Board of Directors of PROEN Corp Public Company Limited (the "Company"), at its Meeting No. 1/2025 held on Tuesday, February 25, 2025, resolved to convene the 2025 Annual General Meeting of Shareholders (E-AGM) via electronic means in accordance with the Royal Decree on Electronic Meetings B.E. 2020 including any amendments) and other relevant laws and regulations.

The meeting will be held on Thursday, April 24, 2025, at 14:00 hrs., and will be broadcast live from the 3rd-floor meeting room of the Company, located at:11/80 Soi Pracha Uthit 8, Intersection 2, Pracha Uthit Road, Huai Khwang Subdistrict, Huai Khwang District, Bangkok 10310

**Agenda 1 To Consideration and Approval of the Minutes of the Extraordinary General Meeting of Shareholders No. 2/2024**

**Facts and Rationale**

The Extraordinary General Meeting of Shareholders No. 2/2024 was held on November 29, 2024. The minutes of the meeting were accurately recorded in accordance with the resolutions of the shareholders' meeting (as per Enclosure 1). The Company has submitted a copy of the meeting minutes to the Stock Exchange of Thailand and the Ministry of Commerce within the timeframe required by relevant laws and regulations. Additionally, the minutes have been published on the Company's website ([www.proen.co.th](http://www.proen.co.th)) for disclosure to shareholders and the general public. No requests for amendments or corrections have been received.

### **Board of Directors' Opinion**

The Board of Directors recommends that the 2025 Annual General Meeting of Shareholders approve the minutes of the Extraordinary General Meeting of Shareholders No. 2/2024, held on November 29, 2024, as the minutes have been accurately recorded in accordance with the resolutions of the meeting. A copy of the minutes is provided in Enclosure 1.

**Voting Requirement:** This agenda item must be approved by a **majority vote** of the shareholders present at the meeting and entitled to vote.

## **Agenda 2 To Acknowledgment of the Company's Performance Report for the Year 2024**

### **Facts and Rationale**

The Company has prepared the Annual Performance Report for the Year 2024, as presented in the Annual Registration Statement / Annual Report 2024 (Form 56-1 One Report). This report has been provided to shareholders in QR-Code format (Enclosure 2) along with this meeting invitation.

### **Board of Directors' Opinion**

The Board of Directors recommends that the 2025 Annual General Meeting of Shareholders acknowledge the Company's Performance Report for the Year 2024, as detailed in Enclosure 2.

**Voting Requirement:** This agenda item is for acknowledgment only; therefore, no voting is required.

## **Agenda 3 To Consideration and Approval of the Company's Consolidated Financial Statements for the Fiscal Year Ended December 31, 2024**

### **Facts and Rationale**

In compliance with Section 112 of the Public Limited Companies Act B.E.1992, the Board of Directors is required to prepare the statement of financial position and statement of comprehensive income as of the end of the company's fiscal year. These financial statements must be audited by a certified public accountant before being presented to the Annual General Meeting of Shareholders for approval.

Accordingly, the Board of Directors has prepared the financial statements for the fiscal year ended December 31, 2024, which have been audited by the company's external auditor. These statements are now being submitted to the Annual General Meeting of Shareholders for consideration and approval in compliance with Section 112 of the Public Limited Companies Act B.E.1992. The details of the financial statements are provided in Enclosure 2.

The key financial information, including the consolidated statement of financial position and consolidated statement of comprehensive income for the fiscal year ended December 31, 2024, is summarized as follows:

Unit: Million Baht

	2024	2023
Current Assets	868.30	1,024.21
Total Assets	1,470.41	1,801.13
Current Liabilities	546.20	1,036.47
Total Liabilities	890.58	1,241.83
Total Revenue	789.58	776.75
Net Profit	27.48	16.32
Earnings per Share (Baht)	0.08	0.05

#### **Board of Directors' Opinion**

The Board of Directors recommends that the Annual General Meeting of Shareholders consider and approve the Company's Consolidated Financial Statements for the Fiscal Year Ended December 31, 2024, which have been audited by a certified public accountant and reviewed by the Audit Committee.

These financial statements are included in the Annual Registration Statement / Annual Report 2024 (Form 56-1 One Report), which has been provided to shareholders along with the meeting invitation. The details are presented in Enclosure 2.

**Voting Requirement:** This agenda item must be approved by a **majority vote** of the shareholders present at the meeting and entitled to vote.

#### **Agenda 4 To Consideration and Approval of Profit Allocation as a Legal Reserve and the Omission of Dividend Payment for the Year 2024**

##### **Facts and Rationale**

According to Section 115 of the Public Limited Companies Act B.E. 1992, a company may distribute dividends only from profits, and dividends cannot be paid if the company has accumulated losses. Additionally, Section 116 of the Act and Article 50 of the Company's Articles of Association require that at least 5% of the annual net profit, after deducting any accumulated losses (if any), must be allocated to a legal reserve until the total legal reserve reaches at least 10% of the registered capital.

Furthermore, the company has a dividend payment policy of distributing at least 40% of net profit based on the separate financial statements, after deducting corporate income tax and

legal reserve allocation. The Board of Directors considers dividend payments based on shareholder interests, such as retaining funds for future investments, loan repayments, or working capital requirements. The company's annual dividend payment is subject to shareholder approval at the Annual General Meeting.

For the fiscal year ended December 31, 2024, the company reported a net profit of THB 27,481,391 on a consolidated financial statement basis and a net profit of THB 72,530,393 on a separate financial statement basis.

**Board of Directors' Opinion**

The Board of Directors recommends that the 2025 Annual General Meeting of Shareholders approve the allocation of THB 3,704,000 from the 2024 net profit as a legal reserve. Additionally, the Board proposes the omission of dividend payment for the year 2024, as the company intends to retain funds for working capital, business expansion, and financial stability, given its outstanding financial obligations.

**Comparison of Dividend Payout Ratios for the Financial Performance of 2023 and 2024**

Dividend Payment Details	2023	2024 (Proposed Year)
1. Net Profit (Baht)	5,085,196	72,530,393
2. Number of Shares (Shares)	346,317,500	392,568,069
3. Par Value per Share (Baht)	0.50	0.50
4. Dividend Payment per Share	-	-
5. Total Dividend Payment (Baht)	-	-
6. Dividend Pay-out Ratio (%) <sup>(n)</sup>	-	-

**Remark:** <sup>(n)</sup> Calculated based on the net profit from the separate financial statements after deducting the 5% legal reserve

**Voting Requirement:** This agenda item must be approved by a **majority vote** of the shareholders present at the meeting and entitled to vote.

**Agenda 5 To Consideration and Approval of the Appointment of Directors in Place of Those Retiring by Rotation**

**Facts and Rationale**

Pursuant to Section 71 of the Public Limited Companies Act B.E. 1992 and Article 18 of the Company's Articles of Association, at every Annual General Meeting of Shareholders, one-third (1/3) of the Board of Directors must retire by rotation. If the number of directors cannot be divided exactly into three parts, the number closest to one-third (1/3) shall retire. The directors who have been in office the longest shall be the ones to vacate their positions.

The retiring directors are eligible for reappointment if they are nominated and approved by the shareholders.

The following directors are due to retire by rotation at the 2025 Annual General Meeting of Shareholders:

1. Assoc. Prof. Dr. Panarat Panmanee                      Independent Director, Audit Committee
2. Dr.Pranai Kangwalrut                                      Independent Director

Criteria for Selecting Candidates for the Position of Director. The selection of individuals to serve as directors of the company has not been reviewed by the Nomination and Remuneration Committee, as the company has not yet appointed such a committee. Instead, the selection process was conducted jointly by the Board of Directors, who identified suitable candidates and proposed them for consideration by the shareholders' meeting.

The selection was based on the established nomination process, the company's board structure, and the qualifications of the two nominated directors, assessed individually. The Board determined that the candidates meet the qualifications required under the Public Limited Companies Act, the Securities and Exchange Act, and other applicable laws (if any).

The nominated directors possess appropriate qualifications, expertise, knowledge, and experience that align with the company's business operations. Their past contributions as company directors have been beneficial to the company. Additionally, both candidates do not possess any disqualifications and do not engage in any business activities that conflict with the company's interests or hold shares in any competing businesses.

The detailed profiles of the nominated directors are provided in Enclosure 3.

The company provided an opportunity for shareholders to nominate qualified individuals for consideration as directors in advance, following the nomination process. The nomination period was open from November 11, 2024, to December 31, 2024, through the company's website. However, no shareholders submitted any nominations for director candidates.

**Shareholding Information of the Nominated Directors**

Names of the Nominated Directors	Number of Shares Held	Voting Rights
1. Assoc. Prof. Dr. Panarat Panmanee	158,700	158,700
2. Dr.Pranai Kangwalrut	0	0

Remark : Number of Shares Held as of March 11, 2024

**Board of Directors' Opinion**

The Board of Directors has carefully and prudently reviewed the matter and resolved to propose for the shareholders' meeting to consider and approve the reappointment of the following individuals, whose terms have expired, for another term.

1. Assoc. Prof. Dr. Panarat Panmanee                      Independent Director, Audit Committee
2. Dr.Pranai Kangwalrut                                      Independent Director

The nominated individuals have undergone the prescribed nomination process and meet the qualifications required under the Public Limited Companies Act, the Securities and Exchange Act, and other applicable laws (if any). They are deemed suitable for the company's business operations. Additionally, the independent directors possess the necessary qualifications in accordance with the relevant legal requirements for independent directors.

**Voting Requirement:** This agenda item must be approved on an individual basis by a majority vote of the shareholders present at the meeting and entitled to vote.

**Agenda 6 To Consideration and approval of the remuneration for the company’s directors for the year 2025**

**Facts and Rationale**

According to Section 90 of the Public Limited Companies Act B.E. 2535 (1992) and Article 33 of the Company's Articles of Association, directors are entitled to receive remuneration from the company in the form of rewards, meeting allowances, gratuities, bonuses, or other types of compensation as stipulated in the Articles of Association or as determined by the shareholders' meeting. Such remuneration may be set as a fixed amount, established based on specific criteria, determined on a case-by-case basis, or remain effective until changed. Additionally, directors are entitled to receive per diem allowances and other benefits in accordance with the company’s regulations.

**Opinion of the Board of Directors**

The Board of Directors deems it appropriate to propose the remuneration for the Board of Directors and subcommittees for the year 2025 for approval at the Annual General Meeting of Shareholders. The remuneration has been determined based on duties, responsibilities, and performance. Details are as follows:

**Comparison Table of Directors and Subcommittees’ Remuneration for the Years 2024 and 2025.**

Item	2025 (Proposed)	2024
<b>1. Board of Directors’ Remuneration (Per time)</b>		
- Chairman of the Board	THB 18,000	THB 18,000
- Director	THB 12,000	THB 12,000
- Executive Director	-	-



<b>2. Audit Committee's Remuneration (Per time)</b>		
- Chairman of the Audit Committee	THB 17,000	THB 17,000
- Audit Committee	THB 12,000	THB 12,000
<b>3. Directors' Gratuity (yearly)</b>		
- Chairman of the Board	Not exceeding THB 1,000,000 (Determined based on the company's performance for the respective year)	Not exceeding THB 1,000,000 (Determined based on the company's performance for the respective year)
- Director		
- Executive Director		
<b>4. Non-Monetary Compensation / Other Benefits</b>		
- Chairman of the Board	None	None
- Director		
- Executive Director		

*Remark: Executive directors receive salaries, bonuses, and other benefits such as provident fund contributions and various welfare benefits in their capacity as employees of the company.*

In determining the remuneration for directors, the Board of Directors, and subcommittees, no additional benefits are provided apart from meeting allowances and director gratuities, as detailed above. The scope of authority, duties, and responsibilities of the Board of Directors and subcommittees are outlined in the Annual Registration Statement/Annual Report 2024 (Form 56-1 One Report) under Part 2, Section 7: Corporate Governance Structure and Key Information on the Board of Directors, Subcommittees, Executives, Employees, and Others. Further details are provided in the attached document No. 2.

**Voting Requirement:** This agenda item must be approved by a vote of **no less than two-thirds** of the shareholders present at the meeting and entitled to vote.

**Agenda 7 To Consideration and Approval of the Appointment of the Auditor and Determination of the Auditor's Remuneration for the Year 2025**

**Facts and Rationale**

Pursuant to Section 120 of the Public Limited Companies Act B.E. 1992 and Article 58 of the Company's Articles of Association, the Annual General Meeting of Shareholders is required to appoint the company's auditor and determine the audit fee each year. The reappointment of the existing auditor is also permissible.

Furthermore, according to the Capital Market Supervisory Board's regulations, the company is required to rotate its auditor if the same auditor has served for seven consecutive fiscal years. However, this rotation does not necessitate a change in the audit firm. The company may appoint another auditor from the same audit firm to replace the outgoing auditor. Nevertheless, an auditor who has completed their term due to the rotation requirement may

be reappointed only after a minimum cooling-off period of five fiscal years from the date of their departure.

#### Opinion of the Audit Committee

At the Audit Committee Meeting No. 1/2025, held on February 25, 2025, the committee considered and proposed a change of auditor to enhance transparency, reduce fraud risks, and benefit the organization while strengthening shareholder and investor confidence. The selection of the auditor was based on independence and the absence of any relationships and/or conflicts of interest between the auditor and the company, its subsidiaries, executives, major shareholders, or related persons. This ensures the auditor's impartiality in conducting audits and providing opinions on the company's financial statements.

After careful consideration, the committee selected **Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.** as the company's auditor and proposed to the Board of Directors for approval, recommending the appointment of one of the following auditors:

- |                                   |   |
|-----------------------------------|---|
| 1. Miss Waraporn Kriengsuntornkij | Certified Public Accountant License No. 5033 or |
| 2. Mr. Kiatniyom Kuntisook        | Certified Public Accountant License No. 4800 or |
| 3. Mr. Wee Sujarit                | Certified Public Accountant License No. 7103 or |
| 4. Miss Lasita Magut              | Certified Public Accountant License No. 9039    |

One of the aforementioned auditors shall be responsible for auditing and expressing an opinion on the company's financial statements. In the event that any of the designated auditors is unable to perform their duties, **Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.** shall appoint another certified public accountant from the same firm to assume the role.

The annual audit fee and quarterly review fee for the company are proposed at an amount not exceeding **THB 1,840,000** (One million eight hundred forty thousand baht), excluding audit fees for subsidiaries, associates, and any actual expenses directly related to the financial statement audit, which will be charged separately.

For any additional services beyond the regular audit scope, the Board of Directors shall have the authority to determine the related fees on a case-by-case basis. This measure ensures that the financial statements are prepared on time. All five subsidiaries have engaged the same audit firm for consistency. The company and its subsidiaries have not obtained any other services from the appointed audit firm, its personnel, or any related entities.

Therefore, the Board of Directors proposes that the Annual General Meeting of Shareholders approve the appointment of auditors from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. as the company's auditors for the year 2025, with a total audit fee of THB 1,840,000 per year, excluding additional expenses and the audit fees for subsidiaries.

### Audit Fee Comparison

Unit: THB

Audit Fee	2025 (Proposed)	2024
audit fee	1,840,000	2,790,000
non-audit fee*	actual payment amount	165,610

### Opinion of the Board of Directors

The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders for approval the appointment of **Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd.** as the company's auditor, with the following designated auditors:

- |                                   |   |
|-----------------------------------|---|
| 1. Miss Waraporn Kriengsuntornkij | Certified Public Accountant License No. 5033 or |
| 2. Mr. Kiatniyom Kuntisook        | Certified Public Accountant License No. 4800 or |
| 3. Mr. Wee Sujarit                | Certified Public Accountant License No. 7103 or |
| 4. Miss Lasita Magut              | Certified Public Accountant License No. 9039    |

One of the designated auditors shall be responsible for auditing and expressing an opinion on the company's financial statements for the year 2025. The Board of Directors will ensure that the financial statements are prepared within the required timeframe.

In the event that the appointed Certified Public Accountant (CPA) is unable to perform their duties, Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd. shall appoint another CPA from the same firm as a replacement.

This year marks the first year that the proposed auditors will serve as the company's auditors. The appointed auditors have not provided any other services to the company and have no relationships or conflicts of interest with the company, its subsidiaries, management, major shareholders, or any related persons.

The audit fee for the fiscal year 2025 is proposed at a total amount of THB 1,840,000 per year, excluding additional expenses and audit fees for subsidiaries. The auditors of the subsidiaries are also CPAs from Deloitte Touche Tohmatsu Jaiyos Audit Co., Ltd., and all audits are conducted under the same audit firm.

**Voting Requirement:** This agenda item must be approved by a **majority vote** of the shareholders present at the meeting and entitled to vote.

**Agenda 8 To Consideration and Approval of the Reduction of Registered Capital by Cancelling Unissued Registered Ordinary Shares Allocated for Private Placement and the Amendment of Article 4 of the Memorandum of Association to Reflect the Capital Reduction**

**Facts and Rationale**

Currently, the company has a registered capital of THB 482,863,724.50, divided into 965,727,449 ordinary shares with a par value of THB 0.50 per share. The paid-up registered capital amounts to THB 196,284,034.50, consisting of 392,568,069 ordinary shares with a par value of THB 0.50 per share.

As a result, the company has 400,000,000 unissued registered ordinary shares, which were allocated to support a capital increase for Private Placement. These shares have reached their three-month expiration period from the date the shareholders' meeting approved the issuance of new shares, which was between November 29, 2024, and March 1, 2025.

**Opinion of the Board of Directors**

The Board of Directors deems it appropriate to propose to the Annual General Meeting of Shareholders for approval the reduction of registered capital by canceling 400,000,000 unissued registered ordinary shares previously allocated for Private Placement, with a par value of THB 0.50 per share. Additionally, approval is sought for the amendment of Article 4 of the company's Memorandum of Association to reflect the capital reduction accordingly.

No 4.	Registered Capital:	282,863,724.50 THB	(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 thousand seven hundred forty-nine shares)
	Par Value per Share:	0.50 THB	(Fifty satang)
	Classified as:		
	Ordinary Shares	565,727,449 Shares	(Five hundred sixty-five million seven hundred twenty thousand seven hundred forty-nine shares)
	Preferred Shares	- Shares	(-)

The Board of Directors' meeting has resolved to authorize the Executive Committee, the Chief Executive Officer, or any individual authorized by the Executive Committee to determine the terms and details related to the registered capital reduction.

Additionally, the authorized persons shall have the power to amend wording or content in documents such as the shareholders' meeting minutes, the Memorandum of Association, and/or any applications as required. They shall also undertake any necessary actions to comply with the instructions of the registrar in filing for the capital reduction registration and the amendment of the Memorandum of Association with the Department of Business Development, Ministry of Commerce.

**Voting Requirement:** This agenda item must be approved by a vote of no less than three-fourths (3/4) of the shareholders present at the meeting and entitled to vote.

**Agenda 9 To Consideration of Other Matters (If Any)**

**Facts and Rationale**

This agenda item is designated to allow shareholders to ask questions and/or express their opinions to the Board of Directors (if any) and/or for the Board of Directors to provide clarifications in response to shareholder inquiries. However, no new matters will be proposed for consideration or approval, and no resolutions will be passed under this agenda item.

To promote good corporate governance, the company provided an opportunity for minority shareholders to exercise their rights by proposing agenda items in advance and submitting relevant questions prior to the meeting. Shareholders were allowed to propose agenda items for the 2025 Annual General Meeting of Shareholders between November 11, 2024, and December 31, 2024. The company had published the guidelines on its website and announced them via the Stock Exchange of Thailand (SET).

However, no shareholders submitted any agenda proposals or questions during the specified period.

The company has set the record date for determining the list of shareholders entitled to attend the 2025 Annual General Meeting of Shareholders on March 11, 2025.

You are cordially invited to attend the 2025 Annual General Meeting of Shareholders (AGM) via electronic means (E-AGM) on Thursday, April 24, 2025, at 14:00 hrs.

Shareholders who wish to participate in the E-AGM must submit the "Meeting Attendance Guidelines", as outlined in Enclosure 6 of the invitation letter, for identity verification. The required documents should be scanned or photographed and sent to Email: [company.secretary@proen.co.th](mailto:company.secretary@proen.co.th)

In the event that a shareholder is unable to attend the 2025 Annual General Meeting of Shareholders (AGM) via the company's electronic meeting platform (E-AGM), they may authorize an independent director of the company to attend the meeting and vote on their behalf. The completed and duly signed proxy form must be submitted to:

Office of the Chief Executive Officer / Company Secretary  
PROEN Corp Public Company Limited  
No. 11/80, Soi Pracha Uthit 8, Yaek 2,  
Pracha Uthit Road, Huai Khwang Subdistrict,  
Huai Khwang District, Bangkok 10310, Thailand.

If shareholders have any questions that require clarification from the company regarding the agenda items presented in this meeting, please submit your questions to the Company Secretary at least one week prior to the meeting date via:

Send via e-mail: [company.secretary@proen.co.th](mailto:company.secretary@proen.co.th) or  
Send via postal mail: PROEN Corp Public Company Limited  
No. 11/80, Soi Pracha Uthit 8, Yaek 2,  
Pracha Uthit Road, Huai Khwang Subdistrict,  
Huai Khwang District, Bangkok 10310, Thailand.

We kindly inform you and cordially invite you to attend the 2025 Annual General Meeting of Shareholders (AGM) via electronic Media, as per the date and time specified above.

Your participation would be highly appreciated.

Sincerely yours,



(Dr.Sathit Puttachaiyong)  
Chairman of the Board

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

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**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 3<sup>rd</sup> 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).

- |   |                          |                |   |
|---|--------------------------|----------------|---|
| 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 <sup>1</sup> (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
	<b>Total</b>	<b>400,000,000</b>			<b>688,000,000</b>

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)

Annual Registration Statement / 2024 Annual Report (Form 56-1 One Report) of the Company  
Including the Consolidated Financial Statements for the Year Ended December 31, 2024, in QR Code Format



Thai Version



English Version



**Information of the Nominee for Director Replacement**

<b>Name</b>	Assoc. Prof. Dr. Panarat Panmanee
<b>Age</b>	76 Years
<b>Nationality</b>	Thai
<b>Educational Background</b>	<p>Doctorate in Management and Accounting, Keio University, Japan</p> <p>Master's Degree in Accounting, Thammasat University</p> <p>Bachelor's Degree in Accounting, Thammasat University</p>
<b>Director Training Program:</b>	Director Certification Program (DCP) 264/2018
<b>Work Experience</b>	
2018 – Present	<p>Independent Director / Audit Committee PROEN Corp Public Company Limited</p>
<b>Positions in Other Listed Companies</b>	
2018 – Present	<p>Independent Director / Audit Committee Gunkul Engineering Public Company Limited</p>
<b>Positions in Other Non-Listed Companies / Organizations</b>	
2021 – Present	<p>Expert Lecturer, Faculty of Management Science, Silpakorn University</p>
2020 – Present	<p>Advisor to the Subcommittee on Technology Development and Accounting Profession, Federation of Accounting Professions (FAP) under the Royal Patronage</p>
2017 – 2020	<p>Advisor on Accounting Education and Accounting Technology, Federation of Accounting Professions (FAP) under the Royal Patronage</p>
2016 - 2019	<p>Dean, Faculty of Accounting, University of the Thai Chamber of Commerce</p>
2010 – 2015	<p>Expert, Faculty of Business Administration, Rajamangala University of Technology Thanyaburi</p>
<b>Positions in Other Companies That May Cause a Conflict of Interest with the Company</b>	-None-



Number of Years Serving as a Director	6 years and 9 months (Serving as a director since April 18, 2018)
Type of Directorship Proposed for Appointment	Independent Director
Shareholding in the Company	Ordinary shares held: 158,700 shares, representing 0.040% of the company's total issued and outstanding shares (as of March 11, 2025).
Shareholding of Spouse/Minor Children	-None-
Direct and Indirect Interests in Any Business Contracted with the Company or Its Subsidiaries	-None-
Meeting Attendance in the Past Year	- Audit Committee Meetings: Attended 9 out of 9 meetings - Board of Directors Meetings: Attended 10 out of 10 meetings
Family Relationship with Executives or Major Shareholders	-None-

(The nominee does not hold any director or executive position in any other entity that may cause a conflict of interest with the company.)

**Information of the Nominee for Director Replacement**



<b>Name</b>	Dr. Pranai Kangwalrut
<b>Age</b>	50 Years
<b>Nationality</b>	Thai
<b>Educational Background</b>	<p>Doctorate in Electrical Engineering King Mongkut's Institute of Technology Ladkrabang</p> <p>Master's Degree in Measurement and Control Engineering King Mongkut's Institute of Technology Ladkrabang</p> <p>Master's Degree in International Business Management Eastern Asia University</p> <p>Bachelor's Degree in Electrical-Communications Engineering Rajamangala University of Technology Thanyaburi</p>

<b>Director Training Program:</b>	<p>Director Certification Program (DCP) 170/2013</p> <p>Director Accreditation Program (DAP) 33/2005</p>
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<b>Work Experience:</b>	
2022 – Present	Independent Director PROEN Corp Public Company Limited
2020 –2022	Independent Director PROEN Corp Public Company Limited

<b>Positions in Other Listed Companies</b>	
2024 – Present	<p>Independent Director Audit Committee Sonic Interfreight Public Company Limited</p>
2012 – 2020	<p>Chief Executive Officer Power Solution Technology Public Company Limited</p>

<b>Positions in Other Non-Listed Companies / Organizations</b>	
2024 – Present	Expert Director, Committee on Knowledge Management and Innovation, National Housing Authority
2024 – Present	Expert Director, Committee on Digital Technology, National Housing Authority
2024 – Present	Present: Expert Director, Chairman of the Task Force on Energy Management and Housing Development, National Housing Authority
2022 – Present	Distinguished University Council Member, Rajamangala University of Technology Suvarnabhumi
2015 – 2021	Director, Navarat Beverages Co., Ltd.

Positions in Other Companies That May Cause a Conflict of Interest with the Company	-None-
Number of Years Serving as a Director	4 years and 2 months (Serving as an Independent director since November 11, 2022) (Serving as a director since December 18, 2020)
Type of Directorship Proposed for Appointment	Independent Director
Shareholding in the Company	-None-
Shareholding of Spouse/Minor Children	-None-
Direct and Indirect Interests in Any Business Contracted with the Company or Its Subsidiaries	-None-
Meeting Attendance in the Past Year	- Board of Directors Meetings: Attended 10 out of 10 meetings
Family Relationship with Executives or Major Shareholders	-None-

(The nominee does not hold any director or executive position in any other entity that may cause a conflict of interest with the company.)

Definition of Independent Director of PROEN Corp Public Company Limited

The company has defined an independent director as a Non-Executive Director who is not involved in day-to-day management and is not a major shareholder of the company. The company has established qualifications equivalent to the minimum requirements set by the Securities and Exchange Commission (SEC) and the Stock Exchange of Thailand (SET). Any individual nominated as an independent director of the company must fully meet the following qualifications:

1. Holds no more than 1% of the total voting shares of the company, its parent company, subsidiary, affiliate, major shareholder, or controlling person, including the shareholding of related persons of such independent director.
2. Is not and has not been a director involved in management, employee, staff member, salaried consultant, or a controlling person of the company, its parent company, subsidiary, affiliate, same-tier subsidiary, major shareholder, or controlling person, unless the individual has ceased such roles for at least two years prior to the appointment. This restriction does not apply to former government officials or consultants to a government agency that is a major shareholder or controlling person of the company.
3. Has no blood or legal relationship (as a father, mother, spouse, sibling, or child, including the spouse of a child) with other directors, executives, major shareholders, controlling persons, or individuals being nominated as directors, executives, or controlling persons of the company or its subsidiaries.
4. Has no current or past business relationships with the company, its parent company, subsidiary, affiliate, major shareholder, or controlling person in a manner that may impair independent judgment. This includes not being a significant shareholder or controlling person of an entity that has a business relationship with the company, unless such relationship ended at least two years prior to the appointment.

Business relationships include commercial transactions conducted in the ordinary course of business, rental or lease of property, transactions concerning assets or services, financial assistance (such as loans, guarantees, or collateral provision), or any similar transactions that result in obligations of at least 3% of the company's net tangible assets or at least THB 20 million, whichever is lower. This includes obligations that have occurred within one year before the establishment of such a business relationship.

5. Is not and has not been an auditor of the company, its parent company, subsidiary, affiliate, major shareholder, or controlling person, and is not a significant shareholder, controlling person, or partner of an audit firm that employs auditors of the company, unless such relationship ended at least two years prior to the appointment.

6. Is not and has not been a provider of professional services (including legal or financial advisory services) that received annual service fees exceeding THB 2 million from the company, its parent company, subsidiary, affiliate, major shareholder, or controlling person. Also, is not a significant shareholder, controlling person, or partner of such a service provider, unless such relationship ended at least two years prior to the appointment.
7. Is not a director appointed to represent the interests of a director, major shareholder, or a related shareholder of the company.
8. Does not engage in any business that is of the same nature and significantly competitive with the company or its subsidiaries. This includes not being a significant shareholder (holding more than 1% of the voting shares), a partner in a partnership, a director involved in management, an employee, a staff member, or a salaried consultant of another company engaged in competing business activities.
9. Has no other characteristics that may hinder the ability to provide independent opinions on the company's operation

## Company Regulations Related to the Shareholders' Meeting

1. Meeting Convening

Chapter 4, Clause 34

The shareholders' meeting of the Company shall be held at the location of the Company's head office, in a nearby province, or at another location as determined by the Board of Directors. The Board may also decide to hold the meeting via electronic means.

Chapter 4, Clause 36

For the notice of the shareholders' meeting, whether it is an in-person meeting or an electronic meeting, the Board of Directors shall prepare a meeting invitation specifying the location, date, time, agenda, and matters to be proposed to the meeting, along with adequate details. It should clearly indicate whether the matter is presented for acknowledgment, approval, or consideration, together with the Board's opinions on those matters. The invitation shall be sent to shareholders and the Registrar of Public Companies no less than seven (7) days before the meeting date. The notice shall also be advertised in a newspaper or may be advertised through electronic means as an alternative, in accordance with the principles and methods as required by law. The Company may send the meeting invitation via electronic mail instead, provided it is sent and advertised within the time frame required by law, and a copy of the meeting invitation and supporting documents is kept as evidence, which may be stored in electronic format.

2. Proxy

Chapter 4, Clause 38

In the shareholders' meeting, a shareholder may grant a proxy to another person to attend and vote on their behalf. The proxy must be made in writing, signed by the shareholder, and in the format prescribed by the Registrar of Public Companies. The proxy must be submitted to the Chairman of the Board or a person designated by the Chairman at the meeting venue before the proxy holder attends the meeting. Alternatively, the proxy authorization may be conducted electronically using a secure and reliable method that ensures the proxy is granted by the shareholder and in accordance with the criteria set by the Registrar. The proxy authorization must contain at least the following details:

1. The number of shares held by the grantor.
2. The name of the proxy holder.
3. The meeting session for which the proxy is granted to attend and vote.

3. Meeting Proceedings

Chapter 4, Clause 39

The shareholders' meeting shall proceed according to the agenda set forth in the meeting notice, unless the meeting resolves to change the order of the agenda with a vote of no less than two-thirds (2/3) of the total shareholders present at the meeting.

Once the meeting has considered all the items in the agenda as stated in the meeting notice, shareholders holding no less than one-third (1/3) of the total issued shares may propose that the meeting consider additional matters not specified in the meeting notice.

In the event that the meeting does not complete the consideration of the agenda as stated in the meeting notice or the additional matters proposed by the shareholders, and it is necessary to postpone the consideration, the meeting shall determine the place, date, and time for the next meeting. The Board of Directors shall send a meeting notice specifying the place, date, time, and agenda to the shareholders no less than seven (7) days before the meeting date. The notice shall also be advertised in a newspaper or may be advertised through electronic means as an alternative, in accordance with the principles and methods as required by law.

Chapter 4, Clause 40

The Chairman of the Board shall act as the Chairman of the shareholders' meeting. In the event that the Chairman is absent or unable to perform their duties, the Vice Chairman, if present, shall preside over the meeting. If there is no Vice Chairman or the Vice Chairman is unable to perform their duties, the shareholders present shall elect one of the shareholders to be the Chairman of the meeting.

4. Quorum

Chapter 4, Clause 37

For a shareholders' meeting, whether held in person or via electronic means, the quorum shall consist of no fewer than twenty-five (25) shareholders and proxies (if any) present, or not less than half of the total number of shareholders, and the total shares represented must not be less than one-third (1/3) of the total issued shares.

In the case of an electronic meeting, the proceedings must comply with the criteria and methods prescribed by law.

If, within one (1) hour from the time appointed for the shareholders' meeting, the number of shareholders present is insufficient to form a quorum, and if the meeting was convened upon the request of shareholders, the meeting shall be dissolved. If the meeting was not convened upon the request of shareholders, a new meeting shall be called, and a notice of the new meeting shall be sent to the shareholders not less than seven (7) days before the meeting date. At the subsequent meeting, a quorum is not required.



5. Voting

Chapter 4, Clause 41

In the shareholders' meeting, each shareholder shall have one vote per share. In cases where a shareholder has a special interest in any matter, that shareholder shall have no right to vote on such matters, except for the election of directors.

Chapter 4, Clause 42

Unless otherwise stipulated in these Articles of Association or required by law, any resolution or approval of any business in the shareholders' meeting shall be passed by a majority vote of the shareholders present and entitled to vote. In the case of a tie vote, the Chairman of the meeting shall have an additional casting vote.

A resolution of the shareholders' meeting on the following matters must be approved by not less than three-fourths (3/4) of the total votes of the shareholders present and entitled to vote:

1. The sale or transfer of the whole or an essential part of the Company's business to any other person.
2. The purchase or acceptance of the transfer of another public company's or private company's business by the Company.
3. The execution, amendment, or termination of contracts regarding the lease of the whole or an essential part of the Company's business, the assignment of other persons to manage the Company's business, or the merger of the Company's business with others with the purpose of sharing profits and losses.
4. Amendments to the Memorandum of Association or the Articles of Association of the Company.
5. Increase or decrease of capital.
6. Issuance of debentures.
7. Merger or dissolution of the Company.

**Guidelines for Attending the Meeting via Electronic Media (E-Meeting)  
and Proxy Appointment Procedures**

Shareholders or proxies who wish to attend the meeting must submit the identity verification documents as specified to the Company or via the website no later than April 23, 2025.

Once the Company has verified the information against the shareholder register book of those eligible to attend the meeting, the electronic meeting service provider (E-Meeting) will send a link for meeting access and a user manual to the email address provided by the shareholder. The link will be sent 1-2 days before the meeting date.

**Notification of Intention to Attend the Meeting via Electronic Media**

Shareholders who wish to attend the meeting via electronic media must notify their intention through one of the following three methods:

1. **By email** – Submit the meeting attendance confirmation form via email.
2. **By postal mail** – Send the meeting attendance confirmation form via postal mail.
3. **Via the website** – Submit the meeting attendance confirmation through

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



By selecting the 2025 Annual General Meeting of Shareholders of PROEN Corp Public Company Limited, and completing the registration process, including uploading the required documents as instructed in the system.

**For Notification of Intention to Attend the Meeting via Electronic Media by Email or Postal Mail**

1. Please complete the meeting attendance confirmation form for the electronic meeting (E-Meeting), ensuring that your email address and mobile phone number are clearly provided for registration purposes.
2. Attach identity verification documents as proof of your right to attend the E-Meeting.

**2.1. Individual Shareholders**

2.1.1. In case the shareholder wishes to attend the meeting via electronic media (E-Meeting) in person

2.1.1.1. A copy of a valid government-issued identification document, such as a national ID card, government official ID card, driver's license, or passport. If there has been a change in name or surname, supporting documents must be attached.

2.1.2. In case the shareholder appoints a proxy to attend the meeting via electronic media (E-Meeting) on their behalf

- 2.1.2.1. A proxy form, as attached to the invitation letter, must be correctly and completely filled out, signed by both the grantor and the proxy, and affixed with the required duty stamp.
- 2.1.2.2. A copy of a valid government-issued identification document of the shareholder (grantor), such as a national ID card, government official ID card, driver's license, or passport. If there has been a change in name or surname, supporting documents must be attached. The shareholder (grantor) must sign and certify the copy as a true and correct document.
- 2.1.2.3. A copy of a valid government-issued identification document of the proxy, such as a national ID card, government official ID card, driver's license, or passport. If there has been a change in name or surname, supporting documents must be attached. The proxy must sign and certify the copy as a true and correct document.

## 2.2. Legal Entity

- 2.2.1. In the case where an authorized signatory (director) of the juristic person wishes to attend the meeting in person via electronic means:
  - 2.2.1.1. A copy of the corporate shareholder's certificate of incorporation, issued no more than one year prior to the Annual General Meeting date, certified as a true copy by the authorized signatory (director) of the juristic person.
  - 2.2.1.2. A copy of a valid government-issued identification document of the authorized signatory (director) of the juristic person, such as a national ID card, government officer card, driver's license, or passport. In the event of a name or surname change, supporting documents must be provided. All copies must be signed and certified as true copies.
- 2.2.2. In the case where a proxy is appointed to attend the meeting via electronic means:
  - 2.2.2.1. A proxy form, as attached to the notice of the meeting, duly completed and signed by both the grantor and the proxy, with the required duty stamp affixed.
  - 2.2.2.2. A copy of the corporate shareholder's certificate of incorporation, issued no more than one year prior to the Annual General Meeting date, certified as a true copy by the authorized signatory (director) of the juristic person.
  - 2.2.2.3. A copy of a valid government-issued identification document of the authorized signatory (director) of the juristic person, such as a national ID card, government officer card, driver's license, or passport. In the event of a name or surname change, supporting documents must be provided. All copies must be signed and certified as true copies.
  - 2.2.2.4. A copy of a valid government-issued identification document of the proxy, as required for an individual, as mentioned above.

If any of the above documents or evidence is not in Thai or English, the shareholder must provide an English translation, duly signed to certify its accuracy by the shareholder or an authorized signatory of the juristic person (in the case of a juristic person).

Registration or Submission of Documents for Meeting Attendance via Electronic Media

- E-mail : [company.secretary@proen.co.th](mailto:company.secretary@proen.co.th) (within April 23, 2025 )
- Postal Mail : Company Secretary, PROEN Corp Public Company Limited  
11/80 Soi Pracha Uthit 8, Pracha Uthit Road, Huai Khwang Subdistrict, Huai Khwang District, Bangkok  
10310, Thailand (Documents must be received by April 23, 2025)
- Website: Submit documents via <https://www.affinityrelation.com/service/> (within April 23, 2025.)
- For further inquiries, please contact the Company Secretary, PROEN Corp Public Company Limited, at 02-690-3888 ext. 910.

Registration Process for Attending the Meeting via E-AGM AFF Online Service

1. Proceed with the registration to attend the meeting via the link provided by the company, access the website for registration, or scan the QR code below.

Via the website

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

Via QR Code



2. Select the Annual General Meeting (AGM) by choosing the company's logo provided for the meeting.
3. Complete the registration process on the website and upload a copy of the shareholder's identification card as required.
4. For proxy registration, the proxy form, along with copies of the identification cards of both the grantor and the proxy, must be uploaded into the system for verification.
5. Once the company has received the registration details and completed the verification process to confirm shareholder rights, an email containing the meeting access link will be sent to the email address provided in the registration form at least two business days before the meeting date.
6. On the meeting day, log in to the system using the shareholder account number (securities registration number) and the reference number (shareholder's identification card number).
7. Attendance will be counted toward the meeting quorum only if the shareholder logs in via the provided meeting system link on the meeting day. (Participation via Zoom meeting alone will not be considered as official attendance for quorum purposes.)

Attending the Meeting via Electronic Media E-AGM AFF Online Service through Zoom Meeting

1. Once the shareholder or proxy has successfully registered and submitted the required documents for attending the Annual General Meeting, and after the company has verified the information, the meeting organizer, on behalf of Affinity Relation Co., Ltd., will send an email containing the meeting access link to the email address provided during registration. This email will be sent at least two business days before the meeting date. Please carefully review the user manual for attending the meeting via electronic means. If you do not receive the email by April 23, 2025, please contact the company immediately using the previously provided contact details.
2. The electronic meeting and voting system can be accessed on all devices, including desktop computers, laptops, tablets, and mobile phones, through a web browser (Chrome).

3. For optimal streaming quality during the meeting, it is recommended to use a 4G network, broadband internet, or Wi-Fi connection.
4. As the E-Meeting system provided by Affinity Relation Co., Ltd. integrates with Zoom Meeting, shareholders who have never used Zoom before or have not yet installed the Zoom application on their devices may download and install it using the links provided 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 be open for access 1 hour (60 minutes) before the meeting starts. However, the live broadcast of the meeting will only begin at the scheduled meeting time.
6. To log in to the system, participants must use their shareholder account number (securities registration number) and reference number (shareholder’s identification card number). Shareholders must log in via the link sent to their registered email only. The provided link cannot be shared or used by another shareholder to log in with a different account.
7. Voting via the E-AGM AFF Online Service allows shareholders to cast their votes for each agenda item by selecting “**Approve,**” “**Disapprove,**” or “**Abstain.**” If no vote is cast for a particular agenda item, the system will automatically consider it as an “**Approve**” vote (vote counting will be based on transferring the uncast votes to the approval count).
8. If participants encounter technical issues or difficulties while using the E-AGM AFF Online Service, they may contact Affinity Relation Co., Ltd. at:
  - o **Phone:** 099-265-3563, 096-812-5545, or 087-696-5429
  - o **Email:** affinityrelation@gmail.com

A user manual has been sent to participants along with the registration details.

**Electronic Meeting Attendance Confirmation Form**  
**PROEN Corp Public Company Limited**

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_  
I/We \_\_\_\_\_ Nationality  
อยู่บ้านเลขที่ \_\_\_\_\_  
Address

(2) เป็นผู้ถือหุ้น ของบริษัท โพรเอ็น คอร์ป จำกัด (มหาชน)  
Being a shareholder of PROEN Corp Public Company Limited

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น  
Holding the total amount of \_\_\_\_\_ shares

ประสงค์จะเข้าร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) สำหรับการประชุมสามัญผู้ถือหุ้นประจำปี 2568 (E-AGM) โดยต้องการเข้าร่วมประชุม

Wish to attend and vote through electronic media (E-Meeting) for the Annual General Meeting of Shareholders 2025 (E-AGM) with the intention of attending the meeting.

เข้าร่วมประชุมด้วยตัวเอง

Attend the meeting by yourself

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

Grant a proxy

หมายเลขบัตรประชาชน \_\_\_\_\_ ได้เข้าร่วมประชุมดังกล่าวข้างต้น  
ID card number \_\_\_\_\_ Attend the above meeting

(3) ข้อมูลของผู้ถือหุ้นเพื่อจัดส่งวิธีการเข้าร่วมประชุม

Shareholders information for delivery the methods for attending the meeting.

อีเมล \_\_\_\_\_ (โปรดระบุ)

E-mail \_\_\_\_\_ (Please specify)

เบอร์โทร \_\_\_\_\_ (โปรดระบุ)

Phone Number \_\_\_\_\_ (Please specify)

(4) จัดส่งเอกสารเพื่อยืนยันตัวตนเพื่อเข้าร่วมประชุมภายในวันที่ 23 เมษายน 2568

Submit documents to confirm your identity to attend the meeting by April 23, 2025.

(5) เมื่อท่านได้รับการยืนยันตัวตนแล้วบริษัทฯ จะจัดส่งลิงค์การเข้าร่วมประชุมและวิธีการเข้าร่วมประชุมไปยังอีเมลที่ท่านได้ระบุ

Once your identity has been verified, the company will send a link to attend the meeting and the method of meeting attendance to your specified e-mail.

(6) ในวันประชุมผู้ถือหุ้นจะต้องเตรียม เลขบัญชีผู้ถือหุ้น เลขบัตรประชาชน สำหรับการเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์

On the meeting day, shareholders must prepare their shareholders account number and identification card number (ID card number) for attending the meeting via electronic media.

หากท่านไม่สามารถเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ และประสงค์เข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมครั้งนี้ โปรดกรอกรายละเอียดและลงนามในหนังสือมอบฉันทะ ปรากฏตามสิ่งที่ส่งมาด้วย 7 และปิดอากรแสตมป์จำนวน 20 บาท พร้อมกับนำหนังสือมอบฉันทะเอกสารหรือหลักฐานเพื่อแสดงตน และเอกสารประกอบในการเข้าร่วมประชุมโดยส่งให้แก่เจ้าหน้าที่ลงทะเบียนก่อนวันที่กำหนด และในกรณีที่ท่านประสงค์จะมอบฉันทะให้กรรมการอิสระเป็นผู้เข้าร่วมประชุมแทน โปรดกรอกรายละเอียดและลงนามในหนังสือมอบฉันทะที่ส่งมาด้วย โดยท่านสามารถส่งหนังสือมอบฉันทะพร้อมเอกสารประกอบเพื่อแสดงตนมายังบริษัทภายในวันที่ 23 เมษายน 2568

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 no.7 and affixed 20 baht stamp duty together with the proxy form, documents or evidence for identification and supporting documents for attending the meeting, send to the registration officer before the specified date. Moreover, if you wish to appoint an independent director to attend the meeting instead, please complete and sign the proxy (enclosure no.8) form provided and send the proxy form together with supporting documents for identification to the company within April 23, 2025.



Form of Proxy, Form A

Duty Stamp 20 Baht

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 .....Year residing/located .....  
 Road ..... Sub-district ..... District .....  
 Province ..... Postal Code ..... or

(2)..... Mr.Sathit.Puttachaiyong..... Age .....66... Year residing/located ..... 160.....  
 Road ..... - ..... Sub-district .....Thung Wat Don... District ..... Sathorn.....  
 Province ..... Bangkok..... Postal Code ..... 10120..... or

(3)..... Mr.Panya.Boonyapiwat..... Age ..... 62..... Year residing/located ..... 46/11.....  
 Road ..... Nuanchan..... Sub-district ..... Nuanchan..... District ..... Bueng Kum.....  
 Province ..... Bangkok..... Postal Code ..... 10240..... or

Any one of them shall be my proxy to attend the 2025 Annual General Meeting of Shareholders on Thursday, April 24, 2025, at 14:00 hrs., via a single electronic means format (E-AGM) only. The meeting will be broadcasted live from the 3rd-floor conference room of the company, located at No. 11/80, Pracha Uthit 8, Yaek 2, Pracha Uthit Road, Huai Khwang Subdistrict, Huai Khwang District, Bangkok 10310, or as may be postponed to another date, time, and venue as deemed necessary.

Any actions taken by the proxy during the meeting shall be deemed as if I have taken such actions myself in all respects.

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

Signed..... Grantee  
( .....Dr.Sathit.Puttachaiyong..... )

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

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 20 Baht

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 ..... Year residing/located .....  
 Road ..... Sub-district ..... District .....  
 Province ..... Postal Code ..... or

(2)..... Mr.Sathit.Puttachaiyong..... Age ..... 66..... Year residing/located ..... 160.....  
 Road ..... -..... Sub-district ..... Thung.Wat.Don..... District ..... Sathorn.....  
 Province ..... Bangkok..... Postal Code ..... 10120..... or

(3)..... Mr.Panya.Boonyapiwat..... Age ..... 62..... Year residing/located ..... 46/11.....  
 Road ..... Nuanchan..... Sub-district ..... Nuanchan..... District ..... Bueng.Kum.....  
 Province ..... Bangkok..... Postal Code ..... 10240..... or

Any one of them shall be my proxy to attend the 2025 Annual General Meeting of Shareholders on Thursday, April 24, 2025, at 14:00 hrs., via a single electronic means format (E-AGM) only. The meeting will be broadcasted live from the 3rd-floor conference room of the company, located at No. 11/80, Pracha Uthit 8, Yaek 2, Pracha Uthit Road, Huai Khwang Subdistrict, Huai Khwang District, Bangkok 10310, or as may be postponed to another date, time, and venue as deemed necessary.

(4) I hereby authorize the proxy holder to cast votes on my behalf at this meeting as follows:

Agenda 1 Subject To Consideration and approval of the minutes of the Extraordinary General Meeting of Shareholders No. 2/2024.

(n) Authorize the proxy to consider and vote on my behalf in all respects as deemed appropriate.

(๗) Authorize the proxy to cast votes according to my intention as follows:

Approve  Disapprove  Abstain

- Agenda 2 Subject To acknowledgment of the company's performance report For the year 2024  
(This agenda item is for acknowledgment only no resolution will be passed.)
- Agenda 3 Subject To Consideration and Approval of the Company's Consolidated Financial Statements for the Fiscal Year Ended December 31, 2024
- (n) Authorize the proxy to consider and vote on my behalf in all respects as deemed appropriate.
- (๗) Authorize the proxy to cast votes according to my intention as follows:
- Approve  Disapprove  Abstain
- Agenda 4 Subject To Consideration and Approval of Profit Allocation as a Legal Reserve and the Omission of Dividend Payment for the Year 2024
- (n) Authorize the proxy to consider and vote on my behalf in all respects as deemed appropriate.
- (๗) Authorize the proxy to cast votes according to my intention as follows:
- Approve  Disapprove  Abstain
- Agenda 5 Subject To Consideration and Approval of the Appointment of Directors in Place of Those Retiring by Rotation
- (n) Authorize the proxy to consider and vote on my behalf in all respects as deemed appropriate.
- (๗) Authorize the proxy to cast votes according to my intention as follows:
- Appointment of the Entire Board of Directors  
 Approve  Disapprove  Abstain
- Appointment of Directors on an Individual Basis  
Director's Name : Assoc. Prof. Dr. Panarat Panmanee  
 Approve  Disapprove  Abstain  
Director's Name : Dr.Pranai Kangwalrut  
 Approve  Disapprove  Abstain
- Agenda 6 Subject To Consideration and approval of the remuneration for the company's directors for the year 2025
- (n) Authorize the proxy to consider and vote on my behalf in all respects as deemed appropriate.
- (๗) Authorize the proxy to cast votes according to my intention as follows:
- Approve  Disapprove  Abstain

Agenda 7

Subject To Consideration and Approval of the Appointment of the Auditor and Determination of the Auditor's Remuneration for the Year 2025

(n) Authorize the proxy to consider and vote on my behalf in all respects as deemed appropriate.

(๗) Authorize the proxy to cast votes according to my intention as follows:

Approve       Disapprove       Abstain

Agenda 8

Subject To Consideration and Approval of the Reduction of Registered Capital by Cancelling Unissued Registered Ordinary Shares Allocated for Private Placement and the Amendment of Article 4 of the Memorandum of Association to Reflect the Capital Reduction

(n) Authorize the proxy to consider and vote on my behalf in all respects as deemed appropriate.

(๗) Authorize the proxy to cast votes according to my intention as follows:

Approve       Disapprove       Abstain

Agenda 9

Subject To Consideration of Other Matters (If Any)

(n) Authorize the proxy to consider and vote on my behalf in all respects as deemed appropriate.

(๗) Authorize the proxy to cast votes according to my intention as follows:

Approve       Disapprove       Abstain

(5) Any vote cast by the proxy on any agenda that does not align with the instructions specified in this proxy form shall be considered invalid and shall not be regarded as my vote as a shareholder.

(6) In the event that I have not specified my voting intention for any agenda item or have not clearly indicated my intention, or if the meeting considers or votes on matters other than those specified above, including any amendments, modifications, or additions of any facts, the proxy shall have the right to consider and vote on my behalf on all matters as deemed appropriate.

Any actions taken by the proxy during the meeting, except for cases where the proxy does not vote in accordance with my instructions in this proxy form, shall be deemed as if I have taken such actions myself in all respects

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

Signed..... Grantee  
( .....Dr.Sathit Puttachaiyong..... )

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

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

**Remark**

1. The shareholder granting the proxy must authorize only one proxy holder to attend the meeting and vote on their behalf. The allocation of shares among multiple proxy holders for separate voting is not permitted.
2. For the election of directors, shareholders may choose to elect the entire board of directors or elect individual directors separately.
3. In the event that there are additional agenda items to be considered beyond those specified above, the proxy grantor may include them in the attachment to Proxy Form B, as provided.

**Continuation Sheet of Proxy Form B**

Granting of Proxy as a Shareholder of PROEN Corp Public Company Limited for the 2025 Annual General Meeting of Shareholders, to be held on Thursday, April 24, 2025, at 14:00 hrs., via a single electronic means format (E-AGM) only. The meeting will be broadcasted live from the 3<sup>rd</sup>-floor conference room of the company, located at No. 11/80, Pracha Uthit 8, Yaek 2, Pracha Uthit Road, Huai Khwang Subdistrict, Huai Khwang District, Bangkok 10310, or as may be postponed to another date, time, and venue as deemed necessary.

-----

- Agenda ..... Subject .....
  - (n) The proxy is authorized to consider and vote on my behalf on all matters as deemed appropriate.
  - (๗) The proxy is instructed to vote according to my wishes as follows:
    - Approve       Disapprove       Abstain
  
- Agenda ..... Subject .....
  - (n) The proxy is authorized to consider and vote on my behalf on all matters as deemed appropriate.
  - (๗) The proxy is instructed to vote according to my wishes as follows:
    - Approve       Disapprove       Abstain
  
- Agenda ..... Subject .....
  - (n) The proxy is authorized to consider and vote on my behalf on all matters as deemed appropriate.
  - (๗) The proxy is instructed to vote according to my wishes as follows:
    - Approve       Disapprove       Abstain
  
- Agenda ..... Subject .....
  - (n) The proxy is authorized to consider and vote on my behalf on all matters as deemed appropriate.
  - (๗) The proxy is instructed to vote according to my wishes as follows:
    - Approve       Disapprove       Abstain
  
- Agenda ..... Subject Election of Directors (Continued)
  - Director's Name .....
    - Approve       Disapprove       Abstain
  - Director's Name .....
    - Approve       Disapprove       Abstain
  - Director's Name .....
    - Approve       Disapprove       Abstain
  - Director's Name .....
    - Approve       Disapprove       Abstain

Form of Proxy, Form C

Duty Stamp 20 Baht

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 .....Year residing/located .....  
 Road ..... Sub-district ..... District .....  
 Province ..... Postal Code ..... or

(2)..... Mr.Sathit.Puttachaiyong..... Age ....66... Year residing/located ..... 160.....  
 Road ..... - ..... Sub-district ....Thung.Wat.Don.. District ..... Sathorn.....  
 Province ..... Bangkok..... Postal Code ..... 10120..... or

(3)..... Mr.Panya.Boonyapiwat..... Age... 62..... Year residing/located ..... 46/11.....  
 Road ..... Nuanchan..... Sub-district ..... Nuanchan..... District ..... Bueng.Kum.....  
 Province ..... Bangkok..... Postal Code ..... 10240..... or

Any one of them shall be my proxy to attend the 2025 Annual General Meeting of Shareholders on Thursday, April 24, 2025, at 14:00 hrs., via a single electronic means format (E-AGM) only. The meeting will be broadcasted live from the 3rd-floor conference room of the company, located at No. 11/80, Pracha Uthit 8, Yaek 2, Pracha Uthit Road, Huai Khwang Subdistrict, Huai Khwang District, Bangkok 10310, or as may be postponed to another date, time, and venue as deemed necessary.

(3) I hereby appoint the proxy to attend the meeting and cast votes on my behalf as follows:

- Grant proxy for all shares held with voting rights.
- Grant proxy for a portion of the shares as follows
  - Ordinary shares: ..... Share And has the right to vote. ....vote.
  - Preferred shares ..... Share And has the right to vote. ....Vote.
- Total voting rights ..... vote.



- (4) I hereby appoint the proxy to cast votes on my behalf at this meeting as follows:
- Agenda 1 Subject To Consideration and approval of the minutes of the Extraordinary General Meeting of Shareholders No. 2/2024.
    - (ก) Authorize the proxy to consider and vote on my behalf in all respects as deemed appropriate.
    - (ข) Authorize the proxy to cast votes according to my intention as follows:
      - Approve       Disapprove       Abstain
  - Agenda 2 Subject To acknowledgment of the company's performance report For the year 2024  
(This agenda item is for acknowledgment only no resolution will be passed.)
  - Agenda 3 Subject To Consideration and Approval of the Company's Consolidated Financial Statements for the Fiscal Year Ended December 31, 2024
    - (ก) Authorize the proxy to consider and vote on my behalf in all respects as deemed appropriate.
    - (ข) Authorize the proxy to cast votes according to my intention as follows:
      - Approve       Disapprove       Abstain
  - Agenda 4 Subject To Consideration and Approval of Profit Allocation as a Legal Reserve and the Omission of Dividend Payment for the Year 2024
    - (ก) Authorize the proxy to consider and vote on my behalf in all respects as deemed appropriate.
    - (ข) Authorize the proxy to cast votes according to my intention as follows:
      - Approve       Disapprove       Abstain
  - Agenda 5 Subject To Consideration and Approval of the Appointment of Directors in Place of Those Retiring by Rotation
    - (ก) Authorize the proxy to consider and vote on my behalf in all respects as deemed appropriate.
    - (ข) Authorize the proxy to cast votes according to my intention as follows:
      - Appointment of the Entire Board of Directors
        - Approve       Disapprove       Abstain
      - Appointment of Directors on an Individual Basis
        - Director's Name : Assoc. Prof. Dr. Panarat Panmanee
          - Approve       Disapprove       Abstain
        - Director's Name : Dr.Pranai Kangwalrut
          - Approve       Disapprove       Abstain

Agenda 6

Subject To Consideration and approval of the remuneration for the company's directors for the year 2025

(ก) Authorize the proxy to consider and vote on my behalf in all respects as deemed appropriate.

(ข) Authorize the proxy to cast votes according to my intention as follows:

Approve       Disapprove       Abstain

Agenda 7

Subject To Consideration and Approval of the Appointment of the Auditor and Determination of the Auditor's Remuneration for the Year 2025

(ก) Authorize the proxy to consider and vote on my behalf in all respects as deemed appropriate.

(ข) Authorize the proxy to cast votes according to my intention as follows:

Approve       Disapprove       Abstain

Agenda 8

Subject To Consideration and Approval of the Reduction of Registered Capital by Cancelling Unissued Registered Ordinary Shares Allocated for Private Placement and the Amendment of Article 4 of the Memorandum of Association to Reflect the Capital Reduction

(ก) Authorize the proxy to consider and vote on my behalf in all respects as deemed appropriate.

(ข) Authorize the proxy to cast votes according to my intention as follows:

Approve       Disapprove       Abstain

Agenda 9

Subject To Consideration of Other Matters (If Any)

(ก) Authorize the proxy to consider and vote on my behalf in all respects as deemed appropriate.

(ข) Authorize the proxy to cast votes according to my intention as follows:

Approve       Disapprove       Abstain

(5) Any vote cast by the proxy holder on any agenda item that does not comply with the instructions specified in this proxy form shall be deemed invalid and not considered as the shareholder's vote.

(6) In the event that I have not specified my voting instructions for any agenda item, or if my instructions are unclear, or if the meeting considers or resolves on any matters beyond those stated above, including any amendments, modifications, or additional facts, the proxy holder shall have the full discretion to consider and vote on my behalf as deemed appropriate.

Any actions taken by the proxy holder in the meeting, except in cases where the proxy holder fails to vote as instructed in this proxy form, shall be deemed as if they were taken by me in all respects.

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

Signed..... Grantee  
( .....Dr.Sathit.Puttachaiyong..... )

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

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

**Remark**

1. This Proxy Form C is exclusively for shareholders listed in the shareholder register as foreign investors who have appointed a Custodian in Thailand to hold and manage their shares.
2. The required supporting documents to be submitted along with the proxy form are:
  - (1) A power of attorney authorizing the Custodian to sign the proxy form on behalf of the shareholder.
  - (2) A certification letter confirming that the signatory on the proxy form is a licensed Custodian operator.
3. The shareholder granting the proxy must authorize only one proxy holder to attend the meeting and vote on their behalf. Splitting shares among multiple proxy holders for separate voting is not permitted.
4. For the election of directors, shareholders may choose to elect the entire board of directors or elect individual directors separately.
5. In the event that there are additional agenda items to be considered beyond those specified above, the proxy grantor may include them in the attachment to Proxy Form C, as provided.

Continuation Sheet of Proxy Form C

Authorization as a shareholder of PROEN Corp Public Company Limited

Shareholders' Meeting for the Year 2025, to be held on Thursday, April 24, 2025, at 14:00 hrs., via a single electronic means format (E-AGM) only. The meeting will be broadcasted live from the 3rd-floor conference room of the company, located at No. 11/80, Pracha Uthit 8, Yaek 2, Pracha Uthit Road, Huai Khwang Subdistrict, Huai Khwang District, Bangkok 10310, or as may be postponed to another date, time, and venue as deemed necessary.

- 
- Agenda ..... Subject .....
    - (n) The proxy is authorized to consider and vote on my behalf on all matters as deemed appropriate.
    - (๑) The proxy is instructed to vote according to my wishes as follows:
      - Approve       Disapprove       Abstain  - Agenda ..... Subject .....
    - (n) The proxy is authorized to consider and vote on my behalf on all matters as deemed appropriate.
    - (๑) The proxy is instructed to vote according to my wishes as follows:
      - Approve       Disapprove       Abstain  - Agenda ..... Subject .....
    - (n) The proxy is authorized to consider and vote on my behalf on all matters as deemed appropriate.
    - (๑) The proxy is instructed to vote according to my wishes as follows:
      - Approve       Disapprove       Abstain  - Agenda ..... Subject .....
    - (n) The proxy is authorized to consider and vote on my behalf on all matters as deemed appropriate.
    - (๑) The proxy is instructed to vote according to my wishes as follows:
      - Approve       Disapprove       Abstain  - Agenda ..... Subject Election of Directors (Continued)
    - Director's Name .....
      - Approve       Disapprove       Abstain    - Director's Name .....
      - Approve       Disapprove       Abstain    - Director's Name .....
      - Approve       Disapprove       Abstain    - Director's Name .....
      - Approve       Disapprove       Abstain

Details of the Independent Directors Proposed by the Company as Proxy Holders



<b>Name</b>	<b>Dr.Sathit Puttachaiyong</b>
<b>Age</b>	68 Years
<b>Position</b>	Chairman of the Board / Independent Director Audit Committee
<b>Nationality</b>	Thai
<b>Address</b>	160/8 Thung Wat Don Subdistrict, Sathon District Bangkok 10120
<b>Educational Background</b>	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
<b>Director Training Program:</b>	Director Accreditation Program (DAP) 144/2561
<b>Work Experience</b>	
2018 - Present	Chairman of the Board / Independent Director / Audit Committee PROEN Corp Public Company Limited
<b>Positions in Other Listed Companies</b>	
- None -	
<b>Positions in Other Non-Listed Companies / Organizations</b>	
2015 - 2017	Chairperson of the Meeting, President of Rajamangala University of Technology
2009 - 2017	President Rajamangala University of Technology
<b>Positions in Other Companies That May Cause a Conflict of Interest with the Company</b>	-None-
<b>Number of Years Serving as a Director</b>	7 years (Serving as a director since April 18, 2018)
<b>Shareholding in the Company</b>	Ordinary shares held: 159,200 shares, representing 0.041% of the company's total issued and outstanding shares (as of March 11, 2025).

Shareholding of Spouse/Minor Children	-None-
Direct and Indirect Interests in Any Business Contracted with the Company or Its Subsidiaries	-None-
Meeting Attendance in the Past Year	- Audit Committee Meetings: Attended 9 out of 9 meetings - Board of Directors Meetings: Attended 10 out of 10 meetings
Family Relationship with Executives or Major Shareholders	-None-
Directors Involved in Management Employees, Staff, or Advisors Receiving a Fixed Salary	-None-
Special Interests in Any Agenda Items Proposed in This Meeting	-None-

Details of the Independent Directors Proposed by the Company as Proxy Holders

<b>Name</b>	<b>Dr.Panya Boonyapiwat</b>	
<b>Age</b>	62 Years	
<b>Position</b>	Independent Director / Chairman of the Audit Committee	
<b>Nationality</b>	Thai	
<b>Address</b>	46/11 Nuan Chan Road, Nuan Chan Subdistrict, Bueng Kum District, Bangkok 10240	
<b>Educational Background :</b>	Doctorate in Management Psychology University of Texas at Arlington Master's Degree in Management, University of Texas at Arlington Bachelor's Degree in Electrical Engineering, Kasetsart University	
<b>Director Training Program</b>	Director Certification Program (DCP) 94/2007 Role of the Chairman Program (RCP) 39/2016	
<b>Work Experience</b>		
2024 - Present	Independent Director / Chairman of the Audit Committee PROEN Corp Public Company Limited	
<b>Positions in Other Listed Companies</b>		
2024 – Present	Independent Director / Trinity Watthana Public Company Limited	
2024 – Present	Director / Chairman of the Audit Committee PROEN Corp Public Company Limited	
2020 – Present	Director / Chairman of the Executive Board / Chairman of the Risk Management Committee / Chief Executive Officer B-Logistics Public Company Limited	
2010 – Present	Independent Director / Bangkok Land Public Company Limited	
2016 – 2020	Chairman of the Board / Chairman of the Executive Board / Dimate (Siam) Public Company Limited	
<b>Positions in Other Non-Listed Companies / Organizations</b>		
2023 – Present	Independent Director / Chairman of the Board / Chairman of the Risk Management Committee / Audit Committee and the Nomination and Remuneration Committee Frontline Engineering Co., Ltd.	

2022 – Present	Independent Director / Chairman of the Board / Chairman of the Risk Management Committee / Audit Committee and the Nomination and Remuneration Committee Tikatat Co., Ltd.
2021 – Present	Independent Director / Theparitha Co., Ltd.
2021 – Present	Independent Director / Thanyatharachai Co., Ltd.
2021 – Present	Independent Director / E-Cold Co., Ltd.
<b>Positions in Other Companies That May Cause a Conflict of Interest with the Company</b>	-None-
<b>Number of Years Serving as a Director</b>	1 year (Serving as a director since January 16, 2024) Hold the position for the remaining term of the predecessor.
<b>Shareholding in the Company</b>	-None- (as of March 11, 2025).
<b>Shareholding of Spouse/Minor Children</b>	-None-
<b>Direct and Indirect Interests in Any Business Contracted with the Company or Its Subsidiaries</b>	-None-
<b>Meeting Attendance in the Past Year</b>	- Audit Committee Meetings: Attended 9 out of 9 meetings - Board of Directors Meetings: Attended 9 out of 10 meetings
<b>Family Relationship with Executives or Major Shareholders</b>	-None-
<b>Directors Involved in Management Employees, Staff, or Advisors Receiving a Fixed Salary</b>	-None-
<b>Special Interests in Any Agenda Items Proposed in This Meeting</b>	-None-



## Privacy Notice

### For the 2025 Annual General Meeting of Shareholders of PROEN Corp Public Company Limited

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PROEN Corp Public Company Limited (the “Company”) recognizes the importance of personal data protection for shareholders and/or proxies (“you”) participating in the Annual General Meeting and/or Extraordinary General Meeting (collectively referred to as the “Shareholders' Meeting”).

The Company would like to inform you of the details regarding the collection, use, and disclosure of your personal data, as well as your rights, the confidentiality and security measures applied to your personal data, and how you may contact the Company. This notice is in accordance with the Personal Data Protection Act B.E. 2562 (2019) (“PDPA”), as well as relevant laws and regulations, as outlined below.

**1. Personal Data to Be Processed:** The Company is required to collect shareholders' personal data for the purpose of managing the Shareholders' Meeting. The general personal data collected includes, but is not limited to, name-surname, alias, nationality, age, mailing address, email address, telephone number, fax number, copies of identification documents such as national identification card, passport, alien identification card, driver's license, signature, photographs or video footage from CCTV, as well as images, voice recordings, and audiovisual recordings of interactions between you and the Company during the meeting. The Company will process such data with your consent or as permitted by applicable laws.

**2. Purposes and Legal Bases for Data Processing:** The Company processes shareholders' personal data for the following purposes and legal bases:

#### 2.1 Legal Obligation

- The Company collects and processes shareholders' personal data as specified in Section 1 to convene, organize, and conduct the Shareholders' Meeting, including verifying shareholder identities, sending relevant documents, and taking any necessary actions to comply with the resolutions of the Shareholders' Meeting and applicable laws. This also includes any actions required to comply with legal obligations and orders from authorized government agencies, in accordance with the Public Limited Companies Act B.E. 1992 and other relevant laws.
- The Company collects and processes shareholders' personal data as specified in Section 1 to conduct the Shareholders' Meeting in compliance with applicable laws, including the Communicable Diseases Act B.E. 2015 and the Emergency Decree on Public Administration in Emergency Situations B.E. 2005, as well as any related regulations, announcements, orders, or other applicable laws.

## 2.2 Legitimate Interest

- The Company collects and processes shareholders' personal data as specified in Section 1 for preparing and maintaining the minutes of the Shareholders' Meeting, as well as serving as evidence of shareholders' attendance. This also includes any necessary actions related to the legitimate interests of the Company and other parties, within a reasonable scope that shareholders can expect.
- The Company collects and processes photographs or video recordings from CCTV of shareholders for security measures in conducting and managing the Shareholders' Meeting, ensuring its successful execution and alignment with the objectives set by both the shareholders and the Company.
- The Company processes and stores photographs and video recordings of the Shareholders' Meeting for reporting and publicizing the meeting through electronic and print media. These photographs and recordings may include images of attending shareholders and may also include their names, in accordance with the purpose of the Shareholders' Meeting.

3. **Sources of Personal Data:** The Company obtains your personal data directly from you and from Thailand Securities Depository Co., Ltd. (TSD), acting as the Company's securities registrar, based on the latest Record Date. Additionally, the Company may receive your personal data from asset management companies, or from any authorized proxy appointed by you to attend the meeting on your behalf.

4. **Processing of Personal Data:** Once the Company receives your personal data from the sources specified in Section 3, it is necessary to collect and use your personal data as outlined in Section 1. The Company may also need to disclose your personal data to relevant government authorities to fulfill the purposes of processing your personal data and in compliance with the legal bases for data processing as specified in Section 2.

5. **Retention of Personal Data:** The Company retains your personal data for a period of 10 years.

6. **Data Subject Rights:** You have the right to take the following actions Access your personal data, request a copy of such data, and request disclosure of the source of personal data that you did not provide consent for Request correction of inaccurate personal data or completion of incomplete data. Request the transfer of your personal data provided to the Company to another data controller or to yourself under certain circumstances. Object to the processing of your personal data under specific conditions.

You may contact the Corporate Secretary Department at [company.secretary@proen.co.th](mailto:company.secretary@proen.co.th) or by phone at 02-690-3888 ext. 910 to submit a request to exercise your rights as described above, in accordance with the details of the Data Protection Officer outlined in Section 1.

There is no charge for exercising these rights. The Company will review your request and provide a response within 30 days from the date of receipt.

If the Company, or any of its employees, violates or fails to comply with personal data protection laws, you have the right to file a complaint with the Office of the Personal Data Protection Committee.

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