



Invitation to the Extraordinary General Meeting of
Shareholders No. 1/2024
PROEN Corp Public Company Limited
(via electronic media)

Wednesday 12 June 2024

Time: 14:00

At the office meeting room of PROEN Corp Public Company Limited.

No. 11/80 Soi Pracha Uthit 8, Intersection 2, Huai Khwang Subdistrict, Huai
Khwang District, Bangkok

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May 9, 2024

- Subject: Invitation the Extraordinary General Meeting of Shareholders No. 1/2024 by means of electronic meeting (E-EGM)
- Attention: Shareholders of PRON Corp Public Company Limited.
- Attachment
1. Copy of the minutes of the 2024 Annual General Meeting of Shareholders.
 2. Capital increase report form (F53-4).
 3. The issuance Offering and allocating additional common shares information.
 4. Basic details of the warrant to purchase additional ordinary shares of the Company No. 2 (PROEN-W2) offered for sale to the company's shareholders.
 5. Definition of independent directors and list of independent directors who serve as proxies at the Extraordinary General Meeting of Shareholders No. 1/2024.
 6. Company regulations regarding shareholder meetings.
 7. Guidelines for attending meetings via electronic media (E-EGM), methods for granting proxies and receipt of meeting attendance via electronic media.
 8. Proxy form (Form A, Form B and Form C)
 9. Personal Data Protection Act Notice (Privacy Notice).

The Board of Directors' Meeting of PROEN Corp Public Company Limited (the "Company") No. 3/2024 held on Thursday, May 9, 2024, resolved to schedule an Extraordinary General Meeting of Shareholders No. 1/2024 via Electronic Media (E-EGM) on Wednesday 12, June 2024 at 2:00 p.m. in accordance with the Emergency Decree on Meetings via Electronic Media B.E. 2563 (including amendments) laws and related other regulations and broadcast live at Nirubon Room, 3rd floor, Swissotel Bangkok Ratchada, No. 204 Ratchadaphisek Road, Huai Khwang Subdistrict, Huai Khwang District, Bangkok 10310, with the following agenda:

Agenda 1: To certify the Minutes of the Annual General Meeting of Shareholders 2024.

Facts and reasons: According to the Public Limited Companies Act B.E. 2535 (including amendments) and the regulations of the Stock Exchange of Thailand requires public limited companies prepare minutes of the general meeting of shareholders to submit to the Stock Exchange of Thailand and the Ministry of Commerce within the time period specified by relevant laws and announcements. The Company has already prepared the minutes of the 2024 Annual General Meeting of Shareholders, which was held on April 25, 2024 and is published through the company's website (www.proen.co.th) has been disclosed to shareholders and general investors and it appears that no one has asked for correction.

Opinion of the Board of Directors: The Board of Directors' Meeting No. 3/2024 on 9 May 2024 considered it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider adopting

the minutes of the regular general meeting of shareholders 2024, which the Board of Directors considers to have been recorded correctly according to the resolution of the meeting (Attachment 1).

Votes for resolution: This agenda must be approved by a majority vote of shareholders who attend the meeting and have the right to vote.

Agenda 2: To consider and approve the increase of the registered capital of the company by an amount of 259,739,070.50 baht, from the previous registered capital of 173,159,380.50 baht to a new registered capital of 432,898,451.00 baht, through the issuance of ordinary shares not exceeding 519,478,141 shares, with a par value of 0.50 baht per share. Additionally, consider approving amendments to the Articles of Association, Section 4, to align with the increase in the company's registered capital.

Facts and reasons: According to the Company's investment expansion plan for the construction of a data center building and a new office (OTT DC) to repay the bonds to strengthen the Company's financial position. This will result in the Company having an appropriate capital structure or financial ratio to provide working capital in the business so that the Company has sufficient capital to support the Company's operations both now and in the future. The Company therefore wishes to increase the Company's capital by another amount 259,739,070.50 baht from the original registered capital of 173,159,380.50 baht is the registered capital 432,898,451.00 baht by issuing 519,478,141 additional common shares with a par value of 0.50 baht per share details appear in the capital increase report form (F53-4) (Attachment 2).

Opinion of the Board of Directors: The Board of Directors' Meeting No. 3/2024 on May 9, 2024 considered it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider approving the increase of the Company's registered capital 259,739,070.50 baht from the original registered capital of 173,159,380.50 baht is the registered capital 432,898,451.00 baht by issuing additional common shares in the amount of 519,478,141 shares with a par value of 0.50 baht per share and approving the amendment of the memorandum of association, section 4, to be consistent with the increase in the registered capital of the company. In this regard, the person assigned by the board of directors to register the amendment of the memorandum at the Department of Business Development Ministry of Commerce Has the power to amend and add words to comply with the registrar's orders as follows:

"No.4	Registered capital amount	432,898,451.00	baht	(Four hundred thirty two million eight hundred ninety eight thousand four hundred fifty one baht)
	Divided into	865,796,902	share	(Eight hundred sixty-five million seven hundred ninety-six thousand nine hundred two shares)
	Value per share	0.50	baht	(fifty satang)
	Divided into			
	Common shares	865,796,902	share	Eight hundred sixty-five million seven hundred ninety-six thousand nine hundred two shares)
	Preferred shares	-	share	(- share)"

Votes for resolution: This agenda must be approved by a vote of not less than three-quarters of the total number of votes of shareholders who attend the meeting and have the right to vote.

Agenda 3: To consider and approve the issuance and allocation of warrants to subscribe for ordinary shares of the company for the second time ("PROEN-W2 warrants") to be allocated to existing shareholders of the Company after the completion of the capital increase in proportion to their shareholdings (Right Offering).

Facts and reasons: The Company intends to issue and allocate warrants to purchase ordinary shares of the Company No. 2 ("PROEN-W2 Warrants") in an amount not exceeding 173,159,380 units (without charge) to allocate to the existing shareholders of the Company after the capital increase in proportion to their shareholding (Right Offering) has been completed according to Section 2.1 at the ratio of 4 original common shares to 1 unit of PROEN-W2 warrant. The PROEN-W2 warrant has a term of 2 years from the date of issuance of PROEN-W2 warrants. The exercise rate of PROEN-W2 warrants is 1 unit of PROEN-W2 warrant has the right to purchase 1 common share of the Company and the exercise price is 1.00 baht (Except in the case of adjusting the exercise ratio according to the rights adjustment conditions specified in the Terms and Conditions regarding the rights and duties of the issuer of PROEN-W2 warrants).

Opinion of the Board of Directors: The Board of Directors' Meeting No. 3/2024 on May 9, 2024 considered it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider approving the issuance and allocation of warrants. will purchase common shares of the Company for the 2nd time ("PROEN-W2 Warrants") to be allocated to the existing shareholders of the Company after increasing capital in proportion to their shareholding (Right Offering).

Votes for resolution: This agenda must be approved by a vote of not less than three-quarters of the total number of votes of shareholders who attend the meeting and have the right to vote.

Agenda 4 To consider and approve the issuance and allocation of additional ordinary shares of the company, not exceeding 519,478,141 shares, with a par value of 0.50 baht per share, as follows: (1) Allocate additional ordinary shares, not exceeding 346,318,761 shares, with a par value of 0.50 baht per share, for offer to existing shareholders of the company in proportion to their respective shareholdings (Rights Offering), at a subscription price of 1.00 baht per share. (2) Allocate additional ordinary shares, not exceeding 173,159,380 shares, with a par value of 0.50 baht per share, to accommodate the exercise of rights under the PROEN-W2 warrants, which will be allocated to existing shareholders of the company after the completion of the capital increase in proportion to their shareholdings (Right Offering), at a ratio of 4 existing ordinary shares per 1 PROEN-W2 warrant unit, without consideration of monetary value.

Facts and reasons: As the registered capital has been increased in the amount 432,898,451.00 baht by issuing additional common shares in the amount not exceeding 519,478,141 shares with a par value of 0.50 baht per share as follows in order to comply with the law. It is proposed to the shareholders' meeting to consider allocating such new shares.

Opinion of the Board of Directors: The Board of Directors' Meeting No. 3/2024 on May 9, 2024 considered it appropriate to propose to the Extraordinary General Meeting of Shareholders No. 1/2024 to consider approving the issuance and allocation of additional common shares. The capital of the Company does not exceed 519,478,141 shares with a par value of 0.50 baht per share as follows: (1) Allocate additional common shares in the amount of not more than 346,318,761 shares with a par value of 0.50 baht per share to be offered for sale to the existing shareholders of the Company in accordance with proportion of the number of shares that each person holds (Rights Offering) in the share allocation ratio of 1 existing common share to 1 additional common share with an offering price of 1.00 baht per share and (2) allocating additional common shares in the amount of not more than 173,159,380 shares with a par value of 0.50 baht per share to support the exercise of rights according to the PROEN-W2 warrants which are allocated to shareholders of the Company after the capital increase in proportion to shareholding (Right Offering) was completed at a ratio of 4 original common shares to 1 unit of PROEN-W2 warrant at no charge. According to the details as follows:

- 1) Allocate additional common shares in the amount of not more than 346,318,761 shares with a par value of 0.50 baht per share to be offered for sale to the existing shareholders of the Company in proportion to the number of shares each holds (Rights Offering) in the share allocation ratio of 1. Existing common shares to 1 additional common share The offering price is 1.00 baht per share if there are any fractions of shares that are calculated in proportion to the number of shares held by each shareholder, they must be discarded the date for determining the names of shareholders who are entitled to be allocated and offered for sale of additional common shares (Record Date) is set to be June 19, 2024.
- 2) Allocate additional common shares in the amount of not more than 173,159,380 shares with a par value of 0.50 baht per share to support the exercise of rights according to the PROEN-W2 warrants, which will be allocated to the existing shareholders of the Company after the capital increase in proportion to their holdings shares (Right Offering) according to item 1 have been completed at the ratio of 4 original common shares to 1 unit of PROEN-W2 warrants without charge the board meeting will consider determining the rights to be allocated PROEN-W2 warrants.

In allocating additional common shares to the existing shareholders of the Company in proportion to their shareholding (Rights Offering) this time, in the case where there are additional common shares remaining from the allocation to the existing shareholders of the Company in proportion to their shareholding. Already owning all shares in the first round The Company will allocate the remaining newly issued ordinary shares to existing shareholders who wish to oversubscribe in excess of their rights in proportion to their original shareholding at the same price as the shares that have been allocated according to their rights (Oversubscription) with details as follows:

- (a) In the case where there are shares remaining from the allocation to the existing shareholders of the Company in proportion to their shareholding (Rights Offering) in the first round, greater than or equal to the shares that the existing shareholders subscribed for in excess of their rights in proportion to their holding share the Company will allocate the remaining shares to those who subscribe in excess of their rights and pay the subscription fee for all such shares in accordance with the amount that expresses their intention to subscribe in excess of their rights.
- (b) In the case where there are shares remaining from the allocation to the existing shareholders of the Company in proportion to their shareholding (Rights Offering) in the first round, less than the shares that the existing shareholders subscribed for in excess of their rights in proportion to their shareholding. The Company will allocate the remaining shares to those who have oversubscribed according to the following steps.
 - (1) Allocated according to the original shareholding proportion of each person who subscribes more than their rights by multiplying the original shareholding proportion of each person who subscribes more than their rights by the number of remaining shares. This will be the number of shares that each person who oversubscribes has the right to be allocated in the case where there are fractional shares, those shares shall be rounded off. However, the number of shares to be allocated will not exceed the number of shares that each shareholder has subscribed and paid for the subscription.
 - (2) In the case where there are still shares remaining after the allocation according to (b) (1), the allocation shall be made to each person who has subscribed more than their rights and has not received the allocation in full according to their original shareholding proportion. Each person who subscribes for more than their rights by multiplying the original shareholding proportion of each oversubscriber by the number of remaining shares to get the number of shares that each oversubscriber is entitled to receive. In the case where there is a fraction of a share, that fraction must be rounded off. The number of shares that will be allocated will not exceed the number of shares that each shareholder has subscribed and paid for the subscription shares will be allocated to those who have subscribed more than their rights according to the method in this section until there are no shares left from the allocation.

In this regard, the allocation of shares to existing shareholders of the Company who have subscribed in excess of their rights (Oversubscription) in any case must not cause any shareholder (including persons according to Section 258 of the Securities and Exchange Act B.E. 2535 (including amendments) of such shareholder) holds the Company's shares in the following:

- (a) in a manner that increases up to or beyond the point at which a tender offer must be made (Tender Offer) as specified in the Notification of the Capital Market Supervisory Board No. Tor.Jor. 12/2011 regarding the rules, conditions, and procedures for holding securities for business takeover (including amendments) (“Announcement No. Tor.Chor. 12/2011”) (except that the said shareholder is exempt from making a tender offer for all securities of the business as specified in the Announcement No. Thor.Jor. 12/2011) . 12/2011) or

- (b) in a manner that violates the restrictions on foreign shareholding as specified in the Company's regulations;

In addition, if there are still additional common shares remaining from the allocation to existing shareholders of the Company in proportion to their shareholding (Rights Offering) and allocation to shareholders who subscribe in excess of their rights (Oversubscription) to reduce the registered capital of the Company by cutting out the remaining additional common shares from the offering.

In addition, it is approved to present to the shareholder meeting to consider delegating authority to the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or any other person appointed by the Board of Directors and/or the Committee. Executive Director and/or Chief Executive Officer Has the authority to do the following:

- (a) Specify the details of the allocation of additional common shares for sale to the existing shareholders of the company in proportion to their shareholding.
- (b) Determine or change the method for allocating additional common shares, such as allocating the entire amount at one time or in several occasions, the offering ratio the date for determining the names of shareholders who are entitled to be allocated additional common shares (Record Date). Determining the date and time for subscription and payment offering period, offering price, payment method, details of allocation and other offerings.
- (c) Sign the request for permission, request for waiver, notice or any document related to allocation of additional common shares this includes contacting and submitting documents to officials or representatives of any relevant agencies. as well as the registration of the Company's newly issued ordinary shares as listed securities on the Market for Alternative Investment (MAI) and
- (d) Take any action that is necessary and related to the allocation of newly issued ordinary shares in all respects to offer for sale to Existing shareholders of the Company in proportion to their shareholding Under relevant laws and regulations.

In addition, it is approved to present to the shareholder meeting to consider delegating authority to the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or any other person appointed by the Board of Directors and/or the Committee. Executive Director and/or Chief Executive Officer It is the authority to consider, determine, amend, add, and change the conditions and details related to the allocation of such additional shares and has the power to take various actions that are necessary and appropriate Related to the allocation of additional capital shares this includes but is not limited to providing information and submitting documentary evidence to the SEC Office, the Stock Exchange of Thailand, Thailand Securities Depository Co., Ltd., the Ministry of Commerce. or other related agencies as well as registering the additional common shares as listed securities on the Market for Alternative Investment (MAI)

Votes for resolution: This agenda must be approved by a vote of not less than three-quarters of the total number of votes of shareholders who attend the meeting and have the right to vote.

Agenda 5 Consider other matters (if any)

Facts and reasons: This agenda is set for shareholders to ask questions and/or give various opinions to the Board of Directors (if any) and/or have the Board of Directors explain and answer shareholders' questions there will be no other matters presented to the meeting for consideration and approval. and there will be no voting in this agenda.

This is because Agenda 2 to Agenda 4 are related agendas therefore, in considering and approving various matters according to Agenda 2 to Agenda 4, it will be considered as conditions of each other if matters in any agenda are not approved, it will be considered that other matters are not approved that has been approved will be cancelled and there will be no further consideration of other agenda items. It will be considered that the consideration and approval of various matters as detailed in agenda items 2 through 4 have not been approved by the shareholder meeting.

The Company has determined the names of shareholders who have the right to attend the Extraordinary General Meeting of Shareholders No. 1/2024 (Record Date) on 23 May 2024.

We would like to invite shareholders to participate via electronic media (E-EGM) on the date and time mentioned, on June 13, 2024, which is the date of the Extraordinary General Meeting of Shareholders No. 1/2024 shares who wish to attend the Extraordinary General Meeting of Shareholders No. 1/2024 via electronic media (E-EGM) must submit a "Meeting Notification Form" and supporting documents according to Attachment 6 in the meeting invitation to confirm identity by scanning or taking a photo and sending it to Email: company.secretary@proen.co.th

In the case that shareholders are unable to attend the Extraordinary General Meeting of Shareholders No. 1/2024 through the Company's electronic media (E-EGM), they can appoint a proxy to the Company's independent directors to attend meetings and vote on behalf of shareholders by sending a proxy form that specifies complete information to

Proen Corp Public Company Limited
No. 11/80 Soi Pracha Uthit 8, Intersection 2, Pracha Uthit Road
Huai Khwang Subdistrict, Huai Khwang District, Bangkok 10310

The Company has given small shareholders the opportunity to exercise their rights to propose meeting agendas in advance and send questions related to the meeting agenda in advance to promote compliance with the principles of good corporate governance by giving shareholders the right to propose agenda items for the Extraordinary General Meeting of Shareholders No. 1/2024 during the period between 13 May 2024 and 10 June 2024, the Company has published the criteria on the Company's website and the news has been reported through the Stock Exchange of Thailand. However, no shareholder proposed an agenda or sent any questions.

Best regards

Proen Corp Public Company Limited



(Mr. SATHIT PUTTACHAIYONG)

Chairman of the Board of Directors

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

Time and Place:

The meeting was held on Thursday, April 25, 2567, at 14:00 hrs. This ordinary shareholders' meeting was conducted solely via electronic media or E-AGM, following the royal decree on electronic meetings in 2020 (including subsequent amendments) and other relevant laws and regulations. The meeting was broadcasted from the Nirubol Room, 3rd floor, Swissotel Bangkok Ratchada, located at 204 Ratchadapisek Road, Huai Khwang Subdistrict, Huai Khwang District, Bangkok.

Directors present at the Meeting

(There were 7 directors in total, representing 87.50% of the total number of directors).

- | | |
|--------------------------------------|---|
| 1. Dr. Sathit Puttachaiyong | Chairman of the Board, Independent Director, and Audit Committee |
| 2. Dr. Panya boonyapiwat | Chairman of Audit Committee, Independent Director and |
| 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 Officer |
| 5. Mr. Naris Ratyiam | Director, Executive Committee and Chief Commercial Officer |
| 6. Mr. Somkiat Yubanphaeo | Director |
| 7. Chaiyooth Srijabok | Director, Executive Committee, Chief Operating Officer
And Vice President Business Development and strategic |

Directors in absence:

- | | |
|--------------------------|----------------------|
| 1. Dr. Parnai Kungwalrut | Independent Director |
|--------------------------|----------------------|

Executives and other Attendees in attendance:

- | | |
|------------------------------|---|
| 1. Mr.Nititorn Deeumpai | Executive Committee , Chief Financial Officer |
| 2. Mr.Surasak Kongjantra | Executive Committee, Chief Technology Officer |
| 3. Mr.Visrut Manunpon | Executive Committee, Chief Innovation Officer |
| 4. Mrs.Punsaya Paprakompisit | Vice President – Human Resources and Administration |
| 5. Miss Sasirada Suphawong | Vice President – Purchasing and Warehouse |

Auditors from PricewaterhouseCoopers ABAS Co.,Ltd:

1. Miss Nuntika limviriyalers
2. Miss Nadwadee jaiarlee
3. Miss Chonticha Ketngam

Legal Consultant from Manunya & associates Limited

1. Mr. Nitisart Kithirun

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

1. Miss Umachasaya Charoenchai

For good corporate governance, the company has appointed Mr. Nitisart Kithirun, a legal advisor from Manunya & associates Limited, To inspect the vote counting in this meeting.

The meeting commenced

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

Registered Capital	237,000,000.00	Baht
Paid-up Registered Capital	173,159,380.50	Baht
Issued and Sold Shares	346,318,761	Shares
Par value per share	0.50	Baht

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

1. The Annual General Meeting of Shareholders for the year 2567 is convened today, consisting of a total of 9 agenda items as detailed in the invitation letter previously sent to shareholders. The meeting will consider matters in the order outlined in the agenda of the invitation letter. Information on each agenda item will be presented, and shareholders will be given the opportunity to ask questions before any resolutions are made for that agenda item. In case any shareholder or proxy holder wishes to ask questions or express opinions, the company provides channels for submitting suggestions and questions during the meeting as follows:

In case you wish to inquire by typing a question.

- (1) Please press the chat menu in the program to type a question.
- (2) Shareholders are asked to choose a recipient by sending questions to the Chat channel. If you do not select as indicated, the questions will not reach the company.
- (3) Once you have finished typing your question, press the 'send' button to submit the question.

In case you want to inquire by conversation

- (1) Please Press the button “Reaction”
- (2) Please Press the button “Raise Hand” There will be a hand icon appearing next to the name of the participants.

Attachment 1

- (3) When the emcee calls your name, the officer will proceed to unmute you for questions. You'll need to press the 'Unmute' button to activate your microphone on your device. In case you're unable to communicate via microphone, please switch to typing your questions instead.
- (4) After you've asked your question, please press the 'Lower Hand' button.
- (5) Please turn on your camera and state your full name and whether you're a shareholder or a proxy holder before asking your question. This is so the company can accurately record it in the meeting minutes.

1. The company requests cooperation to ask questions only during the designated question period provided by the company. Shareholders are asked to inquire about agenda items relevant to the meeting. Questions unrelated to any agenda item The company will respond at another agenda item. In the event that no one has questions for this agenda item, shareholders may proceed to vote as follows:

(1) If any shareholder 'disagrees' or 'abstains from voting,' the shareholder should click on the button with the icon of a person on the left side of the screen. This will display the meeting agenda along with buttons for selecting 'agree,' 'disagree,' or 'abstain.

(2) Vote according to your preference by clicking the voting button: Agree, Disagree, or Abstain

(3)The voting time for each agenda item is 1 minute. If the voting is not closed yet, you can change your vote until the system closes the voting.

(4) The system will display the status of the latest vote you have selected.

(5) If a shareholder or proxy holder does not press any voting button or cancels their vote without pressing a new voting button, the company will consider that the individual agrees with that particular agenda item.

(6) In the event that the company announces the closure of the voting system, shareholders or proxy holders will no longer be able to vote on that particular agenda item. After voting is completed, you can click on the person icon to collapse the menu and continue participating in the meeting.

In voting, each shareholder has one vote per share held. Shareholders who have special interests in a particular agenda item will not have the right to vote on that specific agenda item.

The company has provided an opportunity for shareholders to propose agenda items for the meeting in advance, according to the criteria set by the company, from October 2, 2023, to December 15, 2023. The announcement was made through the website of the Stock Exchange of Thailand and the company's website. However, there were no shareholders proposing agenda items for this meeting.

Moreover, the company will capture photographs and moving images from the video recording of this shareholder meeting. To comply with the company's privacy policy, the video recording of the shareholder meeting will not be disclosed on the company's website or any other channels.

Miss Wimwipha Sripae has informed the meeting that there are 12 shareholders attending in person, holding a total of 157,426,102 shares, accounting for 45.4572%. Additionally, there are 36 proxy holders present, holding a total of 31,292,800 shares, accounting for 9.0359%. In total, there are 48 attendees, holding a total of 188,718,902 shares, representing 54.4930% of the total shares issued by the company.

Attachment 1

According to Section 4, Article 37 of the regulations, whether the shareholder meeting is conducted in person or electronically, there must be at least twenty-five (25) shareholders or proxy holders (if any) attending the meeting, or at least half of the total number of shareholders. Additionally, the total shares represented must be at least one-third (1 in 3) of the total shares issued by the company in order for the meeting to be valid.

Therefore, the number of attendees mentioned above is considered to meet the quorum requirement according to the company's regulations. The Chairman then announced the opening of the meeting and proceeded to conduct the meeting according to the agenda as follows:

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

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

Miss Wimwipa Sripae proposed that the meeting consider acknowledging the ordinary shareholder meeting report for the year 2023, held on April 27, 2023. The company has sent copies of the meeting report to the Stock Exchange of Thailand within the legally specified timeframe and has also uploaded it onto the company's website for shareholders and general investors to access. It is noted that there were no objections or requests for amendments.

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

The Company then proposed the Meeting to acknowledge the minutes of the Annual General Meeting of Shareholders for the year 2023, held on April 27, 2023, as proposed.

Meeting Resolution The Meeting acknowledged the minutes of the Annual General Meeting of Shareholders for the year 2023.

Agenda 2 To acknowledging the company's operating results report for the year 2023.

Miss Wimwipa Sripae informed the meeting that the company has prepared the company's operating results report for the fiscal year 2023, as shown in the Annual Information Disclosure/Annual Report 2023 (Form 56-1 One Report). The report has been sent to shareholders in QR code format along with the meeting invitation for this occasion. The summarized details are as follows:

Mr. Nititorn Deeumpai, Executive Committee, Chief Financial Officer, presented the company's operating results for the fiscal year 2023. The company recorded total revenue of 763.31 million baht, a decrease of 768.07 million baht or 50.16% from the previous year. Total assets amounted to 1,801.13 million baht, an increase of 210.75 million baht or 13.25%. The company reported initial profit of 160.31 million baht, a decrease of 45.00 million baht or 21.92%. The net profit was 16.32 million baht, a decrease of 48.75 million baht or 74.92% compared to the same period of the previous year.

In the year 2023, the company's total revenue comprised sales revenue of 149.88 million baht, a decrease of 477.03 million baht. Service revenue amounted to 392.93 million baht, an increase of 75.83 million baht. Revenue from infrastructure construction projects was 220.50 million baht, a decrease of 366.87 million baht. Other income was 13.44 million baht, a decrease of 3.54 million baht compared to the same period of the previous year.

In the year 2023, the company had an operating profit of 45.99 million baht, a decrease of 52.25 million baht or 53.19%. The earnings before interest, taxes, depreciation, and amortization (EBITDA) amounted to 80.10 million baht, a decrease of 56.91 million baht or 41.54%.

As of December 31, 2023, the company had a financial position with cash on hand totaling 222.53 million baht, reserved for the construction of the new Data Center office building and for use as the company's working capital. Additionally, the company had debts amounting to 1,241.83 million baht, increased due to long-term loans from financial institutions used for the construction of the new Data Center office building and as general working capital investment for the company.

As of December 31, 2023, shareholders' equity amounted to 559.30 million baht, an increase of 87.41 million baht net. This increase stemmed from the net profit for the year 2023 combined with capital augmentation through the exercise of rights to purchase ordinary shares (PROEN-W1) amounting to 105.75 million baht. However, there was also a dividend payout of 38.03 million baht during the year.

Mr. Kittipan Sri-Bua-lam Director, Chairman of the Executive Committee and Chief Executive Office, presented a summary of the construction progress of the Data Center building in the year 2023. The company has completed more than 98.46% of the building construction and 97.78% of the operational system installation. Currently, the building is awaiting permanent electrical installation to test the internal system operations comprehensively. It is anticipated that the Data Center will be operational in the second quarter of 2023.

Mr. Chaiyooth Srijabok Director, Executive Committee, Chief Operating Officer and Vice President Business Development and strategic, presented the Corporate Social Responsibility (CSR) activities for the year 2023. The company participated in social development through three projects, as follows:

1. Jumpbox Communication on Tour

In collaboration with its subsidiary, "Jumpbox Co.,Ltd.," the company organized a free seminar to provide knowledge to students and the general public about Cloud Native. This

Attachment 1

software is used for building, adapting, and managing applications (Cloud Camp Audition) that are modern and suitable for cloud computing environments. The seminar was held at Khon Kaen University.

2. Embracing Zero-Trust: A Part to Secure Access Activity

In collaboration with VMware (Thailand) Limited, VMware is organizing a seminar for the general public on "Embracing Zero-Trust: A Part to Secure Access" to provide knowledge about implementing Zero Trust Network Access using VMware SD-WAN Client and VMware Security, including Carbon Black and VMware SASE. This aims to establish connections with every application and cloud securely and swiftly from all communication devices.

3. Seminar "PDPA Record of Processing Activities (RoPa) Easy for Anyone to Record"

To provide knowledge to the general public about Record of Processing Activity (RoPA), which is a process mandated by law for data controllers to limit data processing. It helps organizations to have an overview of collecting, organizing, and disclosing personal data.

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

The company therefore deems it appropriate to propose to the annual ordinary shareholders' meeting to consider acknowledging the company's operational performance report for the year 2023

Meeting Resolution The Meeting to acknowledging the company's operating results report for the year 2023 as proposed in all respects.

Agenda 3 **To consider and approve the consolidated financial statements of the company for the year ended on December 31, 2023.**

Miss Wimwipa Sriprae is the person summarizing the details of the company's consolidated financial statements at the meeting, to comply with the Public Limited Companies Act B.E.1992, Section 112, which requires the board of directors to prepare financial statements and profit and loss accounts as of the end of the company's fiscal year and to have the accountants audit these financial statements before presenting them to the shareholders' meeting for consideration and approval. The board of directors has arranged for the financial statements for the fiscal year ending on December 31, 2023, which have been audited by the accountants, to be presented to the ordinary shareholders' meeting for consideration and approval, in accordance with Section 112 of the Public Limited Companies Act B.E. 1992. The details are presented in the submission provided in order number 2

Attachment 1

Financial Position Statement and Comprehensive Income Statement (Partial) of the Company for the fiscal year ending December 31, 2023.

Unit: million Baht

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

The board of directors deems it appropriate to propose for consideration and approval by the shareholders at the annual general meeting the company's consolidated financial statements for the fiscal year ending on December 31, 2023, which have been audited by licensed accountants and reviewed by the audit committee. These details are presented in the Annual Information Disclosure Form / Annual Report for the year 2566 (Form 56-1 One Report), which has been sent to shareholders along with the meeting invitation, with details as provided in the accompanying document numbered 2.

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

The company therefore proposes to present to the annual general meeting of shareholders for consideration and approval the consolidated financial statements of the company for the fiscal year ended December 31, 2023.

In this agenda, Miss Wimhipha Sriprae informed the meeting that there are 2 additional shareholders attending the meeting, with a total of 21,200 shares counted. The total number of attending shareholders and proxies at the meeting is 50, with a combined total of 188,740,102 shares. This represents 54.4992 percent of the total shares sold by the company.

Meeting Resolution : The meeting has Unanimously, resolved to approve the consolidated financial statements for the year ended 31 December 2023 which have been audited by the auditor as well as verified by the Audit Committee, by the majority votes of the shareholders in attendance and exercised their votes as follows:

Resolution	Number of resolved votes (votes)	Percentage of shareholders' shares attending the meeting and exercised their votes	
Approved	188,740,102	Equivalent to	100.0000
Disapproved	0.0000	Equivalent to	0.0000
Abstained	0.0000	Equivalent to	0.0000

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

Miss Wimphipa Sriprae declared to the meeting that according to the Public Limited Company Act B.E. 2535, Section 115 stipulates that companies can only distribute dividends from profits, prohibiting dividend distribution if the company still has accumulated losses. Additionally, according to Section 116 and Article 50 of the company's regulations, companies must allocate a portion of the annual net profit as reserves, not less than 5 percent of the net profit for the year, minus any accumulated losses carried forward (if any), until these reserves reach not less than 10 percent of the registered capital.

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

Based on the company's performance for the fiscal year ended December 31, 2023, the company achieved a net profit of 16,324,476 baht. According to the separate financial statements for the same fiscal year, the company recorded a net profit of 5,085,196 baht. The board of directors deems it appropriate to propose to the annual general meeting of shareholders for the year 2024 to consider approving the allocation of a portion of the profits from the fiscal year 2023 as legal reserves according to the law, in the amount of 320,000 baht. Additionally, it is deemed appropriate to propose to the annual general meeting of shareholders to consider approving the withholding of dividend payment because the company intends to reserve funds for use as working capital in the business.

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

Attachment 1

The total number of attendees at the meeting was 50, including those who attended in person and those who were represented by proxies from shareholders, totaling 188,740,102 shares. This represents a percentage of 54.4992% of the total shares sold by the company, which amounted to 346,318,761 shares

Meeting Resolution : The meeting has Unanimously, resolved to approve the refrain of dividend payment in respect of the Company’s operating results for the fiscal year 2023 and the appropriation of profits as a legal reserve in the total amount of 320,000 Baht, by the majority votes of the shareholders in attendance and exercised their votes as follows:

Resolution	Number of resolved votes (votes)	Percentage of shareholders' shares attending the meeting and exercised their votes	
Approved	188,740,102	Equivalent to	100.0000
Disapproved	0.0000	Equivalent to	0.0000
Abstained	0.0000	Equivalent to	0.0000

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

Dr. Sathit Putthachaiyong, the chairman of the board, informed the meeting that, in order to comply with the good corporate governance policy, he would like to invite three board members who are required to excuse themselves from the agenda. These board members, who attended this meeting, are Dr. Sathit Putthachaiyong, Mr. Somkiat Yubanphaeo, and Mr. Chaiyooth Srijabok. They left the meeting room during the consideration of this agenda item and returned to the meeting once the consideration was completed.

Miss Wimwipa Sriprae proposed to the meeting that in compliance with the Public Company Limited Act B.E. 2535 Section 71 and the Company’s articles of association Article 18, requires that at least one-third (1/3) of the number of directors shall vacate office at every annual general meeting of shareholders. If the number of directors is not a multiple of three, then the number nearest to one-third (1/3) shall vacate office. Directors to retire in the first year and the second year after the registration of that company shall be retired by drawing lots. In each subsequent year, the directors who occupy the position for the longest period must retire. The director who retires by rotation may be re-elected as the director for another term. The director who retires by rotation may be re-elected as the director for another term. Directors who are drawn by the lot who must retire at the 2024 Annual General Meeting of Shareholders are as follows.:

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- | | |
|-----------------------------|--|
| 1) Dr. Sathit Puttachaiyong | Chairman of the Board, Independent Director,
and Audit Committee |
| 2) Mr.Somkiat Yubanphaeo | Director |
| 3) Chaiyooth Srijabok | Director, Executive Committee,
Chief Operating Officer and Vice President
Business Development and strategic |

The criteria for selecting individuals to serve as directors of the company have not undergone the consideration of the Nomination and Remuneration Committee as the company has not yet appointed such a committee. Instead, the selection process has been conducted jointly by the company's board of directors, who have proposed suitable candidates for consideration by the shareholders' meeting. The qualifications of the three directors individually have been assessed, and it has been found that their qualifications align with the laws governing public limited companies, securities and stock markets, and other relevant laws (if any). They are deemed suitable in terms of qualifications, knowledge, abilities, and relevant experience for the company's business operations. Their past performance as directors of the company has been beneficial to the company, and all three directors do not possess disqualifying characteristics or engage in any activities conflicting with the company's interests. Additionally, they do not hold shares in any competing businesses. The company provided an opportunity for shareholders to nominate individuals with suitable qualifications for consideration as directors through an advanced nomination process from October 2, 2023, to December 15, 2023, via the company's website. It was found that no shareholders nominated suitable candidates for election as directors. The details of the directors' profiles are presented in enclosure No. 3

The board of directors has thoroughly reviewed and exercised caution in their deliberations. They have passed a resolution proposing the following individuals for appointment, which the shareholders' meeting is requested to consider and approve. These individuals comprise all three members of the board who are required to vacate their positions and be reappointed for another term.

Furthermore, the individuals nominated in this round have been evaluated according to the prescribed selection process and possess qualifications in compliance with the laws governing public limited companies, securities and stock markets, and any other relevant laws. They are suitable for the company's business operations, and independent directors meet the legal requirements related to the criteria for independent directors.

Attachment 1

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

Meeting Resolution: (1) The meeting Unanimously, resolved to approve the appointment Dr. Sathit Puttachaiyong to return as a director of the company for another term, by the majority votes of the shareholders in attendance and exercised their votes as follows:
There were 50 shareholders attending this agenda both in person and by proxy, with total 188,740,102 shares.

Resolution	Number of resolved votes (votes)	Percentage of shareholders' shares attending the meeting and exercised their votes	
Approved	188,580,902	Equivalent to	99.9157
Disapproved	0.0000	Equivalent to	0.0000
Abstained	159,200	Equivalent to	0.0843

(2) The meeting Unanimously, resolved to approve the appointment Mr.Somkiat Yubanphaeo to return as a director of the company for another term, by the majority votes of the shareholders in attendance and exercised their votes as follows:
There were 50 attendees at the meeting, both in person and represented by proxy from shareholders. The total number of shares represented was 188,740,102 out of the total number of shares available for sale, which is 346,318,761 shares.

Resolution	Number of resolved votes (votes)	Percentage of shareholders' shares attending the meeting and exercised their votes	
Approved	188,015,102	Equivalent to	99.6159
Disapproved	0.0000	Equivalent to	0.0000
Abstained	725,000	Equivalent to	0.3841

(3) The meeting Unanimously, resolved to approve the appointment Mr.Chaiyooth Srijabok to return as a director of the company for another term, by the majority votes of the shareholders in attendance and exercised their votes as follows:
There were 50 attendees at the meeting, both in person and represented by proxy from shareholders. The total number of shares represented was 188,740,102 out of the total number of shares available for sale, which is 346,318,761 shares.

Resolution	Number of resolved votes (votes)	Percentage of shareholders' shares attending the meeting and exercised their votes	
Approved	188,740,102	Equivalent to	100.0000
Disapproved	0.0000	Equivalent to	0.0000
Abstained	0.0000	Equivalent to	0.0000

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

Miss Wimvipa Sriprae proposed at the meeting that, according to the Public Limited Company Act of 2535 B.E., Section 90, and the Company's Regulations, Article 33 stipulates that directors are entitled to receive compensation from the company in the form of rewards, meeting allowances, gratuities, bonuses, or other forms of compensation as provided in the regulations or as determined by the shareholders' meeting. Such compensation may be specified as a certain amount, based on criteria, and may be provided periodically or until further notice, and may include various allowances and benefits as per the company's regulations.

The board of directors believes it is appropriate to propose to the annual shareholders' meeting for consideration and approval the determination of compensation for the board of directors and subcommittees for the fiscal year 2024, taking into account their responsibilities and performance. The details are as follows:

(1) Meeting Allowance

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

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

(2) The Director's remuneration

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

(3) Non-Monetary Remuneration/Other Remuneration

-None-

In determining the compensation for the company's directors and subcommittee members, they shall not receive any other benefits apart from meeting allowances and director remuneration as specified above. The details of the scope of authority and responsibilities of the company's board of directors and subcommittees are outlined in the Annual Information Disclosure Form/Annual Report for the year 2023 (Form 56-1 One Report) under Section 2, Item 7: Corporate Governance Structure and Key Information about the Board of Directors, Subcommittees, Executives, Employees, and others, with details provided in the order submitted as Attachment 2.

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

There were 50 attendees at the meeting, both in person and represented by proxy from shareholders. The total number of shares represented was 188,740,102 out of the total number of shares available for sale, which is 346,318,761 shares.

Meeting Resolution: The meeting has deliberated and subsequently passed a unanimously, resolved to approve the determination of the director's remuneration for the year 2024, by the votes of no less than two-thirds of total votes of the shareholders who attended the meeting as follows:

Resolution	Number of resolved votes (votes)	Percentage of shareholders' shares attending the meeting and exercised their votes	
Approved	188,740,102	Equivalent to	100.0000
Disapproved	0.0000	Equivalent to	0.0000
Abstained	0.0000	Equivalent to	0.0000

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

Miss Wimvipa Sriprae presented at the meeting that according to the Public Limited Companies Act B.E. 1992, Section 120, and the company's regulations, Clause 58 stipulates that at the annual general meeting, shareholders shall appoint auditors and determine the amount of audit fees for the company each year. When appointing auditors, the same auditor may be reappointed. Additionally, the Securities and Exchange Commission has announced that companies must rotate auditors. If the auditor has served continuously for 7 consecutive accounting periods, the company is not required to change to a new auditing firm. The company can appoint other auditors within the auditing office to replace the

Attachment 1

former auditor. However, the company may appoint an auditor who has completed the rotation period when the auditor has completed a minimum of five accounting periods since the end of the rotation period.

The audit committee has considered the qualifications of the company's auditors based on their independence and the audit fees. They have suggested appointing either Miss Nantika Limviriyalers or Miss Thitinan Waengkaeo, both certified accountants with license numbers 7358 and 9432 respectively, from PricewaterhouseCoopers ABAS Limited as auditors for the company for the year 2024. In case either of the aforementioned certified accountants is unable to perform the duties, PricewaterhouseCoopers ABAS Ltd. will serve as the company's auditor for the year 2024. They proposed setting the audit fees for the year 2024 at a total of 2,790,000 baht per year, excluding other expenses and expenses related to auditing subsidiary companies.

The company's board of directors deems it appropriate to propose to the annual general meeting of shareholders for approval the appointment of either Miss Nantika Limviriyalers, certified accountant with license number 7358, or Miss Thitinan Waengkaeo, certified accountant with license number 9432, from PricewaterhouseCoopers ABAS Ltd. as the company's auditors for the year 2024. One of them will be appointed as the auditor to conduct the audit and express opinions on the company's financial statements. The company's board will ensure that the financial statements are prepared in a timely manner in case the aforementioned certified accountants are unable to perform their duties. In such a scenario, PricewaterhouseCoopers ABAS Ltd. will appoint another certified accountant to act on behalf of the company. The proposed auditors have no other services provided to the company, and they have no relationship or vested interest in the company, its subsidiaries, management, major shareholders, or any related parties. The audit fees for the year 2024 are proposed to be set at a total of 2,790,000 baht per year, excluding other expenses. The auditors for subsidiary companies will also be certified accountants licensed by PricewaterhouseCoopers ABAS Ltd., similar to the auditors for the parent company.

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

There were 50 attendees at the meeting, both in person and represented by proxy from shareholders. The total number of shares represented was 188,740,102 out of the total number of shares available for sale, which is 346,318,761 shares.

Meeting Resolution : The meeting has deliberated and subsequently passed a unanimous resolution to approve the appointment of the company's auditors and to set the audit fees for the year 2024 at a maximum of 2,790,000 baht, as detailed in the aforementioned proposal. This decision was made with a significant majority of votes from the attending shareholders, with no votes cast against it.

Resolution	Number of resolved votes (votes)	Percentage of shareholders' shares attending the meeting and exercised their votes	
Approved	188,740,102	Equivalent to	100.0000
Disapproved	0.0000	Equivalent to	0.0000
Abstained	0.0000	Equivalent to	0.0000

Agenda 8 To consideration and approval were given for the reduction of registered capital by canceling the shares that have not yet been issued and for the additional amendment of the company's Articles of Association, Section 4, to align with the reduction of registered capital.

Miss Wimvipa Sriprae presented at the meeting that following the event on March 23, 2024, where there were holders of subscription warrants to purchase shares of Proen - W1 Company Limited, totaling 1,261 units, as notified in the invitation letter to the shareholders' meeting. Subsequently, after exercising the rights according to the subscription warrants Proen - W1, the company's registered capital remains at 237,000,000 baht. Consequently, the company still has registered shares that have not been issued, totaling 127,681,239 shares, which were allocated to accommodate the exercise of rights according to the subscription warrants to purchase ordinary shares of the company (Proen-W1), which have now expired.

The board of directors proposes to the annual general meeting of shareholders to consider approving the reduction of registered capital by canceling the unissued registered shares of the company, totaling 127,681,239 shares, from the registered capital of 237,000,000 baht. These shares will be divided into ordinary shares totaling 474,000,000 shares, with a par value of 0.50 baht per share, resulting in a registered capital of 173,159,380.50 baht. This will be further divided into ordinary shares totaling 346,318,761 shares, with a par value of 0.50 baht per share. Additionally, the board proposes approving further amendments to Section 4 of the Articles of Association regarding registered capital to align with the reduction of the company's registered capital as follows:

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No 4.	Registered capital	173,159,380.50 Baht	(One hundred seventy-three million one hundred fifty-nine thousand three hundred eighty baht and fifty satang.)
	Divided into	346,318,761 Shares	(Three hundred forty-six million three hundred eleven thousand eight hundred seventy-one shares.)
	The par value per share	0.50 Bah	(fifty satang.)
	Divided into :		
	Common Stock	346,318,761 Shares	(Three hundred forty-six million three hundred one thousand eight hundred seventy-one shares.)
	Preferred Stock	Shares	(-)

The board of directors meeting, a resolution was passed approving the delegation of authority to the management committee, the chief executive officer, or individuals authorized by the management committee, to be empowered to determine the conditions and details of the activities related to the aforementioned capital reduction, as well as to amend the wording or content in the shareholder meeting reports, articles of association, and/or various requests, and/or to take any actions necessary to comply with the registrar's instructions for registering the capital reduction and further amending the company's articles of association to the Department of Business Development, Ministry of Commerce. The Company allowed the shareholders to inquire about details and offer additional comments. It appeared that no one made any inquiries or comments.

There were 50 attendees at the meeting, both in person and represented by proxy from shareholders. The total number of shares represented was 188,740,102 out of the total number of shares available for sale, which is 346,318,761 shares.

Meeting Resolution : The meeting Unanimously, resolved to approve the decrease of the Company's registered capital by cancelling the unissued shares in the amount of 127,681,239 shares and the amendment to the Company's Articles of Association, by the votes of no less than three-fourths of total votes of the shareholders who attended the meeting and have right to vote as follows:

Resolution	Number of resolved votes (votes)	Percentage of shareholders' shares attending the meeting and exercised their votes	
Approved	188,740,102	Equivalent to	100.0000
Disapproved	0.0000	Equivalent to	0.0000
Abstained	0.0000	Equivalent to	0.0000

Agenda 9 Others (If any)

Miss Wimvipa Sriprae stated at the meeting that according to Section 105, Paragraph 2 of the Public Limited Companies Act, it is stipulated that "After the meeting has completed deliberation as per Paragraph One, if shareholders holding no less than one-third of the total issued shares request, the meeting may consider other matters apart from those specified in the meeting agenda."

Miss Wimvipa Sriprae asked the shareholders attending the meeting if anyone wished to propose any other agenda items for this meeting. The Company allowed the shareholders to inquire about details and offer additional comments. It appeared that no one made any inquiries or comments.

Dr. Sathit Putthachaiyong, the chairman of the board, then concluded the meeting by thanking the shareholders and proxies for attending today's meeting. He also wished everyone happiness, good health, and continued success in their lives. Additionally, since this year's annual shareholders' meeting was conducted electronically or via E-AGM, if there were any shortcomings in the company's meeting procedures, the company apologizes for them.

The Meeting was adjourned at 03.30 p.m.



(Dr. Sathit Putthachaiyong)

Chairman of the board

(F53-4)

Report Form for Capital Increase
PROEN Corp Public Company Limited
May 9, 2024

PROEN Corp Public Company Limited (“Company”), hereby report the resolution of the Board of Directors’ meeting No. 3/2024, dated May 9, 2024, at 14.00 relating to the capital increase and allotment of capital increase shares as follows:

1. Capital increase:

The Board of Directors has passed a resolution to propose for consideration and approval at the Extraordinary General Meeting of Shareholders No. 1/2024, the increase of the company's registered capital by 259,739,070.50 THB from the previously registered capital of 173,159,380.50 THB to total registered capital of 432,898,451.00 THB, through the issuance of ordinary shares not exceeding 519,478,141 shares with a par value of 0.50 baht per share. This is intended for offer to existing shareholders in proportion to their shareholding (Right Offering), not exceeding 346,318,761 shares, and to accommodate the exercise of rights under warrants to be allocated to existing shareholders who have reserved and received the allocation of additional ordinary shares offered to existing shareholders in proportion to their shareholding, not exceeding 173,159,380 shares. This constitutes a capital increase as follows:

Type of capital increase	Type of securities	Number of shares	Par value (THB/share)	Total (THB million)
<input checked="" type="checkbox"/> Specifying the purpose of utilizing the capital	Ordinary shares	Not exceeding 519,478,141	0.50	259,739,070.50
	Preferred shares	-	-	-
<input type="checkbox"/> General Mandate	Ordinary shares	-	-	-
	Preferred shares	-	-	-

2. Allotment of capital increase shares:

2.1 Specifying the purpose of utilizing capital.

Allotted to	Number of shares	Ratio (old : new)	Selling price (THB/share)	Subscription and payment period	Remark
Existing shareholders of the company in proportion to their	Not exceeding 346,318,761	1:1	1.00	June 8-12, 2024	Please consider the footnote below.

shareholding (Right Offering).					
To accommodate the exercise of rights under the second round of warrants to subscribe for ordinary shares of the company ("PROEN-W2 warrants"), to be allocated to existing shareholders of the company in proportion to their shareholding (Rights Offering).	Not exceeding 173,159,380	4:1	0.00	Notification will be provided subsequently.	Please consider the footnote below.
Total	Not exceeding 519,478,141				

Remark: At the Board Meeting No. 3/2024 held on May 9, 2024 was resolved to propose for consideration and approval at the Extraordinary General Meeting of Shareholders No. 1/2024, scheduled for June 12, 2024 the increase of the company's registered capital by 259,739,070.50 baht from the previously registered capital of 173,159,380.50 baht to total registered capital of 432,898,451.00 baht, through the issuance of ordinary shares totaling 519,478,141 shares with a par value of 0.50 baht per share. The details of the allocation of additional ordinary shares of capital are as follows:

1. Allocate additional ordinary shares not exceeding 346,318,761 shares, with a par value of 0.50 baht per share, for offering to the existing shareholders of the company in proportion to their respective shareholdings (Rights Offering), at a subscription price of 1.00 baht per share. If there are fractional shares resulting from the calculation based on the proportion of shares held by each shareholder, they shall be disregarded. The Record Date for shareholders entitled to receive the allocation and offer of additional ordinary shares of capital is set as June 19, 2024. However, the determination of rights to subscribe for shares and receive the allocation of additional capital shares remains uncertain until approval is obtained at the shareholders' meeting.

In the allocation of additional ordinary shares of capital to existing shareholders of the company in this Rights Offering, if there are remaining ordinary shares after the allocation to existing shareholders in proportion to their shareholding is completed in the first round, the company will allocate the remaining ordinary shares to existing shareholders who wish to subscribe for more than their proportionate rights at the same price as the shares allocated under the rights, with details as follows:

- (a) If there are remaining shares after the allocation to existing shareholders of the company in proportion to their shareholding (Rights Offering) in the first round is equal to or greater than the

shares that existing shareholders have subscribed for more than their proportionate rights, the company will allocate the remaining shares to those who have subscribed for more than their rights and have paid for all the subscribed shares above their rights, according to the number of shares each has committed to subscribe for more than their rights.

- (b) If there are remaining shares after the allocation to existing shareholders of the company in proportion to their shareholding (Rights Offering) in the first round is less than the shares that existing shareholders have subscribed for more than their proportionate rights, the company will allocate the remaining shares to those who have subscribed for more than their rights over the rights, according to the following steps:

(1) Allocation will be made according to the proportion of shares held by each oversubscribe by multiplying the proportion of shares held by each oversubscribe by the remaining number of shares. This will determine the number of shares each oversubscribe is entitled to receive in the event of any fractional shares, they shall be disregarded. The number of shares to be allocated shall not exceed the number of shares each shareholder has subscribed for and paid for.

(2) If there are remaining shares after allocation according to (b)(1), the remaining shares shall be allocated to oversubscribes who have not been fully allocated shares according to their proportionate shareholding. This will be determined by multiplying the proportion of shares held by each oversubscribe by the remaining number of shares. This will determine the number of shares each oversubscribe is entitled to receive in the event of any fractional shares, they shall be disregarded. The number of shares to be allocated shall not exceed the number of shares each shareholder has subscribed for and paid for. The allocation shall continue until there are no remaining shares after allocation.

In addition, the allocation of shares to existing shareholders of the company who have oversubscribed must not result in any shareholder (including individuals specified under Section 258 of the Securities and Exchange Act B.E. 2535 (as amended), collectively referred to as the shareholders) holding shares of the company in the following manner:

(a) In a manner that increases their holdings to or beyond the threshold requiring a Tender Offer as specified in the Securities and Exchange Commission's Announcement No. 12/2011 regarding the criteria, conditions, and procedures for holding securities to take control of operations (including any amendments) ("Announcement No. 12/2011"), unless the aforementioned shareholders have been exempted from making a Tender Offer for all securities of the company as specified in Announcement No. 12/2011; or

(b) In a manner that violates the foreign ownership restrictions specified in the company's articles of association.

Furthermore, if there are remaining ordinary shares from the allocation to existing shareholders of the company under the Rights Offering and the allocation to shareholders who have oversubscribed, the resolution

allows for the reduction of the company's registered capital by canceling the remaining portion of the additional ordinary shares offered for sale.

Additionally, approval is granted to propose to the shareholders' meeting to authorize the Board of Directors and/or the Management Committee and/or the Chief Executive Officer and/or any other persons appointed by the Board of Directors and/or the Management Committee and/or the Chief Executive Officer to undertake the following actions.

- (a) Specify the details of the allocation of additional ordinary shares for sale to existing shareholders of the company in proportion to their shareholding.
 - (b) Determine or amend the method of allocating additional ordinary shares, such as allocating in one or multiple tranches, the offer rate, the Record Date for shareholders entitled to receive the allocation, the date and time of booking and payment, the duration of the offer, the offer price, the payment method, and other details regarding the allocation and offer.
 - (c) Sign any application forms, requests for exemptions, letters of representation, or any relevant documents related to the allocation of additional ordinary shares, including communication and submission of documents to officials or representatives of relevant authorities, as well as the registration of the company's additional ordinary shares as registered securities on the Market for Alternative Investment – MAI.
 - (d) Undertake any necessary and related actions concerning the allocation of additional ordinary shares, including offering for sale to existing shareholders of the company in proportion to their shareholding, in compliance with applicable laws and regulations.
2. Allocate additional ordinary shares not exceed 173,159,380 at a par value of 0.50 Baht per share to accommodate the exercise of rights under the PROEN-W2 warrants, which will be allocated to the existing shareholders of the company after the completion of the capital increase according to the Rights Offering specified in item 1. The allocation ratio will be 4 existing ordinary shares per 1 unit of PROEN-W2 warrant, without consideration of monetary value. The Board of Directors will consider and announce the entitlement to receive allocations of PROEN-W2 warrants at the forthcoming meeting.
3. Delegate authority to the Board of Directors of the company, and/or the management committee, and/or the Chief Executive Officer, and/or any other persons appointed by the Board of Directors or the management committee, and/or the Chief Executive Officer, to determine, amend, supplement, and modify the conditions and details related to the allocation of the additional shares. They are empowered to undertake all necessary and appropriate actions related to the allocation of additional shares, including but not limited to providing information and submitting documents to the Securities and Exchange Commission, the Stock Exchange of Thailand, Thailand Securities Depository Co., Ltd., the Ministry of Commerce, or any other relevant agencies, as well as registering the additional ordinary shares as registered securities on Market for Alternative Investment – MAI.

2.1.1 Operations in the Case of Fractional Shares:

- (1) In the event of fractional shares resulting from the allocation of shares to shareholders in proportion to their respective holdings, the fractional shares shall be rounded down and disregarded.
- (2) When calculating the entitlement of each shareholder to receive PROEN-W2 warrants, if there are fractional ordinary shares resulting from the calculation based on the allocation ratio of PROEN-W2 warrants for each shareholder, the remaining fractional shares shall be rounded down and disregarded in their entirety.

2.2 General Mandate

Allocated to	Category of shares	No. of shares	Percentage per paid-up capital	Notes
The existing shareholders of the Company	Ordinary share	-	-	-
	Preferred shares	-	-	-
To certify the conversion/ exercise the right of the Warrants in buying new shares with transferable rights	Ordinary share	-	-	-
	Preferred shares	-	-	-
		-	-	-
Public Offering	Ordinary share	-	-	-
	Preferred shares	-	-	-
Private Placement	Ordinary share	-	-	-
	Preferred shares	-	-	-

3. Schedule for a shareholders' meeting to approve the capital increase / allotment of capital increase shares.

The Extraordinary General Meeting of Shareholders No. 1/2024 is scheduled to be held on June 12, 2024, at 14.00 hrs. through electronic means (E-EGM),

- Specifying the book-closing date to share transfers in order to determine the rights to attend this meeting from until the meeting has been duly convened.
- Specifying the list of shareholders with the rights to attend this meeting (Record date) on May 23, 2024.

4. Requesting permission the approval of the capital increase/ share allotment from a related government agency, and approval conditions (if any)

- 1) The Company must be approved by the Shareholders' meeting for the capital increase and the allocation of newly issued shares (a) to the existing shareholders proportionate to their shareholding structure, and (b) to accommodate the exercise of the right of the PROEN-W2 Warrants.
- 2) The Company must apply for registration of increase of capital, paid-up capital, and amendment of the Memorandum of Association to the Department of Business Development, Ministry of Commerce.
- 3) The Company must apply the SET to approve the listing of newly increased shares on the Market for Alternative Investment (MAI).
- 4) The Company must apply to the SET for approval to receive the PROEN-W2 Warrants, and the ordinary shares derived from the exercise of the PROEN-W2 Warrants to be listed on the Market for Alternative Investment (MAI) following the relevant rules and regulations.

5. Objectives of the capital increase and plans for utilizing the increased capital

The company aims to increase its capital for investment in the construction of a data center and a new office (OTT DC) and to repay convertible preferred shares to strengthen the financial position of the company. This initiative will result in an appropriate capital structure or financial ratio for the company. Furthermore, it will serve as working capital to ensure the company has sufficient funds to support its current and future operations effectively.

Objectives and plans	Amount (million baht)	Period
The Capital increase for existing shareholders of the company in proportion to their shareholding. (Right Offering) <ul style="list-style-type: none"> - In the event that shareholders exercise their rights to subscribe for additional shares in full, it is anticipated that the company will receive 346 million baht 		
1. Investment funds for construction of Data Center buildings and new office (OTT DC)	200 - 250	2024-2025
2. Repay the loan	100	2025
3. Working capital of the company and its subsidiaries	The remainder from objectives1 and 2.	2024-2025
the issuance of PROEN-W2 warrants <ul style="list-style-type: none"> - In the event that shareholders exercise their rights to convert the issuance of PROEN-W2 warrants in full, it is anticipated that the company will receive 173 million baht. 		

Objectives and plans	Amount (million baht)	Period
1. Used to increase flexibility in financial cost management of the company, including being utilized as working capital.	173	2026-2027

6. Benefits that the Company will receive from the capital increase/share allotment:

The issuance and offering of common shares to existing shareholders in proportion to their holdings, along with the issuance of PROEN-W2 warrants in this instance, will provide the company with funds for business expansion and working capital to enhance future operational performance and foster greater business growth potential. Additionally, it will bolster the financial strength and capital structure of the company.

7. Benefits that the shareholders will receive from the capital increase/share allotment:

The company maintains a dividend payment policy to shareholders at a rate of not less than 40 percent of net profits according to the financial statements of operations, after deducting corporate income tax and reserves as required by law, as well as other necessary and appropriate reserves. However, the distribution of such dividends depends on investment plans, business expansion of the company, and other necessary and appropriate factors in the future, without adversely affecting the company's normal business operations. The issuance of common shares through a Rights Offering and the issuance of PROEN-W2 warrants will contribute to strengthening the financial position of the company by (1) enhancing its liquidity and (2) providing capital for the company to expand its business operations, generating income for shareholders in the form of dividends in the future.

Shareholders who subscribe to the new common shares and become registered shareholders of the company will have their rights established. Additionally, shareholders who exercise their rights to purchase common shares according to the PROEN-W2 warrants will be entitled to receive dividends when the company declares dividend payments, similar to existing shareholders.

8. Other details necessary for shareholders' decision-making in the approval of the capital increase/share allotment:

- None -

9. The certification from the board regarding the capital increase.

If the directors of the company fail to fulfill their duties following the law, as well as the objectives and regulations of the company, along with the resolutions passed at the shareholders' meeting with honesty, integrity, and prudence in safeguarding the interests of the company regarding the capital increase through acts or omissions that constitute a breach of such duties and result in damage to the company, the company

has the right to seek compensation from those directors. However, if the company does not pursue such compensation, shareholders holding at least 5% of the total issued shares collectively have the right to notify the company to act. If the company fails to act upon such notification within one month from the date of receipt, those shareholders may file a claim for damages against the respective directors on behalf of the company under Section 85 of the Public Limited Companies Act B.E. 1992 (including subsequent amendments). Furthermore, if any act or omission by the directors constitutes a breach of duties following the law, objectives, and regulations of the company, as well as resolutions passed at the shareholders' meeting with honesty, integrity, and prudence in safeguarding the interests of the company regarding the capital increase, resulting in benefits to the directors, executives, or related parties without authorization, the company may sue the directors to hold them liable and reclaim the benefits for the company. Alternatively, shareholders holding and collectively exercising at least 5% of the total voting rights of the company may notify the company to take such actions. If the company fails to act upon such notification within one month from the date of receipt, those shareholders may exercise their right to demand the return of such benefits from the directors on behalf of the company under Section 89/1 of the Securities and Exchange Act B.E. 2535 (including subsequent amendments).

10. Time schedule in case the Board of Directors passes a resolution with the approval of the capital increase or allotment of new shares:

No.	Procedures	Date
1.	The Board of Directors' meeting No. 3/2024	May 9, 2024
2.	The list of shareholders entitled to attend the Extraordinary General Meeting of Shareholders No. 1/2024 (Record Date)	May 23, 2024
3.	The Extraordinary General Meeting of Shareholders, No. 1/2024.	June 12, 2024
4.	Registering capital increase, amending the Memorandum of Association, and amending the Articles of Association with the Ministry of Commerce.	Within 14 days from the date of the Shareholders' meeting has approved the matters
5.	Designating the list of shareholders entitled to participate in the rights offering (Record Date).	June 19, 2024
6.	The subscription period for the additional ordinary shares.	July 8-12, 2024
7.	The registration of changes in paid-up capital with the Ministry of Commerce.	Within 14 days from the date that the Company receives payment for the newly issued ordinary shares
8.	The common shares offered to existing shareholders in proportion to their shareholding have been registered on the Market for Alternative Investment (MAI)	Within 30 days from the end of offering period of


No.	Procedures	Date
		the newly issued ordinary shares
9.	The deadline for listing the names of shareholders entitled to receive PROEN-W2 rights allocation certificates.	To be later notified by the Company
10.	The issuance date of the PROEN-W2 Warrants	To be later notified by the Company
11.	Register the PROEN-W2 rights allocation certificates on the Market for Alternative Investment (MAI)	To be later notified by the Company

The company hereby certifies that the information contained in this report is accurate and complete in all respects.

Signed 

Mr. Kittipan Sri-Bua-lam

The authorized board director

Signed 

Mr. Chaiyooth Srijabok

The authorized board director

Remark: Please note that the authorized board directors shall sign their names along with affixing the company seal.

**Information Memorandum on the Issuance, Offering, and Allocation of Newly Issued
Ordinary Shares of PROEN Corp Public Company Limited.**

During the Board of Directors' meeting of PROEN Corp Public Company Limited (the "Company") No. 3/2024 held on May 9, 2024, a resolution was passed to propose to the Extraordinary General Meeting of Shareholders No. 1/2024, scheduled for June 12, 2024, to approve the increase in the registered capital of the Company. The proposed increase is from the current registered capital of 173,159,380.50 THB to a registered capital of 432,898,451.00 THB, through the issuance of additional ordinary shares not exceeding 519,478,141 shares, to accommodate (1) the allocation of newly ordinary shares to existing shareholders proportionate to their respective shareholding (Rights Offering) and (2) the exercise of the warrants to purchase ordinary shares of the Company No. 2 (the "PROEN-W2 Warrants").

1. Details of the newly issued shares.

- 1.1 The increase in the registered capital of the Company amount 259,739,070.50 THB from the original registered capital of 173,159,380.50 THB, resulting in a total new registered capital of 432,898,451.00 THB. by issue additional ordinary shares not exceeding 519,478,141 shares, with a par value of 0.50 THB per share. Additionally, there will be supplementary amending to the Company's Memorandum of Association Clause 4 to be in line with the Company's registered capital increase.
- 1.2 The allocation of newly issued ordinary shares of the Company not exceed 346,318,761 shares, with a par value of 0.50 THB per share, to be offered to existing shareholders in proportion to their shareholdings (Rights Offering) at a ratio of 1 new ordinary share for 1 existing ordinary share. The total shares allocated for this purpose shall be 346,318,761 shares, offered at 1.00 THB per share, with a total value not exceeding 346,318,761 THB. The Company has set the dates for share subscription reservation from July 8-12, 2024 (5 business days), with the Record Date for shareholders entitled to subscribe for the newly issued ordinary shares based on their shareholding proportion (Record Date) set on June 19, 2024. In the event that there are remaining ordinary shares after the initial allocation to existing shareholders in the first round, the Company shall allocate the remaining shares to shareholders who wish to subscribe for newly issued ordinary shares in excess of their proportional shareholding, at the same price per share. The Company shall continue to allocate the remaining shares until there are no more unallocated ordinary shares or until there is no longer any interest from shareholders to subscribe for newly issued ordinary shares. If there are remaining shares from the exercise of subscription rights for additional capital by existing shareholders in this round, the Company shall approval for a reduction of the Company's registered capital at the next shareholders' meeting.

It is noted that the offering and sale of newly issued ordinary shares to existing shareholders remain subject to uncertainty until approve by the Company's shareholders' meeting.

1.3 Allocation of newly issued ordinary shares not exceeding 173,159,380 shares, with a par value of 0.50 THB per share, is designated to accommodate the exercise of rights under the PROEN-W2 Warrant Certificate. These shares are to be allocated to existing shareholders of the Company in proportion to their shareholding, at a ratio of 4 existing ordinary shares per 1 unit of PROEN-W2 Warrant Certificate, without consideration of monetary value. It is noted that the PROEN-W2 Warrant Certificate has a validity period of 2 years from the issuance date, and the exercise ratio of the PROEN-W2 Warrant Certificate is 1 unit of PROEN-W2 Warrant Certificate grants the right to purchase 1 ordinary share of the Company for 1.00 THB per share (unless otherwise adjusted according to the conditions specified in the terms and conditions regarding the rights and obligations of the issuer of the PROEN-W2 Warrant Certificate). In the event of fractional shares resulting from the calculation of the issuance and allocation of the PROEN-W2 Warrant Certificate to existing shareholders, the fractions shall be disregarded and rounded down for the benefit of the existing shareholders.

2. Objective of the capital increase and fund utilization plan.

The company aims to increase its capital for investment in the construction of a data center and a new office (OTT DC) and to repay convertible preferred shares to strengthen the financial position of the company. This initiative will result in an appropriate capital structure or financial ratio for the company. Furthermore, it will serve as working capital to ensure the company has sufficient funds to support its current and future operations effectively.

Objectives and plans	Amount (million baht)	Period
The Capital increase for existing shareholders of the company in proportion to their shareholding. (Right Offering)		
- In the event that shareholders exercise their rights to subscribe for additional shares in full, it is anticipated that the company will receive 346 million baht		
1. Investment funds for construction of Data Center buildings and new office (OTT DC)	200 - 250	2024-2025
2. Repay the loan	100	2025
3. Working capital of the company and its subsidiaries	The remainder from objectives1 and 2.	2024-2025
the issuance of PROEN-W2 warrants		
- In the event that shareholders exercise their rights to convert the issuance of PROEN-W2 warrants in full, it is anticipated that the company will receive 173 million baht.		
1. Used to increase flexibility in financial cost management of the company, including being utilized as working capital.	173	2026-2027

3. The impact on the existing shareholders from the issuance and offering of newly issued ordinary shares to the existing shareholders (Right Offering).

3.1 Effect on the shareholding proportion of shareholders (Control Dilution)

If the shareholders who are entitled to subscribe to the newly issued ordinary shares of the Company which are offered to the existing shareholders according to their shareholding proportion (RO) have exercised their rights to subscribe to the newly issued ordinary shares in full, there shall be no effects on the voting rights of Company's shareholders (Control Dilution). Nevertheless, in case the shareholders who are entitled to be allocated with the newly issued ordinary shares of the Company which are offered to the existing shareholders according to their shareholding proportion (RO) do not exercise rights to subscribe for newly issued ordinary shares and other shareholders oversubscribe the newly issued shares until there are no shares left from the allocation, there shall be an effect on the voting rights of the Company's shareholders (Control Dilution) at maximum, as detailed per below.

$$= \frac{\text{No. of shares reserved for RO}}{(\text{No. of paid-up shares} + \text{No. of shares reserved for RO.})}$$

$$= \frac{346,318,761 \text{ shares}}{346,318,761 \text{ shares} + 346,318,761 \text{ shares}}$$

$$= 50.00\%$$

3.2 Effect on the price of the share (Price Dilution)

If shareholders who have the right to subscribe for additional ordinary shares are offered for sale to the existing shareholders of the company according to the shareholding proportion (Rights Offering), exercise the right to purchase the entire amount of the said newly issued ordinary shares. It will have the highest impact on the market price of the stock, as follows:

=	(Market price prior to Rights Offering (RO))	-	Market price after Rights Offering (RO))

	Market price prior to Rights Offering (RO)		
=	(1.8951	-	1.4475)

	1.8951		
=	23.62 %		

$$\begin{aligned}
 & \text{Considering the market price post-rights offering (RO)} \\
 & = \frac{[(\text{Market price} \times \text{the number of shares paid}) + (\text{The Rights Offering (RO) subscription price} \times \text{the number of shares eligible for RO.})]}{(\text{The original number of shares paid} + \text{the number of shares eligible for RO})} \\
 & = \frac{[(1.8951 \times 346,318,761) + (1 \times 346,318,761)]}{(346,318,761 + 346,318,761)} \\
 & = 1.4475 \text{ THB}
 \end{aligned}$$

Remark: The market price is equal to the weighted average market price of the company for the preceding 15 consecutive trading days before the Company Board of Directors Meeting No.3/2024 held on May 9, 2024 (between April 11, 2024 - May 8, 2024). (This data is obtained from SETSMART, the Stock Exchange of Thailand's platform.) The value is 1.8951 THB.

3.3 Effects on earning per shares (Earnings per Share Dilution)

If shareholders who have the right to subscribe for additional ordinary shares are offered for sale to the existing shareholders of the company according to the shareholding proportion (Rights Offering), exercise the right to purchase the entire amount of the said newly issued ordinary shares. It will have the highest impact on earnings per share.

$$\begin{aligned}
 & = \frac{(\text{Earnings per share before Rights Offering (RO)} - \text{Earnings per share after Rights Offering (RO)})}{\text{Earnings per share prior to Rights Offering (RO)}} \\
 & = \frac{(0.0400 - 0.0200)}{0.0400} \\
 & = 50.00\%
 \end{aligned}$$

Whereby

Earnings per share before Rights Offering (RO)

$$\begin{aligned}
 &= \frac{\text{Net profit}}{\text{The original number of shares paid.}} \\
 &= \frac{13,857,764}{346,318,761} \\
 &= 0.0400 \text{ THB/Share}
 \end{aligned}$$

Earnings per share after Rights Offering (RO)

$$\begin{aligned}
 &= \frac{\text{Net Profit}}{\begin{matrix} \text{(The original number} & + & \text{The number of} \\ \text{of shares already} & & \text{shares eligible for} \\ \text{paid.} & & \text{Rights Offering (RO))} \end{matrix}} \\
 &= \frac{13,857,764}{\begin{matrix} (346,318,761 & + & 346,318,761) \end{matrix}} \\
 &= 0.0200 \text{ THB/Share}
 \end{aligned}$$

4. The effect on shareholders from the sale of newly issued shares for PROEN-W2 Warrant

4.1 Effect on the Proportion of Shareholding (Control Dilution)

If the shareholders who receive the PROEN-W2 Warrants have exercised the right to convert to ordinary shares in full amount, it will not affect the voting rights of the Company's shareholders (Control Dilution). If the shareholders who receive the PROEN-W2 Warrants do not exercise the right to convert and other shareholders exercise the right to convert in full amount, it will affect the voting rights of the shareholders of the Company (Control Dilution) as follows: (The calculation of the impact below is based on the assumption that the offering of newly issued ordinary shares to the existing shareholders of the Company proportionate to their respective shareholding (Rights Offering), which will occur before the allocation of the PROEN-W2 Warrants, the purchaser of the shares exercises their rights to purchase the newly issued ordinary shares in full)

$$\begin{aligned}
 &= \frac{\text{No. of shares reserved for PROEN-W2}}{\begin{matrix} \text{No. of paid-up shares + No. of shares reserved for RO.} \\ \text{+ No. of shares to support PROEN-W2} \end{matrix}}
 \end{aligned}$$

$$= \frac{173,159,380 \text{ shares}}{346,318,761 \text{ shares} + 346,318,761 \text{ shares} + 346,318,761 \text{ shares}}$$

$$= 20.00\%$$

4.2 Effect on the price of the share (Price Dilution)

If shareholders who receive PROEN-W2 warrants exercise their rights to convert to common shares in the amount they have received, there will be the maximum impact on the market price of the shares as follows (The calculation of the impact below is based on the assumption that the offering of additional common shares will be offered to the existing shareholders of the company in proportion to their shareholding (Rights Offering) and will occur before the allocation of PROEN-W2 warrants and there will be shareholders exercising their rights to purchase shares to purchase the said newly issued ordinary shares in full amount).

	(Market price before the Rights Offering (RO) and PROEN-W2 offering)	-	Market price after the Rights Offering (RO) and PROEN-W2 offering)
=	(1.8951)	-	1.3580)
	The market price prior to the Rights Offering (RO) and PROEN-W2 offering		
=	1.8951		
=	28.34 %		

Whereas the market price after the Rights Offering (RO) and PROEN-W2 offering

	+ (The Rights Offering (RO) subscription price x the number of shares eligible for RO.)	+	(The PROEN-W2 subscription price x the number of shares eligible for PROEN-W2.)]
=	[(The market price x the number of shares already paid.)	+ (The Rights Offering (RO) subscription price x the number of shares eligible for RO.)	+ (The PROEN-W2 subscription price x the number of shares eligible for PROEN-W2.)]
	(The original number of shares already paid	+ The number of shares eligible for the Rights Offering (RO).	+ The number of shares eligible for PROEN-W2.)

$$\begin{aligned}
 &= \frac{[(1.8951 \times 346,318,761) + (1 \times 346,318,761) + (1 \times 346,318,761)]}{(346,318,761 + 346,318,761 + 173,159,380)} \\
 &= 1.3580 \text{ THB.}
 \end{aligned}$$

Remark: The market price is equal to the weighted average market price of the company for the preceding 15 consecutive trading days before the Company Board of Directors Meeting No. 3/2024 held on May 9, 2024 (i.e., between April 11, 2024, and May 8, 2024). (This data is obtained from SETSMART, the Stock Exchange of Thailand's platform.) The value is 1.8951 THB.

4.3 Impact on earning per share. (Earnings per share Dilution)

If shareholders who receive PROEN-W2 warrants exercise their rights to convert to common shares in the amount they have received, the maximum impact on earnings per share will be as follows (The calculation of the impact below is based on the assumption that the offering of additional common shares will be offered to the existing shareholders of the company in proportion to their shareholding (Rights Offering) and will occur before the allocation of PROEN-W2 warrants and there will be shareholders exercising their rights to purchase shares to purchase the said newly issued ordinary shares in full amount).

	-	
(Earnings per share before the Rights Offering (RO) and PROEN-W2 offering)		Earnings per share after the Rights Offering (RO) and PROEN-W2 offering)
	Earnings per share prior to the Rights Offering (RO) and PROEN-W2 offering	
=	(0.0400	- 0.0160)
	0.0400	
=	60.00%	

Whereas,

Earnings per share before the Rights Offering (RO) and PROEN-W2 offering.

$$= \frac{\text{Net Profit}}{\text{The original number of shares already paid.}}$$

$$= \frac{13,857,764}{346,318,761}$$

$$= 0.0400 \text{ THB/Share}$$

Earnings per share after the Rights Offering (RO) and PROEN-W2 offering.

$$= \frac{\text{Net Profit}}{\begin{matrix} \text{(The original number} & + & \text{The number of shares} & + & \text{The number of} \\ \text{of shares already} & & \text{eligible for the Rights} & & \text{shares eligible for} \\ \text{paid.} & & \text{Offering (RO).} & & \text{PROEN-W2.)} \end{matrix}}$$

$$= \frac{13,857,764}{(346,318,761 + 346,318,761 + 173,159,380)}$$

$$= 0.0160 \text{ THB/Share}$$

5. The opinion of the Board of Directors

5.1 Reasons and necessity of the capital increase.

To bolster the company's financial capacity to support investment plans for the construction of a data center and a new office (OTT DC), repay debts, and strengthen the company's financial position, the Board of Directors has decided to issue additional common shares for sale to existing shareholders through a Rights Offering. This initiative aims to align the company's capital structure with its financial needs, enhance liquidity for operational resilience, and ensure sufficient capital to support current and future business operations. The issuance will also accommodate the exercise of rights under the PROEN-W2 warrants, facilitating prompt capital mobilization to meet the objectives. This strategic move is expected to enhance the company's flexibility and improve operational performance in line with its growth strategy.

5.2 The possibility of fund utilizing plan.

The company anticipates executing the issuance and offering of shares to existing shareholders, with the proceeds expected to be completed by July 2024. Additionally, the company plans to issue PROEN-W2 warrants within the year 2024, with 2 years expiration period from the issuance date. The funds raised from the issuance of common shares through the Rights Offering and the exercise of PROEN-W2 warrants will be allocated according to the proportion of shareholding. These funds will support the investment plan for the construction of Phase 1 of the data center and new office (OTT DC), which is projected to be completed by early 2025. This allocation also encompasses the repayment of a 100 million baht loan, scheduled for the early part of 2025.

5.3 The reasonableness of the capital increase, plan to use the proceeds from the share offering and the project that will be implemented including the adequacy of the funding source.

After studying the rationale and benefits of this capital increase as mentioned above, the company's board of directors has determined that this capital increase is justified and will yield maximum benefits for the company. It is deemed necessary for the company to raise additional capital to support the investment plan for the construction of the data center and new office (OTT DC), as well as to repay the loan shares to strengthen the company's financial position. This will result in the company having an appropriate capital structure or financial ratio and will also provide working capital for the company's operations, both current and future. After considering various fundraising options, the board of directors believes that offering additional shares to existing shareholders in proportion is the most suitable method of fundraising given the current situation of the company. This offering of additional shares will enable the company to raise a maximum amount of approximately 519.48 million baht (assuming that all shareholders and holders of PROEN-W2 warrants exercise their rights in full).

5.4 The expected impact on the Company's business operations as well as the financial status and results of operations of the Company

The capital increase will contribute to an improved performance and strengthen financial position of the Company, which shall in turn increase liquidity, business growth and profitability of the Company without affecting the financial liquidity of the Company. The capital increase also supports the Company to be able to continue operating the business and provide a stable financial status and capital base which will benefit the Company and all shareholders.

6. Board certification Capital increase

In the case that the directors of the Company not performing duties following the law, the objectives, and the regulations of the Company as well as the resolution of the shareholders' meeting with honesty and carefulness to protect the interests of the Company. In matters relating to the capital increase by acting or omitting any actions that do not perform the duties and cause damage to the Company. The Company can claim compensation from that director, but if the Company does not claim compensation shareholders holding a total of not less than 5 percent of the total issued shares will notify the Company to be claimable. The Company does not proceed as the shareholders have informed; the shareholders can sue for damages from the director on behalf of the Company by Section 85 of the Public Company Limited Act 1992 (including amendments). In addition, the actions or omissions of the directors who do not perform their duties shall be under the laws, objectives, and regulations of the company. As well as the resolution of the shareholders' meeting with honesty and carefulness to protect the interests of the company in matters relating to capital increase, causes the directors, executives, or related persons to benefit improperly. The Company may sue the directors to be responsible for returning the benefits to the Company. The shareholders holding shares with voting rights of not less than 5% of the total voting rights of the Company will notify the company can do so. If the Company does not proceed as according to shareholders within 1 month from the date of notification such shareholders can exercise the right to claim benefits from that director on behalf of the company per Section 89/18 of the Securities and Exchange Act B.E. 2535 (including any amendments)

The Company certifies that the information in this report is accurate and complete in all respects.

Yours sincerely

Signed 

Mr. Kittipan Sri-Bua-lam

The authorized board director

Signed 

Mr. Chaiyooth Srijabok

The authorized board director

Summary of Key Features of Warrants to Purchase Newly Issued Ordinary Shares of
 PROEN Corp Public Company Limited No. 2

Issuer	PROEN Corp Public Company Limited (the “Company”)
Name	Warrants to Purchase Newly Issued Ordinary Shares of PROEN Corp Public Company Limited No. 2 (“PROEN-W2 Warrants”)
Type	In named certificate and transferable
Number of Warrants Issued	Not exceeding 173,159,380 Units
Number of Shares Reserved to Accommodate Exercise of Right	Not exceeding 173,159,380 shares (Par value at THB 0.50) which represents 50 percent of the total issued shares of the Company which does not exceed 50 percent of the total number of shares sold of the Company in accordance with the rules prescribed by the Notification of the Capital Market Supervisory Board.
Offering Methods / Allocation rate	The Company will allocate the PROEN-W2 Warrants to the shareholders of the Company to the existing shareholders proportionate to their respective shareholding at the allocation ratio of 4 ordinary shares to 1 unit of the PROEN-W2 Warrants. In this regard, in case there are fractions of the PROEN-W2 Warrants remaining from the calculation at the allocation ratio, such fraction shall be discarded.
Offering Price Per Unit	THB 0.00 per unit
Exercise ratio	1 unit of the PROEN-W2 Warrants for 1 ordinary share unless the exercise ratio is otherwise adjusted pursuant to the conditions concerning the right adjustment. In the case that there are fractions of shares or warrants from the calculation (if any), such rounding shall be discarded.
Exercise price	THB 1.00 per share unless there is an adjustment of the exercise price according to the conditions for the adjustment of rights
Issue Date of Warrant	The Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the person assigned by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer will determine the date of issue of the PROEN-W2 Warrants.
Term of Warrants	2 years from the issuance date of the PROEN-W2 Warrants
Exercise period	The PROEN-W2 Warrants’ holders shall be entitled to exercise their rights to purchase the Company’s newly issued ordinary shares under the PROEN-W2 Warrants 1 time on the day of PROEN-W2 Warrants expire 2 years (last exercise date) from the date the PROEN-W2 Warrants are issued and allocated.

	In the event that the exercise date coincides with the holiday of the Stock Exchange of Thailand (the “SET”), such exercise date shall be rescheduled to the preceding business day.
Period for Serving Notice of Intention of Exercise of Right	The holders of the PROEN-W2 Warrants who wish to exercise their rights to purchase the Company’s newly issued ordinary shares under the PROEN-W2 Warrants shall notify their intension to exercise the right during 9.00 to 15.00 hours, in advance not less than 15 business days prior to the last exercise date. In the event that the exercise date falls on a holiday of the Company, the exercise date shall be postponed to the last business day preceding such exercise date.
Inability to cancel the notification of intention to exercise rights	When the PROEN-W2 Warrants holders have notified their intention to exercise the right to purchase ordinary shares under the PROEN-W2 Warrants, it will not be able to cancel the notification of intention to exercise the said right.
Secondary Market of Warrants	The Company will file the application for listing the PROEN-W2 Warrants on the Market for Alternative Investment (MAI) as the listed securities.
Secondary Market for Ordinary Shares Issued from Exercise of Warrants	The Company will list the ordinary shares arising from the exercise of the PROEN-W2 Warrants to be listed on the Market for Alternative Investment (MAI).
Events Requiring to Issue New Shares to Accommodate Right Adjustment	<p>The Company will adjust the exercise price and the exercise ratio pursuant to the conditions concerning the right adjustment upon the occurrence of any of the events stipulated in the terms and conditions of PROEN-W2 Warrants which fall under the events prescribed in Clause 11(4)(b) of the Notification of the Capital Market Supervisory Board No. Tor Jor. 34/2008 Request for permission and permission to offer warrants to buy new shares and newly issued shares to support warrants or other similar events such as:</p> <ul style="list-style-type: none"> (a) There is a change in the par value of the Company’s shares as a result of stock consolidation or stock split; (b) The Company offers new shares at a low price; (c) The Company offers to sell convertible debentures at a low price or offers warrants at a low price; (d) The Company pays dividends, in whole or in part, by newly issued shares to shareholders; (e) The Company pays dividends in cash which exceeds the rates specified in the rights terms; (f) There is any other case in the same manner as (a) to (e), which causes inferior benefits to be received by the warrant holders upon the exercise of the warrants.

Registrar of Warrants	Thailand Securities Depository Co., Ltd. or any person duly appointed to act as the registrar of the PROEN-W2 Warrants.
Other conditions	<p>To appoint the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer and/or the person authorized by the Board of Directors and/or the Executive Committee and/or the Chief Executive Officer to have power to take all necessary actions in connection with the issuance and allocation of the PROEN-W2 Warrants in compliance with the law, including but not limited to the power to the following actions:</p> <ol style="list-style-type: none"> (1) set out and amend any rules, terms, conditions and other details relating to the issuance and allocation of the PROEN-W2 Warrants, including the date to determine the list of shareholders entitled to be allocated with the PROEN-W2 Warrants; (2) negotiate, agree, enter into, amend, add, sign agreements, applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents necessary for and in connection with the issuance and allocation of the PROEN-W2 Warrants, as well as contact, filing, amendment, addition and signing of the applications for permission, waiver, evidence, disclosure, report on the offering for sale, and various documents with the Securities and Exchange Commission Office (the “SEC Office”), the SET, governmental agencies or relevant authorities in relation to the issuance and allocation of the PROEN-W2 Warrants and the listing of the PROEN-W2 Warrants and the newly issued ordinary shares from the exercise of the Warrants as listed on the Market for Alternative Investment; and (3) take any other arrangements as necessary and appropriate in connection with the issuance and allocation of the PROEN-W2 Warrants in order to ensure the successful completion of the foregoing arrangements and the issuance and allocation of the PROEN-W2 Warrants on this occasion.

Definition of independent directors of PRON Corp Public Company Limited

The Company has defined the definition of independent directors as directors who are not executive directors. (Non-Executive Director) and is not involved in regular management and is not a major shareholder in the Company. The Company has specified qualifications equal to the minimum requirements of the SEC Office and the Stock Exchange of Thailand. The person nominated to be an independent director of the Company has all the qualifications according to the specified definition as follows:

1. Hold shares not exceeding one percent of the total number of shares with voting rights of the company, parent company, subsidiary company, associated company, major shareholder or the controlling person of the Company. However, the shareholding of related persons of that independent director must also be counted.

2. Must not be or have ever been a director who participates in management, an employee, a staff member, a consultant who receives a regular salary, or a controlling person of the company, parent company, subsidiary company, associated company, same-level subsidiary company. Major shareholders or of the controlling person of the company unless the aforementioned characteristics have been freed for not less than two years before being appointed. However, such prohibited characteristics do not include cases where the independent director was previously a government official or an advisor to a government agency that is a major shareholder or those with control over the Company.

3. Not a person related by blood or by legal registration as father, mother, spouse, sibling, and child, including the child's spouse of other directors, executives, major shareholders controlling person or persons who will be nominated to be directors executives or controlling persons of the Company or subsidiary.

4. Do not have or have ever had a business relationship with the Company, parent company, subsidiary company, associated company, major shareholder or controlling person of the Company in a manner that may impede the exercise of one's independent judgment Including not being or having never been a significant shareholder or controlling person of a person having business relationship with the Company, parent company, subsidiary company, associated company, major shareholder or controlling person of the Company unless the person has been free from the aforementioned characteristics for not less than two years before being appointed, the business relationship under paragraph one Including commercial transactions that are normally done for business. Renting or leasing real estate Transactions regarding assets or services or giving or receiving financial assistance by receiving or lending a loan, collateral, or giving assets as collateral for debts including other similar circumstances as a result, the Company or the contracting party has a debt obligation to pay to the other party from three percent of the net tangible assets of the Company or twenty million baht or more whichever amount is lower, the calculation of such debt burden shall be in accordance with the method for calculating the value of connected transactions according to the announcement of the Capital Market Supervisory Board regarding the criteria for conducting connected transactions, mutatis mutandis but in considering the burden such debt Include debt obligations incurred during the one year before the date of having a business relationship with the same person.

5. Not being or having been an auditor of the Company, parent company, subsidiary company, associated company, major shareholder or a controlling person of the Company and is not a significant shareholder controlling person or partner of the auditing firm which has the auditor of the Company, parent company, subsidiary company, associated company, major shareholder or the controlling person of the Company affiliated with unless the person has been free from the aforementioned characteristics for not less than two years before being appointed.

6. Not being or having ever been a professional service provider. This includes providing services as a legal advisor or financial advisor which receives service fees of more than two million baht per year from the Company, parent company, subsidiary company, associated company, major shareholder or a controlling person of the Company and is not a significant shareholder controlling person or a partner of that professional service provider as well unless the person has been free from the aforementioned characteristics for not less than two years before being appointed.

7. Not being a director appointed to represent the directors of the major shareholder company or shareholders who are related to the major shareholders.

8. Do not operate a business that has the same nature and is in significant competition with the business of the Company or its subsidiaries or not being a significant partner in the partnership or being a director who participates in management, an employee, a staff member, or an advisor who receives a regular salary or holding shares exceeding one percent of the total number of shares with voting rights of other companies that operate businesses that have the same nature and are in significant competition with the businesses of the Company or its subsidiaries.

9. Not having any other characteristics that prevent him from giving independent opinions regarding the Company's operations.

Details of the independent directors that the Company proposes to act as proxies.

Name Dr. Panya Boonyapiwat
60 years old

Position Independent Director / Chairman of the Audit Committee

Nationality Thai

Address 46/11 Nuanchan Road, Nuanchan Subdistrict,
Bueng Kum District, Bangkok 10240



Educational qualification:

- Ph.D., 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

Director Training Course (IOD)

- Director Certification Program (DCP) Class 94/2007, Thai Institute of Directors Association (IOD)
- Role of the Chairman Program (RCP) Class 39/2016, Thai Institute of Directors Association (IOD)

Work history

2024 - present Independent Director / Chairman of the Audit Committee
Proen Corp Public Company Limited

Holding director/executive positions in other companies listed on the stock exchange

25 April 2024 – present Independent Director / Trinity Watthana Public Company Limited

17 Jan. 2024 – present Independent Director / Chairman of the Audit Committee / Proen Corp Company Limited.

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

2010 – present Independent Director / Bangkok Land Public Company Limited

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

Holding positions in other companies/businesses that are not listed companies on the stock exchange

2023 – present Independent Director / Chairman of the Board of Directors / Chairman of the Risk Management Committee / Member of the Audit Committee and the Nomination and Remuneration Committee / Frontline Engineering Company Limited

2022 – present Independent Director / Chairman of the Board of Directors / Chairman of

the Risk Management Committee / Audit Committee and the Nomination and Remuneration Committee / Tekatatn Company Limited

2021 – present Director / Theprittha Company Limited

2021 – present Director / Thanyatharachai Company Limited

2021 – 2023 Director / Ekold Company Limited

Holding positions in other companies that may cause a conflict of interest to the company -None-

Number of years serving as a director 4 months (serving as a director since 16 January 2024)
Hold office for the next term from the director who vacates office.

Company securities holdings -None- (as of March 12, 2024)
Securities holding by spouse/underage children: None

Both direct and indirect interests

In any business in which the company or its subsidiaries is a contractual party -None-

History of meeting attendance in the past year - Board of Directors 3 times
(He held the position of director on January 16, 2024) - Audit Committee 2 times

Family relationship with executives -None-
or major shareholders

Directors who participate in management employees, -None-
employees, or consultants who receive regular salary

Special interests in every agenda proposed in this meeting -None-

Company regulations regarding shareholder meetings.

1. Calling a meeting

Section 4, Article 34

The shareholders' meeting of the Company shall be held in the area where the company's head office is located or nearby provinces, or at any other place as the committee determines, or at any other place as the committee determines or the committee may specify that the meeting be held via electronic media.

Section 4, Article 36

In notifying the meeting of shareholders, whether the meeting is in person or via electronic media, the board of directors shall prepare a meeting invitation letter specifying the place, date, time, and agenda and matters to be presented to the meeting with appropriate details by specifying clearly that it is a matter proposed for information, for approval, or for consideration. along with the opinions of the committee on the matter and sent to shareholders and the Public Company Registrar not less than seven (7) days before the meeting date. and advertise the meeting notice in newspapers or may use electronic media advertising instead by proceeding according to the rules and procedures as specified by law, the Company can send the meeting invitation letter by electronic mail instead. It must be delivered and advertised within the time period specified by law and keep a copy of the meeting invitation and accompanying documents as evidence, which may be stored in electronic form.

2. Proxy

Section 4, Clause 38

in the shareholder meeting shareholders will authorize others to attend the meeting as proxies. and can vote on their behalf the authorization must be made in writing and signed by the grantor. and follow the form specified by the Public Company Registrar by giving it to the Chairman of the Board or a person designated by the Chairman of the Board at the meeting place before the proxy attends the meeting or the proxy may be made by electronic means instead It must use a method that is safe and reliable to ensure that the proxy is executed by the shareholder and according to the criteria set by the registrar and at least have the following items:

- (1) Number of shares held by the proxy.
- (2) Name of the proxy.
- (3) The time of the meeting at which the proxy is given to attend the meeting and vote.

3. Meeting proceedings

Section 4, Article 39

The shareholder meeting shall be in accordance with the order of the agenda specified in the meeting notice unless the meeting resolves to change the order of the agenda with a vote of not less than two-thirds (2/3) of the number of shareholders present at the meeting.

When the meeting has completely considered the matter according to the agenda specified in the meeting notice shareholders whose shares total not less than one-third (1/3) of the total number of shares sold may request the meeting to consider matters other than those specified in the meeting invitation letter.

In the event that the meeting considers matters according to the agenda specified in the meeting notice or additional matters proposed by shareholders were not completed and need to postpone consideration let the meeting determine the place, day and time of the next meeting and the board of directors shall send a meeting notice specifying the place, date, time, and agenda to shareholders at least seven (7) days before the meeting. In this regard, the meeting notice must be advertised in a newspaper or may use electronic media advertising instead by following the rules and procedures as specified by law.

Section 4, Article 40

The Chairman of the Board of Directors is the chairman of the shareholder meeting in the event that the Chairman of the Board is not present at the meeting or unable to perform duties if there is a vice chairman The Vice Chairman shall be the Chairman. If there is no vice chairman or are just unable to perform their duties the shareholders attending the meeting shall elect one shareholder to be the chairman of the meeting.

4. Quorum

Section 4, Section 37

In shareholder meetings, whether in person or via electronic media, there must be a number of shareholders and shareholders' proxies (if any) attending the meeting of not less than twenty-five (25) people or not less than half of the total number of shareholders. and there must be shares totaling not less than one-third (1/3) of the total number of shares sold therefore there will be a quorum.

In the case of a meeting via electronic media operations must be in accordance with the rules and procedures specified by law.

In the case where it appears that any shareholder meeting when one (1) hour has passed from the appointed time, the number of shareholders attending the meeting is not complete to form a quorum as specified. If the shareholder meeting was called because the shareholders requested it the meeting was suspended. If the shareholder meeting was not called because the shareholders requested it, schedule a new meeting and the meeting invitation letter must be sent to shareholders at least seven (7) days before the meeting date. In the next meeting, a quorum is not required.

5. Voting

Section 4, Section 41

In the shareholder meeting every shareholder has one vote per share. In the case that shareholders have a special interest in any matter shareholders will not have the right to vote on that matter in addition to voting to elect directors.

Section 4, Section 42

Unless otherwise specified in these regulations, or other cases as may be prescribed by law voting on any resolution or approving any business at the shareholder meeting must be approved by a majority vote of the shareholders who attend the meeting and cast their votes. In the case of equal votes the chairman of the meeting shall cast an additional vote as the deciding vote.

The resolution of the shareholder meeting in the following cases must receive a vote of not less than three-quarters (3/4) of the total number of votes of shareholders present at the meeting, and have the right to vote.

- (1) Selling or transferring all or important parts of the Company's business to another person.
- (2) Purchasing or accepting transfer of business of another public company or private company to the Company.
- (3) Making, amending or terminating a contract regarding the leasing of all or important parts of the company's business assigning another person to manage the Company's business or combining business with another person with the objective of sharing profits and losses.
- (4) Amendments to the memorandum of association or company regulations.
- (5) Capital increase and capital reduction.
- (6) Issuance of bonds.
- (7) Company amalgamation or dissolution of company.

Guidelines for attending meetings via electronic media (E-Meeting) method of granting a proxy.

Shareholders or proxies who wish to attend the meeting must submit identification documents as specified to the Company no later than 7 June 2024 or through the website no later than 7 June 2024, when the Company has verified the information according to the list of shareholders according to the information in the closed register of shareholders who have the right to attend the meeting it's completely correct. The service provider for organizing meetings via electronic media (E-Meeting) will send a link for joining the meeting and a user manual to the email that you have sent to the Company. The link will be sent 1-2 days before the meeting date.

Notification of intent to attend the meeting via electronic media.

Shareholders who wish to attend the meeting via electronic media you must notify your intention to attend the meeting in 3 ways as follows:

1. Report your intention to attend the meeting by sending a meeting attendance receipt via email.
2. Report your intention to attend the meeting by sending a meeting attendance receipt by mail.
3. Report your intention to attend the meeting via the website.

<https://proen.thekoble.com/agm/emeeting/index/1>



By selecting the Extraordinary General Meeting of Shareholders No. 1/2024 of PROEN Corp Public Company Limited and register and attach files according to the steps in the system.

In the case of notifying your intention to attend the meeting via electronic media by sending information via email or post.

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

2.1. Individual

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

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

2.1.2. In the case that a shareholder appoints a proxy to another person to attend the meeting on his or her behalf through electronic media.

2.1.2.1. Proxy form as attached with the meeting invitation letter fill in the message correctly and completely ready to sign the name of the proxy grantor and proxy and complete with stamp duty.

2.1.2.2. Copy of the proxy grantor's identification document government issued documents that have not expired, such as national identification cards or government official

identification card Driver's license or passport In case of name-surname change, please attach the said document as well signed and certified as a true copy of the proxy.

- 2.1.2.3. Copy of the proxy holder's identification document government issued documents that have not expired, such as national identification cards or government official identification card Driver's license or passport In the case of name-surname change.

2.2. Legal entity

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

- 2.2.1.1. Copy of shareholder's juristic person registration certificate issued no more than 1 year before the date of the general meeting of shareholders. which is certified as a true copy by the juristic person's representative (director) who has the authority to sign on behalf of the juristic person.

- 2.2.1.2. A copy of the identification document of the juristic person's representative (director) issued by the government that has not expired, such as a national identification card or government official identification card Driver's license or passport In case of name-surname change, please attach the said documents sign and certify that it is a true copy.

2.2.2. In the case where a proxy is given to the proxy attend the meeting instead through electronic media

- 2.2.2.1. Proxy form as attached with the meeting invitation letter fill in the message correctly and completely and signed by the grantor and the proxy and full duty has been paid.

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

- 2.2.2.3. A copy of a document showing the identity of the juristic person's representative (director) issued by the government that has not expired, such as a national ID card or government official identification card Driver's license or passport In case of name-surname change, please attach the said documents sign and certify that it is a true copy.

- 2.2.2.4. Copy of the proxy holder's identity document the same as in the case of natural persons as mentioned above in the case where the documents or evidence mentioned above it is not a Thai or English version of the document shareholders must present an English translation of the document which signed to certify the translation by shareholders or by an authorized person to sign to bind that juristic person (In the case of a juristic person)

3. Register or send documents requesting to attend the meeting via electronic media and proof of identity along with various supporting documents, sent to the Company through the following channels.

- E-mail channel: company.secretary@proen.co.th (within 7 June 2024)
- Postal channel: Company Secretary, Proen Corp Public Company Limited, No. 11/80 Soi Pracha Uthit 8, Pracha Uthit Road, Huai Khwang Subdistrict, Huai Khwang District, Bangkok 10310 (documents sent by June 7, 2024)
- Website channels through the website. <https://proen.thekoble.com/agm/emeeting/index/1> (within June 7, 2024)

Ask for additional information. Company Secretary, PRON Corp Public Company Limited
Telephone number 02-690-3888 ext. 910

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

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

via website

<https://proen.thekoble.com/agm/emeeting/index/1>

via QR Code



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

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

1. When the shareholder or proxy has completed the registration to inform of the intention to attend the general meeting of shareholders after the Company has received the documents and verified all information through the meeting organizer on behalf of OJ International Company Limited, we will send an E-Mail which will be a link for attending the meeting to you via email to the shareholders specified in the registration document two days before the meeting, please study the manual on how to use the electronic conferencing system in detail, in the event that you have not received the said E-Mail by June 7, 2024, you should contact the Company through the channels previously notified immediately.
2. Meeting participation and voting via electronic media can be used on all devices such as computers, notebook computers, tablets, and mobile phones via Web Browser: Chrome.

3. If you want stability in viewing the meeting it is recommended that you use the service using 4G speed internet or basic home internet or via wifi.
4. Because the meeting is organized via the E-Meeting system of OJ International Company Limited, the meeting is combined with the Zoom Meeting program. Therefore, in the event that shareholders have never used the Zoom system service or have not yet installed To install Zoom on any device, you can download and install it from below.

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

5. The system will allow you to join the meeting 1 hour or 60 minutes before the meeting starts the live broadcast of the meeting will begin only when the meeting appointment time has arrived.
6. Attendee login information is required shareholder account (shareholder registration number) and reference number (shareholder ID card number) and shareholders must attend the meeting by logging in via the link sent to you via the email that you have already registered only the link cannot be shared with other shareholders you can log in with another account.
7. Voting through the system (E-Meeting) You will be able to vote on each agenda by voting "Agree", "Disagree" or "Abstain" only in the case of not voting on any agenda, the system will immediately assume that you voted as agree (Use the vote counting method by pouring the votes towards agree).
8. In the event that meeting participants have problems or problems using the E-Meeting system, you can contact OJ International Company Limited at the telephone number specified 063-078 2638 and E-Mail agm@ojconsultinggroup.com that sends you a manual for using the system.

ใบตอบรับเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์

Acknowledgment form for attending the meeting via electronic media

บริษัท โปรเอ็น คอร์ป จำกัด (มหาชน)

PROEN Corp Public Company Limited

(1) ข้าพเจ้า _____ สัญชาติ _____
I/We _____
Nationality
อยู่บ้านเลขที่ _____
Address

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

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น
Holding the total amount of _____ shares

ประสงค์จะเข้าร่วมประชุมและลงคะแนนผ่านสื่ออิเล็กทรอนิกส์ (E-Meeting) สำหรับการประชุมวิสามัญผู้ถือหุ้นครั้งที่ 1/2567 (E-EGM 1/2567) โดยต้องการเข้าร่วมประชุม

Wish to attend and vote through electronic media (E-Meeting) for the Extraordinary General Meeting of Shareholders No.1/2024 (E-EGM 1/2024) 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 7 มิถุนายน 2567

Submit documents to confirm your identity to attend the meeting by June 7, 2024.

- (5) เมื่อท่านได้รับการยืนยันตัวตนแล้ว บริษัทฯ 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 และเลขบัตรประชาชนไว้ สำหรับการเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์

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

หากท่านไม่สามารถเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ และประสงค์เข้าร่วมประชุมและออกเสียงลงคะแนนในการประชุมครั้งนี้ โปรดกรอกรายละเอียดและลงนามในหนังสือมอบฉันทะ ปรากฏตามสิ่งที่ส่งมาด้วย 8 และปิดอากรแสตมป์จำนวน 20 บาท พร้อมกับนำหนังสือมอบฉันทะเอกสารหรือหลักฐานเพื่อแสดงตน และเอกสารประกอบในการเข้าร่วมประชุมโดยส่งให้แก่เจ้าหน้าที่ลงทะเบียนก่อนวันที่กำหนด และในกรณีที่ท่านประสงค์จะมอบฉันทะให้กรรมการอิสระเป็นผู้เข้าร่วมประชุมแทน โปรดกรอกรายละเอียดและลงนามในหนังสือมอบฉันทะที่ส่งมาด้วย โดยท่านสามารถส่งหนังสือมอบฉันทะพร้อมเอกสารประกอบเพื่อแสดงตนมายังบริษัทภายในวันที่ 7 มิถุนายน 2567

If you are unable to attend the meeting via electronic media and wish to attend and vote in this meeting, please complete and sign the proxy form. It appears as in the enclosure no.8 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 June 7, 2024.

Proxy form A.

Stamp duty 20 baht affixed

Write at

Date Month Year

(1) I, nationality,
house number, street, subdistrict,
district, province, postal code.

(2) Being a shareholder of PRON Corp Public Company Limited.

Holding a total number of shares and voting equal to the votes as follows:

Ordinary shares shares have the same voting rights as votes.

Preference shares shares have the same voting rights as votes.

(3) I would like to give you a proxy.

(1) Age Years,
house number street, subdistrict,
district, province, postal code. or

(2) Age Years,
house number street, subdistrict,
district, province, postal code. or

(3) Age Years,
house number street, subdistrict,
district, province, postal code. or

(4) **Mr.Panya Boonyapiwat** Age **60** Years,
house number **46/11** street, **Nuanchan** subdistrict, **Nuanchan**
district, **Bueng Kum** province, **Bangkok** postal code. **10240**

Only one person will be my representative to attend the meeting and vote on my behalf at the Extraordinary General Meeting of Shareholders No. 1/2024 on June 12, 2024 at 2:00 p.m. by means of electronic media one type only (E-EGM) broadcast live from the meeting room on the 3rd floor of the Company, No. 11/80 Pracha Uthit 8, Intersection 2, Pracha Uthit Road, Huai Khwang Subdistrict, Huai Khwang District, Bangkok 10310 or as may be postponed to another date, time, and location as well.

Business that the proxy performs in that meeting Treat it as if I had done it myself in every respect.

Signature..... proxy
(.....)

Signature..... proxy holder
(.....Mr.Panya..Boonyapiwat.....)

note

Shareholders who appoint proxies must authorize only one proxy to attend the meeting and voting cannot divide the number of shares to multiple proxies in order to separate the votes.

Proxy form B.

Stamp duty 20 baht affixed

Write at

Date Month Year

(1) I, nationality,
house number, street, subdistrict,
district, province, postal code.

(2) Being a shareholder of PRON Corp Public Company Limited.

Holding a total number of shares and voting equal to the votes as follows:

Ordinary shares shares have the same voting rights as votes.

Preference shares shares have the same voting rights as votes.

(3) I would like to give you a proxy.

(1) Age Years,
house number street, subdistrict,
district, province, postal code. or

(2) Age Years,
house number street, subdistrict,
district, province, postal code. or

(3) Age Years,
house number street, subdistrict,
district, province, postal code. or

(4) **Mr.Panya Boonyapiwat** Age **60** Years,
house number **46/11** street, **Nuanchan** subdistrict, **Nuanchan**
district, **Bueng Kum** province, **Bangkok** postal code. **10240**

Only one person will be my representative to attend the meeting and vote on my behalf at the Extraordinary General Meeting of Shareholders No. 1/2024 on June 12, 2024 at 2:00 p.m. by means of electronic media one type only (E-EGM) broadcast live from the meeting room on the 3rd floor of the Company, No. 11/80 Pracha Uthit 8, Intersection 2, Pracha Uthit Road, Huai Khwang Subdistrict, Huai Khwang District, Bangkok 10310 or as may be postponed to another date, time, and location as well.

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

Agenda 1: To certify the Minutes of the Annual General Meeting of Shareholders 2024.

- (A) The proxy has the right to consider and vote on my behalf in every respect as he deems appropriate.
- (B) The proxy has vote according to my wishes as follows:
- Agree Disagree Abstain from voting

Agenda 2: To consider and approve the increase of the registered capital of the company by an amount of 259,739,070.50 baht, from the previous registered capital of 173,159,380.50 baht to a new registered capital of 432,898,451.00 baht, through the issuance of ordinary shares not exceeding 519,478,141 shares, with a par value of 0.50 baht per share. Additionally, consider approving amendments to the Articles of Association, Section 4, to align with the increase in the company's registered capital.

- (A) The proxy has the right to consider and vote on my behalf in every respect as he deems appropriate.
- (B) The proxy has vote according to my wishes as follows:
- Agree Disagree Abstain from voting

Agenda 3: To consider and approve the issuance and allocation of warrants to subscribe for ordinary shares of the company for the second time ("PROEN-W2 warrants") to be allocated to existing shareholders of the Company after the completion of the capital increase in proportion to their shareholdings (Right Offering).

- (A) The proxy has the right to consider and vote on my behalf in every respect as he deems appropriate.
- (B) The proxy has vote according to my wishes as follows:
- Agree Disagree Abstain from voting

Agenda 4 To consider and approve the issuance and allocation of additional ordinary shares of the company, not exceeding 519,478,141 shares, with a par value of 0.50 baht per share, as follows: (1) Allocate additional ordinary shares, not exceeding 346,318,761 shares, with a par value of 0.50 baht per share, for offer to existing shareholders of the company in proportion to their respective shareholdings (Rights Offering), at a subscription price of 1.00 baht per share. (2) Allocate additional ordinary shares, not exceeding 173,159,380 shares, with a par value of 0.50 baht per share, to accommodate the exercise of rights under the PROEN-W2 warrants, which will be allocated to existing shareholders of the company after the completion of the capital increase in proportion to their

shareholdings (Right Offering), at a ratio of 4 existing ordinary shares per 1 PROEN-W2 warrant unit, without consideration of monetary value.

- (A) The proxy has the right to consider and vote on my behalf in every respect as he deems appropriate.
- (B) The proxy has vote according to my wishes as follows:
 - Agree Disagree Abstain from voting

Agenda 5 To consider other matters (if any).

- (A) The proxy has the right to consider and vote on my behalf in every respect as he deems appropriate.
- (B) The proxy has vote according to my wishes as follows:
 - Agree Disagree Abstain from voting

(5) The voting of the proxy in any agenda is not as specified in this proxy form It shall be considered that the vote is invalid and is not my vote as a shareholder.

(6) In the case that I have not specified my intention to vote in any agenda or have not specified it clearly or in the event that the meeting considers or votes on any matter other than the matter specified above. Including cases where any facts have been changed or added the proxy has the right to consider and vote on my behalf in every respect as he deems appropriate.

Business that the proxy performs in that meeting Treat it as if I had done it myself in every respect.

Signature..... proxy
(.....)

Signature..... proxy holder
(.....Mr.Panya..Boonyapiwat.....)

note

1. Shareholders who appoint proxies must authorize only one proxy to attend the meeting and vote. The number of shares cannot be divided among multiple proxies to separate votes.
2. In the event that there are more agendas to be considered in the meeting than the agendas listed above. The grantor of the proxy can specify additional details in the proxy form, Form B, as attached.

Registration form, proxy form B.

Granting a proxy as a shareholder of **PRON Corp Public Company Limited**

At the Extraordinary General Meeting of Shareholders No. 1/2024 on June 12, 2024 at 2:00 p.m. by means of only one form of electronic media (E-EGM), broadcast live from the company's 3rd floor meeting room, number 11/ 80 Pracha Uthit 8, Intersection 2, Pracha Uthit Road, Huai Khwang Subdistrict, Huai Khwang District, Bangkok 10310 or at any other date, time and place as may be postponed.

- Agenda Subject.....
- (A) The proxy has the right to consider and vote on my behalf in every respect as he deems appropriate.
- (B) The proxy has vote according to my wishes as follows:
- Agree Disagree Abstain from voting

- Agenda Subject.....
- (A) The proxy has the right to consider and vote on my behalf in every respect as he deems appropriate.
- (B) The proxy has vote according to my wishes as follows:
- Agree Disagree Abstain from voting

- Agenda Subject.....
- (A) The proxy has the right to consider and vote on my behalf in every respect as he deems appropriate.
- (B) The proxy has vote according to my wishes as follows:
- Agree Disagree Abstain from voting

- Agenda Subject.....
- (A) The proxy has the right to consider and vote on my behalf in every respect as he deems appropriate.
- (B) The proxy has vote according to my wishes as follows:
- Agree Disagree Abstain from voting

- Agenda Subject.....
- (A) The proxy has the right to consider and vote on my behalf in every respect as he deems appropriate.
- (B) The proxy has vote according to my wishes as follows:
- Agree Disagree Abstain from voting

Agenda Subject.....

- (A) The proxy has the right to consider and vote on my behalf in every respect as he deems appropriate.
- (B) The proxy has vote according to my wishes as follows:
 - Agree Disagree Abstain from voting

Proxy form C.

Stamp duty 20 baht affixed

Write at

Date Month Year

(1) I,nationality,.....
house number,..... street, subdistrict,.....
district,..... province,..... postal code.

As a business operator who is the custodian and custodian of shares (Custodian) for.....
who is a shareholder of **PRON Corp Public Company Limited**

Holding a total number of..... shares and voting equal..... to the votes as follows:

Ordinary shares..... shares have the same voting rights..... as votes.

Preference shares..... shares have the same voting rights..... as votes.

(2) I would like to give you a proxy.

(1)..... Age Years,
house number street, subdistrict,.....
district, province, postal code.or

(2)..... Age Years,
house number street, subdistrict,.....
district, province, postal code.or

(3)..... Age Years,
house number street, subdistrict,.....
district, province, postal code.or

(4)..... **Mr.Panya Boonyapiwat**..... Age60..... Years,
house number.....46/11.....street,Nuanchan..... subdistrict,.....Nuanchan
district,.....Bueng Kum.....province,Bangkok.....postal code.10240....

Only one person will be my representative to attend the meeting and vote on my behalf at the Extraordinary General Meeting of Shareholders No. 1/2024 on June 12, 2024 at 2:00 p.m. by means of electronic media one type only (E-EGM) broadcast live from the meeting room on the 3rd floor of the Company, No. 11/80 Pracha Uthit 8, Intersection 2, Pracha Uthit Road, Huai Khwang Subdistrict, Huai Khwang District, Bangkok 10310 or as may be postponed to another date, time, and location as well.

(3) I hereby authorize the proxy to attend the meeting and vote at this time as follows:

- Authorize a proxy according to the total number of shares held and entitled to vote.
- Some of the proxies are
 - Ordinary shares..... shares have the same voting rightsas votes.
 - Preference shares..... shares have the same voting rightsas votes.
- Including all voting rights..... as votes.

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

Agenda 1: To certify the Minutes of the Annual General Meeting of Shareholders 2024.

- (A) The proxy has the right to consider and vote on my behalf in every respect as he deems appropriate.
- (B) The proxy has vote according to my wishes as follows:
 - Agree Disagree Abstain from voting

Agenda 2: To consider and approve the increase of the registered capital of the company by an amount of 259,739,070.50 baht, from the previous registered capital of 173,159,380.50 baht to a new registered capital of 432,898,451.00 baht, through the issuance of ordinary shares not exceeding 519,478,141 shares, with a par value of 0.50 baht per share. Additionally, consider approving amendments to the Articles of Association, Section 4, to align with the increase in the company's registered capital.

- (A) The proxy has the right to consider and vote on my behalf in every respect as he deems appropriate.
- (B) The proxy has vote according to my wishes as follows:
 - Agree Disagree Abstain from voting

Agenda 3: To consider and approve the issuance and allocation of warrants to subscribe for ordinary shares of the company for the second time ("PROEN-W2 warrants") to be allocated to existing shareholders of the Company after the completion of the capital increase in proportion to their shareholdings (Right Offering).

- (A) The proxy has the right to consider and vote on my behalf in every respect as he deems appropriate.
- (B) The proxy has vote according to my wishes as follows:
 - Agree Disagree Abstain from voting

Agenda 4 To consider and approve the issuance and allocation of additional ordinary shares of the company, not exceeding 519,478,141 shares, with a par value of 0.50 baht per share, as follows: (1) Allocate additional ordinary shares, not exceeding 346,318,761 shares, with a par value of 0.50 baht per share, for offer to existing shareholders of the company in proportion to their respective shareholdings (Rights Offering), at a subscription price of 1.00 baht per share. (2) Allocate additional ordinary shares, not exceeding 173,159,380 shares, with a par value of 0.50 baht per share, to accommodate the exercise of rights under the PROEN-W2 warrants, which will be allocated to existing shareholders of the company after the completion of the capital increase in proportion to their shareholdings (Right Offering), at a ratio of 4 existing ordinary shares per 1 PROEN-W2 warrant unit, without consideration of monetary value.

- (A) The proxy has the right to consider and vote on my behalf in every respect as he deems appropriate.
- (B) The proxy has vote according to my wishes as follows:
- Agree Disagree Abstain from voting

Agenda 5 To consider other matters (if any).

- (A) The proxy has the right to consider and vote on my behalf in every respect as he deems appropriate.
- (B) The proxy has vote according to my wishes as follows:
- Agree Disagree Abstain from voting

(5) The voting of the proxy in any agenda is not as specified in this proxy form It shall be considered that the vote is invalid and is not my vote as a shareholder.

(6) In the case that I have not specified my intention to vote in any agenda or have not specified it clearly or in the event that the meeting considers or votes on any matter other than the matter specified above including cases where any facts have been changed or added the proxy has the right to consider and vote on my behalf in every respect as he deems appropriate.

Business that the proxy performs in that meeting Treat it as if I had done it myself in every respect.

Signature..... proxy
(.....)

Signature..... proxy
holder
(.....Mr.Panya..Boonyapiwat.....)

note

1. This Proxy Form C. is used only in cases where the shareholder whose name appears in the register is a foreign investor and has appointed a custodian in Thailand to be the depositary and caretaker of the shares only.
2. Evidence that must be attached with the proxy form is:
 - (1) Power of attorney from the shareholder to the Custodian to sign the proxy form on their behalf.
 - (2) Letter confirming that the person signing the proxy form is authorized to conduct custodian business.
3. Shareholders who appoint proxies must authorize only one proxy to attend the meeting and vote. The number of shares cannot be divided among several proxies to separate votes.
4. In the event that there are more agendas to be considered in the meeting than the agendas listed above. The grantor can specify additional details in the proxy form, Form C, as attached.

Registration form, proxy form C.

Granting a proxy as a shareholder of **PRON Corp Public Company Limited**

At the Extraordinary General Meeting of Shareholders No. 1/2024 on June 12, 2024 at 2:00 p.m. by means of only one form of electronic media (E-EGM), broadcast live from the company's 3rd floor meeting room, number 11/ 80 Pracha Uthit 8, Intersection 2, Pracha Uthit Road, Huai Khwang Subdistrict, Huai Khwang District, Bangkok 10310 or at any other date, time and place as may be postponed.

-
- Agenda Subject.....
 - (A) The proxy has the right to consider and vote on my behalf in every respect as he deems appropriate.
 - (B) The proxy has vote according to my wishes as follows:
 - Agree Disagree Abstain from voting
 - Agenda Subject.....
 - (A) The proxy has the right to consider and vote on my behalf in every respect as he deems appropriate.
 - (B) The proxy has vote according to my wishes as follows:
 - Agree Disagree Abstain from voting
 - Agenda Subject.....
 - (A) The proxy has the right to consider and vote on my behalf in every respect as he deems appropriate.
 - (B) The proxy has vote according to my wishes as follows:
 - Agree Disagree Abstain from voting
 - Agenda Subject.....
 - (A) The proxy has the right to consider and vote on my behalf in every respect as he deems appropriate.
 - (B) The proxy has vote according to my wishes as follows:
 - Agree Disagree Abstain from voting
 - Agenda Subject.....
 - (A) The proxy has the right to consider and vote on my behalf in every respect as he deems appropriate.
 - (B) The proxy has vote according to my wishes as follows:
 - Agree Disagree Abstain from voting

Notice regarding the protection of personal information (Privacy Notice)
For the Extraordinary General Meeting of Shareholders No. 1/2024
of PRON Corp Public Company Limited.

PROEN Corp Public Company Limited (the “Company”) is aware of the importance of personal information of shareholders. and/or proxy (“you”) who attend the general meeting of shareholders and/or the extraordinary meeting (collectively referred to as the “shareholder meeting”). The Company would like to inform you of the details regarding collection, use and disclosure of your personal information, including your rights, confidentiality and security of your personal information. and how you can contact the Company in accordance with the Personal Data Protection Act 2019 (“Personal Data Protection Act”), related laws and regulations as follows:

1. **Personal information to be processed:** The Company is required to store personal information of shareholders for the benefit of organizing shareholder meetings general personal information this includes, but is not limited to, first and last name, alias, nationality, age, postal address. electronic address telephone number fax number ID card photo National identification number passport information alien identification card driver's license, signature, photographs or moving images through closed-circuit television cameras, images, sounds, and moving images in a manner that is an interactive communication between you and the Company during the meeting The Company must receive your consent or is required by law to proceed.
2. **Purposes and bases of data processing:** The Company processes personal data of shareholders according to the following purposes and processing bases.
 - 2.1 Base of performance of duties according to law
 - The Company collects and uses shareholder information according to item 1 in order to call, organize, and conduct shareholder meetings which includes verifying the identity of shareholders submitting various related documents and to take any action in accordance with the resolution of the shareholder meeting and in accordance with the law, including any other actions in order to comply with the law. and in order to comply with the orders of powerful government agencies In accordance with the Public Limited Companies Act B.E. 2535 and other related laws.
 - The Company collects and uses shareholder information according to item 1. in order to organize shareholder meetings to be in accordance with the law In accordance with the Communicable Disease Act 2015 and the Emergency Decree on Public Administration in Emergency Situations 2 0 0 5 , including regulations, announcements, orders, or other related laws.

2.2 Legitimate benefit base by law

- The Company stores and uses shareholder information according to item 1 for use in preparing record minutes of shareholder meetings and as evidence of shareholders' attendance at the meeting, including any actions necessary related to the legitimate interests of the Company and other persons without exceeding the extent that shareholders can reasonably expect.
 - The Company stores and uses photographic or moving image information through closed-circuit television cameras of shareholders for the benefit and measures for safety in conducting and organizing shareholder meetings to make the shareholder meeting successful and achieve the objectives that you and the Company have set.
 - The Company processes [and stores] photos and moving images of shareholder meetings. for use in reporting and publicizing shareholder meetings through electronic and printed media photos and animations of the shareholder meeting pictures of shareholders attending the meeting may appear including the name of the shareholder may be specified to meet the objectives of the shareholder meeting.
3. **Source of personal information:** The Company receives personal information directly from you and from the Thailand Securities Depository Co., Ltd. (TSD) as the Company's securities registrar on the Record Date.) most recently or the Mutual Fund Management Company or any other person who receives your proxy to attend the meeting on your behalf.
4. **Processing of Personal Data:** When the Company receives your personal data from the source according to item 3., the Company is necessary to collect and use your information above according to item 1. The Company may have It is necessary to disclose your personal data to relevant government agencies in order to achieve the purpose of processing your personal data and according to the basis for processing personal data according to section 2.
5. **Retention of Personal Information:** The Company will retain your personal information for a period of 10 years.
6. **Rights of the data owner:** You have the right to do any of the following you have the right to access your personal information and request the Company to make a copy of such personal information and disclose to you the acquisition of personal information that you have not given your consent to Including the right to request the Company to correct such personal information that is incorrect. or add incomplete information The right to transfer your personal data that you have provided to the Company to another data controller or yourself for certain reasons, including the right to object to the processing of your personal data for certain reasons.

You can contact us at Company Secretary Department at email company.secretary@proen.co.th or telephone 02-690-3888 ext. 910 in order to submit a request to proceed with the above rights according to the details of the Personal Data Protection Officer in Section 1.

However, you do not need to incur any expenses in carrying out the above rights. The Company will consider and notify you of the results of your request within 30 days from the date the Company receives the request. In the case that the Company or employees or employees of the Company Violate or fail to comply with the law regarding personal data protection. You can file a complaint with the Office of the Personal Data Protection Commission.