



Invitation to the 2024 Annual General Meeting of Shareholders

Loxley Public Company Limited
Thursday, 25 April 2024 at 13:30 hours
Via Electronic Means (E-AGM) only

Electronic meeting system will be available at 13:30 hours onwards

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Download 2023 Annual Report
(Form 56-1 One Report)





(Translation)

27 March 2024

Subject: Invitation to the 2024 Annual General Meeting of Shareholders

Attention: Shareholders of Loxley Public Company Limited

- Attachment:**
1. Copy of Minutes of the 2023 Annual General Meeting of Shareholders held on 25 April 2023 (Supporting consideration of Agenda 1)
 2. Profile of the nominated candidates for the election of Directors in replacement of those retiring by rotation for the year 2024 and Definitions of Independent Directors (Supporting consideration of Agenda 5)
 3. Profile of the Independent Directors proposed by the Company to act as proxy for shareholders
 4. Profile of Auditors proposed for the year 2024 (Supporting consideration of Agenda 7)
 5. Articles of Association of the Company relating to the Annual General Meeting of Shareholders
 6. Privacy Notice of Personal Data Protection
 7. Guidelines for the Annual General Meeting of Shareholders Attendance via Electronic Means (E-AGM)
 8. Proxy Form B (Proxy form A, B and C can be downloaded from the Company website)
 9. Requisition Form of printed Invitation to the 2024 Annual General Meeting of Shareholders and/or 2023 Annual Report (Form 56-1 One Report)
 10. Form for submission of questions in advance of the 2024 Annual General Meeting of Shareholders

The Board of Directors of Loxley Public Company Limited (“the Company”) resolved to call a General Meeting of Shareholder for the Year 2024 on Thursday, 25 April 2024 at 13:30 hrs. via electronic means (E-AGM) only, pursuant to the Emergency Decree on Electronic Means Meeting B.E. 2563 (2020) and other related laws and regulations, to consider the following agenda:

Agenda 1 To certify the minutes of the 2023 Annual General Meeting of Shareholders held on 25 April 2023

Facts and Reasons The Minutes of the 2023 Annual General Meeting of Shareholders held on 25 April 2023, was made within 14 days from the date of the Annual General Meeting of Shareholders and submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the period required by law and also posted on the Company’s website (www.loxley.co.th) since 9 May 2023 for acknowledgement and examination of its accuracy by the Shareholders.

Board of Directors’ Opinion The Board opines that the Minutes of the 2023 Annual General Meeting of Shareholders held on 25 April 2023 has been made correctly and recommends the Meeting to certify the said Minutes (As per details presented in Attachment 1).

Voting Resolution on this agenda item shall be approved by a majority of total number of votes of the shareholder present at the meeting and casting their votes.



Agenda 2 To acknowledge the Company's operating results for the year 2023.

Facts and Reasons The Report of operating results of the Company during 2023 is shown in the 2023 Annual Report (Form 56-1 One Report) which has been sent to the shareholders (in the QR Code) along with this Invitation Letter.

Board of Directors' Opinion The Board requests the Shareholders' meeting to acknowledge the Company's 2023 operating results.

Voting This agenda item does not require voting as it is to inform the meeting for acknowledgement.

Agenda 3 To consider and approve the annual Financial Statements for the year ended 31 December 2023.

Facts and Reasons The Annual Financial Statement for the year ended 31 December 2023 has been audited and certified by the auditors and reviewed by the Audit Committee. Based on the auditor's opinion, the consolidated and separate financial statements present fairly in all material respects and in accordance with Thai Financial Reporting Standards. The details of auditor's conduct in accordance with auditing standards and the assessment of appropriateness of its financial statements are shown in the Independent Auditor's Reports. The details of which are attached herewith in the Company's 2023 Annual Report (Form 56-1 One Report) in QR Code format under Financial Statements topic, attached with this Invitation Letter. Summary of Company's financial statements and its subsidiaries for the year ended 31 December 2023 is as follows:

(Unit: million Baht)

Items	Consolidated		Separate	
	Financial Statements		Financial Statements	
	2023	2022	2023	2022
Total assets	13,570.32	14,349.68	6,789.08	7,499.16
Total liabilities	7,222.30	8,341.35	2,895.87	3,775.68
Equity	6,348.02	6,008.33	3,893.21	3,723.48
Total revenue	11,235.65	12,638.57	4,172.63	4,301.88
Net profit (loss) (Owners of the parent)	359.11	87.55	181.66	20.15
Earnings (loss) per share (Baht/share)	0.16	0.04	0.08	0.01

Board of Directors' Opinion It is considered appropriate to propose the Shareholders' meeting to approve the Annual Financial Statement for the year ended 31 December 2023, which has been audited by the Auditors and reviewed by the Audit Committee. The board has also endorsed the statements.

Voting Resolution on this agenda item shall be approved by a majority of total number of votes of the shareholder present at the meeting and casting their votes.

Agenda 4 To consider and approve the appropriation of net profit as legal reserve and dividend payment for the operating results for the year 2023.

Facts and Reasons

- 1) According to the dividend payment policy, the Company may consider paying out dividend of at least 40% of its net profits on the separate financial statements after deduction of payment of corporate income tax and all reserves as required by laws and stated in the Company's Articles of Association. The Company will take in consideration its operating results as well as financial status, cash flow, investment plans, business plan and other conditions and limitations (if any).
- 2) In addition, under Section 116 of the Public Limited Companies Act B.E. 2535, the Company shall allocate not less than five percent of the annual net profits as reserved fund, with the deduction therefrom the amount representing the accumulated loss carried forwards (if any) until the reserved fund reaches the amount of not less than ten percent of the registered capital.
- 3) In 2023, the Company's separate financial statements indicate that the Company had a net profit of Baht 181,660,663. As a result, The Board of Directors has the resolution to allocate the Company's net profit as legal reserves in the amount of Baht 9,084,000 which is five percent of the annual net profit and to approve the dividend payment for the year 2023 performance at the rate of Baht 0.07 per share, amounting to Baht 158,546,844 in accordance with the Company's dividend payment policy. The Comparison of dividend payments of 2023 and 2022 is as follows:

Details of Dividend Payment	2023 (current proposal)	2022
Net profit (loss) on the separate financial statements (Baht)	181,660,663	20,151,688
Number of shares (Shares)	2,264,954,920	2,264,954,920
Allocation as legal reserves (Baht)	9,084,000	1,008,000
Dividend per share (Baht/Share)	0.07 Baht/Share	-
Total dividend payment (Baht)	158,546,844	-
Dividends payout ratio (%)	87%	-

In addition, the date for determining the names of shareholders who are entitled to receive dividends and who are eligible to attend the 2024 Annual General Meeting of Shareholders (Record Date) is 15 March 2024. Dividend payment was scheduled to be made on 17 May 2024. The aforementioned dividend payment is required approval from the Shareholders' meeting.

The Board's Opinion It is considered appropriate to propose the Shareholders' meeting to approve the appropriation of net profit as legal reserve and approve the dividend payment for the year 2023 performance.

Voting Resolution on this agenda item shall be approved by a majority of total number of votes of the shareholder present at the meeting and casting their votes.

Agenda 5 To consider and elect directors to replace those retiring by rotation for the year 2024.

Facts and Reasons In accordance with Section 71 of Public Limited Companies Act B.E.2535 and Article 17 of the Articles of Association of the Company, one-third of the directors have to retire from office by rotation at the Annual General Meeting of Shareholders. The directors who have longest been in the position shall retire but they may be re-elected and appointed to the Board. Currently, the Company has 12 directors, four directors who have to retire by rotation this year are as follows:

- | | |
|---|---|
| 1. Mr. Supavud Saicheua, Ph.D. | Independent Director and
Member of the Audit Committee |
| 2. Mr. Chatmongkol Peetathawatchai, Ph.D. | Independent Director and
Member of the Audit Committee |
| 3. Mr. Vasant Chatikavanij | Director |
| 4. Mr. Chalermchoke Lamsam | Director and Managing Director |

The Company allowed shareholders to propose agenda and nominate qualified candidates having no prohibited characteristics for election as the Company's director under the nomination procedure as disclosed via the Stock Exchange of Thailand's channel and also on the Company's website, from 1 October 2023 – 31 December 2023. There was not any proposal from the shareholders.

The Nominating and Remuneration Committee's Opinion The Nominating and Remuneration Committee's Meeting No. 1/2024, held on 27 February 2024, thoroughly considered of the individual qualifications of the candidates nominated by the Directors and chartered directors from the Thai Institute of Directors Association (IOD) in accordance with the director nomination guidelines and advice from the Office of the Securities and Exchange Commission (SEC), considering the qualifications of each person thoroughly, prudently and cautiously and taking into account of the diversity in the Board structure together with the qualifications, knowledge and expertise of the Board (Board Skill Matrix) to be in line with the Company's business strategy; therefore resolved unanimously to propose for the Board of Directors' consideration of four retiring candidates to be nominated as the Directors for another term, of which four candidates have qualifications in accordance with relevant regulations and suitable for the business of the company.

Board of Directors' Opinion The Board of Directors, excluding the directors to be retired by rotation at the 2024 Annual General Meeting of Shareholders, has extensively discussed and thoroughly considered all the four candidates nominated by the Nominating and Remuneration Committee as well as the qualification of each candidate who is qualified with knowledge, abilities, expertise in pursuant to the Company's Board Skills Matrix, attributes of leadership, exemplary vision, good morals and ethical principles, of which all four candidates are qualified pursuant to all relevant rules and regulations, fit to conduct the businesses of the Company and well perform their duties during the term of office, and the independence of the nominated person was also reviewed. The Board of Directors, thus, unanimously resolved to propose the four qualified candidates to Shareholders'

meeting for the election to be the directors and independent directors for another term namely, 1) Mr. Supavud Saicheua, Ph.D. 2) Mr. Chatmongkol Peetathawatchai, Ph.D. 3) Mr. Vasant Chatikavanij and 4) Mr. Chalermchoke Lamsam. Candidate No.1, and No.2, are proposed to be independent directors since their qualifications are qualified. In this regard, the Board of Directors has carefully considered the qualification of two candidates nominated as independent directors and opined that they are qualified all in accordance with laws and Company's requirements related to qualifications of independent directors.

Candidate No.2 has been serving as the independent director of the Company for not more than nine consecutive years since his first appointment as the independent director. Candidate No.1, Mr. Supavud Saicheua, Ph.D. has been serving as the independent director longer than nine consecutive years, the Nominating and Remuneration Committee and the Board of Directors have considered and reviewed the reasonable necessity based on principle of trust and the performance of his duties with responsibilities, due care and loyalty (fiduciary duties) pursuant to section 89/7 of the Securities and Exchange Act B.E. 2535 (1992) (as amended), and found that appointing Mr. Supavud Saicheua, Ph.D. as independent director will not hinder the free expression of opinions in any aspect. The knowledge, competency, experience and specialized skills of candidate will be beneficial to the Company. In addition, candidate No. 1 and No. 2 are having extensive experience in various fields related to the company's business and able to retain independence in expressing opinions, suggestions and in line with related regulations. The Board of Directors has thoroughly considered and opined that the appointment as the Company's independent director of candidate No. 1 and No. 2 neither affected their independent performance of duties nor their independent opinions, thus no conflict of interest would be created between parties.

All four aforementioned persons do not occupy directorship or management positions in other organizations which might lead to a conflict of interest with the Company. Profiles of the candidates are provided herein Attachment No. 2. The Board of Directors therefore deemed it appropriate to propose the shareholders' meeting to consider re-elect the directors who retired by rotation to resume their office as directors and independent directors for another term.

Voting Resolution on this agenda item shall be approved by a majority of total number of votes of the shareholder present at the meeting and casting their votes.

Agenda 6 To consider and approve the remuneration of the directors for the year 2024.

Facts and reasons In accordance with Section 90 of Public Limited Companies Act B.E.2535 and Article 14 of the Articles of Association of the Company, the Company's directors are eligible to receive remuneration in the form of meeting allowance, per diem and bonus.

The Nominating and Remuneration Committee's Opinion The Nominating and Remuneration Committee at the meeting No. 1/2024 on 27 February 2024 considered the remuneration of the Board of Directors and

the sub-Committees carefully, by taking into account the suitability in various aspects namely the company's business performance, role and responsibilities of the Board of Directors and sub-committees, and the rate compared with other companies in the same industry and business size, as well as the average of listed companies from the director's remuneration survey report conducted by the Thai Institute of Directors (IOD). The Nominating and Remuneration Committee that thoroughly considered of the fair and reasonable remuneration to retain directors in observance of good corporate governance practice, deemed it appropriate to propose the retention of remuneration of the Directors and Sub-committee for the year 2024 in the form of meeting allowance with the same rates as the year 2023, along with paying directors' bonus and without any other special compensation or remunerations.

Board of Directors' Opinion The Board of Directors concurred that the remuneration of the Directors and Sub-committee members shall be subject to the approval of the General Meeting of Shareholders year by year. With recommendation of the Nominating and Remuneration Committee, deems appropriate to propose the Shareholders' meeting to approve the retention of the remuneration of the Board of Directors and sub-committees for the year 2024, in accordance with the rules and rates of the year 2023, pay director's bonus and without any other special compensation or remunerations, after all due circumspection of various reference data such as roles and responsibilities of the Board of Directors and the Sub-committees, the Company's business performance and the rate compared with other leading companies in the same industry, listed in the stock Exchange of Thailand. The proposed remuneration is as follows:

The Remuneration	2024 (Current Proposal)	2023
<u>1. The Remuneration of the Board of Directors</u>		
Meeting Allowance		
- Chairman	100,000 Baht/person/month	100,000 Baht/person/month
- Director	50,000 Baht/person/month	50,000 Baht/person/month
Bonus		
- Chairman	500,000 Baht/person	None
- Director	300,000 Baht/person	None
<u>2. The Sub-Committees include the Audit Committee, the Nominating and Remuneration Committee, and the Risk Management Committee</u>		
Meeting Allowance		
- Chairman	30,000 Baht/person/month	30,000 Baht/person/month
- Director	20,000 Baht/person/month	20,000 Baht/person/month
3. Other Remunerations	None	None

Voting Resolution on this agenda item requires the votes of not less than two-thirds of the total number of votes of shareholders present at the meeting.

Agenda 7 To consider and approve the appointment and the fixing remuneration of auditors for year 2024

Facts and Reasons In accordance with Section 120 of Public Limited Companies Act B.E.2535 and Article 32 of the Articles of Association of the Company which stated that the appointment of the Company's external auditors and the audit fees must be approved at the Annual General Meeting of Shareholders annually.

The Audit Committee's Opinion The Audit Committee, at the meeting No.1/2024 on 28 February 2024, resolved to select KPMG Phoomchai Audit Co., Ltd. to be the Company's auditing firm for the year 2024, KPMG has fulfilled the criteria of qualities which can be confident that its audit can proceed with speed, quality and creditability. In addition, considering the scope of works and the audit fee compared to other listed companies in the same level, it is assumed that KPMG's audit fee is proper.

Board of Directors' Opinion The Board of Directors has been considered and concurred with the Audit Committee's resolution to propose the Shareholders' Meeting to approve the appointment of KPMG Phoomchai Audit Co., Ltd. as the Company's auditing firm and approve the fixing audit fees for the year 2024 as follows:

1. Ms. Marisa Tharathornbunpakul CPA Registration No. 5752
Auditing during the past 5 years: 6 years (2018-2023), or
2. Mr. Veerachai Ratanajaratkul CPA Registration No. 4323
Auditing during the past 5 years: -None-, or
3. Mr. Sakda Kaothanthong CPA Registration No. 4628
Auditing during the past 5 years: -None-, or
4. Mrs. Sasithorn Pongadisak CPA Registration No. 8802
Auditing during the past 5 years: -None-

Remarks: According to the Notification of the Capital Market Supervisory Board No. Tor Jhor. 75/2561 regarding rules, conditions and procedures for disclosure of information about the financial position and results of operations of the issuing Company (Issue Code) shall come into effective from 1 January, 2019 onwards, requiring the issuing company whose shares are listed on the Stock Exchange of Thailand to arrange for rotation of the auditor. In the event of any act and auditors express an opinion of the financial statements of the Company for the past seven fiscal years, whether consecutive or not. The Company will appoint such auditor as the Company's auditor after the period at least five consecutive fiscal years.

The above-mentioned auditors from KPMG Phoomchai Audit Limited are qualified with the guidelines of the Securities and Exchange Commission. The proposed auditing firm and auditors named in the above list have no relationship and/or conflict of interest with the Company/subsidiaries/the major shareholders or related persons to the said entities. Either of the above auditors will be assigned to audit and express opinions towards the financial statements of the Company. In case all of the said four auditors are unable to perform, KPMG Phoomchai Audit Co., Ltd. shall provide the Company with substituting auditors to audit and express opinions towards the financial statements of the Company.

In addition, KPMG Phoomchai Audit Co., Ltd. also audits financial statements of the Company's subsidiaries for year 2024. The Board of Directors will provide support to ensure that KPMG Phoomchai Audit Co., Ltd. can finish the auditing in due time since it is a large scale audit firm, having sufficient and appropriate teamworks, including systematic audit plan. The profile of auditors and information representing the auditors' independence are in Attachment 4. As proposed by the Audit Committee, it is agreed to propose the Shareholder's Meeting to approve the fixing audit fee for 2024 amounting at Baht 2,510,000, the same as the previous year. Details of the fixing remuneration as follows:

(Unit: Baht)

Financial audit fee	2024 (Current Proposal)	2023
Annual audit fee for the Company' s Financial Statements and Quarterly Review fee	2,510,000	2,510,000

The aforementioned audit fee excluded non-audit fee

Non-audit Fee for the year 2024: - none-

Voting Resolution on this agenda item shall be approved by a majority of total number of votes of the shareholder present at the meeting and casting their votes.

Agenda 8 To consider and approve the amendments of the Articles of Association of the Company to be in compliance with the Public Limited Company Act, B.E. 2535 as further amended in B.E. 2565.

Facts and Reasons As per the announcement of the Public Limited Companies Act (No. 4) B.E. 2565 (2022), effective as of 24 May 2022, and the Announcement of the Department of Business Development of the year 2022, effective from October 7, 2022, prescribe regulatory changes to support the use of electronic means for conducting meeting, advertising, proxy authorization, as well as modernized the method for convening meeting in order to enhance efficiency, reduce unnecessary costs, and to offer more convenience for shareholders. Therefore, the Company propose the amendment of its Articles of Association to align with the amendment of the aforementioned legal updates.

Board of Directors' Opinion The Board of director deemed it appropriate to propose to the shareholders' meeting to approve the amendments of Article 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 34, 35, 37, 38, 40, 41, 42, 43, 44, 45, 46, and the addition of Article 47, totaling 43 articles. These amendments represent modifications to the 13 key points of significance. Additionally, the wording has been refined for accuracy and compliance with the law. And to approve the authorization to the President & Chief Executive Officer or any person authorized by President & Chief Executive Officer to have the authority to undertake any necessary actions for the registration of the amendment of the Articles of Association of the company as approved until completion, as well as, to amend and add additional wording to the



revised version of the company’s Articles of Association for the case that the public limited company registrar has an order and/or advice to amend such wording in the said document, in order to comply with those orders without significantly affecting the amendment of the company’s Articles of Association as approved.:

Table of Comparison of Current Articles of Association with Proposed Amendments

Current Articles of Association	Proposed Amendments
<p>Article 2. The term “Company” in these Articles of Association refers to Loxley Public Co.,Ltd. or in English name “LOXLEY PUBLIC COMPANY LIMITED.”</p>	<p>Article 2. In these Articles of Association, unless the context otherwise requires:</p> <p>(1) “Company” herein means LOXLEY PUBLIC COMPANY LIMITED.”</p> <p>(2) “Registrar” means the registrar under the Public Limited Companies Act.</p> <p>(3) “Registrar of Shares” means the registrar of securities under the Securities and Exchange Act.</p>
<p>Article 3 Matters not dealt with herein shall be construed and governed by the provisions of the Public Limited Companies Act.</p>	<p>Article 3 Matters not dealt with herein shall be construed and governed by the provisions of the Public Limited Companies Act and the Securities and Exchange Act in all respects.</p>
<p>Article 4 The shares of the Company shall be ordinary shares. All shares shall be in the name of the shareholder</p>	<p>Article 4 The shares of the Company shall be ordinary shares of equal value. All share certificates of the Company shall be in the name of the shareholder.</p>
<p>Article 5 The shares of the Company shall not be divisible. If two or more persons hold or subscribe for one or more shares jointly, they must appoint one of them to exercise the rights as a shareholder or subscriber, as the case may be. All share certificates of the Company must be signed by at least one Director. However, the Directors may authorize the registrar of shares to sign or imprint with the signature in accordance with the principles and methods prescribed by the Securities and Exchange Act. If the Company appoints the Thailand Securities Depository Co., Ltd. as the registrar of shares of the Company, the procedures for the registration of the Company shall be as determined by the registrar of shares.</p>	<p>Article 5 The shares of the Company shall not be divisible. If two (2) or more persons hold or subscribe for one or more shares jointly, they must appoint one of them to exercise the rights as a shareholder or subscriber, as the case may be.</p> <p>All share certificates of the Company must be signed or imprinted with the signature of at least one (1) Director. However, the Directors may authorize the registrar of shares to sign or imprint with the signature, or use a machine, computer or other method of stamping in accordance with the principles and methods prescribed by the Securities and Exchange Act. If the Company appoints the Thailand Securities Depository Co., Ltd. as the registrar of shares of the Company, the procedures for the registration of the Company shall be as determined by the registrar of shares.</p>



Current Articles of Association	Proposed Amendments
<p>Article 6 The Company shall issue share certificates to shareholders within 2 months from the date of registration of the Company with the registrar of Companies or from the date of receipt of full payment for the shares in case of the issuance of new shares after the registration of the Company.</p>	<p>Article 6 The Company shall issue share certificates to shareholders within two (2) months from the date of registration of the Company with the registrar of Companies or from the date of receipt of full payment for the shares in case of the issuance of new shares after the registration of the Company.</p>
<p>Article 7 If any share certificate is lost, destroyed, defaced or mutilated in any material particular, the shareholder may request the Company to issue a new share certificate to the shareholder. In such case, the Company shall issue a new share certificate within 14 days from the date of receipt of the request. However, in case the share certificate is lost or destroyed, the shareholder must show evidence to the Company of his/her entitlement to the shares, including evidence of a report to the police investigator, to be submitted to the Company on the day of the request.</p>	<p>Article 7 In case any share certificate is lost, destroyed, defaced or mutilated in any material particular, the shareholder may request the Company to issue a new share certificate to the shareholder. In such case, the Company shall issue a new share certificate within fourteen (14) days from the date of receipt of the request. However, in case the share certificate is lost or destroyed, the shareholder must show evidence to the Company of his/her entitlement to the shares, including evidence of a report to the police investigator, to be submitted to the Company on the day of the request. In case the share certificate is defaced or mutilated in any material particular, the shareholder must surrender the original share certificate to the Company.</p>
<p>Article 8 The Company may charge a fee for the issuance of a new share certificate in place of a lost, destroyed, defaced or mutilated share certificate, or for the request by a shareholder for a copy of the register of shareholders, in whole or in part, together with the Company's certification, at the rate prescribed by law.</p>	<p>Article 8 The Company may charge a fee for the issuance of a new share certificate in place of a lost, destroyed, defaced or mutilated share certificate, or for the request by a shareholder for a copy of the register of shareholders, in whole or in part, together with the Company's certification, at the rate prescribed by law.</p>
<p>Article 9 The Company shall not be the owner of or pledge its own shares, except in the following cases:</p> <p>(1) The Company may buy back shares from shareholders who voted against a resolution of the shareholders' meeting amending the Company's regulations on voting rights and dividend rights which the shareholders consider unfair.</p> <p>(2) The Company may buy back shares for financial management purposes when the Company has</p>	<p>Article 9 The Company shall not be the owner of or pledge its own shares, except in the following cases:</p> <p>(1) The Company may buy back shares from shareholders who voted against a resolution of the shareholders' meeting amending the Company's regulations on voting rights and dividend rights which the shareholders consider unfair.</p> <p>(2) The Company may buy back shares for financial management purposes when the Company has retained earnings and excess liquidity, and the buyback does not</p>



Current Articles of Association	Proposed Amendments
<p>retained earnings and excess liquidity, and the buyback does not cause the Company to experience financial problems.</p> <p>Shares held by the Company shall not be counted as a quorum at a shareholders' meeting, shall have no voting rights and shall have no right to dividends.</p> <p>The Company shall sell the shares bought back under paragraph one within the time prescribed by the ministerial regulation. If the shares are not sold or not fully sold within the prescribed time, the Company shall reduce the paid-up capital by writing off the unsold portion of the registered shares</p> <p>The buyback of shares under the first paragraph, the disposal of shares under the third paragraph shall be in accordance with the rules and procedures prescribed in the Ministerial Regulations and relevant laws.</p> <p>The buyback of the Company's shares shall be approved by a shareholders' meeting, except in the case where the company is a listed company on the Stock Exchange of Thailand and the buyback of such shares does not exceed 10 percent of the paid-up capital, which shall be the authority of the Board of Directors to approve the buyback of such shares.</p>	<p>cause the Company to experience financial problems.</p> <p>Shares held by the Company shall not be counted as a quorum at a shareholders' meeting, shall have no voting rights and shall have no right to dividends.</p> <p>The Company shall sell the shares bought back under paragraph one within the time prescribed by the ministerial regulation. If the shares are not sold or not fully sold within the prescribed time, the Company shall reduce the paid-up capital by writing off the unsold portion of the registered shares.</p> <p>The buyback of the Company's shares, the sale of the bought-back shares and the reduction of the bought-back shares shall be in accordance with the principles and methods prescribed by the ministerial regulation and relevant laws.</p> <p>The buyback of the Company's shares shall be approved by a shareholders' meeting, except that the buyback of such shares shall not exceed ten percent (10%) of the paid-up capital, which shall be the authority of the Board of Directors to approve the buyback of such shares.</p>
<p>Article 10 The shares of the company may be transferred without any restrictions, except for the transfer of shares from a Thai shareholder to a foreigner, when the foreigner already holds 30% of the issued and outstanding shares of the company. However, this restriction does not apply to transfers that were made before the amendment to this regulation came into effect.</p> <p>In addition to the transfer of shares under the first paragraph, foreigners may acquire shares issued by the Company in the following cases and under the</p>	<p>Article 10 The shares of the Company may be transferred without restriction. However, the transfer of any shares shall not cause the aggregate foreign shareholding ratio to exceed thirty percent (30%) of the total issued shares of the Company, unless such transfer is made prior to the effective date of this amendment or is in accordance with paragraph two of this Article 10.</p> <p>In addition to the transfer of shares under the first paragraph, foreigners may acquire shares issued by the Company in the following cases and under the following conditions:</p>



Current Articles of Association	Proposed Amendments
<p>following conditions:</p> <p>(1) Acquisition of shares issued as a result of the exercise of conversion rights from convertible bonds or the exercise of rights under warrants issued and offered by the Company to foreigners in their entirety. However, such acquisition of shares shall not cause the aggregate foreign shareholding ratio to exceed 49 percent of the total issued shares of the Company.</p> <p>(2) In addition to the case in (1), the acquisition of new shares of the Company by foreigners in the following cases may be made if the foreign shareholding ratio at that time does not yet reach thirty per cent (30) of the total issued shares of the Company:</p> <ul style="list-style-type: none"> - New shares issued under the rights of existing shareholders - Subscription for shares in a public offering - Issuance of dividend shares - Conversion of convertible bonds or exercise of rights under warrants other than those specified in (1) - Subscription for or acquisition of new shares of the Company by other means as may be permitted by law <p>However, such shareholding must not cause the total foreign shareholding ratio to exceed 30% of the total number of shares issued and outstanding of the company.</p> <p>(3) Foreigners may acquire new shares of the Company in the following cases, even if the foreign shareholding ratio at that time has reached 30 percent of the total issued shares of the Company:</p> <ul style="list-style-type: none"> - New shares issued under the rights of existing shareholders - Subscription for shares in a public offering - Issuance of dividend shares 	<p>(1) Acquisition of shares issued as a result of the exercise of conversion rights from convertible bonds or the exercise of rights under warrants issued and offered by the Company to foreigners in their entirety. However, such acquisition of shares shall not cause the aggregate foreign shareholding ratio to exceed forty-nine percent (49%) of the total issued shares of the Company.</p> <p>(2) In addition to the case in (1), the acquisition of new shares of the Company by foreigners in the following cases may be made if the foreign shareholding ratio at that time does not yet reach thirty per cent (30) of the total issued shares of the Company:</p> <p>New shares issued under the rights of existing shareholders</p> <p>Subscription for shares in a public offering</p> <p>Issuance of dividend shares</p> <p>Conversion of convertible bonds or exercise of rights under warrants other than those specified in (1)</p> <p>Subscription for or acquisition of new shares of the Company by other means as may be permitted by law</p> <p>However, such shareholding must not cause the total foreign shareholding ratio to exceed thirty percent (30) of the total issued shares of the Company.</p> <p>(3) Foreigners may acquire new shares of the Company in the following cases, even if the foreign shareholding ratio at that time has reached thirty per cent (30) of the total issued shares of the Company:</p> <p>New shares issued under the rights of existing shareholders</p> <p>Subscription for shares in a public offering</p> <p>Issuance of dividend shares</p> <p>Conversion of convertible bonds or exercise of rights under warrants other than those specified in (1)</p> <p>Subscription for or acquisition of new shares of the Company by other means as may be permitted by law</p> <p>However, such acquisition of shares shall not increase the foreign shareholding ratio from the foreign shareholding ratio at that time and shall not cause the</p>



Current Articles of Association	Proposed Amendments
<ul style="list-style-type: none"> - Conversion of convertible bonds or exercise of rights under warrants other than those specified in (1) - Subscription for or acquisition of new shares of the Company by other means as may be permitted by law <p>However, such shareholding shall not cause the total foreign shareholding ratio to exceed 49 percent of the total number of issued shares of the company.</p>	<p>aggregate foreign shareholding ratio to exceed forty-nine per cent (49) of the total issued shares of the Company.</p>
<p>Article 11 The transfer of shares shall be complete when the transferor has endorsed the share certificate by specifying the name of the transferee on the share certificate and signed the share certificate by the transferor and the transferee and delivered the share certificate to the transferee.</p> <p>The transfer of shares shall be effective against the Company when the Company has received a request to register the transfer of shares. The transferee shall submit the share certificate endorsed by the transferor with the name of the transferee and the signatures of the transferor and the transferee to the Company together with a request for registration. However, it shall be effective against third parties only when the Company has registered the transfer of shares.</p> <p>When the Company finds that the transfer of shares is in accordance with the law and the regulations of the Company, the Company shall register the transfer of shares within 14 days from the date of receipt of the request for registration of the transfer of shares together with the documents mentioned in paragraph two. If the transfer of shares is incomplete or incorrect, the Company shall notify the applicant within 7 days.</p> <p>When the shares of a company are</p>	<p>Article 11 The transfer of shares shall be complete when the transferor has endorsed the share certificate by specifying the name of the transferee on the share certificate and signed the share certificate by the transferor and the transferee and delivered the share certificate to the transferee.</p> <p>The transfer of shares shall be effective against the Company when the Company has received a request to register the transfer of shares. The transferee shall submit the share certificate endorsed by the transferor with the name of the transferee and the signatures of the transferor and the transferee to the Company together with a request for registration. However, it shall be effective against third parties only when the Company has registered the transfer of shares.</p> <p>When the Company finds that the transfer of shares is in accordance with the law and the regulations of the Company, the Company shall register the transfer of shares within fourteen (14) days from the date of receipt of the request for registration of the transfer of shares together with the documents mentioned in paragraph two. If the Company finds that the transfer of shares is incomplete or incorrect, the Company shall notify the applicant within seven (7) days.</p> <p>In the case of shares of the Company being listed securities on the Stock Exchange of Thailand, the transfer of</p>



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<p>registered on the Stock Exchange of Thailand (SET), the transfer of shares must be in accordance with the Securities and Exchange Act and the Stock Exchange of Thailand.</p>	<p>shares shall be in accordance with the Public Limited Companies Act and the Securities and Exchange Act.</p>
<p>Article 12 In the case where the transferee wishes to receive new share certificates, he/she shall request the Company in writing signed by the transferee and witnessed by one person. The transferee must also return the original share certificate to the company. The company must register the share transfer within 7 days and issue a new share certificate within 1 month from the date of receipt of the request.</p>	<p>Article 12 In the case where the transferee of shares under Article 11 wishes to obtain a new share certificate, he/she shall request the Company in writing, signed by the transferee and with at least one (1) witness signing to verify the signature, and surrender the original share certificate to the Company. If the Company finds that the transfer of shares is in accordance with the law, the Company shall register the transfer of shares within seven (7) days from the date of receipt of the request and issue a new share certificate within one (1) month from the date of receipt of the request.</p>
<p>Article 13 The Company may refuse to register the transfer of shares for 21 days before each shareholders' meeting by giving notice to shareholders in advance at the Company's head office and all branches of the Company not less than 14 days before the start of the refusal to register the transfer of shares.</p>	<p>Article 13 The Company may refuse to register the transfer of shares for twenty-one (21) days before each shareholders' meeting by giving notice to shareholders in advance at the Company's head office and all branches of the Company not less than fourteen (14) days before the start of the refusal to register the transfer of shares.</p>
<p>Article 14 The Board of Directors shall consist of not less than five but not more than twenty-one Directors, and not less than half of the total number of Directors must be domiciled in the Kingdom of Thailand. The Directors of the Company shall be entitled to remuneration for their duties in the form of meeting allowances and bonuses.</p>	<p>Article 14 The Board of Directors shall consist of not less than five (5) but not more than twenty-one (21) Directors, and not less than half (1/2) of the total number of Directors must be domiciled in the Kingdom of Thailand. There shall be at least one-third (1/3) of the total number of Directors who are independent Directors, but not less than three (3) persons.</p> <p>The Directors of the Company shall be entitled to remuneration for their duties in the form of meeting allowances, per diems, bonuses and retirement benefit. The payment of such remuneration shall not conflict with or be contrary to the qualifications of independent Directors as prescribed by the Securities and Exchange Act.</p>



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<p>Article 15 The number or names of Directors who are authorized to bind the Company shall be two authorized Directors who shall sign jointly and affix the Company's seal.</p> <p>The Board of Directors shall have the power to determine the names of the Directors authorized to sign and bind the Company.</p>	<p>Article 15 The number or names of Directors who are authorized to bind the Company shall be two (2) authorized Directors who shall sign jointly and affix the Company's seal.</p> <p>The Board of Directors shall have the power to determine and amend the names of the Directors authorized to sign and bind the Company.</p>
<p>Article 16 The election of Directors by the shareholders' meeting shall be based on the following criteria and procedures:</p> <p>(1) Each shareholder shall have one vote for each share held.</p> <p>(2) Each shareholder may use all of his/her votes under (1) to elect one or more persons as Directors, but the votes may not be distributed among the candidates in any way.</p> <p>(3) The persons who receive the highest number of votes in descending order shall be elected as Directors for the number of Directors to be elected at that time. In the case where persons receiving the next highest number of votes have equal votes exceeding the number of Directors to be elected at that time, the chairman of the meeting shall cast the deciding vote.</p>	<p>Article 16 The election of Directors by the shareholders' meeting shall be based on the following criteria and procedures:</p> <p>(1) Each shareholder shall have one vote for each share held.</p> <p>(2) Each shareholder may use all of his/her votes under (1) to elect one or more persons as Directors. In the case of electing multiple persons as Directors, the votes may not be distributed among the candidates in any way.</p> <p>(3) The persons who receive the highest number of votes in descending order shall be elected as Directors for the number of Directors to be elected at that time. In the case where persons receiving the next highest number of votes have equal votes exceeding the number of Directors to be elected at that time, the chairman of the meeting shall cast the deciding vote.</p>
<p>Article 17 At each annual general meeting of shareholders, one-third of the total number of Directors shall retire. If the number of Directors to be divided is not exactly three, the number closest to one-third shall retire.</p> <p>In the first and second years after the registration of the Company, the Directors shall retire by drawing lots. In subsequent years, the Director with the longest tenure shall retire. A Director who retires under this provision may be eligible for re-election.</p>	<p>Article 17 At each annual general meeting of shareholders, one-third (1/3) of the total number of Directors shall retire. If the number of Directors to be divided is not exactly three (3), the number closest to one-third (1/3) shall retire.</p> <p>In the first and second years after the registration of the Company, the Directors shall retire by drawing lots. In the third year and subsequent years, the Director with the longest tenure shall retire. A Director who retires under this provision may be eligible for re-election.</p>
<p>Article 18 Apart from vacation of office, a Director shall vacate office upon:</p>	<p>Article 18 Apart from vacation of office according to Article 17, a Director shall vacate office upon:</p>



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<p>(1) Death,</p> <p>(2) Resignation,</p> <p>(3) Lack of qualifications or possession of prohibited characteristics according to the law.</p> <p>(4) Dismissal by resolution of a meeting of shareholders to vacate the Director from the position with a vote of not less than three-fourths (3/4) of the total vote of the shareholders present and entitled to vote</p> <p>(5) Dismissal by the court order</p>	<p>(1) Death,</p> <p>(2) Resignation,</p> <p>(3) Lack of qualifications or possession of prohibited characteristics according to the law.</p> <p>(4) Dismissal by resolution of a meeting of shareholders to vacate the Director from the position with a vote of not less than three-fourths (3/4) of the total vote of the shareholders present and entitled to vote, with the total shares not less than half (1/2) of the total shares held by the shareholders present and entitled to vote</p> <p>(5) Dismissal by the court order</p>
<p>Article 19 In the event that a director's position in the company becomes vacant for reasons other than the expiration of the term, the Board may appoint any individual to fill the vacant Director position. The resolution of the Board must be supported by votes of not less than three-fourths of the remaining Directors. In this regard, an individual appointed as a Director to fill a vacancy shall hold the position for the remaining term of the Director whom they are replacing.</p>	<p>Article 19 In the event that a director's position in the company becomes vacant for reasons other than the expiration of the term according to Article 17, the Board may appoint any individual to fill the vacant Director position, unless the remaining term of the vacant position is less than two (2) months.</p> <p>The resolution of the Board in accordance with paragraph one must be supported by votes of not less than three-fourths (3/4) of the remaining Directors. In this regard, an individual appointed as a Director to fill a vacancy shall hold the position for the remaining term of the Director whom they are replacing.</p> <p>In the event that the number of Directors becomes less than the quorum, the remaining Directors shall act in the name of the Board of Directors and call a shareholders' meeting to elect Directors to fill all the vacant positions. Such shareholders' meeting shall be held within one (1) month from the date on which the number of Directors becomes less than the quorum.</p>
<p>Article 20 The Board meetings shall be convened at least once every 3 months. The Chairman of the Board or a person assigned by the Chairman shall be responsible for calling the Board meetings.</p> <p>Two or more Directors may request the Chairman of the Board to call a meeting of the Board of</p>	<p>Article 20 The Board meetings shall be convened at least once every three (3) months. The Chairman of the Board or a person assigned by the Chairman shall be responsible for calling the Board meetings.</p> <p>When there is a justified reason or in order to preserve the rights or benefits of the company, two (2) or</p>



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<p>Directors. In the event that two or more Directors request the Chairman of the Board or a Director appointed by the Chairman to set a meeting date, the meeting date must be set within 14 days from the date of receipt of the request.</p>	<p>more directors may jointly request the Chairman of the Board to call a meeting of the Board of Directors. They must specify the matters and reasons to be submitted for consideration by the meeting. In such a case, the Chairman of the Board or the person assigned by the Chairman of the Board shall call and set the date of the meeting within fourteen (14) days from the date of receipt of the request.</p> <p style="padding-left: 40px;">In the case where the Chairman of the Board fails to act in accordance with paragraph two, the requesting directors may jointly call and schedule a meeting of the Board of Directors to consider the matter requested within fourteen (14) days from the expiration date of the time period under paragraph two.</p> <p style="padding-left: 40px;">In the event that there is no Chairman of the Board for any reason, the Vice Chairman of the Board shall call the meeting of the Board of Directors. In the event that there is no Vice Chairman of the Board for any reason, two (2) or more Directors may jointly call the meeting of the Board of Directors.</p>
<p>Article 21 The Chairman of the Board or the person assigned by the Chairman of the Board shall determine the date, time and place of the meeting of the Board of Directors. The meeting place may be determined other than the location of the Company's head office or a neighboring province. If the Chairman of the Board or the person assigned by the Chairman of the Board does not specify the meeting place, the meeting place shall be the Company's head office.</p> <p style="padding-left: 40px;">At each meeting of the Board of Directors, the Chairman of the Board or the Chairman of the meeting may determine to hold a meeting of the Directors via electronic media. The meeting shall be held in accordance with the principles and procedures prescribed by law.</p>	<p>Article 21 The Chairman of the Board or the person assigned by the Chairman of the Board shall determine the date, time and place of the meeting of the Board of Directors. The meeting place may be determined other than the location of the Company's head office or a neighboring province, or at any other place in the Kingdom. If the Chairman of the Board or the person assigned by the Chairman of the Board does not specify the meeting place, the meeting place shall be the Company's head office.</p> <p style="padding-left: 40px;">At each meeting of the Board of Directors, the Chairman of the Board or the Chairman of the meeting may determine to hold a meeting of the Directors via electronic media or to use electronic media in conjunction with the meeting. The meeting shall be held in accordance with the principles and procedures prescribed by law, and the Company's head office shall be considered the venue of the meeting.</p>



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<p>Directors participating in a meeting through electronic media using the methods and complying with the conditions stated above shall be deemed to constitute a quorum and such participation shall be considered a lawful meeting.</p> <p>In sending the meeting invitation and meeting documents for the purpose of holding an electronic meeting, it can be carried out in accordance with the methods and timeframes specified by the laws or regulations concerning that particular meeting. Alternatively, it can be sent by email.</p>	<p>Directors participating in a meeting through electronic media using the methods and complying with the conditions stated above shall be deemed to constitute a quorum and such participation shall be considered a lawful meeting.</p>
<p>Article 22 For calling a Board of Directors meeting, the Chairman of the Board or the assigned person shall send a meeting invitation letter by registered mail or deliver it directly to the recipient or the recipient's representative. The letter must specify the date, time, venue, and agenda of the meeting, and it must be sent to the directors no less than 7 days prior to the meeting date. However, in case of necessity or urgency to preserve the rights or interests of the company, the meeting notice may be given by other means, and the meeting date may be scheduled sooner.</p>	<p>Article 22 To convene a meeting of the Board of Directors, a notice of meeting shall be sent to the Directors at least three (3) days before the meeting, unless urgency arises to safeguard the rights or interests of the company. In such cases, meeting notices may be communicated through electronic means or other methods, and the meeting date may be scheduled sooner than the aforementioned timeframe.</p>
<p>Article 23 At a meeting of the Board of Directors, there must be not less than one-half (1/2) of the total number of Directors present to constitute a quorum. For resolution, the majority vote shall be cast. In the event of a tie, the chairman of the meeting shall have an additional casting vote.</p>	<p>Article 23 At a meeting of the Board of Directors, there must be not less than one-half (1/2) of the total number of Directors present to constitute a quorum.</p> <p>In the case where there is a meeting via electronic media, the proceedings shall be carried out according to the rules and procedures prescribed by law.</p> <p>The Chairman of the Board shall preside over the meeting of the Board of Directors. In the event that the Chairman of the Board is not present at the meeting or is unable to perform his/her duties, if there is a Vice Chairman of the Board, the Vice Chairman of the Board shall preside over the meeting. If there is no Vice Chairman of the Board,</p>



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	<p>or if there is one but he/she is not present at the meeting or is unable to perform his/her duties, the Directors present at the meeting shall elect one of the Directors to chair the meeting.</p> <p>The decision of the meeting of the Board of Directors shall be by a majority vote of the Directors present at the meeting. Each Director shall have one vote, except that a Director who has a personal interest in a matter shall not have the right to vote on that matter. In the event of a tie, the chairman of the meeting shall have an additional casting vote.</p>
<p>Article 24 Directors shall perform their duties in accordance with the law, the objectives and regulations of the Company, and the resolutions of the shareholders' meeting.</p>	<p>Article 24 Directors shall perform their duties in accordance with the law, the objectives and regulations of the Company, and the resolutions of the shareholders' meeting.</p>
<p>Article 25 Directors shall not engage in business, become a partner, or become a shareholder in another juristic person that engages in a similar business and competes with the Company's business, unless prior notice has been given to the shareholders before a resolution is passed to appoint them.</p>	<p>Article 25 Directors shall not engage in business, become a partner, or become a shareholder in another juristic person that engages in a similar business and competes with the Company's business, unless prior notice has been given to the shareholders before a resolution is passed to appoint them as a Director.</p>
<p>Article 26 If any Director purchases assets from the Company, sells assets to the Company, or transacts any business with the Company, whether in his/her own name or in the name of another person, without the consent of the Board of Directors, such purchase, sale or transaction shall not be binding on the Company.</p>	<p>Article 26 If any Director purchases assets from the Company, sells assets to the Company, or transacts any business with the Company, whether in his/her own name or in the name of another person, without the consent of the Board of Directors, such purchase, sale or transaction shall not be binding on the Company.</p>
<p>Article 27 Directors shall promptly notify the company when they hold company shares or debentures or those of any affiliate, specifying the total numbers increased or decreased during the accounting period.</p>	<p>Article 27 Directors shall promptly notify the company when they have any direct or indirect interest in any contract which the company enters into during the accounting period., specifying the facts about the nature of the contract, names of the contracting parties, and the Director's interests in the contract; or when they hold company shares or debentures or those of any affiliate,</p>



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	specifying the total numbers increased or decreased during the accounting period.
<p>Article 28 There shall be an annual general meeting of shareholders within four 4 months from the end of the Company's accounting period. A meeting of shareholders other than this shall be called an extraordinary meeting.</p> <p>The Board of Directors may call an extraordinary meeting at any time as deemed necessary by the Board. One or more shareholders holding in aggregate not less than ten per cent of the total number of issued shares may jointly sign a letter requesting the Board of Directors to call an extraordinary meeting of shareholders at any time, but must specify the matters and reasons for requesting the meeting to be called clearly in such letter. In such case, the Board of Directors shall arrange for a meeting of shareholders to be held within forty-five days from the date of receipt of the letter from the shareholders.</p> <p>In the event that the Board fails to convene a meeting within the specified timeframe as per paragraph two, the collective shareholders or any other individual shareholder(s) holding the required number of shares, as mandated, may call a meeting themselves within forty-five (45) days from the expiration of the stipulated time frame in paragraph two. In such cases, it shall be considered a shareholder-initiated meeting, and the Company shall be responsible for the necessary expenses incurred in organizing the meeting and facilitating reasonable convenience</p> <p>In the event that any shareholders' meeting called by the shareholders under paragraph three fails to constitute a quorum as specified in Section 103 of the Public Limited Companies Act B.E. 2535</p>	<p>Article 28 There shall be an annual general meeting of shareholders within four (4) months from the end of the Company's accounting period. Such meeting shall be called the annual meeting. A meeting of shareholders other than this shall be called an extraordinary meeting. The Board of Directors may call an extraordinary meeting at any time as deemed necessary by the Board. The Board of Directors may arrange for a meeting of shareholders to be held by electronic means or by using electronic means in conjunction with the meeting. Such meeting shall be held in accordance with the principles and procedures prescribed by the law on electronic meetings.</p> <p>One or more shareholders holding in aggregate not less than ten (10) percent of the total number of issued shares may jointly sign a letter requesting the Board of Directors to call an extraordinary meeting of shareholders at any time, but must specify the matters and reasons for requesting the meeting to be called clearly in such letter. In such case, the Board of Directors shall arrange for a meeting of shareholders to be held within forty-five (45) days from the date of receipt of the letter from the shareholders.</p> <p>In the event that the Board fails to convene a meeting within the specified timeframe as per paragraph two, the collective shareholders or any other individual shareholder(s) holding the required number of shares, as mandated, may call a meeting themselves within forty-five (45) days from the expiration of the stipulated time frame in paragraph two. In such cases, it shall be considered a shareholder-initiated meeting, and the Company shall be responsible for the necessary expenses incurred in organizing the meeting and facilitating reasonable convenience.</p> <p>In the event that the shareholders' meeting is called due to the request of shareholders under paragraph three, and</p>



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<p>(1992), the shareholders under paragraph three shall be jointly and severally liable to the company for the expenses incurred in organizing the meeting.</p>	<p>the number of shareholders attending the meeting is insufficient to constitute a valid meeting according to Article 30, the shareholders under paragraph three shall jointly be responsible for reimbursing the expenses incurred from organizing that meeting to the company.</p>
<p>Article 29. In calling a shareholders' meeting, the Board of Directors shall prepare a notice of meeting specifying the venue, date, time, agenda, and details as appropriate. The agenda items should be clearly stated, indicating whether they are for presentation, information, approval, or consideration, depending on the case. The notice shall also include the committee's opinions on the proposed matters. The notice must be sent to shareholders and the registrar no less than 7 days before the meeting. Furthermore, an announcement of the meeting shall be published in a newspaper continuously for three (3) days and not less than three (3) days prior to the meeting.</p> <p>The Board of Directors or a Director appointed by the Board shall determine the date, time, and place of the shareholders' meeting. The meeting shall be held in the same area as the Company's head office or branch office, or in a province near the head office and branch office, or in another province as the Board of Directors deems appropriate.</p>	<p>Article 29. In calling a shareholders' meeting, the Board of Directors shall prepare a notice of meeting specifying the venue, date, time, agenda, and details as appropriate. The agenda items should be clearly stated, indicating whether they are for presentation, information, approval, or consideration, depending on the case. The notice shall also include the committee's opinions on the proposed matters. The notice must be sent to shareholders and the registrar no less than seven (7) days before the meeting. Furthermore, an announcement of the meeting shall be published in a newspaper continuously for three (3) days and not less than three (3) days prior to the meeting.</p> <p>In the event that shareholders call a meeting themselves in accordance with paragraph three of Article 28, the shareholders calling the meeting may also send a notice of meeting to the shareholders by electronic means. This is subject to the criteria prescribed by law.</p> <p>The shareholders' meeting shall be held at the Company's main office, branch office, or in a province near the main office or branch office, or in any other province as deemed appropriate by the Board of Directors. In the case of a meeting conducted through electronic media, the Company's main office shall be considered the meeting venue.</p>
<p>Article 30 At a shareholders' meeting, there must be shareholders and proxies from shareholders (if any) attending the meeting of not less than 25 persons or not less than one-half of the total number of shareholders, and there must be an aggregate number of shares of not less than one-third of the total number of shares sold in order to constitute a</p>	<p>Article 30 The Chairperson of the Board of Directors shall chair the meeting of shareholders. In the absence of the Chairperson or if the Chairperson is unable to perform their duties, the Vice Chairperson (if any) shall chair the meeting. If there is no Vice Chairperson or if the Vice Chairperson is also unable to perform their duties, the shareholders present at the meeting may elect one shareholder to act as</p>



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<p>quorum.</p> <p>In each shareholders' meeting, the Board of Directors may determine to hold a shareholders' meeting through electronic means. The meeting must be held in accordance with the principles and methods prescribed by law.</p> <p>In a shareholders' meeting to arrange for a meeting through electronic means, the sending of meeting invitations and supporting documents can be done in accordance with the methods and timeframes specified by law or the regulations governing the meeting, or they can be sent by email instead. However, they must be sent within the timeframe and advertised in the newspaper as specified by law or the regulations.</p> <p>Shareholders who participate in the meeting through electronic media, following the prescribed methods and conditions as stipulated by law, shall be considered as actively attending the meeting. Such electronic participation is deemed legally valid, in accordance with the provisions specified in the relevant laws.</p> <p>In the event that at any shareholders' meeting, after 1 hour has passed from the scheduled meeting time, the number of shareholders present is insufficient to constitute a quorum as specified in the first paragraph, if the shareholders' meeting was convened due to the shareholders' request, the meeting shall be canceled.</p> <p>A new meeting shall be called and the notice of the meeting shall be sent to the shareholders not less than 7 days prior to the meeting date. At this subsequent meeting, a quorum is not required.</p>	<p>the chairman at the meeting.</p> <p>At a shareholders' meeting, there must be shareholders and proxies from shareholders (if any) attending the meeting of not less than twenty-five (25) persons or not less than one-half (1/2) of the total number of shareholders, and there must be an aggregate number of shares of not less than one-third (1/3) of the total number of shares sold in order to constitute a quorum. In the case of a meeting conducted through electronic means, the proceedings must be in accordance with the rules and procedures prescribed by law.</p> <p>In the event that at any shareholders' meeting, after one (1) hour has passed from the scheduled meeting time, the number of shareholders present is insufficient to constitute a quorum as specified in the second paragraph, if the shareholders' meeting was convened due to the shareholders' request under Article 28, third paragraph, the meeting shall be canceled. If the shareholders' meeting was not convened due to the shareholders' request under Article 28, third paragraph, a new meeting shall be called and the notice of the meeting shall be sent to the shareholders not less than seven (7) days prior to the meeting date. At this subsequent meeting, a quorum is not required.</p> <p>Shareholders who participate in the meeting through electronic media, following the prescribed methods and conditions as stipulated by law, shall be considered as actively attending the meeting. Such electronic participation is deemed legally valid, in accordance with the provisions specified in the relevant laws.</p>
<p>Article 31 The resolutions of the shareholders' meeting shall consist of the following voting requirements:</p>	<p>Article 31. Resolutions at shareholders' meetings must receive approval from the majority of votes cast by participating shareholders. In the event of a tie, the</p>



Current Articles of Association	Proposed Amendments
<p>(1) In ordinary cases, the majority votes cast by participating shareholders shall be held. In case of a tie vote, the chairman of the meeting shall have an additional casting vote.</p> <p>(2) In the following cases, a vote of not less than three-quarters of the total votes of the shareholders present and entitled to vote at the meeting shall be required.</p> <p>(a) Sale or transfer of the entire or significant part of the Company's business to another party.</p> <p>(b) Acquisition or transfer of the business of another Company or private entity by the Company.</p> <p>(c) Making, amending, or terminating contracts related to leasing the entire or significant part of the Company's business, assigning others to manage the Company's business, or merging operations with another entity, with the objective of profit or loss sharing.</p>	<p>chairman presiding over the meeting shall cast an additional deciding vote, except as otherwise stipulated in this regulation or as required by law. However, in the following cases, a resolution must receive no less than three-quarters (3/4) of the total votes cast by participating shareholders with voting rights:</p> <p>(a) Sale or transfer of the entire or significant part of the Company's business to another party.</p> <p>(b) Acquisition or transfer of the business of another Company or private entity by the Company.</p> <p>(c) Making, amending, or terminating contracts related to leasing the entire or significant part of the Company's business, assigning others to manage the Company's business, or merging operations with another entity, with the objective of profit or loss sharing.</p>
<p>Article 32. The agenda for the annual ordinary shareholders' meeting shall include the following:</p> <p>(1) Consideration of the report of the Board of Directors presented to the meeting, showing that during the past year, the Company's business has been managed.</p> <p>(2) Examination and approval of the balance sheet.</p> <p>(3) Consideration of the allocation of profits.</p> <p>(4) Consideration of the election of Directors to replace those who have completed their terms.</p> <p>(5) Appointment of auditors.</p> <p>(6) Other business matters.</p>	<p>Article 32. The agenda for the annual ordinary shareholders' meeting shall include the following:</p> <p>(1) Review and acknowledgment of the report from the Board of Directors, presenting the Company's activities for the preceding fiscal year.</p> <p>(2) Examination and approval of the balance sheet and profit and loss statement.</p> <p>(3) Consideration of the allocation of profits.</p> <p>(4) Consideration of the election of Directors to replace those who have completed their terms, and determination of their remuneration.</p> <p>(5) Appointment of auditors and determination of their remuneration.</p> <p>(6) Other business matters.</p>
<p>Article 34 The company shall arrange for the preparation and maintenance of accounts, as well as auditing in accordance with the relevant laws. The</p>	<p>Article 34. The company shall arrange for the preparation and maintenance of accounts, as well as auditing in accordance with the relevant laws. The company shall also</p>



Current Articles of Association	Proposed Amendments
<p>company shall also prepare a balance sheet and profit and loss account at least once every 12 months, which is the company's accounting period.</p>	<p>prepare a balance sheet and profit and loss account at least once every twelve (12) months, which is the company's accounting period.</p>
<p>Article 35 The Board of Directors must arrange for the preparation of a balance sheet and a profit and loss account as of the end of the company's accounting period to be presented to the annual general meeting of shareholders for the consideration and approval of a balance sheet and profit and loss account. The Board of Directors must have the auditor review it before presenting it to the meeting of shareholders.</p>	<p>Article 35 The Board of Directors must arrange for the preparation of a balance sheet and profit and loss account as of the end of the company's accounting period to be presented to the annual general meeting of shareholders for consideration and approval. The Board of Directors must have the auditor review it before presenting it to the meeting of shareholders.</p>
<p>Article 37 It is strictly prohibited to pay dividends from funds other than profits. In cases where the Company has accumulated losses, the payment of dividends is prohibited.</p> <p>Dividends shall be distributed based on the number of shares, with each share receiving an equal amount.</p> <p>The Board of Directors may, from time to time, pay interim dividends to shareholders when it deems the Company has sufficient profits to do so. Once an interim dividend has been paid, a report should be presented to the next shareholders' meeting.</p> <p>The payment of dividends shall be executed within 1 month from the date of the shareholders' meeting or the Board of Directors' resolution, as the case may be. In such cases, written notices shall be sent to shareholders, and advertisements regarding the dividend payment shall be published in newspapers.</p>	<p>Article 37. It is strictly prohibited to pay dividends from funds other than profits. In cases where the Company has accumulated losses, the payment of dividends is prohibited.</p> <p>Dividends shall be distributed based on the number of shares, with each share receiving an equal amount. The payment of dividends must receive approval from the shareholders' meeting. The Board of Directors may, from time to time, pay interim dividends to shareholders when it deems the Company has sufficient profits to do so. Once an interim dividend has been paid, a report should be presented to the next shareholders' meeting.</p> <p>The payment of dividends shall be executed within one (1) month from the date of the shareholders' meeting or the Board of Directors' resolution, as the case may be. In such cases, written notices shall be sent to shareholders, and advertisements regarding the dividend payment shall be published in newspapers, using electronic means as permitted by law.</p>
<p>Article 38 The Company shall allocate a portion of its annual net profit to the capital reserve of not less than 5 percent of the annual net profit after deducting the accumulated loss brought forward (if any), until the capital reserve reaches an amount of not less than 10 percent of the registered capital.</p>	<p>Article 38 The Company shall allocate a portion of its annual net profit to the capital reserve of not less than five percent (5%) of the annual net profit after deducting the accumulated loss brought forward (if any), until the capital reserve reaches an amount of not less than ten percent (10%) of the registered capital.</p>



Current Articles of Association	Proposed Amendments
<p>Article 40 Auditors shall have the power to inspect the accounts, documents and other evidence relating to the income, expenses, assets and liabilities of the Company during the Company’s business hours. In this regard, they shall have the power to question Directors, staff, employees, officers and representatives of the Company and to request clarification of facts or the submission of documents and evidence relating to the Company’s operations.</p>	<p>Article 40 Auditors shall have the power to inspect the accounts, documents and other evidence relating to the income, expenses, assets and liabilities of the Company during the Company’s business hours. In this regard, they shall have the power to question Directors, staff, employees, officers and representatives of the Company and to request clarification of facts or the submission of documents and evidence relating to the Company’s operations.</p>
<p>Article 41 Auditors shall attend every meeting of shareholders of the Company where the balance sheet, profit and loss account and accounting issues of the Company are considered in order to explain the audit to the shareholders. The Company shall also send the auditor a report and documents of the Company that the shareholders are entitled to receive at that meeting of shareholders.</p>	<p>Article 41 Auditors shall attend every meeting of shareholders of the Company where the balance sheet, profit and loss account and accounting issues of the Company are considered in order to explain the audit to the shareholders. The Company shall also send the auditor a report and documents of the Company that the shareholders are entitled to receive at that meeting of shareholders.</p>
<p>Article 42 The company may issue any other securities as prescribed by the Securities and Exchange Act.</p>	<p>Article 42 The company has the right to issue and offer for sale preferred shares, bonds, convertible bonds, warrants, or other securities as prescribed by the Securities and Exchange Act.</p>
<p>Article 43 If there are necessary or desirable amendments to this regulation, such changes shall be subject to consideration and approval by the shareholders’ meeting in accordance with applicable laws.</p>	<p>Article 43 If there are necessary or desirable amendments to this regulation, such changes shall be subject to consideration and approval by the shareholders’ meeting in accordance with applicable laws.</p>
<p>Article 44 The seal of the company shall be as following <u>figure</u>: (the Company’s official seal)</p>	<p>Article 44 The Company’s official seal shall be as impressed or affixed as follows: (the Company’s official seal)</p>
<p>Article 45 In the case where the Company or a subsidiary enters into a connected transaction, or the acquisition, or the disposal of assets of the Company or a subsidiary as defined in the announcement of the Stock Exchange of Thailand applicable to related transactions of listed companies, or the acquisition or disposal of assets of listed companies, as the case</p>	<p>Article 45 In the case where the Company or a subsidiary enters into a connected transaction, or the acquisition, or the disposal of assets of the Company or a subsidiary according to the criteria specified in the announcement of the Securities and Exchange Commission concerning connected transactions or the acquisition or disposal of assets of listed companies, the Company shall also comply</p>



Current Articles of Association	Proposed Amendments
<p>may be, the criteria and methods as set forth in such announcement shall also be applied in that matter.</p>	<p>with the principles and methods specified in such announcement in that matter.</p>
<p>Article 46 Upon approval by the shareholders' meeting, the Company may transfer legal reserves, share premium reserves, or other reserves to offset the Company's accumulated losses.</p> <p>The accumulated losses referred to above shall be deducted from other reserves first, and then from legal reserves and share premium reserves in that order.</p>	<p>Article 46 Upon approval by the shareholders' meeting, the Company may transfer legal reserves, share premium reserves, or other reserves to offset the Company's accumulated losses.</p> <p>The accumulated losses referred to above shall be deducted from other reserves first, and then from legal reserves and share premium reserves in that order.</p>
<p>-None-</p>	<p>Article 47 Any notice, warning, notification, or advertisement of any matter relating to the company to be made known to other persons or the public by way of a newspaper, the company may use the method of advertising by electronic means instead. This is subject to the criteria prescribed by law.</p> <p>In the event that the Company or the Board of Directors is required by law to send a letter or document to a Director, shareholder, or creditor of the Company, if such person has notified or consented to the sending of a letter or document by electronic means, the Company or Board of Directors may send such letter or document by electronic means in accordance with the criteria prescribed by law.</p>

Voting Resolution on this agenda shall be approved by not less than three-fourth of the total number of the shareholders present at the meeting and eligible to vote.

Agenda 9 To consider other businesses (if any)



All Shareholders are cordially invited to attend 2024 Annual General Meeting of Shareholders via Electronic means (E-AGM) on Thursday, 25 April, 2024 at 13:30 hrs. Shareholders wishing to attend the meeting in person or appoint any person as proxies, please refer to the Guideline for the Annual General Meeting of Shareholders Attendance via Electronic Media, per Attachment 7. Shareholder and/or proxy holder can submit an electronic request to attend the Meeting in advance, from 18 April 2024, 8.30 hrs. until the Meeting adjourns. After review documents accuracy, the Company will send the notification email to inform username, password and link to attend the meeting (1 email per 1 shareholders' ID). Attendees will be allowed to enter the e-meeting system from 11:30 hrs. onwards. In this regard. The Company has set the record date on 15 March 2024 to determine the list of shareholders, who have the right to attend the General Meeting of Shareholders.

Yours Sincerely,

Loxley Public Company Limited

A handwritten signature in blue ink, appearing to read 'Manisara'.

(Mrs. Manisara Janewithayapun)

Company Secretary

By order of the Board of Directors

Note:

1. The Invitation to the 2024 Annual General Meeting of Shareholders (E-AGM) including all attachments and 2023 Annual Report (Form 56-1 One Report) are available to download from the Company's website at www.loxley.co.th under Investor section, Shareholders' meeting sub-section on 27 March 2024.
2. Shareholders are encouraged to submit questions in advance to the 2024 Annual General Meeting of Shareholders by Monday, 24 April 2024, via channels provided. (Attachment No. 10)
3. **For enquiries about E-AGM system/technical support, please contact:**

Inventech Call Center Tel: 02-931-9143

(available on working days excluding public holidays and holidays, during 18 – 25 April 2024 from 08.30 hrs. to 17.30 hrs.)

For more information, please contact:

Office of Company Secretary, Loxley Public Company Limited.

Tel: 02-348-8576, 02-348-8780, Fax: 02-240-3243 (available on working days excluding public holidays and holidays)

Email: companysecretary@loxley.co.th



(Translation)

MINUTES OF THE 2023 ANNUAL GENERAL MEETING OF SHAREHOLDERS
OF
LOXLEY PUBLIC COMPANY LIMITED
.....

The Meeting was held via electronic media (E-AGM) and livestreamed from Muang Thai Life Assurance Auditorium, 2nd Floor, No. 250 Rachadaphisek Road, Huay Kwang, Bangkok on Tuesday 25 April, 2023 at 14:00 hours.

All 12 Directors participated in the Meeting (representing of 100 percent of the total number of directors).

Directors presented at the Meeting venue

- | | | | |
|-----|------------------|---------------|---|
| 1. | Mr. Dhongchai | Lamsam | Chairman of the Board and Member of the Nominating and Remuneration Committee |
| 2. | Mr. Suebtrakul | Soonthornthum | Director, Vice Chairman and Member of the Nominating and Remuneration Committee |
| 3. | Dr. Harit | Sutabutr | Independent Director and Chairman of the Audit Committee |
| 4. | Dr. Supavud | Saicheua | Independent Director and Member of the Audit Committee |
| 5. | Professor Rawat | Chamchalerm | Independent Director and Chairman of the Nominating and Remuneration Committee |
| 6. | Mr. Surapol | Srangsomwong | Independent Director and Chairman of the Risk Management Committee |
| 7. | Mr. Vasant | Chatikavanij | Director |
| 8. | Mr. Petch | Wanglee | Director and Member of the Risk Management Committee |
| 9. | Mr. Krisada | Lamsam | Director |
| 10. | Mr. Suroj | Lamsam | Director, Chief Executive Officer and President |
| 11. | Mr. Chalermchoke | Lamsam | Director and Managing Director |

Directors attended the Meeting via electronic media

- | | | | |
|----|---------------|-----------|--|
| 1. | Dr. Nattaporn | Phan-Udom | Independent Director and Member of the Audit Committee |
|----|---------------|-----------|--|

Directors absent from the Meeting -None-

Executives presented at the Meeting venue

- | | | | |
|----|-----------|-------------|--|
| 1. | Mr. Supat | Karachalkul | First Executive Vice President and CFO |
|----|-----------|-------------|--|

Auditor from KPMG Phoomchai Audit Ltd., presented at the Meeting venue, namely:

- | | | | |
|----|------------|--------------------|--------------------------------------|
| 1. | Ms. Marisa | Tharathornbunpakul | Certified Public Accountant No. 5752 |
|----|------------|--------------------|--------------------------------------|

Representative from KPMG Phoomchai Audit Ltd., being witness and vote-counting auditor during the voting process, presented at the Meeting venue, namely:

1. Ms. Palita Rungsakhon

Starting the Meeting

Mr. Dhongchai Lamsam, Chairman of the Board of Directors and Chairman of the meeting welcomed shareholders to the 2023 Annual General Meeting of Shareholders via electronic media and informed that the Shareholders' meeting for the year 2023 was held via electronic media, in accordance with the Emergency Decree on Electronic Means Meeting B.E. 2563 (2020) and the announcement of the Ministry of Digital Economy and Society RE: Standards for maintaining security of meetings via electronic means B.E. 2563 (2020), as well as other relevant laws and regulations. The Company arranged for a representative from an external audit firm to be a witness and vote-counting auditor to ensure transparency, legally and compliance to the company regulations as well as principle of good corporate governance.

The Board of Director had approved the organization of the 2023 Annual General Meeting of Shareholders via electronic means only, of which the shareholders were notified through the SET Portal on 28 February, 2023 and for which they received the Invitation via post on 3 April, 2023.

Mrs. Manisara Janewithayapun, Company Secretary, introduced to the Meeting the Directors, Executives and Auditor from KPMG Phoomchai Audit Co., Ltd. and representative from audit firm being witness and vote-counting auditor during the voting process including the Shareholders' right protection volunteer, from Thai Investors Association, Ms. Ratee Visitsurawong, who attended the meeting.

The Company Secretary then informed to the meeting that as the Company facilitated shareholders in proposing, in advance of the Annual General Meeting (AGM) schedule, an issue beneficial to the Company and deemed appropriate for inclusion in the agenda of the Annual General Meeting, nominating a qualified candidate for the Company's Directors and submitting questions relating to the agenda items for the 2023 Annual General Meeting of Shareholders to the Company, it appeared that none of shareholders proposed any issues for inclusion in the agenda or nominated person to be considered as directors. Additionally, none of shareholders submitted questions prior to the meeting.

The Company used an electronic conferencing system of an independent agency, namely Inventech Connect system which provided by Inventech Systems (Thailand) Co., Ltd., a provider of electronic shareholder meeting systems that have passed the conformity assessment of the meeting control system and information security standards of the Electronic Transactions Development Agency. During the meeting, the company will collect, use and disclose personal information including photo, video and audio recording of attendees for the purpose of preparing minutes of the Meeting, organizing meeting activities and any acts in relation to such meeting. The details of Privacy Notice of Data Protection as mentioned were attached in the invitation to the Meeting. The conference webcast will be disseminated through investor relations channel on the Company's website.



The Meeting was then informed of the procedures for voting, counting votes, and announcing voting results, which could be summarized as follows:

Each shareholder or a proxy authorized by any shareholder to vote on his/her behalf is entitled to vote equal to the number of shares held, whereby one share shall be equal to one vote. Shareholders and proxies shall cast their votes to either approve or disapprove or to abstain their votes only. The votes on each agenda item cannot be divided except for the votes of custodians.

For each agenda item, shareholders shall cast their votes through the e-meeting system and shall cast their votes either to approve or disapprove the agenda item or abstain their votes only. In the event that a shareholder does not cast their votes via the e-meeting system, their votes shall be counted as approval, except for proxy votes for proxy grantors who have specified their voting intention. The votes can be altered until the voting for the agenda item is closed.

For Agenda 5, to consider and elect directors to replace those retiring by rotation, the Meeting considered and cast votes to re-elect the directors on an individual basis to either approve, disapprove or abstain.

For the vote counting, Ms. Palita Rungsakhon, representative from KPMG Phoomchai Audit Co., Ltd., would be witness and vote-counting auditor during the voting process at the Meeting venue.

As for the shareholders who have appointed directors or independent directors as their proxies, the Company shall cast votes of approval, disapproval or abstention on each agenda item according to their requisition.

For each agenda item, the voting will be closed one minute after announced the beginning of the voting. Attendees may cast and change their votes from the beginning of the meeting up until the voting for the agenda item is closed.

In counting the votes for each agenda item, the e-meeting system combines the votes cast with the votes indicated by proxy grantors. The sum is the result for the agenda item.

For each agenda item, the votes of the shareholders and proxies shall be counted in accordance with the voting procedures, and the results of all the agenda items shall be announced before the end of the meeting.

The Company Secretary informed the Meeting that shareholders and proxies were given an opportunity to make inquiries or comments relevant to the agenda item as appropriate prior to reaching a resolution for each agenda item. The attendees would have no less than 1 minute to submit inquiries or express comments via 2 channels as follows 1) via message 2) via video conference. The inquiries submitted after the agenda item had been passed, that said inquiries or comments will be addressed in Agenda 8 under "Other businesses".

In case of any shareholders and proxies who experienced issues or had inquiries about the meeting system during the Meeting could contact Inventech Call Center at telephone number 02-931-9139 or Line application

@inventechconnect , whose number and email was given in the Invitation to the Annual General Meeting of Shareholders and shown on the screen at any time throughout the meeting.

The Company Secretary then informed the Meeting that 13 shareholders joined the e-AGM in person, representing a total of 202,362,930 shares, along with 87 shareholders by proxy, representing 858,454,127 shares, in total, 100 shareholders and proxies attended the Meeting, holding a total of 1,060,817,057 shares, equivalent to 46.8361% of the total 2,264,954,920 paid up shares which constituted a quorum pursuant to the Company's Articles of Association.

The Chairman then proceeded to conduct the meeting in accordance with the agenda items listed below.

Agenda 1 To certify the minutes of the 2022 Annual General Meeting of Shareholders.

The Chairman stated that the Minutes of the 2022 Annual General Meeting of Shareholders held on 22 April 2022, was made within 14 days from the date of the Annual General Meeting of Shareholders and submitted to the Stock Exchange of Thailand and the Ministry of Commerce within the period required by law and also posted on the Company's website for acknowledgement and examination of its accuracy by the Shareholders. The Board opined that the Minutes of the 2022 Annual General Meeting of Shareholders held on 22 April 2022 had been made correctly and recommended the Meeting to certify the said Minutes.

The Chairman then welcomed inquiries and comments, via message or via a video conference. No shareholder requested for amendment or made any inquiries. The Chairman, therefore, requested the Meeting to cast the votes to certify the minutes of this agenda item. Resolution on this agenda item shall be approved by a majority of total number of votes of the shareholder present at the meeting and eligible to vote.

Resolution: The Meeting, by the majority of the shareholders who were in attendance and voting at the Meeting, considered and resolved to certify the minutes of the 2022 Annual General Meeting of Shareholders held on 22 April 2022 as follows:

Approved	1,060,815,757	votes, equal to	100.0000	percent
Disapproved	0	votes, equal to	0.000	percent
Abstained	0	votes, equal to	0.000	percent

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

Mr. Suroj Lamsam, Chief Executive Officer and President, gave a report on the Company's 2022 performance as follows.

1) Highlights and Key Activities in 2022

Mr. Suroj Lamsam gave the shareholders a summary of the Company's highlights and key activities in 2022 for their acknowledgment. The highlights of five Strategic Business Groups (SBGs) as follows:

1. Information Technology SBG: It operated as a solution provider in information technology, communications and provides integrated financial application platform. Key achievements in 2022 were including the installation of Automated Teller Machines (ATMs) for Krung Thai Bank Public Company Limited, the installation of Cash Recycling Machine (e-CRM) for TMB Thanachart Bank Public Company Limited, Biometric ID verification system in the identification and verification (KYC) process, the development of pension and medical welfare system of The Comptroller General's Department, the development and installation of a new E-Filing, e-WHT, VAT Electronic Service system and Wireless LAN system of the Revenue Department.
2. Service SBG: Provided exceptional security services with international standard for state enterprises, factories, office buildings, warehouses, airports and airlines including security training services certified by world-class organizations which had been affected by the spread of the COVID-19 virus. However, the company had adapted its business strategy and recovered from such impacts. In 2022, key business achievements were joining the strategic partnership program of the International Air Transport Association (IATA) and the IATA's Safety Audit for Ground Operations (ISAGO) and providing safety training service for the Veteran Aid Organization.
3. Energy SBG: Engaged in the construction of power station and transmission line business. In 2022, significant achievements were the delivery of eight projects of substations and transmission lines construction, the delivery of underground cable construction project and the construction of 500kv overhead transmission line system. As a result, the company was able to bid for the construction of transmission lines covering all voltage levels. There were also nine projects in progress and gradually delivered in 2023, as well as the construction of the water supply station, Pa Daed Water Production Station in Chiang Mai Province.
4. Network Solutions SBG: Provided designing and developing customized solutions including purchasing, procuring and installing equipments, softwares and applications. In 2022, key achievements and ongoing projects were the procurement and installation of radio transmitters, FM transmitters and digital transmitting system project, traffic control and toll collection systems project, and traffic surveillance and safety control systems of Intercity Motorway project, Bang Pa-in - Nakhon Ratchasima (M6) and Bang Yai - Kanchanaburi (M81) which are in progress. Additionally, key projects delivered in 2022 included the establishment of a surveillance center for crime prevention and suppression of Provincial Police Region 5 and Region 6, Royal Thai Police, the improvement of the fire alarm system of Suvarnabhumi Airport, and the supervision and maintenance of closed circuit television systems at 4 airports of Airports of Thailand Plc., etc.
5. Trading SBG: Operated as an agent in distribution and logistics, imported, exported consumer products and chemical products with distribution that covered both domestic and other countries. The SBG had expanded and continued to grow robustly which resulted from seeking new consumer products to add in its business portfolio, namely Nongpho UHT Milk, Lee Kum Kee seasoning sauces

and Mum Zaab fermented fish sauce and other products. Regarding the Chemical group, it was able to increase the market share of main products to be in top 5 ranks of the market and received the score of over 95% from customer satisfaction assessment.

2) Future Business plan and Operational Guidelines.

Mr. Chalermchoke Lamsam, Managing Director stated that in today's business, there are risks and uncertainties that require close monitoring and must be handled with caution. The Company adheres to the operational guidelines under the concept of Growth with Expertise and Stability by accumulating experience, knowledge and expertise in core businesses, towards stable and sustainable growth, namely;

Growth with Expertise: Growth with accumulated expertise in the five core businesses in both job knowledge and human resource aspects, including continuous development by collaboration with academic and business partners.

Growth with Stability: By developing a business model which generate long-term returns, along with appropriate risk management to reduce the impact of uncertainty and creating long-term relationships with customers and partners.

Growth with Sustainability: Giving importance to building up and maintaining the confidence and trust of stakeholders, including social and environmental responsibility which is an important driving force for the Company to grow sustainably.

Then, Mr. Chalermchoke Lamsam gave summary about the operational guidelines of the five strategic business groups as follows.

1. IT SBG: Technology trend had been changed rapidly, the Company has planned to develop innovations towards creation of new products and services to increase business opportunities and new source of revenue as well as to increase capabilities to expand its business to e-payment system which is likely to continue to expand. Additionally, the SBG aims to focus on developing IT Roadmap by working closely with partners and customers for mutual growth.
2. Service SBG: Aims to be a security service provider with international security standards which had been certified by world-class organizations. Emphasizes on personnel development to create service differentiation including business expansion to high-value markets such as integrated building management.
3. Energy SBG: Provided turnkey Engineering Procurement and Construction services in power system, the construction of power stations and transmission lines with more than 15 years of experiences. To build up stability of income and sustainable growth, the SBG emphasizes on generating continued income and profits by expanding customer base including developing business models to generate recurring income.

4. Network Solutions SBG: Nature of business is project based, the SBG aims to be a full-service provider of integrated solutions in telecommunications and digital technology, with a crucial plan focusing on business development that in line with the rapid growth of technology and the country's transportation system development plan. Simultaneously, the SBG gives importance on personnel development to be in line with the business direction and the changing trend of technology.
5. Trading SBG: Focus on business expansion and growth by seeking new business partners in addition to being a distributor of consumer products, such as an opportunity for joint venture or business merger.

For the high potential project opportunities as of 31 December, 2022 amounting to Baht 9,662 million. And the Company and its subsidiaries had backlogs totaling Baht 7,839 million which come from both public and private sectors.

3) 2022 Financial Performance and Management Discussion and Analysis (MD&A)

Mr. Supat Karachalkul, First Executive Vice President and CFO gave a summary of 2022 Financial Performance and MD&A as follows:

1. In 2022, overall business was still affected by the COVID-19 pandemic and the GDP growth rate was only 2.7%, however the company recorded a total revenue of Baht 12,639 million, representing a growth of 7%, This reflected the company's strong revenue structure in the form of operating and holding businesses, which had diverse sources of income, along with consistency of dividend payments from associated companies.

However, Earnings Before Interest and Taxes (EBIT) and net profit in 2022 decreased from 2021, amounting to Baht 386 million and Baht 88 million, respectively. The said decrease was mainly due to one-time cost that was not from business's core operation.

2. Considering revenues separated by five core Business Groups and Special Projects business amounting Baht 12,639 million in 2022. More than 80% of the revenue proportion were driven from three core business groups, comprised of Trading SBG, Information Technology SBG and Network Solutions SBG with the revenue proportion of 38%, 21% and 18%, respectively, represented an increase of 4% from the previous year.

The relieving concerns about COVID-19 and reopening the country in the second half of the year resulted in the growth of the Trading SBG and Service SBG compared to 2021. In addition, the Special Project business which is a specialized unit handling customers with specific business requirement, successfully expanded its operations in digital printing technology, resulting in the increased revenue of Baht 384 million, representing significant growth compared to 2021.

3. Profit and loss before interest and taxes (EBIT) amounted to Baht 386 million in 2022. The breakdown of the sources of EBIT consisted of two main parts, namely EBIT from the core businesses in the amount of Baht 359 million, improved from 2021 which had a negative EBIT of Baht 69 million, and profit from holding business or share of profits from investments amounted to Baht 311 million, a decrease of 38% from 2021, as a result of reduction of profits from associates in coated steel business due to fluctuations in raw material prices.

In 2022, the profit and loss before interest and taxes (EBIT) from core businesses were improved, namely in Trading SBG, Service SBG and Special Project business, in a total of EBIT of Baht 455 million, an increase from 2021 with a total EBIT of Baht 334 million. In addition, the estimated additional expenses for the procurement and installation of the Baggage Handling System project (BHS) had decreased significantly which was Baht 178 million. It is expected that the project will be completed and there will be no further expenses in 2023.

However, in 2022, earnings before interest and taxes (EBIT) in the part of special gains from reversal of impairment of trade accounts receivable and loans amounted to Baht 91 million, a decrease of Baht 680 million from 2021. The reduction was due to the Company had received significant repayment of debts, approximately 90%, from an associate, which had been fully compensated for damages according to the judgement from the Government Lottery Office in 2021. Therefore, it resulted in a decrease in the overall operating results, EBIT and net profit for the year 2022.

4. Summarizing the summary statements of financial position in 2022, the company had total assets of Baht 14,350 million which is similar to the previous year. The main components of the assets comprised of trade receivables, accounting for 26% of the total assets, and investments in associates and joint ventures, accounting for 20% of the total assets. The majority of trade receivables consisted of debts from government agencies, state enterprises, and large private companies. In the past year, the inventory turnover period and average collection period were improved, that led to improvement of overall financial position, with better liquidity and no significant provisions for credit losses made during the past year.
5. In terms of liabilities and shareholders' equity, in 2022, the company had total liabilities of Baht 8,342 million and shareholders' equity of Baht 6,008 million, representing a debt to equity ratio of 1.39 times compared to 2021 at 1.53 times. In addition, the company emphasized on maintaining the ratio of interest-bearing debt to equity, including the proper of the debt maturity period. At the end of the year, the interest-bearing debt to equity ratio was reduced to 0.55 times in order to provide flexibility against economic fluctuations and able to increase the debt ratio in the future to support investment opportunities for expanding the company's business.

4) Sustainability and Corporate Governance Operations.

Mr. Suroj Lamsam presented the Company's activities on sustainability and corporate governance in the form of video.

5) Progress and Development on Anti-Corruption Policy.

The Company Secretary reported on progress and development made on anti-corruption issues as follows:

1. Reviewed and publicized the Anti-Corruption Policy on the Company's website and annual reports as a practice for executives and employees to acknowledge and strictly adhere to those policies
2. Audit Committee and Internal Audit Department conducted a periodical review to ensure that the Company complied with relevant laws
3. Constantly participated in anticorruption activities at Wat Debsirindrawas Ratchaworawihan with network partners including government agencies and private sectors
4. Signed the Integrity Pact of Cooperation on Prevention and Suppression of Corruption in Public Procurement in executing transactions with the public sector, to promote transparent and fair procurement
5. Declaration of the No Gift Policy, encouraged all staff to refrain from accepting / giving any kind of gifts during the discharge of their duties vis-a-vis customer, business partners and related persons on the New Year or any other occasion
6. Allowed the general public to file a complaint upon finding any behavior of directors, executives and employees, that is inappropriate or in conflict with the Company's business code of conduct or any other matters that may cause damage to the Company. The complaints / whistleblowing may be reported through the specific channels provided
7. Arranged its personnel to attend Anti-Corruption the Practical Guide (ACPG) training course organized by the Thai Institute of Directors Association (IOD) to ensure understanding on the certification procedures and self-assessment process before applying for Thai Private Sector Collective Action Against Corruption (CAC)

The Chairman then welcomed inquiries and comments, via message or via a video conference.

Mr. Kunakorn Kammuk, a shareholder, submitted a question via message, would like to know the Company's performance and growth in 2022.

Mr. Supat Karachalkul, gave information by presenting the operating results for the year 2022 ended 31 December, 2022, the Company had a total income of Baht 12,639 million or an increase of 7% from 2021 with a total income of Baht 11,836 million.

There were no more questions from the shareholders.

Chairman requested the Meeting to acknowledge the Company's operating results for the year 2022.

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



Agenda 3 To consider and approve the Annual Financial Statements for the year ended 31 December 2022.

The Chairman requested the shareholders to consider approving the Financial Statements for the year ended 31 December 2022 which had been audited by the certified auditors and considered by the Audit Committee. Details were as presented in the 2022 Annual Report (56-1 One Report) which had been delivered to the shareholders in QRCode format, together with the Invitation of this Meeting.

The Chairman then welcomed inquiries and comments, via message or via a video conference.

No inquiries were submitted. The Chairman, therefore, requested the Meeting to cast the votes. Resolution on this agenda item shall be approved by a majority of total number of votes of the shareholder present at the meeting and eligible to vote.

Resolution: The Meeting, by the majority of the shareholders who were in attendance and voting at the Meeting, considered and approved the financial statements for the year ended 31 December 2022, as follows:

Approved	1,060,817,057	votes, equal to	100.0000	percent
Disapproved	0	votes, equal to	0.0000	percent
Abstained	0	votes, equal to	0.0000	percent

Agenda 4 To consider and approve the appropriation of net profit as legal reserve and dividend payment for the operating results for the year 2022.

The Chairman informed the Meeting that for the year ended 31 December 2022, the Company recorded a net profit of Baht 20,151,688 in the separate financial statements. According to the Public Limited Companies Act B.E. 2535, the Company shall allocate not less than 5% of its annual net profit as reserved fund, less the accumulated losses brought forward (if any), until the reserved fund reaches the amount not less than 10% of the registered capital.

In addition, according to the dividend payment policy, the Company may consider paying out dividend of at least 40% of its net profits after corporate tax of separate financial statement and all reserves as stated in the Company's regulations and related laws. The Company will take in consideration its operating results as well as financial status, cash flow, investment plans, business plan and other conditions and limitations (if any).

From the performance of the year 2022 with net profits, the Board of Directors considered and had the resolution to appropriate the Company's net profit as legal reserve in the amount of Baht 1,008,000 which is 5% of the annual net profit and approved the omission of dividend payment for the operating result for the year 2022 to retain reserves for business operations and mitigate economic volatility impact.

The Chairman then welcomed inquiries and comments, via message or via a video conference.

No inquiries were submitted. The Chairman, therefore, requested the Meeting to cast the votes. Resolution on this agenda item shall be approved by a majority of total number of votes of the shareholder present at the meeting and eligible to vote.

Resolution: The Meeting, by the majority of the shareholders who were in attendance and voting at the Meeting, resolved to approve the appropriation of net profit as legal reserved and the omission of dividend payment for the operating results for the year 2022 as proposed. The voting results as follows:

Approved	1,060,815,757	votes, equal to	99.9998	percent
Disapproved	1,300	votes, equal to	0.0001	percent
Abstained	0	votes, equal to	0.0000	percent

Agenda 5 To consider and elect directors to replace those retiring by rotation for the year 2023.

The Company Secretary informed the Meeting that to promote good corporate governance, directors who retiring by rotation for the year 2023, namely Mr. Suebtrakul Soonthornthum, Professor Rawat Chamchalerm, Mr. Surapol Srangsomwong and Mr. Suroj Lamsam, left the meeting and abstained from voting on this agenda item.

Then invited Mr. Dhongchai Lamsam, Chairman of the meeting, presided over the meeting instead of Professor Rawat Chamchalerm, Chairman of the Nominating and Remuneration Committee, who retiring by rotation for the year 2023 and proceeded in this agenda item.

Mr. Dhongchai Lamsam stated that in accordance with Section 71 of Public Limited Companies Act B.E.2535 and Article 17 of the Articles of Association of the Company, one-third of the directors have to retire from office term at the Annual General Meeting of Shareholders. The directors who have longest been in the position shall retire but they may be re-elected and appointed to the Board by the Meeting of shareholders.

Four directors retiring by rotation in this meeting and proposed for re-election were as follows:

1. Mr. Suebtrakul Soonthornthum Director, Vice Chairman of the Board and Member of the Nominating and Remuneration Committee
2. Professor Rawat Chamchalerm Independent Director and Chairman of the Nominating and Remuneration Committee
3. Mr. Surapol Srangsomwong Independent Director and Chairman of the Risk Management Committee
4. Mr. Suroj Lamsam Director, Chief Executive Officer and President

In this regard, the Company has provided an opportunity for shareholders to propose agenda for the Meeting and to nominate qualified candidates for election as the Company's directors during 1 October 2022 – 31 December 2022 pursuant to the criteria disclosed on the Company's website. However, there was no shareholder proposed agenda for the Meeting or nominated candidate for the Company's directorship.

The Nominating and Remuneration Committee, excluding directors with conflict of interest in this agenda item, had deliberately considered the individual qualifications of candidates nominated by the Directors and chartered directors from the Thai Institute of Directors Association (IOD) in accordance with the director nomination guidelines and advice from the Office of the Securities and Exchange Commission (SEC), considering the

qualifications of each person thoroughly, prudently and cautiously and taking into account of the Diversity in the Board structure together with the qualifications, knowledge and expertise of the Board (Board Skill Matrix) to be in line with the Company's business strategy; therefore resolved unanimously to propose for the Board of Directors' consideration of four retiring candidates to be nominated as the Directors for another term, of which four candidates have qualifications in accordance with relevant regulations and suitable for the business of the Company.

The Board of Directors, excluding the directors to be retired by rotation at the 2023 Annual General Meeting of Shareholders, has extensively discussed and thoroughly considered all the four candidates nominated by the Nominating and Remuneration Committee as well as the qualification of each candidate who is qualified with knowledge, abilities, expertise in pursuant to the Company's Board Skills Matrix, attributes of leadership, exemplary vision, good morals and ethical principles, of which all four candidates are qualified pursuant to all relevant rules and regulations, fit to conduct the businesses of the Company and well perform their duties during the term of office, and the independence of the nominated person was also reviewed. The Board of Directors, thus, unanimously resolved to propose the four qualified candidates to Shareholders' meeting for the election to be the directors and independent directors for another term namely, 1) Mr. Suebtrakul Soonthornthum 2) Professor Rawat Chamchalerm 3) Mr. Surapol Srangsomwong and 4) Mr. Suroj Lamsam. Professor Rawat Chamchalerm and Mr. Surapol Srangsomwong, are proposed to be independent directors since their qualifications are qualified. In this regard, the Board of Directors has carefully considered the qualification of two candidates nominated as independent directors and opined that they are qualified all in accordance with laws and Company's requirements related to qualifications of independent directors. Professor Rawat Chamchalerm and Mr. Surapol Srangsomwong have served as the independent director of the Company for not more than nine consecutive years since their first appointment as the independent director, having extensive experience in various fields related to the company's business and able to retain independence in expressing opinions, suggestions and in line with related regulations. Although Professor Rawat Chamchalerm is an independent director of Sino-Thai Engineering and Construction Public Company Limited which part of its business is real estate and Mr. Surapol Srangsomwong is an independent director of Premier Technology Public Company Limited, of which core business is information technology and communications, which may have the nature of doing business with the same conditions as some parts of the Company's business in accordance with Section 86 of the Public Company Act B.E. 2535. Therefore, in order to comply with the law, the Board of Directors has thoroughly considered and opined that the appointment as the Company's independent director of Professor Rawat Chamchalerm and Mr. Surapol Srangsomwong neither affected their independent performance of duties nor their independent opinions, thus no conflict of interest would be created between parties. All four aforementioned persons do not occupy directorship or management positions in other organizations which might lead to a conflict of interest with the Company. Profiles of the four candidates are provided herein Attachment No. 2. Additionally, no candidate for directorship was nominated from Shareholders. The Board of Directors therefore deemed it appropriate to propose the shareholders' meeting to

consider re-elect the directors who retired by rotation to resume their office as directors and independent directors for another term.

The Company Secretary then informed the Meeting to consider and cast votes to re-elect the directors on an individual basis in accordance with the recommendations of the Securities and Exchange Commission to promote good corporate governance and transparency.

The Chairman then welcomed inquiries and comments, via message or via a video conference.

No inquiries were submitted. The Chairman, therefore, requested the Meeting to cast the votes on an individual basis. Resolution on this agenda item shall be approved by a majority of total number of votes of the shareholder present at the meeting and eligible to vote.

Resolution: The Meeting, by the majority of the shareholders who were in attendance and voting at the Meeting, elected Mr. Suebrakul Soonthornthum, Professor Rawat Chamchalerm, Mr. Surapol Srangsomwong and Mr. Suroj Lamsam as directors and independent directors of the Company with the following votes:

1. Mr. Suebrakul Soonthornthum				
Approved	1,060,226,357	votes, equal to	99.9443	percent
Disapproved	589,400	votes, equal to	0.0555	percent
Abstained	1,300	votes, equal to	0.0001	percent
2. Professor Rawat Chamchalerm				
Approved	1,060,688,957	votes, equal to	99.9879	percent
Disapproved	128,100	votes, equal to	0.0120	percent
Abstained	0	votes, equal to	0.0000	percent
3. Mr. Surapol Srangsomwong				
Approved	1,060,817,057	votes, equal to	100.0000	percent
Disapproved	0	votes, equal to	0.0000	percent
Abstained	0	votes, equal to	0.0000	percent
4. Mr. Suroj Lamsam				
Approved	1,047,538,362	votes, equal to	98.7482	percent
Disapproved	128,100	votes, equal to	0.0120	percent
Abstained	13,150,595	votes, equal to	1.2396	percent

(Mr. Suroj Lamsam abstained from voting)

Agenda 6 To consider and approve the remuneration of the directors for the year 2023.

Professor Rawat Chamchalerm, Chairman of the Nominating and Remuneration Committee, stated that, the Nominating and Remuneration Committee considered the remuneration of the Board of Directors and the sub-

committees carefully, by taking into account the suitability in various aspects namely the Company's business performance, role and responsibilities of the Board of Directors and sub-committees, and the rate compared with other companies in the same industry and business size, as well as the average of listed companies from the director's remuneration survey report conducted by the Thai Institute of Directors (IOD). The Nominating and Remuneration Committee that thoroughly considered of the fair and reasonable remuneration to retain directors in observance of good corporate governance practice, deemed it appropriate to propose the remuneration of the Directors and Sub-committee members for the year 2023, in the form of meeting allowance with the same rates as that of 2022, no Directors' Bonus and no other special remuneration. The Board of Directors concurred with the proposal of the Nominating and Remuneration Committee as follows:

The Remuneration	2023 (Current Proposal)	2022
<u>1. The Remuneration of the Board of Directors</u>		
Meeting Allowance		
- Chairman	100,000 Baht/person/month	100,000 Baht/person/month
- Director	50,000 Baht/person/month	50,000 Baht/person/month
Bonus		
- Chairman	None	500,000 Baht/person
- Director	None	300,000 Baht/person
<u>2. The Sub-Committees including the Audit Committee, the Nominating and Remuneration Committee, and the Risk Management Committee</u>		
Meeting Allowance		
- Chairman	30,000 Baht/person/month	30,000 Baht/person/month
- Director	20,000 Baht/person/month	20,000 Baht/person/month
<u>3. Other Remunerations</u>	None	None

The Chairman then welcomed inquiries and comments, via message or via a video conference.

No inquiries were submitted. The Chairman, therefore, requested the Meeting to cast the vote. Resolution on this agenda item shall be approved by the vote of not less than two-thirds of the total number of votes of shareholders present at the meeting.

Resolution: The Meeting, by not less than two-thirds of the shareholders who were in attendance and voting at the Meeting, resolved to approve the remuneration of the directors for the year 2023. The voting results as follows:

Approved	1,060,817,057	votes, equal to	100.0000	percent
Disapproved	0	votes, equal to	0.0000	percent
Abstained	0	votes, equal to	0.0000	percent

Agenda 7 To consider and approve the appointment and the fixing remuneration of auditors for year 2023.

Dr. Harit Sutabutr, Chairman of the Audit Committee informed that in accordance with Section 120 of the Public Limited Companies Act, B.E. 2535 and Article 32 of the Company's Articles of Association which stated that the appointment of the Company's external auditors and the audit fees must be approved at the Annual General Meeting of Shareholders annually. The Audit Committee had considered and deemed it appropriate to propose the appointment of the KPMG Phoomchai Audit Limited, as the Company's auditing firm in 2023 since KPMG had an expertise and international acceptance standard, one can be confident that its audit can proceed with speed quality and credibility. In addition, while comparing scope of works with audit fee rate of other companies in same level, it was assumed that KPMG's audit fee is proper.

The Board of Directors considered and concurred with the Audit Committee's resolution to propose to the Shareholders' meeting to appoint certified public accountants of KPMG Phoomchai Audit Limited, as the Company's auditors, comprising: 1) Ms. Marisa Tharathornbunpakul CPA No. 5752 or 2) Mr. Veerachai Ratanajaratkul CPA No. 4323 or 3) Mr. Sakda Kaothanthong CPA No. 4628 or 4) Mr. Thanit Osathalert CPA No. 5155. In this regard, Ms. Marisa Tharathornbunpakul CPA No. 5752, was the Company's auditor who certified the financial statement during 2018-2022.

The aforementioned audit firm and auditors had no relationship and/or conflict of interest with the Company/subsidiaries/management/major shareholder/ or related person. Any of them shall be empowered to audit, perform, express opinions towards the financial statement and sign on the auditors' reports. In case all said four auditors were unable to perform, KPMG shall provide the Company with the substituting auditors to audit, perform and express opinions towards the financial statement. In addition, KPMG Phoomchai Audit Co., Ltd. also audits financial statements of the Company's subsidiaries for year 2023. The Board of Directors will provide support to ensure that KPMG Phoomchai Audit Co., Ltd. can finish the auditing in due time since it is a large scale audit firm, having sufficient and appropriate teamworks, including systematic audit plan. With regard to the audit fees, it is agreed to propose the Shareholders' meeting to approve the fixing audit fee for 2023 amounting at Baht 2,510,000, represent an increase of Baht 100,000 after maintaining the same rate for five years. Details of the fixing remuneration as follows:

(Unit: Baht)

Financial audit fee	2023 (Current Proposal)	2022	Increase/ (Decrease)
Annual audit fee for the Company' s Financial Statements and Quarterly Review fee	2,510,000	2,410,000	100,000

The aforementioned audit fee excluded non-audit fee

Non-audit Fee for the year 2023: - none-



The Chairman then welcomed inquiries and comments, via message or via a video conference.

No inquiries were submitted. The Chairman, therefore, requested the Meeting to cast the votes. Resolution on this agenda item shall be approved by a majority of total number of votes of the shareholder present at the meeting and eligible to vote.

Resolution: The Meeting, by the majority of the shareholders who were in attendance and voting at the Meeting, resolved to approve the appointment and the fixing remuneration of auditors for year 2023. The voting results as follows:

Approved	1,060,815,757	votes, equal to	99.9998	percent
Disapproved	1,300	votes, equal to	0.0001	percent
Abstained	0	votes, equal to	0.0000	percent

Agenda 8 To consider other businesses (if any)

The Chairman welcomed inquiries and comments, via message or via a video conference.

No inquiries were submitted.

The Chairman declared the Meeting closed, and expressed his appreciation to all shareholders for attending the Meeting.

The Meeting was adjourned at 15.32 hours.

Signature _____ Dhongchai Lamsam _____ Chairman
(Mr. Dhongchai Lamsam)

Signature _____ Manisara Janewithayapun _____ Company Secretary
(Mrs. Manisara Janewithayapun)

Profile of the nominated candidates for the election of new directors in replacement of those to be retired by rotation

1. Mr. Supavud Saicheua, Ph.D.

Age: 66 years
 Nationality: Thai
 Position Proposed: Independent Director
 Current Position: Independent Director, Audit Committee Member
 Years of Directorship: 16 years (Since 28 February 2007)



Education: - Ph.D. in Economics, University of Hawaii at Manoa, U.S.A.
 - M.A. in Economics, University of the Philippines (Diliman), Philippines
 - B.A. in Economics, Victoria University of Wellington, New Zealand
 Training: - Director Accreditation Program 36/2005, Thai Institute of Directors Association (IOD)
 Expertise: Economics and Business Administration
 Nomination Principle: The nominated candidate is qualified pursuant to all relevant rules and regulations, and suitable for the company's businesses and in accordance with laws and Company's requirements related to qualifications of independent directors.

Directorship Qualifications according to applicable laws and does not have prohibited qualifications according to the announcement of the Capital Market Supervisory Board: Yes

Dispute in the 10 Preceding Year: None

Shareholding in LOXLEY: None

Shareholding of Spouse or Underage Children: None

Family Relation with Other Directors: None

Board Member/Management in Other Listed Companies: None

Position in Other Non-Listed Companies/Organizations: (4)

2024-present - Chairman, Office of the National Economic and Social Development Council (NESDC) / Government entity

2023- present - Member of National Soft Power Policy Committee

2018-present - Advisor, Kiatnakin Phatra Financial Group / Financial services

2006-present - Trustee, Kenan Institute Asia / Non-Profit organization

5-year Past Experiences and/or Remarkable Positions:

2006-Jan 2024 - Sub-Committee, Office of the National Economic and Social Development Council

2021-2023 - Adviser of Investment Subcommittee, Government Pension Fund

2018-2021 - Expert Member of Government Pension Fund

2017-2020 - Expert of Investment Subcommittee, Government Pension Fund

2005-2017 - Executive Director, Managing Director (Head of Research)

Phatra Securities Plc

Record of transactions which may result in conflict of interest or business competition against Loxley: None

Number of Attendance Meeting in 2023:

Meeting	Attendance of Meeting in 2023
Board of Directors Meeting	7 out of 7 / (100%)
Meeting of Independent directors	1 out of 1 / (100%)
Meeting of Audit Committee	4 out of 4 / (100%)
2023 Annual General Meeting of Shareholders	1 out of 1 / (100%)

Additional information for consideration to elect independent director:

Conflict of interests at present or during the past two years:

1. Does not or has not been a director related to operation management, staff member, employee, permanent consultant.
2. Does not or has not provided professional services such as legal advisor or auditor.
3. Does not or has not related in business operations with possible conflict of interest affecting independent judgement.

2. Mr. Chatmongkol Peetathawatchai, Ph.D.

Age: 54 years

Nationality: Thai

Position Proposed: Independent Director

Current Position: Independent Director and Audit Committee Member

Years of Directorship: 4 months (Since 21 December 2023)

Education:

- Ph.D. Engineering, Massachusetts Institute of Technology, U.S.A.
- Master Degree of Engineering, Massachusetts Institute of Technology, U.S.A.
- Bachelor of Engineering, Chulalongkorn University

Training:

- Director Certification Program 317/2565 Thai Institute of Directors Association
- Executive Program Certificate: Strategic Management INSEAD, France
- Executive Program Certificate: Corporate Strategy Sloan School of Management, Massachusetts Institute of Technology, U.S.A.

Expertise: Engineering, Finance, Human Resource Management, Information Technology Management and Artificial Intelligence, Strategic Planning





Nomination Principle: The nominated candidate is qualified pursuant to all relevant rules and regulations, and suitable for the company's businesses and in accordance with laws and Company's requirements related to qualifications of independent directors.

Directorship Qualifications according to applicable laws and does not have prohibited qualifications according to the announcement of the Capital Market Supervisory Board: Yes

Dispute in the 10 Preceding Year: None

Shareholding in LOXLEY: None

Shareholding of Spouse or Underage Children: None

Family Relation with other Directors: None

Board Member/Management in Other Listed Companies: None

Position in Other Non-Listed Companies/Organizations: (1)

1995-present - Rutnin Medical Associates Co., Ltd.

5-year Past Experiences and/or Remarkable Positions: (1)

2001-2021 - Senior Vice President Bangkok Bank

Record of transactions which may result in conflict of interest or business competition against Loxley: None

Number of Attendance Meeting in 2023*:

Meeting	Attendance of Meeting in 2023
Board of Directors Meeting	-
Meeting of Independent directors	-
Meeting of Audit Committee	-
2023 Annual General Meeting of Shareholders	-

*The Board of Directors Meeting No. 7/2023 on December 21, 2023, resolved to appoint Mr. Chatmongkol Peetathawatchai, Ph.D. as Independent Director and Audit Committee member to replace the director who resigned. The Appointment is effective from December 21, 2023. Mr. Chatmongkol did not attend The Board of Directors meeting, Independent committee meeting, The Audit Committee meeting and Annual General Meeting of Shareholders in 2023.

Additional information for consideration to elect independent director:

Conflict of interests at present or during the past two years:

1. Does not or has not been a director related to operation management, staff member, employee, permanent consultant.
2. Does not or has not provided professional services such as legal advisor or auditor.
3. Does not or has not related in business operations with possible conflict of interest affecting independent judgement.

3. Mr. Vasant Chatikavanij

Age: 67 years
Nationality: Thai
Position Proposed: Director
Current Position: Director
Years of Directorship: 30 Years (Since 1 April 1993)



Education: - M.S. Chemical Engineering, Lehigh University, U.S.A.
- B.S.E. Chemical Engineering, Princeton University, U.S.A.
Training: - Director Accreditation Program 12/2004, Thai Institute of Directors Association (IOD)
Expertise: Engineering, Information Technology Management and Business Administration
Nomination Principle: The nominated candidate is qualified pursuant to all relevant rules and regulations, and suitable for the company's businesses.

Directorship Qualifications according to applicable laws and does not have prohibited qualifications according to the announcement of the Capital Market Supervisory Board: Yes

Dispute in the 10 Preceding Year: None

Shareholding in LOXLEY: None

Shareholding of Spouse or Underage Children: None

Family Relation with other Directors: None

Board Member/Management in Other Listed Companies: None

Position in Other Non-Listed Companies/Organizations: (13)

- 2019-present - Director, Travel Ads Network (Thailand) Co., Ltd. / Provide digital platform services for tourism and hospitality sectors in Thailand and the region
- 2018-present - Director, Marketboomer (Thailand) Co., Ltd. / Electronics procurement system services for service industry and trading management system between hotels and suppliers
- 2018-present - Director, Wanvanij Holding Co., Ltd. / Holding company
- 2016-present - Director, LWSN Co., Ltd. / Telecommunication, Information and Technology systems and Submarine cable network services
- 2016-present - Director, Loxley Simulation Technology Co., Ltd. / Virtual simulation solutions and services
- 2012-present - Director, Loxley & AIT Holding Co., Ltd. / Information technology, Communication and Telecommunication network systems in ASEAN Economic Community
- 2011-present - Chairman of the Board, Loxley Mobile Co., Ltd. / Sales and services of Electronics prepaid card
- 2007-present - Director, Mobile Innovation Co., Ltd. / GPS vehicle operation management and SMS broadcasting services
- 2000-present - Director, Point Asia Land Co., Ltd. / Analysis, research, evaluation and survey the points of Land parcels

1999-present - Chairman of the Board, Loxley Orbit Plc. / Software solutions provider

1995-present - Director, Eximnet Co., Ltd. / Services of information technology and computer systems

1990-present - Director, Ekpavee Co., Ltd. / Holding company

1981-present - Director, Loxley International Co., Ltd. / Maintenance services of computer and communication systems and consulting

5-year Past Experiences and/or Remarkable Positions:

2017-2019 - Vice Chairman of the Executive Board, Loxley Plc.

2017-2019 - Director, Loxley Environmental Dynamic Co., Ltd.

2016-2018 - Director, LWTN Co., Ltd.

2013-2018 - Director, Loxley Wireless Plc.

1995-2017 - Director, Data Mining Co., Ltd.

1993-2016 - Senior Executive Vice President, Loxley Plc.

Record of transactions which may result in conflict of interest or business competition against Loxley: None

Number of Attendance Meeting in 2023:

Meeting	Attendance of Meeting in 2023
Board of Directors Meeting	7 out of 7 / (100%)
2023 Annual General Meeting of Shareholders	1 out of 1 / (100%)

4. Mr. Chalermchoke Lamsam

Age: 50 years

Nationality: Thai

Position Proposed: Director

Current Position: Director and Managing Director

Years of Directorship: 13 years (Since 22 December 2010)



Education:

- Bachelor of Commerce and Accountancy, Chulalongkorn University
- MBA., Seattle University, U.S.A.
- Public Administration and Public Laws, King Prajadhipoks Institute

Training: - Director Accreditation Program 106/2013, Thai Institute of Directors Association (IOD)

Expertise: Business Management, Commerce, Finance, Accounting and Project Management

Nomination Principle: The nominated candidate is qualified pursuant to all relevant rules and regulations, and suitable for the company's businesses.

Directorship Qualifications according to applicable laws and does not have prohibited qualifications according to the announcement of the Capital Market Supervisory Board: Yes

Dispute in the 10 Preceding Year: None



Shareholding in LOXLEY: 9,876,688 shares or 0.44%

Shareholding of Spouse or Underage Children: 3,902,437 shares or 0.17%

Family Relation with other Directors: Son of Mr. Dhongchai Lamsam, Cousin of Mr. Vasant Chatikavanij,
Mr. Krisada Lamsam and Mr. Suroj Lamsam

Board Member/Management in Other Listed Companies: None

Position in Other Non-Listed Companies/Organizations: (23)

2019-present - Director, AOT Aviation Security Co., Ltd. /Security services

2018-present - Director, NS BlueScope (Thailand) Limited / Manufacture and sale of cold rolled steel

2018-present - Director, NS BlueScope Lysaght (Thailand) Limited / Manufacture and sales of steel roofing

2017-present - Director, BlueScope Buildings (Thailand) Limited / Manufacture and sales of semi-prefabricated steel buildings

2017-present - Director, Loxbit Plc. / Information and Communication technology services

2017-present - Director, L Food Solutions Co., Ltd. / Food services

2017-present - Director, L-Elevator and Engineering Co., Ltd. / Sale and Installation of elevators and escalators

2017-present - Director, ASM Security Management Co., Ltd. / Security services

2017-present - Director, Phuket Smart Bus Co., Ltd. / Bus transporting services

2016-present - Director, L Solar 3 Co., Ltd. / Manufacture and distribute electricity from solar power

2016-present - Director, Loxley System Integrator Co., Ltd. / Total Solutions and system integrator in Telecommunications

2015-present - Director, LB EV Co., Ltd. / Assembling and sales of electric vehicles

2015-present - Chairman, Loxley Power Systems Co., Ltd. / Construction Power substation and transmission systems

2014-present - Director, Lego99 Co., Ltd. / Solar power plants

2013-present - Director, LS Technology Solutions Co., Ltd./ Security technology solutions provider

2012-present - Director, Green Natural Products Co., Ltd. / Manufacture and sales of kaffir oil, essential oil and other healthcare products

2011-present - Director, Loxley Mobile Co., Ltd. / Sales and services of various prepaid electronics cash card

2010-present - Director, Loxley Property Development Co., Ltd. / Real Estate rental business

2005-present - Director, Thai Fiber Optics Co., Ltd. / Manufacture of fiber optic

2005-present - Director, Ekpavee Co., Ltd. / Holding Company

2002-present - Director, Loxley Evolution Technology Co., Ltd. / Security Technology Solutions provider and system Integration services



2000-present - Director, Loxley International Co., Ltd. / Provide maintenance services for computer, communication systems and project consultant

Present - Director, Point Asia Land Development Co., Ltd. / Geological services

5-year Past Experiences and/or Remarkable Positions:

2014-2022 - Director, GMP (Thailand) Co., Ltd.

2017-2021 - Director, CHL EV Co., Ltd.

2010-2018 - Director, L Solar 1 Co., Ltd.

2010-2018 - Director, Loxley Wireless Plc.

2014-2017 - Director, SLA Asia Co., Ltd.

2012-2017 - Director, Loxley Business Innovation Co., Ltd.

Record of transactions which may result in conflict of interest or business competition against Loxley: None

Number of Attendance Meeting in 2023:

Meeting	Attendance of Meeting in 2023
Board of Directors Meeting	7 out of 7 (100%)
2023 Annual General Meeting of Shareholders	1 out of 1 (100%)

Definitions of Independent Directors of the Company

The Company's independent directors whose opinions, instructions, and warnings are independent and free from the Company's management. As a result, the Company does not authorize any independent director the rights to enter into any legally binding documentation with the Management. The qualifications of the Company's independent director are specified follows:

1. They shall hold no more than 0.5 (zero point five) percent of the total number of voting shares of the Company, its parent company, subsidiaries, associated companies or juristic persons with possible conflicts of interest, including the shareholding by related persons of such independent directors.¹

2. They shall neither be nor have been a director involved with management, employee, staff member, advisor with a regular salary or person with controlling power of the Company, its parent company, subsidiaries, associated companies, same-tier subsidiaries or juristic persons with possible conflicts of interest, unless such foregoing status has ended at least two years prior to their appointment.

3. They shall not be a person related by blood or legal registration as father, mother, spouse, sibling and child, including spouse of any children of an executive, major shareholder, controlling person or person likely to be nominated as executive or controlling person of the Company or its subsidiaries.

4. They shall neither have nor have had business relationship such as engaging in normal business transactions to operate a business, rental or lease of immovable property, transactions related to assets or services, or granting or receipt of financial assistance, including other similar circumstances, resulting in indebtedness payable to the other party in the amount of three (3) percent or more of the net tangible assets of the Company or Baht 23 million or more, whichever is lower, with the Company, its parent company, subsidiaries, associated companies or juristic persons with possible conflicts of interest, in the manner that may prevent the exercise of their discretion independently. Moreover, they shall neither be nor have been a major shareholder, non-independent director or executive of any person with a business relationship with the Company, its parent company, subsidiaries, associated companies or juristic persons with possible conflicts of interest, unless such foregoing status has ended at least two years prior to their appointment.

5. They shall neither be nor have been an auditor of the Company, its parent company, subsidiaries, associated companies or juristic persons with possible conflicts of interest and shall not be a major shareholder, non-independent director, executive or managing partner of an audit firm that employs the auditor of the Company, its parent company, subsidiaries, associated companies or juristic persons with possible conflicts of interest, unless such foregoing status has ended at least two years prior to their appointment.

6. They shall neither be nor have been a provider of professional services, including providing services as legal or financial advisor who receives an annual service fee exceeding Baht 2 million from the Company, its parent company, subsidiaries, associated companies or juristic persons with possible conflicts of interest. If the professional service provider is a juristic person, it shall include being a major shareholder, non-

¹ The Company's requirement is stricter than the requirement of the Capital Market Supervisory Board which specifies that shareholding shall not exceed one (1) percent.



independent director, executive or managing partner of such professional service provider, unless such foregoing status has ended at least two years prior to their appointment.

7. They shall not be a director appointed as representative of the Company's directors, major shareholder or shareholders related to the Company's major shareholder.

8. They shall not be a director assigned by the Company's Board of Directors to make decisions in relation to the business operations of the Company, its parent company, subsidiaries, associated companies, same-tier subsidiaries or juristic persons with possible conflicts of interest.

9. They shall not operate a business with the same nature as and in significant competition with the business of the Company or its subsidiaries or be a partner or executive director, employee, staff member, advisor who receives a regular salary or holds shares exceeding one percent of the total shares with voting rights of another company operating a business with the same nature as and in significant competition with the business of the Company or its subsidiaries.

10. They shall not possess any other characteristics that prevent them from expressing independent opinions on the Company's operations.

Upon being appointed as independent directors, they may be assigned by the Board of Directors to make decisions regarding the business operations of the Company, its parent company, subsidiaries, associated companies, same-tier subsidiaries or juristic persons with possible conflicts of interest. In this regard, collective decisions may be made.

If the appointed independent director is the person who has or once had a business relationship, or provision of professional services at a value exceeding the specified amount under clause 5 or 6) above, the Company shall be granted an exemption from such prohibition of having or having had a business relationship or provision of professional services at such excessive value, provided that the Company has obtained an opinion of the Board of Directors indicating that upon consideration pursuant to Section 89/7 of the Securities and Exchange Act, the appointment of such person does not affect the performance of duties and provision of independent opinions, and that the relevant information is also disclosed in the notice of shareholders' meeting under the agenda of the appointment of an independent director.

Profiles of the independent directors proposed by the Company to act as proxy for shareholders
(Excluding Independent Directors to be retired by rotation in the year 2024)

	<p>Name : Prof. Rawat Chamchalerm, Ph.D.</p> <p>Position : Independent Director / Chairman of the Nominating and Remuneration Committee</p> <p>Age : 79 years</p> <p>Address : 102 Na Ranong Road, KlongToey, KlongToey, Bangkok 10110</p> <p>Conflict of interest in any agenda of the meeting: Agenda 6 To Consider and approve the remuneration for the directors of 2024</p> <p>Special conflict of interest differs from other directors: None</p>
	<p>Name : Mrs. Nattaporn Phan-Udom, Ph.D.</p> <p>Position : Independent Director / Chairman of the Audit Committee</p> <p>Age : 65 years</p> <p>Address : 102 Na Ranong Road, KlongToey, KlongToey, Bangkok 10110</p> <p>Conflict of interest in any agenda of the meeting: Agenda 6 To Consider and approve the remuneration for the directors of 2024</p> <p>Special conflict of interest differs from other directors: None</p>
	<p>Name : Mr. Surapol Srangsomwong</p> <p>Position : Independent Director / Chairman of Risk Management Committee</p> <p>Age : 65 years</p> <p>Address : 102 Na Ranong Road, KlongToey, KlongToey, Bangkok 10110</p> <p>Conflict of interest in any agenda of the meeting: Agenda 6 To Consider and approve the remuneration for the directors of 2024</p> <p>Special conflict of interest differs from other directors: None</p>

Profile of proposed Auditors for Year 2024

Name	Miss Marisa Tharathornbunpakul
Company	KPMG Phoomchai Audit Ltd.
CPA License Number	5752
Experience in Auditing	29 years
Position	Partner, Audit

**Professional qualifications**

- A member of Federation of Accounting Professions of Thailand
- Certified Public Accountant, Federation of Accounting Professions of Thailand
- Authorized Auditor, The Securities and Exchange Commission, Thailand

Education

- MBA, Executive MBA - Thammasat University
- BBA, Accounting - Assumption University

Professional experiences

- Partner, Audit - KPMG Phoomchai Audit Ltd.
- Experience in Auditing since 1995

Conflicts of any interests other than auditing services with the Company / subsidiaries / associates or joint ventures which may result in the inability to act as independent auditor: - None -

Contact Details:

Email: marisa@kpmg.co.th

Telephone: 02 677 2000 ext. 2363 / 2142

Fax: 02 677 2222

Profile of proposed Auditors for Year 2024

Name	Mr. Veerachai Ratanajarakul
Company	KPMG Phoomchai Audit Ltd.
CPA License Number	4323
Experience in Auditing	35 years
Position	Partner, Audit



Professional qualifications

- Certified Public Accountant, Federation of Accounting Professions of Thailand
- Authorized Auditor, The Securities and Exchange Commission, Thailand
- Advisor – Auditors' Ethics, Securities Exchange Commissions of Thailand (SEC)

Education

- Master of Accounting, Chulalongkorn University
- Bachelor of Accounting, Thammasart University

Professional experiences

- Audit Partner and Head of Audit & Assurance - KPMG Phoomchai Audit Ltd.
- Experience in Auditing since 1967

Conflicts of any interests other than auditing services with the Company / subsidiaries / associates or joint ventures which may result in the inability to act as independent auditor: - None -

Contact Details:

Email: sakda@kpmg.co.th

Telephone: 02 677 2000 ext. 2130 / 2393

Fax: 02 677 2222

Profile of proposed Auditors for Year 2024

Name	Mr. Sakda Kaothanthong
Company	KPMG Phoomchai Audit Ltd.
CPA License Number	4628
Experience in Auditing	32 years
Position	Audit Partner and Head of Audit & Assurance



Professional qualifications

- Certified Public Accountant, Federation of Accounting Professions of Thailand
- Authorized Auditor, The Securities and Exchange Commission, Thailand
- Advisor – Auditors' Ethics, Securities Exchange Commissions of Thailand (SEC)

Education

- Master of Accountancy, Thammasat University
- Master of Accounting, Thammasat University
- Senior Executive Program, Sasin Graduate Institute of Business Administration of Chulalongkorn University

Professional experiences

- Audit Partner and Head of Audit & Assurance - KPMG Phoomchai Audit Ltd.
-
- Experience in Auditing since 1992

Conflicts of any interests other than auditing services with the Company / subsidiaries / associates or joint ventures which may result in the inability to act as independent auditor: - None -

Contact Details:

Email: sakda@kpmg.co.th

Telephone: 02 677 2000 ext. 2328 / 2127

Fax: 02 677 2222

Profile of proposed Auditors for Year 2024

Name	Mrs. Sasithorn Pongadisak
Company	KPMG Phoomchai Audit Ltd.
CPA License Number	8802
Experience in Auditing	22 years
Position	Partner, Audit



Professional qualifications

- A member of the Federation of Accounting Professions of Thailand
- Certified Public Accountant, Federation of Accounting Professions of Thailand
- Authorized Auditor, The Securities and Exchange Commission, Thailand

Education

- Master of Business Administration, Chulalongkorn University
- Bachelor of Business Administration, Thammasart University

Professional experiences

- Partner, Audit - KPMG Phoomchai Audit Ltd.
- Experience in Auditing since 2002

Conflicts of any interests other than auditing services with the Company / subsidiaries / associates or joint ventures which may result in the inability to act as independent auditor: - None -

Contact Details:

Email: thanit@kpmg.co.th

Telephone: 02 677 2000 ext. 2376 / 2142

Fax: 02 677 2222

Articles of Association of the Company relating to the Shareholders' Meeting

<p>Article 16.</p>	<p>The meeting of the shareholders shall elect directors according to the following criteria and methods:</p> <p>(1) One shareholder has votes equal to the number of shares held by that shareholder.</p> <p>(2) Each shareholder shall use all the votes under (1) to elect one or many persons to be directors, but cannot divide the votes to any persons, more or less.</p> <p>(3) Persons who receive the highest votes in the sequence downwards shall be the elected directors in the equal number to the appropriate number or number of elected directors, at that time. In case there are directors who are elected in the secondary sequence having the equal votes for more than the appropriate number of directors or number of elected directors at that time, the chairman of the meeting shall have the casting vote.</p>
<p>Article 28.</p>	<p>The shareholders' meeting will be the annual ordinary meeting within 4 months from the day ending of the accounting year of the company. Other shareholders' meetings other than this shall be called the extraordinary meetings. The Board of the directors will convene the shareholders' meetings to be the extraordinary meetings whenever as they deem fit or, when the shareholders are collected, the number of shares are counted to be not less than one-fifth of all the distributed shares, or not less than 25 shareholders having the share counted together for not less than one-tenth of all the distributed shares sign in a letter specifying the reason and objective for requesting to convene the meeting clearly, requesting the Board of directors to convene the shareholders' extraordinary meeting. In case the shareholders request, the Board of directors shall hold the meeting within one month from the day receiving a letter from the shareholders.</p>
<p>Article 29.</p>	<p>In the convening of the shareholders' meeting, the Board of director will make a convening letter specifying the place, day, time, agenda of the meeting and the business to be proposed to the meeting, together with the appropriate detail specifying clearly in the proposal for the meeting's acknowledgement, approval or consideration, as the case may be, as well as the opinion of the committee on such matter and send the letter to the shareholders and the registrar for not less than seven days before the meeting, and publicize the notice convening the meeting in the newspaper for three consecutive days before the day for the meeting. The board of directors or the director assigned by the board shall determine the day, time and place of the shareholders' meeting. The place for the meeting of shareholders shall be in the area of the location of the head office or branch office, or the provinces adjacent to the location of the head office or branch office or other provinces as the board of directors deems appropriate.</p>
<p>Article 30.</p>	<p>In the meeting of the shareholders, there shall be altogether not less than 25 shareholders and their proxies (if any) present in the meeting or not less than one half of all the shareholders. And the number of the shares when counting together for not less than one-third of the number of all the distributed shares, constituting a quorum. In case it appears that in any shareholders' meeting, when time passes by for one hour, the number of the shareholders present in the meeting is not full for constituting a quorum as specified in the first paragraph. If the shareholders' meeting is convened because of the shareholders' request, such meeting will be cancelled. If such meeting is not requested by the shareholders, a meeting will be convened for another time, and a letter for convening the meeting shall be sent to the shareholders for not less than seven days</p>



	before the day for the meeting. In the latter meeting, there is no enforcement that the meeting shall have a quorum.
Article 31.	<p>The resolution of the shareholders' meeting shall comprise the following votes:</p> <p>(1) In normal cases, the majority votes of the shareholders present in the meeting and voting shall be counted. If there is a tie, the chairman of meeting shall have another vote as the casting vote.</p> <p>(2) In the following cases, not less than three-fourths of all the votes of the shareholders present in the meeting and entitled to vote shall be considered:</p> <p>(a) All selling or transfer of all business of the company or important parts to other people.</p> <p>(b) The buying or accepting transfer of the business of other companies or private companies to be the company's business.</p> <p>(c) The modifying or canceling of the contract relating to the leasing of the company's business, in whole or important parts. The assigning to other people to manage the business of the company or the merging of the business with other people has the purpose to divide the profit-loss to each other.</p>
Article 32.	<p>The business that the annual ordinary meeting will do will be as follows:</p> <p>(1) Considering the minutes of the meeting of the board of directors proposed to the meeting showing that in the previous year the business of the company was managed.</p> <p>(2) Considering and approving the balance sheet.</p> <p>(3) Considering allocation of the profit.</p> <p>(4) Election of the directors substituting the directors retiring in each determined period.</p> <p>(5) Appointing of the auditors</p> <p>(6) Other businesses</p>
Article 33.	The accounting year of the company starts on January 1 and ends on December 31 of every year.
Article 34.	The company shall make and keep the accounts and auditing of the accounts under the law on such matter and balance sheet and statement of income shall be made at least one time per 12 months which is the accounting year of the company.
Article 35.	The board of directors shall make the balance sheet and statement of income on the ending day of the accounting year of the company to be proposed to the shareholders' meeting in the annual ordinary meeting in order to approve the balance sheet and the statement of income, the board of directors shall assign the auditors to audit completely before proposing to the shareholders' meeting.
Article 36.	<p>The board of directors shall send the following documents to the shareholders together with the letter convening the annual ordinary meeting.</p> <p>(1) The copies of the balance sheet and statement of income audited by the auditors and the report of auditing of the auditor.</p> <p>(2) The annual report of the board of directors</p>
Article 37.	The dividing of the dividend of other kinds shall be prohibited. In case the company has the sales which suffer accumulated loss, the dividing of the dividend is prohibited. This dividend shall be divided according to the number of shares; the amount of the dividend is equal per each share. The board of directors may pay the dividend in the interim period to shareholders from time to time when it deems that the company has



	appropriate profit to do like that, and report to the meeting in next meeting. The paying of dividend will be done within one month from the date that the shareholders, meeting or the meeting of the board of directors has resolution, as the case may be. The notification will be made in writing to the shareholders; and the notice of dividend paying will be publicized in newspaper.
Article 38.	The Company shall allocated one portion of annual net profit to be reserve money, to be not less than 5 per cent of annual net profit, less: the brought forward balance of accumulated loss amount (if any) until this reserve has not less than ten per cent of registered capital.
Article 39.	The auditor shall not be the director, employee, staff of any position of the company.
Article 40.	The auditor has authority to audit any other documents and evidence, relating to revenue, expense as well as assets and liabilities of the company during the working time of the company in this case the auditor shall have authority to inquire directors, employees, staff working in any positions of the company and representatives of the company have them explain the facts or send evidence documents on the operation of the company.
Article 41.	The auditor has the duty to participate in the shareholders' meeting of the company every time of considering the balance sheet, statement of income, and problems of the company account, to explain about the auditing to the shareholders, to have the company send the report and company's documents that the shareholders should receive in such shareholders' meeting, to the auditor.

Privacy Notice of Personal Data Protection
for Annual General Meeting of Shareholders for the Year 2024 held on 25 April 2024
of Loxley Public Company Limited ("Annual General Meeting")

Loxley Public Company Limited (the "Company") recognizes the importance of personal data protection of shareholders and proxies who attend the Annual General Meeting as owners of personal data. The Company therefore announced privacy notice personal data protection for this Annual General Meeting of Shareholders so that they are known to shareholders and proxies.

1. Collected Personal Data

The Company will collect and process shareholders' and proxies' personal data which are either directly provided by shareholders or proxies to the Company or which the Company received from Thailand Securities Depository Co., Ltd. (TSD), the Company's registrar, including but not limited to the following information:

- General personal data, e.g. name-surname, date of birth, age, address, telephone number, facsimile number, e-mail address, identification number, passport number, nationality, shareholders' registration number, number and type of shares held, etc.
- Financial information for carrying out any acts in relation to shareholders' rights and benefits, e.g. bank account number, name of bank, cheque number, etc.
- Photo and video recorded at the Annual General Meeting as well as electronic traffic data from attendance registration or recorded at such Meeting.
- Information provided by shareholders and proxies through the Company's Investor Relations channel on the Company's website or other channels designated by the Company.

Supporting documents for registration and proxy forms submitted to the Company by shareholders or proxies may contain sensitive personal data, such as race, blood type and religion not required for the Annual General Meeting. Please be informed that the Company has no intention to collect such sensitive personal data. As such, the shareholders or proxies are requested to erase those sensitive personal data prior to submitting the documents to the Company. The Company reserves its right to erase such sensitive personal data and in such case, it shall not be deemed that the Company has collected the said sensitive personal data.

2. Purposes of Collecting, Use, Processing and Disclosing Personal Data

The Company's purposes for collecting, using, processing and disclosing personal data of shareholders and proxies related to the Annual General Meeting are as follows:

- To convene the Annual General Meeting including sending documents in relation to the Meeting, verifying identity for registration of Meeting attendance, processing voting results, preparing minutes of the Annual General Meeting and any acts in relation to such Meeting.
- To disseminate minutes of the Annual General Meeting or data from photo and video taken or recorded at the Meeting on the Company's website and through printing and electronic media.
- To carry out actions in relation to dividend payment or any other rights and benefits to shareholders.
- To organize the Company's activities including communication through Investor Relations channel or other channels designated by the Company.
- To carry out any acts in compliance with laws or orders of courts, government agencies, regulatory bodies and law enforcement agencies.

3. Persons to Whom Personal Data of Shareholders and Proxies may be Disclosed

To accomplish the abovementioned purposes, the Company may have to disclose personal data of shareholders and proxies related to the Annual General Meeting to the following third parties:

- Thailand Securities Depository Co., Ltd. (TSD)
- Banks or financial institutions
- The Company's service providers, e.g. service providers for printing, delivering documents, data storage, technology solutions for organizing the Annual General Meeting or any other related services for performing the Company's obligations towards shareholders and proxies under the laws as well as for the Annual General meeting attendance registration, counting quorum, casting votes and counting voting results at the Annual General Meeting.
- Professional service providers, e.g. legal advisors, doctors and auditors, etc.
- Investors in general to the extent required by relevant laws or regulations.
- Courts, government authorities, regulatory bodies, law enforcement agencies, other persons or juristic persons which the Company requires to disclose data in compliance with laws, orders of government authorities, e.g. Securities and Exchange Commission, Stock Exchange of Thailand, Ministry of Commerce, Revenue Department, etc.

4. Personal Data Keeping Period

The Company will keep personal data related to the Annual General Meeting of shareholders and proxies for as long as necessary given the above mentioned purposes, including for compliance with or making claims according to laws.

5. Rights of Shareholders and proxies as Personal Data Owners

Shareholders and proxies as owners of personal data related to the Annual General Meeting are entitled to withdraw consent given for or object the collection, use, process or disclosure of personal data, to access or obtain copy of their personal data, request for their personal data to be sent or transferred and request for their personal data to be erased, destroyed, suspended of use or corrected; subject to criteria and procedures as prescribed by laws on personal data protection. However, the Company may reject the requests of shareholders or proxies for justifiable reasons.

6. Contact Details

Shareholders and proxies who would like to exercise data owners' rights in Item No. 5 may contact the Company at the following address:

6.1 Data Protection Officer (DPO)

Telephone: 02-348-8141, Email: dpo@loxley.co.th, or Scan QR Code Loxley PDPA Center

6.2 Company Secretary Office

Loxley Public Company Limited No. 102 Na Ranong Road, Klong Toei Sub-district,
Klong Toei District, Bangkok 10110 Email: companysecretary@loxley.co.th



The Company may update, revise or amend this Privacy Notice of Personal Data Protection through the Company's website, the invitation to the Shareholders' Meeting or the Stock Exchange of Thailand's news disclosure channel in order to comply with laws, regulations or technical requirements.

Guidelines for the Annual General Meeting of Shareholders Attendance via Electronic means

Identity Verification documents for meeting attendance, Appointment of Proxy, Requisition for Username and Password to attend the Annual General Meeting of Shareholders (E-Request), Voting Process and Voting Counting Procedures and the Announcement of Voting Results via Electronic means (E-AGM)

1) Identity Verification documents for meeting attendance

Shareholders or Proxies are requested to submit all necessary documents and proceed the procedure for submitting the request to attend the meeting via Electronic means in prior to the Annual General Meeting of Shareholders date. In case the submitted documents are incomplete, incorrect or in compliance with the requirements stated herein, the Company reserves the right to reject the registration.

For Individual Shareholders

1. **In case of attendance in person:** A copy of valid National Identification Card or Government Official Identity Card or Driving License or Passport (for non-Thais) certified true and correct by the shareholder. In case of a change of name, supporting documents are required.
2. **In case of appointment of a proxy:**
 - 2.1 The Proxy Form as attached to the Invitation to the Annual General Meeting of Shareholders, completely filled in and signed by the proxy grantor and the proxy.
 - 2.2 A copy of valid National Identification Card or Government Official Identity Card or Driving License or Passport (for non-Thais) of **the Proxy Grantor**, certified true and correct. In case of a change of name, supporting documents are required.
 - 2.3 A copy of valid National Identification Card or Government Official Identity Card or Driving License or Passport (for non-Thais) of **the Proxy**, certified true and correct. In case of a change of name, supporting documents are required.

For Juristic Person Shareholders

- 1 **In case of attendance in person by the authorized representative:**
 - 1.1 A copy of valid National Identification Card or Government Official Identity Card or Driving License or Passport (for non-Thais) certified true and correct by the director. In case of a change of name, supporting documents are required.
 - 1.2 A copy of the juristic person certificate of a shareholder (not longer than 1 Year from the issue date of the certificate), certified true and correct by the director authorized to represent the company, with a statement affirming the authority to act on behalf of the juristic person shareholder.



2 In case of appointment of a proxy:

- 2.1 The Proxy Form as attached to the Invitation to the Annual General Meeting of Shareholders, completely filled in and signed and sealed (if any) by the director authorized to represent the company, signed by the proxy grantor and proxy.
- 2.2 A copy of valid National Identification Card or Government Official Identity Card or Driving License or Passport (for non-Thais) of the **director authorized to represent the company**, certified true and correct. In case of a change of name, supporting documents are required.
- 2.3 A copy of the juristic person certificate of a shareholder (not longer than 1 Year from the issue date of the certificate), certified true and correct by the director authorized to represent the company, with a power of attorney (if any). The documents required must show a statement affirming that the person signing the Proxy Form has the authority to act on behalf of the juristic person shareholder.
- 2.4 A copy of valid National Identification Card or Government Official Identity Card or Driving License or Passport (for non-Thais) of the **Proxy**, certified true and correct by the proxy. In case of a change of name, supporting documents are required.

3 In case of Custodian in Thailand authorized to act on behalf of foreign investors as a depositary and administrator of shares.

- 3.1 Required documents are the same as specified for a juristic person under item 1 or 2.
- 3.2 In case of foreign shareholder authorizes custodian to sign the proxy form on his/her behalf, affixed documents of the following are required.
 - (1) Power of Attorney granted by the shareholder authorizing the custodian to sign the Proxy on his/her behalf.
 - (2) Letter certifying that the custodian, who signs the Proxy form, is permitted to engage in the custodian business.

In this regard, English translation is required to be attached for any original document which is not made in English and such translation must be certified true and correct by the shareholders or the juristic person representative.

2) Appointment of Proxy

According to Notification of the Department of Business Development Re: Prescription of Proxy Letter Forms (No. 5) B.E. 2550 (2007), there will be 3 forms of proxy for shareholders' meeting as follows:

- Proxy Form A: is a simple and general proxy form
- Proxy Form B: a proxy form which clearly specifies the items for which a proxy is granted
- Proxy Form C: is used exclusively in case of foreign shareholders appointing the custodian in Thailand to act as a depositary and administrator of shares.



The Company has provided the Proxy form B as specified by the Department of Business Development, Ministry of Commerce, for shareholders. Proxy form A, B, or C can be downloaded from the Company website, www.loxley.co.th, only one of the proxy form can be used.

The Office of the Securities and Exchange Commission has stipulated the Notification of the Capital Market Supervisory Board Tor Jor. 79/2564 regarding Criteria for the Proxy Solicitation to Attend the Meeting and Vote on the Shareholders' Behalf, dated December 29, 2021, effective from January 16, 2022. For more detailed informations can be downloaded from www.sec.or.th

The Shareholders who are unable to attend the Annual General Meeting of Shareholders via Electronic means (E-AGM) by themselves may appoint a proxy according to the following procedures:

- 1 Complete the Proxy Forms attached herewith or one of mentioned above. A shareholder who does not appoint the Custodian shall use either Proxy Form A or Form B.
- 2 Appoint a person or an independent director of the Company as a proxy by filling in the name and information required or marking the box in front of the name of an independent director from the proposed list on the Proxy to attend the meeting.
- 3 Allocation of shares to several proxies to vote in the meeting is not allowed. A shareholder shall authorize the proxy to cast the votes equal to the total number of shares held by the shareholder. Authorizing less than the total number of shares is not allowed except for the Custodian appointed by foreign investors in accordance with Proxy Form C.
- 4 Please affix stamp duty of 20 baht in the proxy form. For convenience of shareholders, the Company has provided stamp duty along with the proxy form provided.
- 5 Appointment of Proxy to attend the meeting.
 - 5.1 In case of appointing other persons as a proxy to attend the Annual General Meeting of Shareholders via electronic media.

The shareholder or proxy shall proceed with item 1) Identity verification documents for meeting attendance, 2) Appointment of proxy, and submit the Meeting Attendance Request in advance to obtain the username and password for the meeting registration according to the Procedures for Submitting Meeting Attendance Request and **send the well-completed proxy form and supporting documents to the Company in advance of the scheduled meeting date.**

- 5.2 In case of appointing an independent director as a proxy to attend the Annual General Meeting of Shareholders via electronic media.

The shareholder shall proceed with item 1) Identity verification documents for meeting attendance, 2) Appointment of proxy, and **submit the well-completed proxy form and supporting documents to the Company in advance of the scheduled meeting date. No additional submission of the Meeting Attendance Request is required.**



- 6 Submit the original well-completed Proxy Form, and copies of supporting documents, certified true and correct, to the Office of Secretary, Loxley Public Company Limited, 102 Na Ranong Road, Klong Toei Sub-district, Khlong Toei District, Bangkok 10110, by Monday, 24 April 2024 to ensure orderly preparation for the meeting.

3) Submission of the Meeting Attendance Request

To attend the meeting, submission of the Meeting Attendance Request is required in advance to obtain username and password for meeting registration (1 email per 1 shareholders' ID). Shareholder and/or proxy holder can submit a request with required documents to attend the Meeting from 18 April 2024, 8.30 hrs. or until the Meeting adjourns. After verification and approval process, the shareholder will receive an approval notification email providing the username and password and a link to attend the meeting (1 email per 1 shareholders' ID). Attendees will be allowed to enter the e-meeting system on 25 April 2024, from 11:30 p.m. onwards

4) Voting Process, Voting Counting Procedures and the Announcement of Voting

Voting Criteria

General Agenda:

1. The Annual General Meeting of Shareholders shall be held via Electronic means (E-AGM). Voting in each agenda item shall be made via Inventech Connect system, where one share shall equal one vote. A shareholder or a proxy shall cast all the votes to only one of approve, disapprove or abstain. The votes on each agenda item cannot be divided (except voting of the Custodian).
2. In case of proxy
 - 2.1 In case the shareholder specifies the determination in the Proxy Form, the votes will be recorded. The proxy will not be required to vote during the meeting.
 - 2.2 In case the shareholder does not specify the determination, or the determination is unclear in any agenda item, or the Meeting considers or resolves any agenda other than that specified in the proxy Form, or there is any change or increment of fact, the proxy shall be authorize to consider and vote on such matter as he/she deems appropriate.

Agenda on Election of Directors:

In accordance with Article 16 of the Company's Articles of Association, the election of directors shall be proceeded according to the following procedures:

- (1) A shareholder or proxy shall have one vote for each share
- (2) A shareholder may use all his/her votes under (1) to elect one or more candidates nominated for directors but cannot divide the votes to any person to any extent.



- (3) The persons receiving the highest votes in the respective order of the votes shall be elected as directors until all of director positions that are to be elected at such meeting are filled. Where the votes cast for candidates in descending order are tied, which would otherwise cause the number of Directors to be exceeded, the remaining appointment shall be made by the Chairman of the Meeting who shall have a casting vote.

Voting Process:

- (1) The Chairman of the Meeting shall propose the shareholders to consider and cast their vote for the agenda item by asking the shareholders or proxies to vote via Inventech Connect system. For the director election agenda item, voting for each director individually will be provided.
- (2) For voting, a shareholders or proxy is required to choose the agenda item, the system will show options as 1. Approve 2. Disapprove 3. Abstain, only one option is acceptable. (except for the case of Custodian whereby the allotment of votes is allowed as specified in the Proxy Form)

Remark: If nothing is selected, the system will consider the votes as "Approve". The votes may be changed until the voting in such agenda item is closed.

Resolution of the Meeting

- (1) In general case, the majority of votes shall be deemed a resolution except as stated otherwise by law. In case of a tie of vote, the Chairman of the Meeting shall have a deciding vote.
- (2) In other case which the law or the Company's Articles of Association stipulated otherwise, the resolution shall conform to the law or the Company's Articles of Association which the Chairman shall inform the Meeting before voting in each agenda item.
- (3) A shareholder who has any special interest in a resolution, except for voting on the election of Directors, cannot vote on such resolution. A shareholder having special interest or proxy of such shareholder may be invited by the Chairman to temporarily leave the meeting.

Vote Counting Procedure and Announcement of the Results

Vote Counting Procedure will be informed by the Chairman of the meeting or the person assigned prior to the commencement of the agenda item. After the voting is closed, the system will count the votes of shareholders in each agenda item. The Announcement of voting results shall be made before end of the meeting.

The Company holds the 2024 Annual General Meeting of Shareholders via Electronic means (E-AGM) whereby the votes are cast via Inventech Connect system instead of the physical ballots. Hence, there will not be cases regarded as invalid ballots.

Guidelines for attending of Electronic Meeting by Inventech Connect

Shareholders and proxies wishing to attend the meeting can proceed according to the procedure for submitting the request form to attend the meeting via electronic media as follows :

Step for requesting Username & Password from via e-Request system

1. The Shareholders must submit a request to attend the meeting by Electronic Means via Web Browser at <https://serv.inventech.co.th/LOXLEY170120R/#/homepage> or scan QR Code and follow the steps as shown in the picture



- 1 Click link URL or scan QR Code in the letter notice Annual General Meeting
- 2 Choose type request for request form to 4 step
 - Step 1 Fill in the information shown on the registration
 - Step 2 Fill in the information for verify
 - Step 3 Verify via OTP
 - Step 4 Successful transaction, The system will display information again to verify the exactitude of the information
- 3 Please wait for an email information detail of meeting and Password

**** Merge user accounts, please using the same email and phone number ****

2. For Shareholders who would like to attend the Meeting either through the Electronic Means by yourself or someone who is not the provided independent directors, please note that the electronic registration will be available from 18 April 2024 at 8:30 hrs. and shall be closed on 25 April 2024 Until the end of the meeting.
3. The electronic conference system will be available on 25 April 2024 at 11:30 hrs. (2 hours before the opening of the meeting). Shareholders or proxy holders shall use the provided Username and Password and follow the instruction manual to access the system.

Appointment of Proxy to the Company's Directors

For Shareholders who authorize one of the Company's Independent Directors to attend and vote on his or her behalf, The Shareholders can submit a request to attend the meeting by Electronic Means of the specified procedures or send the proxy form together with the required documents to the Company by mail to the following address. The proxy form and required documents shall be delivered to the Company by 24 April 2024 at 17:00 hrs. to ensure orderly preparation.

Company Name: Loxley Public Company Limited

Department: Office of Company Secretary

Address: 102 Na Ranong Road, Klong Toei Subdistrict, Klong Toei District, Bangkok 10110

If you have any problems with the software, please contact Inventech Call Center



02-931-9143



@inventechconnect



The system available during 18 – 25 April 2024 at 08.30 a.m. – 05.30 p.m.
(Only on working day excluding public holidays and holidays)



Report a problem

@inventechconnect

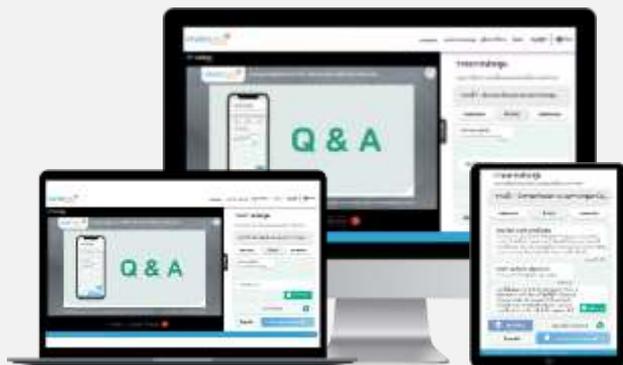
Steps for registration for attending the meeting (e-Register) and voting process (e-Voting)

- 1 Get email and password that you received from your email or request OTP
- 2 Click on “Register” button, the system has already registered and counted as a quorum.
- 3 Click on “Join Attendance”, Then click on “Join Meeting” button
- 4 Select which agenda that you want to vote
- 5 Click on “Vote” button
- 6 Click the voting button as you choose
- 7 The system will display status your latest vote



To cancel the last vote, please press the button “Cancel latest vote (This means that your most recent vote will be equal to not voting, or your vote will be determined by the agenda result) Shareholders can conduct a review of the votes on an agenda basis. When the voting results for that agenda are closed.

Step to ask questions via Inventech Connect



- Select which agenda
- Click on “Question” button
- 1 Ask a question
 - Type the question then click “Send”
- 2 Ask the question via video
 - Click on “Conference”
 - Click on “OK” for confirm your queue
 - Please wait for the queue for you then your can

How to use Inventech Connect



User Manual e-Request



User Manual e-Voting

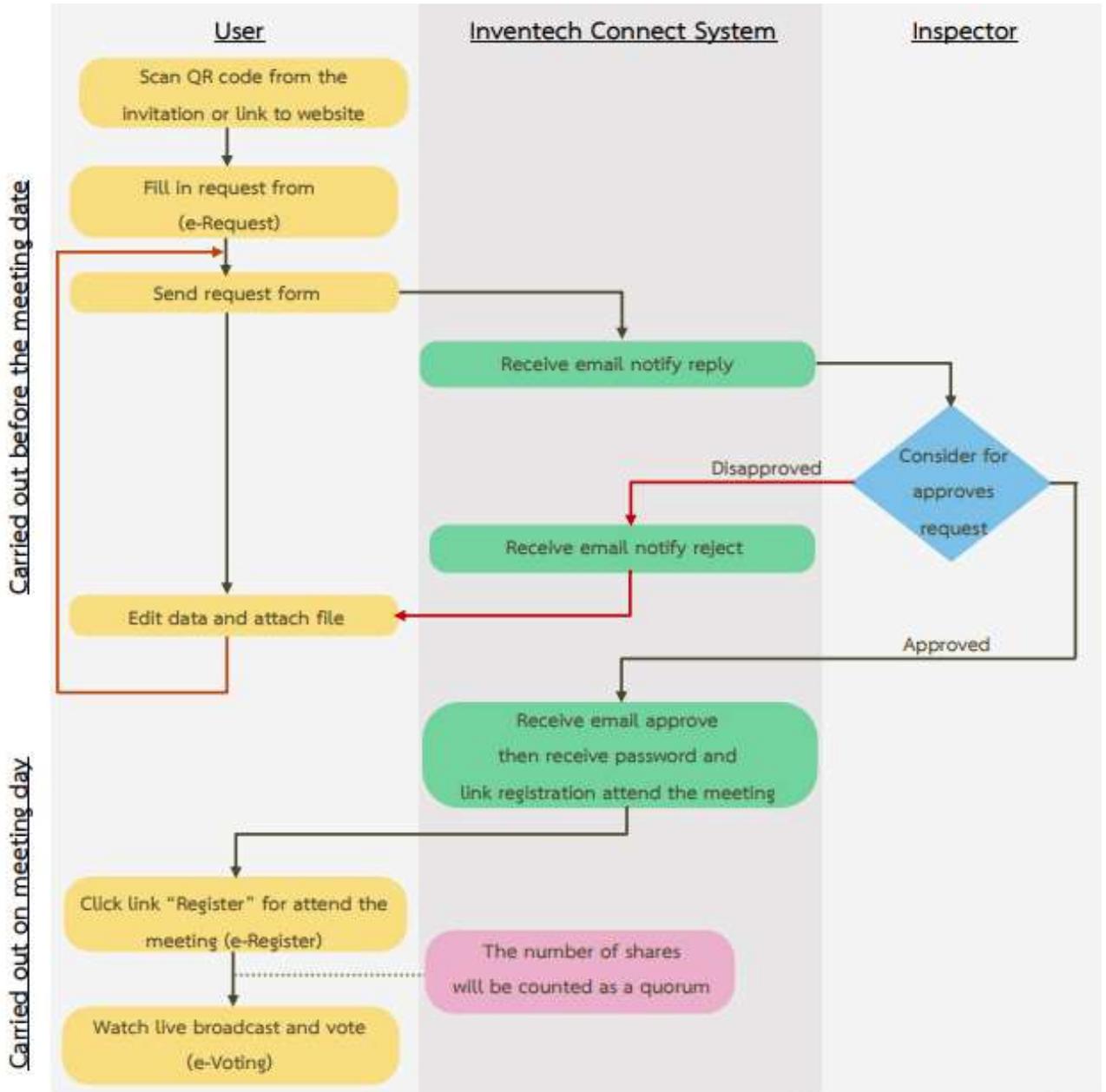


Video of using Inventech Connect

* Note Operation of the electronic conferencing system and Inventech Connect systems. Check internet of shareholder or proxy include equipment and/or program that can use for best performance. Please use equipment and/or program as the follows to use systems.

1. Internet speed requirements
 - High-Definition Video: Must be have internet speed at 2.5 Mbps (Speed internet that recommend).
 - High Quality Video: Must be have internet speed at 1.0 Mbps.
 - Standard Quality Video: Must be have internet speed at 0.5 Mbps.
2. Equipment requirements.
 - Smartphone/Tablet that use IOS or android OS.
 - PC/Laptop that use Windows or Mac OS.
3. Requirement Browser Chrome (Recommend) / Safari / Microsoft Edge **** The system does not supported internet explorer.**

Guidelines for attending of Electronic Meeting



Condition of use

In case Merge account/change account

In case filing request multiple by using the same email and phone number, the systems will merge account or in case user has more than 1 account, you can click on "Change account" and the previous account will still count the base in the meeting.

In case Exit the meeting

Attendees can click on "Register for exit the quorum", the systems will be number of your shares out from the meeting base.



PROXY Form B

Written at _____

Date _____ Month _____ Year _____

(1) I/We _____ Nationality _____
residing at No. _____ Road _____ Sub-district _____
District _____ Province _____ Postcode _____

(2) Being a shareholder of Loxley Public Company Limited, holding the total amount of _____ share (s)
and having voting rights equivalent to _____ vote (s), the details of which are as follows:

Ordinary shares _____ share (s), having voting rights equivalent to _____ vote (s)
Preference shares _____ share (s), having voting rights equivalent to _____ vote (s)

(3) Hereby authorize

() _____ age _____ years
residing at No. _____ Road _____ Sub-district _____
District _____ Province _____ Postcode _____ or

- () Prof. Rawat Chamchalerm, Ph.D., age 79 years, 102 Na Ranong Road, KlongToey, KlongToey, Bangkok 10110 or
() Mrs. Nattaporn Phan-Udom, Ph.D., age 65 years, 102 Na Ranong Road, KlongToey, KlongToey, Bangkok 10110 or
() Mr. Surapol Srangsomwong, age 65 years, 102 Na Ranong Road, KlongToey, KlongToey, Bangkok 10110 or

Anyone of the above as my/our proxy to attend and vote on my/our behalf at the 2024 Annual General Meeting of Shareholders on Thursday, 25 April 2024 at 13:30 hours via Electronic means (E-AGM) pursuant to the Emergency Decree on Electronic Means Conference B.E. 2563 (2020) and other related laws and regulations, or on any date and at any postponement thereof.

(4) In this Meeting, I/we grant my/our proxy to vote on my/our behalf at this meeting as follows:

- [] Agenda 1: To certify the minutes of the 2023 Annual General Meeting of Shareholders held on 25 April 2023.
[] (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
[] (b) To grant my/our proxy to vote at my/our desire as follows:
[] Approve.....votes [] Disapprove.....votes [] Abstain.....votes



- Agenda 2:** To acknowledge the Company's operating results for the year 2023.
- Agenda 3:** To consider and approve the annual Financial Statements for the year ended 31 December, 2023.
 - (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
 - (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve.....votes Disapprove.....votes Abstain.....votes
- Agenda 4:** To consider and approve the appropriation of net profit as legal reserve and dividend payment for the operating results for the year 2023.
 - (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
 - (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve.....votes Disapprove.....votes Abstain.....votes
- Agenda 5:** To consider and elect directors to replace those retiring by rotation for the year 2024.
 - (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
 - (b) To grant my/our proxy to vote at my/our desire as follows:
 - To appoint the whole Board of Directors**
 - Approve.....votes Disapprove.....votes Abstain.....votes
 - To appoint certain directors**
 - 5.1 Mr. Supavud Saicheua, Ph.D.
 - Approve.....votes Disapprove.....votes Abstain.....votes
 - 5.2 Mr. Chatmongkol Peetathawatchai, Ph.D.
 - Approve.....votes Disapprove.....votes Abstain.....votes
 - 5.3 Mr. Vasant Chatikavanij
 - Approve.....votes Disapprove.....votes Abstain.....votes
 - 5.4 Mr. Chalermchoke Lamsam
 - Approve.....votes Disapprove.....votes Abstain.....votes
- Agenda 6:** To consider and approve the remuneration of the directors for the year 2024.
 - (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
 - (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve.....votes Disapprove.....votes Abstain.....votes
- Agenda 7:** To consider and approve the appointment and the fixing remuneration of auditors for the year 2024.
 - (a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect
 - (b) To grant my/our proxy to vote at my/our desire as follows:
 - Approve.....votes Disapprove.....votes Abstain.....votes



Agenda 8: To consider and approve the amendments of the Articles of Association of the Company to be in compliance with the Public Limited Company Act, B.E. 2535 as further amended in B.E. 2565.

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve.....votes Disapprove.....votes Abstain.....votes

Agenda 9: To consider other businesses (if any)

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve.....votes Disapprove.....votes Abstain.....votes

(5) The voting of the proxy for any agenda that is not as specified in this Proxy shall be deemed invalid and being not my voting in the capacity of a shareholder.

(6) In case I/we have not specified my/our voting intention in any agenda or not clearly specified or in case the meeting considers or passes resolutions in any matters other than those specified above, including in case there is any amendment or addition of any fact, the proxy shall have the right to consider and vote on my/our behalf as he/she may deem appropriate in all respects.

Any act performed by the proxy at said meeting shall, unless he/she does not vote as specified in this Proxy by me, be deemed as having been performed by myself/ourselves in all respects.

Signed.....Grantor
()

Signed.....Proxy
()

Signed.....Proxy
()

Signed.....Proxy
()

Notes:

1. The shareholder appointing the proxy must authorize only one proxy to attend and vote at the meeting and may not Split the number of shares to several proxies for splitting votes.
2. For Agenda appointing directors, the whole Board of Directors or certain directors can be appointed.
3. In case there are more agendas to be considered in the meeting than those specified above, the proxy can specify more items in the Allonge of Proxy Form B attached.



ALLONGE FOR PROXY FORM B

Proxy granted in the capacity of a shareholder of Loxley Public Company Limited

In the 2024 Annual General Meeting of Shareholders on 25 April 2024 at 13:30 hours, (E-AGM) or any adjournment at any date, time and place thereof.

AgendaSubject.....

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve.....votes Disapprove.....votes Abstain.....votes

AgendaSubject.....

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve.....votes Disapprove.....votes Abstain.....votes

AgendaSubject.....

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve.....votes Disapprove.....votes Abstain.....votes

AgendaSubject.....

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve.....votes Disapprove.....votes Abstain.....votes

AgendaSubject.....

(a) To grant my/our proxy to consider and vote on my/our behalf as appropriate in all respect.

(b) To grant my/our proxy to vote at my/our desire as follows:

Approve.....votes Disapprove.....votes Abstain.....votes

AgendaSubject: Electing Directors (continue)

Name of Director.....

Approve.....votes Disapprove.....votes Abstain.....votes

Requisition Form of printed Invitation to the 2024 Annual General Meeting of Shareholders and/or
2023 Annual Report (Form 56-1 One Report)

Shareholder(s) may choose to request the printed documents by one of method of the followings:

- (1) Scan QR Code and fill out the details for online submission.



- (2) Please mark / in () and fill out the following details and return this form to LOXLEY via
or E-mail: companysecretary@loxley.co.th

- () The Invitation to the 2024 Annual General Meeting of Shareholders
- () The 2023 Annual Report (Form 56-1 One Report)

Place of receiving of the printed documents:

Name Surname.....

Address Moo Soi

Village Road

Sub-district District

Province..... Zip Code

Telephone..... E-mail.....

In order to reduce resource consumption, the Invitation to the 2024 Annual General Meeting of Shareholders and/or 2023 Annual Report (Form 56-1 One Report) are available to download from the Company's website at www.loxley.co.th under Investor section, Shareholders' meeting sub-section on 27 March 2024.

Note: The company has announced a privacy policy and privacy notice, to inform the shareholders regarding the details of the collection, use and disclosure of personal information as per attachment no.6



Form for submission of questions in advance of the 2024 Annual General Meeting of Shareholders

In recognition of shareholder's rights and promoting of the good corporate governance practices, Loxley Public Company Limited allows shareholders to submit any inquiries concerning agenda in the 2024 Annual General Meeting of Shareholders in advance prior to the date of meeting.

Name Surname.....

Address

.....

Telephone E-mail

Shares amount holding as of

Shareholders Status Individual Corporate

Question:

.....

.....

.....

.....

.....

.....

Submission Channel:

- E-mail: companysecretary@loxley.co.th
- Postal Address: Company Secretary Office, Loxley Public Company Limited 102 Na Ranong Road Klong Toei Sub-district Khlong Toei District, Bangkok 10110
- or scan QRCode shown below for online submission

Note: The company has announced a privacy policy and privacy notice, to inform the shareholders regarding the details of the collection, use and disclosure of personal information as per attachment no.6



Submission of the 2024 AGM Questions Form