



Invitation to the 2024 Annual General Meeting  
of Shareholders

PSG CORPORATION PUBLIC COMPANY LIMITED

Thursday, April 25, 2024, at 10.00 hrs.,  
in the form of Hybrid Meeting (Attending in person and via Electronic Media)  
at Mekha 2 Meeting Room,  
Grande Centre Point Surawong Bangkok,  
Surawong Road, Bangrak, Bangkok

April 3, 2024

Subject: Invitation to the 2024 Annual General Meeting of Shareholders

To: Shareholders of PSG Corporation Public Company Limited

- Enclosures:
1. A copy of the minutes of the 2023 Annual General Meeting of Shareholders
  2. The 2023 Annual Report (Form 56-1 One Report), along with the financial statements and the Auditor's Report, as of December 31, 2023, in QR Code format
  3. Details and profiles of the persons nominated to be directors
  4. The Articles of Association relating to a shareholders' meeting
  5. Guidelines for attending the 2024 Annual General Meeting of Shareholders in the form of Hybrid Meeting (Attending in person and via Electronic Media)
  6. Definition of an independent director, and profile of independent directors proposed as proxy
  7. Proxy Forms (Form A., Form B., and Form C.)
  8. Guidelines for downloading an invitation to attend the 2024 Annual General Meeting of Shareholders and the 2023 Annual Report (Form 56-1 One Report)
  9. Registration form for attending the 2023 Annual General Meeting of Shareholders via Electronic Media (E-AGM)
  10. Map of the 2024 Annual General Meeting of Shareholders' Venue

PSG Corporation Public Company Limited (the "Company") will convene the 2024 Annual General Meeting of Shareholders in the form a Hybrid Meeting (Attending in person and via Electronic Media) in conformity with the applicable meeting regulations. The meeting is scheduled on Thursday April 25, 2024 at 10.00 hrs. The main meeting will take place at Grande Centre Point Surawong Bangkok, 299 Surawong Road, Bangrak, Bangkok 10500. The agenda items are listed as follows:

**Agenda 1** To consider and certify the minutes of the Annual General Meeting of Shareholders for the year 2023.

Facts & Reasons: The Company prepared and filed a copy of the minutes of the 2023 Annual General Meeting of Shareholders, which was held on April 24, 2023, with the Stock Exchange of Thailand as required by law, and made it available on the Company's website. Moreover, a copy of the minutes is enclosed with this invitation (**Enclosure 1**).

Board of Directors' opinion: The Board of Directors considered the minutes of the 2023 Annual General Meeting of Shareholders, held on April 24, 2023, and is of the view that they have been correctly and completely recorded. The Board resolved to recommend that the Annual General Meeting of Shareholders approve them.

Notes: A resolution for this agenda must be approved by a majority vote of shareholders who attend and vote at the meeting.

**Agenda 2** To acknowledge the report of the Company's operating performance for the year ending December 31, 2023.

Facts & Reasons: The Company summarized its operating performance and key developments for the fiscal year 2023 in the Annual Report (Form 56-1 One Report), which can be downloaded using the QR Code provided in **Enclosure 2**, enclosed with this invitation.

Board of Directors' opinion: The Board of Directors considered and recommended that the Annual General Meeting of Shareholders acknowledge the Company's operating performance and key developments for the fiscal year 2023, the summary of which is included in the 2023 Annual Report (Form 56-1 One Report), accessible via the QR Code provided in **Enclosure 2**.

Notes: This agenda is for shareholders' acknowledgement and thus requires no voting.

**Agenda 3** To consider and approve the Company's Financial Statements for the year ending December 31, 2023.

Facts & Reasons: The Company prepared the financial statements for the year ending December 31, 2023. These statements were audited by an auditor from EY Office Limited and examined by the Audit Committee and the Board of Directors.

Furthermore, in accordance with the Public Limited Companies Act B.E. 2535 (including subsequent amendments) and the Company's Articles of Association, the Company is required to prepare financial statements and a profit and loss statement at the end of each fiscal year for approval by the Annual General Meeting of Shareholders in the following year. Therefore, the Board of Directors has agreed to recommend that the 2024 Annual General Meeting of Shareholders approve the Company's financial statements for the fiscal year ending December 31, 2023, the details of which are presented in the 2023 Annual Report (Form 56-1 One Report), available for download via the QR Code provided in **Enclosure 2**. Key concerns can be summarized as follows.

*(Baht million)*

items	Consolidated Financial Statements		Separate Financial Statements	
	2023	2022	2023	2022
Total assets	3,933.35	1,947.88	3,667.20	1,889.18
Total liabilities	876.35	209.72	719.81	173.53
Shareholders' equity	3,057.01	1,738.16	2,947.35	1,715.64
Total revenues	2,750.75	1,050.30	2,750.74	1,050.30
Net profit (loss)	1,316.42	540.46	1,229.38	523.07
Net profit (loss) per share (Baht)	0.0203	0.0083	0.0189	0.0080

Board of Directors' opinion: The Board of Directors considered and of the view that the Annual General Meeting of Shareholders should approve the financial statements for the fiscal year ending December 31, 2023, which had been audited by an auditor from EY Office Limited and examined by the Audit Committee and approved by the Board of Directors. The details of the financial statements are presented in the 2023 Annual Report (Form 56-1 One Report), which can be downloaded via the QR Code provided in **Enclosure 2**.

Notes: A resolution for this agenda must be approved by a majority vote of shareholders who attend and vote at the meeting.

**Agenda 4 To consider and approve the appropriation of profit as a legal reserve and the omission of dividend payment for the operational performance in the year 2023.**

Facts & Reasons: According to Section 116 of the Public Limited Companies Act B.E. 2535 and Article 41 of the Company's Articles of Association, the Company must allocate part of its annual net profits as a legal reserve, not less than 5 percent of its annual net profits. Deducted by the amount of accumulated losses brought forward (if any) until this legal reserve is not less than 10 percent of the registered capital.

In 2023, the Company has a net profit (Separate Financial Statements) in the amount of Baht 1,229.4 million and the legal reserve has not reached the full amount of 10 percent of the Company's registered capital. In order to comply with the laws and the Company's Articles of Association, we would like to propose that the shareholder meeting consider approving the allocation of net profits for the year 2023 as a legal reserve in the amount of Baht 10,269,103, equivalent to 5 percent of the net profits for the year 2023 (after deducting accumulated losses carried forward in the amount of Baht 1,024.0 million) and when combined with the existing legal reserve of Baht 5,526,839, as of December 31, 2023, the Company's legal reserve has increased to Baht 15,795,942, equivalent to 0.02 percent of the registered capital.

Moreover, the Company's policy is to pay out dividends to shareholders at a ratio of no less than 50% of net profit after taxes and legal reserve, subject to the operating performance, accumulated losses, cash flow sufficient to pay dividends, business expansion plans, obligations, and future appropriateness as determined by the Board of Directors to maximize shareholders' benefits.

In this regard, the Company has considered the operating results, the Company's financial status, by taking into account all stakeholders, it is seen that at the end of 2023 the Company has accumulated profits that have not been allocated (after

deducting legal reserve and accumulated losses brought forward) in the amount of Baht 195.1 million. When calculated for dividend payment, it is considered to be of insignificant amount. In addition, it was considered that such net profits should be used to increase the financial stability of the Company. For the aforementioned reasons, we would like to propose that the shareholders' meeting consider refraining from paying dividends. For the Company's operating results for the year 2023, details are summarized in the following table.

Separate Financial Statements	2023	2022
1) Profit for the year (Baht Million)	1,229.4	523.1
2) deduct additional legal reserve (Baht Million)	10.3	-
3) <b>Total legal reserve</b> (Baht Million)	15.8	5.5
4) Net profit after deducting legal reserve and accumulated losses brought forward. (Baht Million)	195.1	(500.9)
5) No. of shares (million shares)	64,992.4	64,992.4
6) Net profit (after deducting legal reserves and accumulated losses brought forward) per share (Baht)	0.003	-

Board of Directors' opinion: The Board of Directors considered and deemed it appropriate to propose to the shareholder meeting to consider approving the allocation of profits as a legal reserve in the amount of Baht 10,269,103 and refrain from paying dividends for the Company's operating results for the year 2023.

Notes: A resolution for this agenda must be approved by a majority vote of shareholders who attend and vote at the meeting.

**Agenda 5 To consider and approve the appointment of the directors replacing those retiring by rotation.**

Facts & Reasons: According to Section 71 of Public Limited Companies Act B.E. 2535 (including subsequent amendments) and Article 15 of the Company's Articles of Association, one-third of all directors must be retired by rotation at each Annual General Meeting of Shareholders, and those who are retired by rotation may be re-elected to the Board of Directors. The following four directors will retire by rotation at the 2024 Annual General Meeting of Shareholders:

Name	Position
1. Souphanh Keomixay, Ph.D.	Independent Director and Chairman of Nomination and Remuneration Committee
2. Mr. David Van Dau	Director, Chairman of Executive Committee, Member of Risk Management Committee and Member of Nomination and Remuneration Committee
3. Mr. Prapas Vichakul	Independent Director and Member of Audit Committee
4. Mr. Nopadol Intralib	Independent Director, Member of Risk Management Committee and Member of Nomination and Remuneration Committee

The Nomination and Remuneration Committee performed a screening process for the Company's directorship based on qualifications, knowledge, competencies, experience, morality and ethics, and diversity of Board of Directors members. In addition, the Board of Directors, excluding those with conflicts of interest, considered and opined that the directors who would retire by rotation had knowledge, competencies, experience, and expertise that benefited the Company's operations; and did not have any prohibitive qualifications stipulated in the Public Limited Company Act B.E. 2535 (including subsequent amendments), Securities and Exchange Act B.E. 2535 (including subsequent amendments), as well as other related notifications; and were qualified to serve on the Board of Directors. Therefore, it passed a resolution recommending that the 2024 Annual General Meeting of Shareholders approve the reappointment of the four directors who would retire by rotation to serve on the Board of Directors for another term.

Board of Directors' opinion: The Board of Directors, excluding those with conflicts of interest, considered that each director's qualifications and agreed to recommend that the 2024 Annual General Meeting of Shareholders approve the reappointment of the following three directors who would retire by rotation, namely Souphanh Keomixay, Ph.D., Mr. David Van Dau, Mr. Prapas Vichakul and Mr. Nopadol Intralib to serve on the Board of Directors for another term. **Enclosure 3** contains the details and profiles of the persons nominated to be directors.

Notes: A resolution for this agenda must be approved by a majority vote of shareholders who attend and vote at the meeting.

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

Facts & Reasons: According to Public Limited Companies Act B.E. 2535 (including subsequent amendments) and the Company's Articles of Association, a director is entitled to remuneration from the Company in the form of monetary remuneration, meeting allowance, bonus, or any other benefits in accordance with the Articles of

Association or as approved by a shareholders' meeting. The remuneration may be a fixed sum or based on pre-defined criteria, and it may be determined occasionally or in effect until it is determined otherwise. Furthermore, a director is also entitled to other allowances and welfare benefits according to the Company's regulations.

As considered and proposed by the Nomination and Remuneration Committee, by taking into account the size of the business and the roles and responsibilities of the Board of Directors, the Board of Directors determined that the remuneration was at an appropriate level when benchmarking with other comparable listed companies and was adequate to retain qualified directors.

As a result, it was deemed appropriate to propose the 2024 Annual General Meeting of Shareholders to approve the 2024 directors' remuneration with the following details:

Committee	Meeting Allowance for the year 2024 (THB/ attendance)					
	Shareholders' meeting	Board of Directors	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee	Executive Committee
Chairman	45,000	45,000	25,000	14,000	14,000	14,000
Director	35,000	35,000	20,000	14,000	14,000	14,000

In this regard, the remuneration for directors for the year 2024 remains unchanged from the rate set in 2023 and has consistently been the same rate used as remuneration for directors since 2015 (excluding the meeting allowance for attending a shareholders meeting as approved by the 2023 Annual General Meeting of Shareholders). Additionally, a member of the Executive Committee, who is a Company management officer, will not be entitled to a meeting allowance for attending Executive Committee meetings. The meeting allowance will only be paid to a director who attends the meeting and there is no other compensation in addition to those presented above.

Board of Directors' opinion: Considering the duties and responsibilities of directors, the Board of Directors proposes that the 2024 Annual General Meeting of Shareholders approve the remuneration for directors in 2024, as outlined above.

Please note that in 2023 the monetary remuneration for the Board of Directors in the form of meeting allowances was Baht 2,229,000, and there were no other forms of compensation provided.

Notes: This agenda must be approved by two-thirds of total shareholders who attend and vote at the meeting.

**Agenda 7 To consider and approve the appointment of the Company's external auditors and fix their remuneration for the year 2024.**

Facts & Reasons

According to Section 120 of the Public Limited Companies Act B.E. 2535 (including subsequent amendments) and the Company's Articles of Association, the Annual General Meeting of Shareholders must pass a resolution to designate the Company's auditors and determine their remuneration.

The Audit Committee has considered credibility, independence, knowledge, and experience in auditing work, consultations on accounting standards, timely submission of audited financial statements, as well as the suitability of remuneration. The Board of Directors agreed to appoint one of the following auditors from E.Y. Office Limited as the Company's auditor to audit and express an opinion on the Company's financial statements for fiscal year 2024.

1. Mr. Chatchai Kasemsrithanawat C.P.A. Registration No. 5813 and / or
2. Ms. Chonlaros Suntiasvaraporn C.P.A. Registration No. 4523 and / or
3. Mr. Kittiphan Kiatsomphop C.P.A. Registration No. 8050

The auditor named above has been designated as the Company's auditor for three consecutive years. The practice period of such auditor is consistent with the Securities and Exchange Commission's criteria for a change in a company's auditor.

The following table compares the yearly audit and quarterly review fees for fiscal years 2024 and 2023:

Auditors' Fee	2024 (proposed)	2023	Difference
The Company's financial statements:			
Annual audit fees	1,980,000	1,800,000	180,000
Quarterly financial statement review fees (3 quarters)	1,320,000	1,200,000	120,000
<b>Total of the Company's financial statements</b>	<b>3,300,000</b>	<b>3,000,000</b>	<b>300,000</b>
Consolidated financial statements:			
Annual audit fees	250,000	250,000	-
Quarterly financial statement review fees (3 quarters)	300,000	300,000	-
<b>Total of consolidated financial statements</b>	<b>550,000</b>	<b>550,000</b>	<b>-</b>
<b>Total</b>	<b>3,850,000</b>	<b>3,550,000</b>	<b>300,000</b>

The proposed audit fees for 2024 are exclusive of other non-audit fees. Additionally, if the above-mentioned auditor is unable to perform their duty, EY Office Limited must replace them with other certified auditors.



In 2023, EY Office Company Limited served as the auditor for the Company. The audit fee amounted to Baht 3,550,000, with additional expenses totaling Baht 7,101.70, and no other service fees were incurred. For its subsidiary, there was an audit fee of USD 11,500, and no other expenses were recorded. It's noteworthy that the auditor for both the Company and its subsidiaries is from the same auditing office.

Moreover, the proposed auditor has no relationship or conflict of interest with the Company, its subsidiaries, executives, major shareholders, or other connected persons. They are an independent auditor who provides an opinion on the Company's financial statements.

Board of Directors' opinion: As proposed by the Audit Committee, the Board of Directors considered and is of the view that the 2024 Annual General Meeting of Shareholders should appoint the auditor from the proposed list, namely 1) Mr. Chatchai Kasemsrithanawat (C.P.A. Registration No. 5813), and / or 2) Ms. Chonlaros Suntiasvaraporn (C.P.A. Registration No. 4523), and / or 3) Mr. Kittiphan Kiatsomphop (C.P.A. Registration No. 8050),

from EY Office Limited, as the Company's auditor for fiscal year 2024 to provide an opinion on the Company's financial statements. The Board also proposes to approve the annual audit and quarterly review fees for fiscal year 2024, not exceeding Baht 3,850,000, excluding out-of-pocket expenses (non-audit fees).

Notes: A resolution for this agenda must be approved by a majority vote of shareholders who attend and vote at the meeting.

**Agenda 8 To consider and approve the change of utilization purposes of proceeds from capital increase by private placement (PP)**

Facts & Reasons To enhance flexibility in utilizing the proceeds obtained from the offering of newly issued additional common shares via Private Placement and to explore opportunities for expansion into related industries currently under study, aimed at diversifying income sources and expanding business channels, it is proposed to the Annual General Meeting of Shareholders to consider and approve the change of the utilization purposes of the capital increase received from the issuance and allocation of additional common shares via Private Placement. The details are as follows:

- **Utilization purposes before changing:**

On October 27, 2021 the Company received a total capital increase of Baht 1,080,880,000 as a result of newly issued and allocation of additional common shares via Private Placement totaling 54,044,000,000 shares at an offering price of Baht 0.02 per share. At that time, the Company reported the utilization purposes and plans for using the capital increase as follows:

Utilization Purposes	Amount	Details of Utilization Purposes
1. For construction project in 2021 - 2023	Approximately Baht 970 Million	Used to support participation in bidding and as working capital for construction work both in Thailand and abroad, including: 1.1 Funds for guarantees from financial institutions to participate in construction bidding and accept work, such as bond guarantees, and 1.2 Working capital for construction projects.
2. Working capital for business operations	Approximately Baht 110.88 Million	Used as working capital to facilitate the general internal operations of the Company, including enhancements to the internal operating structure, upgrades to the Company's software and information technology (IT) systems for increased efficiency, and improvements to the office environment. Additionally, these funds are allocated for employee and operating expenses in accordance with the duties outlined in various contracts where the Company is a contracting party.

As of December 31, 2023, the remaining capital increase was as follows:

Unit: THB

Objectives	Amount received	Amount spending ended December 31, 2023	Outstanding Balance as of December 31, 2023
1. For construction project in 2021 - 2023	970,000,000	203,667,595	766,332,405
2. Working capital for the business operation	110,880,000	110,880,000	0.0
<b>Total</b>	<b>1,080,880,000</b>	<b>314,547,595</b>	<b>766,332,405</b>

Additional explanations regarding the utilization of capital increase proceeds according to the existing capital increase purposes

- 1) Funding for construction project in 2021 - 2023 in the amount of Baht 970 million

After the Company increased its capital in 2021, it utilized the capital increase in accordance with the approved utilization purposes set forth by the Extraordinary General Meeting of Shareholders No. 1/2021. At present the Company is engaged in two construction projects and initially utilized the capital increase as working capital for the initial phases of these projects. However, now that the projects are fully under way and generating sufficient income. The cash flow is sufficient to fund the remaining construction activities without using the funds from the capital increase.

- 2) Working capital for business operations in the amount of Baht 110.88 million

At present, the Company has used up this amount in execution of business operations.

- **Reasons for the change in utilization purposes and plans for using capital increase.**

The Company has sufficient income from both construction projects and can use the profits to continuously manage the working capital of these projects until their completion. Furthermore, the profits generated from these construction projects can be partially utilized to undertake new construction projects in the future.

Currently, the Company is exploring opportunities in other industries that are related to or promote its core business. This effort aims to increase channels for conducting business, add a source of income, and facilitate business growth. It is expected that within a period of 1-3 years, the Company will be able to diversify into new businesses and requires funding for feasibility studies and investment.

As the Company is required to utilize the capital increase according to the shareholders' previously approved utilization purposes set forth by the Extraordinary General Meeting of Shareholders No. 1/2021, the Board of Directors has considered that in order for the Company to seize other investment opportunities, the remaining budget from the capital increase should be utilized in business expansion activities to generate further returns for the Company.

- Utilization purposes after changing:

Utilization Purposes	Amount	Details of Utilization Purposes
1. Working capital for business operations, including but not limited to construction projects	50 percent of the remaining capital increase	Used as a working capital to carry out the Company's general internal operations
2. Funds for feasibility studies and investments in other businesses (to expand business operations)	50 percent of the remaining capital increase	Utilized for studying and investing in other businesses/industries where the Company has properly assessed the feasibility and profitability

Should the Company decide to use the increase capital for investment in expanding into any business, it will adhere strictly to the rules governing the acquisition and disposal of assets of listed companies, along with other relevant criteria including, but not limited to, presenting the information to the Board of Directors and shareholders for approval.

Board of Directors' opinion: Considering the factors presented above, the Board of Directors deems it appropriate to propose changes to the purposes and plans for utilizing the increased capital obtained through the offering of common shares via Private Placement. This proposal aims to enhance flexibility in fund utilization for business expansion. The matter will be presented at the 2024 Annual General Meeting of Shareholders scheduled for April 25, 2024, for further consideration and approval.

Notes: A resolution for this agenda must be approved by a majority vote of shareholders who attend and vote at the meeting.

#### Agenda 9 Other Matters (if any)

Notes: To propose an agenda item in addition to those specified in the invitation letter, it must be supported by no less than one-third of the total paid-up shares.

#### Information for Shareholders

- Shareholders are cordially invited to attend the 2024 Annual General Meeting of Shareholders in the form of a Hybrid Meeting (Attending in person and via Electronic Media) in conformity with the applicable meeting regulations. The meeting is scheduled on Thursday April 25, 2024 at 10.00 hrs. The main meeting will take place at Grande Centre Point Surawong Bangkok, 299 Surawong Road, Bangrak, Bangkok 10500.

- For Shareholders who wish to attend the Meeting in person, the registration shall start at 8:00 hrs., with the meeting scheduled to commence at 10:00 hrs.
- Shareholders who wish to attend the Meeting via electronic media, the registration system will be operational from April 3, 2024 to April 24, 2024. Shareholders or their proxies can participate the meeting via the meeting URL supplied in the registration e-mails.
- The record date for a right to attend the 2024 Annual General Meeting of Shareholders was March 12, 2024.
- Shareholders or their proxies who wish to attend the 2024 Annual General Meeting of Shareholders may do so by following the registration procedures outlined in Enclosure 5.
- Shareholders who are unable to attend the 2024 Annual General Meeting of Shareholders by themselves may appoint others to attend and vote on their behalf by submitting a proxy form (Enclosure 7), along with other required documents, via traditional mail to Company Secretary Department, PSG Corporation Public Company Limited, No. 11/1 AIA Sathorn Tower, 21<sup>st</sup> floor, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120. The original documents must arrive at the Company by April 24, 2024. Guidelines for attending the 2024 Annual General Meeting of Shareholders via electronic media are specified in Enclosure 5.
- However, in order to protect rights and benefits of shareholders who are unable to attend the 2024 Annual General Meeting of Shareholders and wish to appoint an independent director of the Company, whose name and relevant information are detailed in Enclosure 6, to attend and vote on their behalf, they may do so by submitting a proxy form B (Enclosure 7), along with other required documents, via traditional mail to Company Secretary Department, PSG Corporation Public Company Limited, No. 11/1 AIA Sathorn Tower, 21<sup>st</sup> floor, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120. The original documents must arrive at the Company by April 24, 2024. Guidelines for attending the 2024 Annual General Meeting of Shareholders via electronic media are specified in Enclosure 5.

Please be informed accordingly.

Yours faithfully,

-Mr. Van Hoang Dau-

(Mr. Van Hoang Dau)

Chairman of the Board of Directors

**Minutes of the 2023 Annual General Meeting of Shareholders**  
**PSG Corporation Public Company Limited**  
**via Electronic Media (E-AGM)**  
**at the Company's Meeting Room, 11/1 AIA Sathorn Tower 21st floor,**  
**South Sathorn Road, Yannawa, Sathorn, Bangkok 10120**  
**April 24, 2023**

**Quorum at the opening of the Meeting**

The meeting was called to order at 10:00 hrs. Ten shareholders were present in person, and an additional 26 shareholder proxies attended, resulting in a total of 36 individuals present. Together, they held 56,332,972,846 shares out of the 64,992,438,156 issued and paid-up shares, representing 86.6762% of all shares in the company. With this, a quorum was determined to be present.

**Directors in attendance**

- |                                 |  |
|---------------------------------|--|
| 1. Mr. Van Hoang Dau            | Chairman of the Board of Directors   |
| 2. Mr. David Van Dau            | Director / Chairman of Executive Committee / Member of the Nomination and Remuneration Committee / Member of Risk Management Committee |
| 3. Khammany Inthirath, Ph.D     | Independent Director / Chairman of Risk Management Committee/ Member of Audit Committee  |
| 4. Souphanh Keomixay, Ph.D      | Independent Director / Chairman of Nomination and Remuneration Committee   |
| 5. Mr. Nopadol Intralib         | Independent Director / Member of Nomination and Remuneration Committee / Member of Risk Management Committee                           |
| 6. Damp Sukontasap, Ph.D        | Independent Director / Member of Audit Committee   |
| 7. Mr. Dhana Bubphavanich       | Director / Member of Executive Committee   |
| 8. Chaiyod Chirabowornkul, Ph.D | Director / Member of Executive Committee   |

**Directors attending via electronic media (E-AGM)**

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|--|--|
| 1. Pol. Gen. Chaiwat Getvorachai, Ph.D | Independent Director / Chairman of Audit Committee |
| 2. Mr. Prapas Vichakul                 | Independent Director / Member of Audit Committee   |

**Top Executives in attendance**

- |                              |   |
|------------------------------|---|
| 1. Mr. David Van Dau         | Chief Executive Officer                     |
| 2. Ms. Somruedee Halilamien  | Chief Financial Officer                     |
| 3. Ms. Pathamakorn Buranasin | Chief of CEO Office and Company Secretary   |
| 4. Mr. Kunakorn Bunyanon     | Chief Engineer                              |
| 5. Mr. Nattapong Pangsupa    | Chief Operating Officer                     |
| 6. Ms. Aojjai Poensamut      | Director of Business Development Department |

**Auditor in attendance**

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|---------------------------------|--|
| 1. Mr. Chatchai Kasemsrihanawat | Auditor, Certified Public Accountant No.5813 |
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### Preliminary proceedings

Mr. Van Hoang Dau, Chairman of the Board of Directors, served as Chairman of the Meeting (the “Chairman”). The Meeting was called to order, and Ms. Pathamakorn Buranasin, Chief of CEO office and Company Secretary, was appointed as the moderator (the “Moderator”) and minute-taker for the Meeting.

The Moderator reported to the meeting that the Annual General Meeting of the Shareholders was being conducted using an electronic system (the e-AGM system). Ten shareholders were in attendance in person, and an additional 26 shareholder proxies were also present, resulting in a total attendance of 36 individuals. This group represented a combined 56,332,972,846 shares from a total of 64,992,438,156 issued and fully paid-up shares in the Company, accounting for 86.6762% of the Company’s issued and fully paid-up shares. A quorum was therefore established, allowing the meeting to be convened in accordance with the requirements of the Public Limited Companies Act B.E. 2535 (1992) and its amendments, as well as the Company’s Articles of Association. These regulations stipulate that either at least 25 shareholders and/or shareholder proxies (if any) must be present, representing at least one-third of all issued shares, or at least half of all shareholders or their proxies must be present, representing at least one-third of all issued shares. This condition was met, and the Moderator declared a quorum present, officially calling the 2023 Annual General Meeting of the Company to order for the consideration of the agenda, as outlined in the notice sent to shareholders prior to the meeting.

The Moderator read out the names of the Board of Directors, emphasizing that all 10 board members, constituting 100% of the board, were present at the meeting. Subsequently, the Moderator listed the Company’s top executives and the Company auditors, following the register above. With this, the meeting was officially opened.

To ensure that the meeting was conducted in accordance with the principles of good corporate governance, the Moderator explained to the attendees how votes were to be cast, how questions were to be posed, and how the E-AGM system was to operate. In order to maintain compliance with company regulations and ensure the smooth running of the meeting, the following guidelines were noted.

1. As this meeting was conducted using the e-AGM system, no voting cards had been prepared or issued to attendees. Votes would, however, continue to be counted on a strictly equal basis, with votes apportioned at one vote per share.
2. When voting, attendees using a mobile phone or tablet needed to switch from the Zoom app to Chrome and then vote by selecting the e-voting option from the menu.
3. Shareholders were required to access the e-voting window for each agenda item. There was a 1-minute time limit within which votes had to be cast. Once a shareholder selected an option, a pop-up window would appear asking for confirmation of the vote.
4. In the event that a shareholder wished to change their vote, they could do so by revoting (casting a new vote). However, if voting had been completed for an item, it would not be possible to vote or change a vote.

5. After completing their voting, shareholders were asked to return to the e-meeting window (i.e., the Zoom program) to observe the continuation of the meeting.
6. Votes would be collected and tallied from those cast by registered users of the e-voting system and from votes cast in advance through the use of a proxy form.
7. Before voting on agenda items, the Chairman would take questions from attendees on matters relevant to that item. Since this meeting was conducted using the e-AGM system, shareholders had two ways to ask questions.
  - Typed questions:
    - (1) Shareholders could access the Zoom chat function from the menu. After typing their question into the chat box, they simply had to press 'Enter,' and the question would be logged into the system.
  - Oral questions:
    - (1) Shareholders were informed to navigate to the 'Participant' menu at the bottom of the page and then click 'Raise Hand'.
    - (2) Once the shareholder's name was called by the Moderator, their microphone would be enabled. However, the shareholder needed to unmute their own microphone. If the shareholder couldn't ask the question within a 1-minute timeframe, they were asked to type their question into the chat system. In such cases, the Moderator would read their question to the Meeting.

To ensure proper records of the Meeting, the Moderator instructed attendees that whether posing questions by text or orally, before asking the question itself, they should provide their given name and surname and state whether they were attending the meeting as a shareholder or as a proxy. Attendees were asked to do this prior to every question. Additionally, if no questions were asked by attendees within a 2-minute period, the Company would move to the next item on the agenda. Shareholders with additional questions were invited to type them into the chat application, and an officer would then read out the question on their behalf.

Following this, the Moderator proceeded to consider the items on the agenda for the meeting, as detailed in the notice of the 2023 Annual General Meeting.

**Agenda 1 To consider and approve the minutes of the 2022 Annual General Meeting of Shareholders.**

The Moderator informed the Meeting that the minutes of the 2022 Annual General Meeting of Shareholders, held on April 22, 2022, had been prepared and submitted to the Ministry of Commerce and the Stock Exchange of Thailand ("The Stock Exchange") as required by law. Copies of the minutes had also been sent to shareholders along with the notice of the 2023 Annual General Meeting.

The Board of Directors thoroughly examined the minutes of the 2022 Annual General Meeting of Shareholders and confirmed that they were a full, accurate, and complete record of the meeting held on April 22, 2022. The Board of Directors recommended presenting the minutes to the Company shareholders for their consideration and approval.



Following this, the Moderator opened the meeting to relevant questions and observations from shareholders and their proxies, to be made through the E-AGM system. The Moderator explained the mechanism for asking questions and making comments. However, none were forthcoming. Consequently, the Moderator moved forward to take a vote confirming the minutes for the 2022 Annual General Meeting of Shareholders, as previously proposed.

The Moderator informed attendees that the adoption of the motion required a majority of the votes cast by those attending and voting at the Meeting, and then described the process for casting votes using the E-AGM system.

**Resolutions** : By a unanimous vote, the meeting resolved to adopt the minutes of the 2022 Annual General Meeting of Shareholders held on April 22, 2022, with the following votes:

Shareholders voting	No. of Votes	Percentage
Approve	56,333,922,846	100.0000
Disapprove	0	0.0000
Total (37 persons)	56,333,922,846	100.0000
Abstain	0	-
Voided Ballot	0	-

- Remarks**
1. Passing this resolution required a simple majority of the votes from those attending and voting at the meeting.
  2. For this agenda, an additional shareholder was registered to vote, bringing the total to 37 voters, of which 11 attended in person and 26 attended via proxy. Together, they held a total of 56,333,922,846 shares.

**Agenda 2 To be informed of Company performance for the year ending December 31, 2022**

Before delving into the 2022 performance, the Moderator requested the Chief Executive Officer, Mr. David Van Dau, to provide the Meeting with an update on the progress of various projects undertaken by the Company throughout the year.

Mr. David Van Dau then addressed the Meeting, covering four key topics related to the Company's activities in the year.

- 1) Progress on Phase 1 of the Expansion of Xekong Power Plant Expansion Phase 1 ("XPPL EP1")
  - In 2022, the XPPL EP1 project generated income as planned, with 12% of outstanding work completed.
  - Throughout 2022, progress on the XPPL EP1 project closely followed the schedule. However, in Q4, minor delays were experienced due to adverse weather conditions. The impact on turnover was not significant, and with the weather normalizing, the project is anticipated to return to its original schedule in Q1 of 2023.

- Income forecasted to double in 2023, and revenue will continue flowing until the project's completion in 2025.

## 2) Opportunities for Other Construction Work

2.1) The Company has the potential to secure a contract for a project involving the development of new communities and public utilities, collectively referred to as 'Resettlement Works'. This project is associated with construction of a major dam in Lao PDR. Examples of Resettlement Works encompass the following:

- Construction of residential accommodation in new communities, including for example, housing estates, temples, and schools. These facilities will be intended for the benefit of individuals impacted by the construction of the dam.
- The construction of public utilities in communities will encompass infrastructure such as roads, bridges, waterworks, and electricity distribution systems.

For shareholders, crucial details concerning these Resettlement Works include the following:

- At present, the Company cannot disclose specific details of the project as negotiations are underway regarding project value, construction period, and other pertinent terms. Successfully securing this contract would significantly enhance the Company's backlog.
- Information related to this project is treated with sensitivity, and the outcome of negotiations remains uncertain. Given that premature disclosure may impact the Company's ability to secure the work, it is requested that the project's name and originator remain confidential.
- Shareholders will be regularly updated on any progress made, in accordance with Company regulations and the requirements of the Stock Exchange.

2.2) The Company has undertaken various projects for Xekong Power Plant Company Limited ("XPPL").

XPPL continues to expand its operations, and the Company's previous work for XPPL has been notable for its quality and timely delivery. This positions the Company to capitalize on opportunities for winning additional construction contracts. Furthermore, the Company's track record in this domain provides a competitive advantage, particularly in terms of the speed and cost-effectiveness of its preliminary works and mobilization times.

## 3) Progress on the development of pumped storage hydropower plant ("PSH").

- Notable Features of PSH:

PSH is a distinct type of hydropower plant that relies on the movement of water between storage facilities at varying elevations. When electricity is needed, water is released from an upper to a lower reservoir. Conversely, when excess power is generated, the process is reversed, pumping water back from the lower to the upper reservoir. The latter serves as a power store for when demand arises.

PSHs can be categorized into 2 primary types:

- Open-loop: The lower reservoir is connected to natural water sources, such as rivers.
  - Close-loop: The lower reservoir is not connected to any natural water sources.
- Advantages of PSH includes the following:
    - PSH generates power from clean and non-polluting sources of energy.
    - PSH provides access to large-scale energy storage facilities capable of impacting national-level energy requirements. Moreover, they offer the advantage of low per-unit costs compared to other energy storage systems.
    - Combining PSH with other renewable energy sources like solar or wind helps maintain the continuity of energy supply. It also provides the necessary baseload capacity required for the national grid.
    - PSH contributes to balancing the supply to the grid. They use excess power, when available, to pump water back to upper reservoirs. This stored energy can then be rapidly released to generate additional power as needed.
  - Progress on the PSH project
    - (1) Assessing the potential for a PSH in Lao PDR.
      - On June 22, 2022, the Company entered into a memorandum of understanding (“MOU”) with the government of Lao PDR to explore the feasibility of developing PSH in the country.
      - The MOU outlines the Company's commitment to study the potential of 214 locations in 8 watersheds across Lao PDR for the development of PSH.
      - The Company has engaged consultants to conduct feasibility study, and initial assessments of these 214 sites reveal that Lao PDR has the potential for over 600,000 GWh of PSH storage, signifying a substantial energy capacity.
      - The next phase of the project will involve evaluating the technical and financial feasibility of specific sites for the development of PSH.
    - (2) Assessing demand for electricity generated by PSH systems.
      - The Company has engaged a globally renowned marketing consultancy to evaluate the potential market for electricity generated from PSH systems. The focus of this research extends to the four countries of Vietnam, Singapore, Thailand, and Lao PDR. Key considerations include the size of each market, the resulting reductions in CO2 emissions, and the state of the national grid in each country, along with its capacity to connect to the supply from Lao PDR. The summarized results of the study are as follows:

#### Vietnam

- Estimated demand for PSH power from 2030-2050 ranges between 10.5-18.0 GW.
- The country aims to produce approximately 29% of its electricity from variable renewable energy (VRE) by 2045, currently standing at 5%.

#### Singapore

- Estimated demand for PSH power from 2030-2050 ranges between 1.1-2.5 GW.
- The country has initiated a significant electricity import trend, totaling 0.1 GW since 2022.
- By 2050, 25%-60% of electricity is projected to be imported.
- PSH will play a crucial role in stabilizing supply, especially considering its dependence on variable renewable energy.

#### Thailand

- Estimated demand for PSH power from 2045-2050 ranges between 5.5-9.0 GW.
- Thailand targets generating approximately 20% of its electricity from VRE by 2037, representing 8% at present.

#### Lao PDR

- Estimated demand for PSH power from 2045-2050 is forecasted to be 1.0 GW.
- The country's topography is conducive to the development of PSH systems.
- The national grid relies heavily on hydropower (~65%).
- The country needs to import electricity during the dry season.

### (3) Summary of Research into the Potential Market for Exports of PSH-Generated Power

- Many countries are in the process of transitioning their national power supply from fossil fuels to renewables like wind and solar. However, these sources pose challenges due to their intermittent nature. To address this, coupling renewables with an energy storage solution, such as PSH systems, becomes essential to even out variations in production and maintain baseload capacity.
- PSH, as large-scale undertakings, possess the advantage of storing a substantial amount of energy. Their ability to release stored energy back into the national grid makes them a viable solution for stabilizing systems with a high dependence on renewables. Consequently, there is anticipated ample space for PSH systems in future energy markets.
- The market assessment for PSH-generated power, as described above, indicates that the fastest growth in demand is expected in Vietnam and Singapore. Both countries are actively reducing their reliance on fossil fuels and aiming to generate a higher proportion of power from renewables, resulting in significant anticipated demand by 2030.

Given that demand is expected to grow most rapidly in **Vietnam and Singapore**, and a market is likely to be ready by 2030, the Company is strategically focused on distributing power generated from PSH to these regions. To achieve this, the Company has taken the following steps:

- **Singapore:** The Company has entered into a MOU with the local market leader, Keppel Energy Pte Ltd (“KE”), to jointly explore the potential export of power generated from renewables in Lao PDR to Singapore.
- **Vietnam:** The Company is actively facilitating discussions between the governments of Lao PDR and Vietnam regarding the export of PSH-generated power from Lao PDR to Vietnam.

#### 4) Progress report on collaboration with KE

- On October 25, 2022, the Company formally signed the MOU with KE to jointly explore the potential export of electricity generated from renewables in Lao PDR to Singapore.
- Subsequent to the MOU signing, both companies have collaborated on a pre-feasibility study. This study focuses on the technical and financial aspects of granting KE access to energy generated from PSH and solar sources in Lao PDR. The objective is to enable KE's participation in bidding of clean energy conducted by the Energy Market Authority (EMA), Singapore's regulatory body overseeing the local energy market. KE has set an ambitious goal to export approximately 1,000 MW of electricity generated in Lao PDR and Cambodia by 2030. This electricity will be transmitted through high-voltage subsea cables connecting Cambodia to Singapore. The distribution of this electricity to the EMA will contribute to the broader clean energy objectives in the region.
- Unfortunately, specific details regarding the electricity bidding project are confidential. However, it can be disclosed that, during this period, KE and the Company were actively preparing the necessary documents required for KE's bid to distribute electricity to the EMA in Singapore. The deadline for the submission of these documents was December 29, 2023, and the timeline for this process unfolded as follows:
  - The completion of the heads of agreement governing the power purchase was scheduled by the end of Q2 2023.
  - Simultaneously, the pre-feasibility study was targeted for completion by the same timeline in Q2 2023.
  - The submission of relevant documents for the bids to supply electricity to the EMA was targeted for completion by the end of Q4 2023.

With that, Mr. David Van Dau concluded his report on Company progress and extended an invitation to the Chief Financial Officer to present the report on Company operations for the year ending December 31, 2022.

Ms. Somruedee Halilamien, Chief Financial Officer, then presented the Company's performance for the past year, ending December 31, 2022. Detailed information was made available in the 2022 Annual Report (the 56-1 One Report), previously distributed to shareholders alongside the notice of the Meeting.



The year 2022 marked a significant recovery for the Company, witnessing substantial growth in both income and profits compared to the previous year. Positive revenue recognition was achieved from Q2 onwards, contributing to sustained positive cash flow and operating profits. Total income for 2022 amounted to Baht 1,050.30 million, with Baht 1,029.75 million attributed to construction activities and Baht 20.55 million from other sources. Gross profits reached Baht 693.13 million, resulting in net profits of Baht 540.46 million and earnings per share of Baht 0.0083.

Overseas construction work generated USD 28.8 million in income, boasting gross profit margins of 67.3%, surpassing group estimates. Effective project management and stringent cost control played a pivotal role, keeping costs below forecasts, particularly in contractor hiring. The Company reported management costs of Baht 123 million and foreign exchange losses of Baht 27.7 million.

In terms of the separate financial statements, the Company incurred administrative expenses of Baht 113.1 million, representing a year-on-year increase of Baht 28.5 million. This rise was primarily due to organizational restructuring aimed at aligning with the business plan post-recent capital increases. Additionally, increased costs related to legal disputes contributed to the rise. The Company also experienced a foreign exchange loss of Baht 16.8 million, attributable to its holdings of debts and assets in foreign currencies. The significant volatility of the Baht in recent times further impacted these financial dynamics.

The Board of Directors thoroughly reviewed this information, recommending shareholders be apprised of the Company's operations progress for the year ending December 31, 2022, in accordance with the data published in the 2022 Annual Report (the 56-1 One Report) sent alongside the notification of the Meeting.

The Moderator then announced that Mr. Thanet Phonsong had utilized the pre-Meeting question opportunity, and the Company had prepared responses, which were delivered by the CEO in the performance report.

Subsequently, the Moderator facilitated the E-AGM system for shareholders and their representatives to pose questions and express opinions on the discussed matters, explaining the procedure. The Meeting received several questions and opinions through this channel.

#### **Questions and answers, and observations**

Ms. Chatchawee

#### Question

Limsuklam  
(Shareholder)

The report states that income will double in 2023. What are the estimated revenue and profits for that year?

Ms. Somruedee

#### Response

Halilamien  
(Chief Financial Officer)

In adherence to the SET's rules governing the disclosure of corporate information, the Company is unable to release data on its profit forecasts. Therefore, the response to this question must be limited to reporting that the Company expects 2023 income to reach at least Baht 2 billion.

The Moderator then invited shareholders or proxies to pose any additional questions or comments, but none were forthcoming.

The Meeting was informed that, as this item was for discussion only, no vote would be taken.

**Acknowledgment** : The Meeting received the report on Company performance for the year ending December 31, 2022.

- Remarks**
1. This item was discussed solely to provide information to shareholders, and no vote was taken.
  2. For this agenda, one additional shareholder was registered to vote, bringing the total to 38 voters. Of these, 11 attended in person, and 27 attended via a proxy. They collectively held a total of 56,333,922,946 shares.

**Agenda 3 To consider and to approve the Company financial statements for the year ending December 31, 2022**

The Moderator informed the Meeting that, in accordance with the requirements of the Public Limited Companies Act B.E. 2535 (1992) and its amendments, as well as the Company's Articles of Association, the Company must prepare its balance sheet and profit and loss accounts for the last day of the financial year. These documents are then presented to the annual meeting of shareholders for consideration and approval. The Company has prepared its annual financial report for the year ending December 31, 2022, which was audited by the Company's auditors, EY Office Limited, and underwent examination by the Audit Committee and the Board of Directors. The complete statement of the Company accounts, including the income statement, was published in the 2022 Annual Report (the 56-1 One Report) and distributed to shareholders along with the notice of the Meeting.

*(Baht million)*

Items	Consolidated Financial Statements	Separate Financial Statements	
	2022	2022	2021
Total assets	1,947.88	1,889.18	1,291.55
Total liabilities	209.72	173.53	91.21
Shareholders' equity	1,738.16	1,715.64	1,200.34
Total revenues	1,050.30	1,050.30	44.58
Net profit (loss)	540.46	523.07	(63.13)
Net profit (loss) per share (Baht)	0.0083	0.0080	(0.0030)

The financial statements for the year ending December 31, 2022, have been audited by EY Office Limited, the Company's auditors, and received approval from both the Audit Committee and the Board of Directors. Shareholders are urged to consider and approve these financial statements, which are extensively detailed in the 2022 Annual Report (the 56-1 One Report). The comprehensive financial information has been provided to shareholders alongside the Meeting notice.

The Moderator then invited questions or observations from the attendees using the E-AGM system. Despite providing instructions, no questions or observations were received. Subsequently, the Moderator proceeded to conduct a vote on the adoption of the financial statements for the year ending December 31, 2022.

The Moderator explained that the acceptance of this resolution required a majority of the votes cast by attendees. Following this, instructions were provided on using the E-AGM system for voting.

**Resolutions** : With a unanimous vote, the Meeting resolved to accept the financial statements for the year ending December 31, 2022, with the following votes::

Shareholders voting	No. of Votes	Percentage
Approve	56,333,922,946	100.0000
Disapprove	0	0.0000
Total (38 persons)	56,333,922,946	100.0000
Abstain	0	-
Voided Ballot	0	-

- Remarks**
1. To pass this resolution, a simple majority of the votes from those attending and voting at the Meeting was necessary.
  2. There were no additional shareholders participating in the vote for this resolution. In total, 38 shareholders cast their votes 11 in person and 27 via proxies. The combined shares held by these voters amounted to 56,333,922,946.

**Agenda 4 To consider and approve the proposal to suspend the retention of profits as legal reserves and abstain from making dividend payments for the 2022 financial year.**

The Moderator communicated to the Meeting that the Company adheres to a policy of distributing dividends amounting to at least 50% of the net profit after taxes, accounting for the deduction of legal reserves. Nonetheless, the amounts of dividend payments are depended on factors such as turnover, business expansion plans, cash flow, and anticipation of future changes in the business environment. The Board of Directors is vested with the authority to propose alterations to dividend payments, always with the overarching goal of maximizing shareholder benefits.

Even though the Company recorded net profits of Baht 523.07 million in 2022, it also carried forward losses amounting to Baht 1,024 million. In accordance with both the Public Limited Companies Act B.E. 2535 (1992) and its amendments, and the Company’s Articles of Association, the Company is prohibited from making dividend payments or allocating profits to legal reserves when losses have been carried forward. To ensure compliance with the relevant regulations, it was proposed that the Meeting deliberate on the request to approve the suspension of dividend payments and the allocation of profits to legal reserves for the 2022 financial year.

Considering these circumstances, the Board of Directors recommended that the Meeting contemplate approving the suspension of dividend payments and the allocation of profits to legal reserves related to Company operations in the 2022 financial year.



The Moderator subsequently provided attendees with the chance to pose questions or offer observations on the matter under discussion. Attendees were guided on utilizing the E-AGM system for this purpose. However, no questions were raised nor comments submitted by shareholders or their proxies. Consequently, the Moderator proceeded to conduct a vote on approving the suspension of dividend payments and the allocation of profits to legal reserves concerning Company operations in the 2022 financial year, as previously deliberated.

The Moderator communicated to the participants that the approval of this resolution necessitated a majority of the votes cast by those attending and voting at the Meeting. Subsequently, detailed instructions were provided to shareholders on how to utilize the E-AGM system for casting their votes.

**Resolutions** : The Meeting, with unanimous agreement, resolved to suspend dividend payments and the allocation of profits to legal reserves related to the Company's 2022 operations, as indicated by the following votes:

Shareholders voting	No. of Votes	Percentage
Approve	56,334,122,946	100.0000
Disapprove	0	0.0000
Total (39 persons)	56,334,122,946	100.0000
Abstain	0	-
Voided Ballot	0	-

- Remarks**
1. This resolution required a simple majority of the votes from those attending and voting at the Meeting for passage.
  2. For this agenda, an additional shareholder was registered to vote, bringing the total to 39 voters, with 12 attending in person and 27 attending via proxy. These voters collectively held a total of 56,334,122,946 shares.

**Agenda 5 To consider and approve the appointment of directors to replace those due to retire by rotation**

The Moderator informed the Meeting that the consideration of the appointment of directors to replace those due to retire by rotation was underway. This process aligns with Article 71 of the Public Limited Companies Act B.E. 2535 (1992) and its amendments, coupled with paragraph 15 of the Company's Articles of Association, which specifies that at every annual general meeting of the shareholders, one-third of directors are required to retire from office, with the option for re-election. At this Meeting, three directors were mandated to retire by rotation. Despite being exempted from the requirements to recuse themselves from discussion and voting on this issue, as per the Public Limited Companies Act B.E. 2535 (1992) and its amendments, the Company upholds strict adherence to the principles of good governance. Consequently, the three directors due to retire were asked to

temporarily excuse themselves from the Meeting and refrain from voting on this issue. In the event that the Meeting voted to reappoint the three directors for another term in office, they would be invited back into the meeting. Subsequently, the three directors duly left the Meeting.

The Moderator informed the meeting that three directors would be required to retire by rotation at the 2023 Annual General Meeting of the Shareholders, and they are as follows:

1. Khammany Inthirath, Ph.D      Independent Director, Chairman of the Risk Management Committee and Member of the Audit Committee
2. Darnp Sukontasap, Ph.D      Independent Director and Member of the Audit Committee
3. Chaiyod Chirabowornkul, Ph.D      Director and Member of the Executive Committee

The Nomination and Remuneration Committee considered appointments to the directorship position, taking into account qualifications, knowledge, abilities, experience, ethical and moral standards. Additionally, the committee considered the diversity of the board and identified areas where knowledge and expertise might have been lacking or additionally required.

Board members without a conflict of interest or personal involvement in this matter considered the recommendations of the Nomination and Remuneration Committee. They unanimously agreed that the three directors possessed the knowledge, ability, experience, and expertise necessary to benefit Company operations. Furthermore, none of the three directors met any of the disqualification criteria specified in the Public Limited Companies Act B.E. 2535 (1992), the Securities and Exchange Act B.E. 2535 (1992), their amendments, or other relevant regulations. Therefore, it was deemed appropriate to consider them for reappointment to their positions. The Board of Directors thus decided that this matter should be presented to the 2023 Annual General Meeting of the Shareholders for their consideration. The proposal suggests nominating the three retired directors for election to the Board of Directors for another term in office. In support of this, information on the three individuals relevant to their ability to serve as directors was sent to shareholders along with the notice of the Meeting.

The Moderator communicated to the participants that the approval of this resolution necessitated a majority of the votes cast by those attending and voting at the meeting. Votes were to be cast separately for the directors to be appointed. In the event that a shareholder had designated a director to act as their proxy, and that director had a direct interest in the vote for the appointment of a particular individual, the director was permitted to vote as normal unless otherwise specified in the proxy.

The Moderator subsequently provided attendees with the chance to pose questions or offer observations on the matter under discussion. Attendees were guided on utilizing the E-AGM system for this purpose. However, no questions were raised nor comments submitted by shareholders or their proxies. Consequently, the Moderator proceeded to conduct a vote on approving the appointment of directors to replace those due to retire by rotation.

**Resolutions** : The Meeting resolved to appoint directors who retire by rotation, with individual votes cast for each director.

5.1 The Meeting passed the resolution to reappoint Khammany Inthirath, Ph.D as a director, with the following voting results:

Shareholders voting	No. of Votes	Percentage
Approve	56,321,011,046	99.9767
Disapprove	13,111,900	0.0233
Total (39 persons)	56,334,122,946	100.0000
Abstain	0	-
Voided Ballot	0	-

5.2 The Meeting passed the resolution to reappoint Darnp Sukontasap, Ph.D as a director, and here are the voting results:

Shareholders voting	No. of Votes	Percentage
Approve	56,317,541,046	99.9706
Disapprove	16,581,900	0.0294
Total (39 persons)	56,334,122,946	100.0000
Abstain	0	-
Voided Ballot	0	-

5.3 The Meeting passed a resolution to reappoint Chaiyod Chirabowornkul, Ph.D as a director, and the voting results are as follows :

Shareholders voting	No. of Votes	Percentage
Approve	56,092,956,546	99.9938
Disapprove	3,470,000	0.0062
Total (39 persons)	56,096,426,546	100.0000
Abstain	237,696,400	-
Voided Ballot	0	-

- Remarks**
1. This resolution required a simple majority of the votes from those attending and voting at the Meeting for passage.
  2. For this agenda, no additional shareholder was registered to vote, bringing the total to 39 voters, with 12 attending in person and 27 attending via proxy. These voters collectively held a total of 56,334,122,946 shares.
  3. At the Annual General Meeting of the Shareholders, a resolution was passed to reappoint the three directors who retire by rotation. Consequently, these three directors were invited to return to the Meeting to consider the remaining items on the agenda.

**Agenda 6 To consider and approve directors’ remuneration for 2023**

The Moderator informed the meeting that the Public Limited Companies Act B.E. 2535 (1992) and its amendments, along with the Company’s Articles of Association, stipulate that directors are entitled to compensation in various forms, including awards, attendance fees, pensions, bonuses, and other benefits, as specified in relevant regulations or determined by a shareholders’ meeting. Additionally, compensation may be fixed at a certain amount, or the amount may be determined by other criteria, with payments occurring periodically or fixed and ongoing until specified otherwise. Directors are also eligible for allowances and other benefits as determined by Company regulations.

Therefore, the Board of Directors considered the recommendations put forth by the Nomination and Remuneration Committee, taking into consideration the size of the business and the duties and responsibilities of the directors. The recommended remuneration package was deemed to align with market norms and the practices of similar-sized publicly listed companies, making it sufficient to attract and retain suitably skilled directors.

In light of this, the Company deemed it appropriate to present the directors’ 2023 remuneration to the Meeting for shareholders’ consideration and approval, as per the details already discussed.

Committee	Meeting Allowance for the year 2023 (Baht/ attendance)					
	Shareholders’ meeting	Board of Directors	Audit Committee	Nomination and Remuneration Committee	Risk Management Committee	Executive Committee
Chairman	45,000	45,000	25,000	14,000	14,000	14,000
Director	35,000	35,000	20,000	14,000	14,000	14,000

It was proposed that the Company increase the allowance paid to directors for attending shareholder meetings while keeping other remuneration unchanged from its 2022 rate, which has been in place since 2015. Directors who are also employed as Company executives do not receive an allowance for attending meetings of the Executive Committee, and otherwise, payments are strictly dependent on attendance. In 2022, payments to directors in the form of attendance allowances totaled Baht 2,858,000.

After a thorough review of the available information, the Board of Directors concluded that directors’ remuneration was at an appropriate level considering their duties and responsibilities. Therefore, the proposal was put forth that the Annual General Meeting of the Shareholders should consider and approve directors’ remuneration for 2023, as described earlier.

The Moderator subsequently provided attendees with the chance to pose questions or offer observations on the matter under discussion. Attendees were guided on utilizing the E-AGM system for this purpose. However, no questions were raised nor comments submitted by shareholders or their proxies. Consequently, the Moderator proceeded to conduct a vote on approving the directors’ remuneration for 2023.

The Moderator communicated to the participants that the approval of this resolution necessitated a two-third of the votes cast by those attending and voting at the Meeting. Subsequently, detailed instructions were provided to shareholders on how to utilize the E-AGM system for casting their votes.

**Resolutions** : By a unanimous vote, the meeting resolved to approve the proposed directors' remunerations for 2023, with the following votes recorded::

Shareholders voting	No. of Votes	Percentage
Approve	56,334,122,946	100.0000
Disapprove	0	0.0000
Abstain	0	0.0000
Total (39 persons)	56,334,122,946	100.0000
Voided Ballot	0	-

- Remarks**
1. This resolution required a two-third of the votes from those attending and voting at the Meeting for passage.
  2. For this agenda, no additional shareholder was registered to vote, bringing the total to 39 voters, with 12 attending in person and 27 attending via proxy. These voters collectively held a total of 56,334,122,946 shares.

**Agenda 7 To consider and approve the appointment of the Company auditors and set their remuneration for 2023**

The Moderator informed the Meeting that, to ensure compliance with Article 120 of the Public Limited Companies Act B.E. 2535 (1992) and its amendments, and the Company's Articles of Association, the appointment of the Company auditors and the determination of their remuneration must be considered at every annual general meeting of the shareholders.

In light of this, the Board of Directors considered the proposals of the Audit Committee, taking into account their reliability, independence, knowledge, auditing experience, fees, and ability to advise on accounting standards and sign off on the audit in a timely manner. The Board of Directors proposes that EY Office Limited be appointed as the Company auditors for 2023. Mr. Chatchai Kasemsrithanawat, a Certified Public Accountant with Registration No. 5813, is to be tasked with carrying out the audit and advising on Company finances.

The appointment of the Company auditor, as determined above, would be for the second consecutive year, in compliance with the regulations laid out by the Securities and Exchange Commission regarding changes to Company auditors.

The fees for the Company auditors, who will be conducting the annual audit and reviewing quarterly financial statements in 2023, were established with reference to their 2022 rate.

Auditors' Fee	2023 (proposed)	2022	Difference
The Company's financial statements:			
Annual audit fees	1,800,000	1,650,000	150,000
Quarterly financial statement review fees (3 quarters)	1,200,000	1,050,000	150,000
<b>Total of the Company's financial statements</b>	<b>3,000,000</b>	<b>2,700,000</b>	<b>300,000</b>
Consolidated financial statements:			
Annual audit fees	250,000	500,000	(250,000)
Quarterly financial statement review fees (3 quarters) *	300,000	160,000	140,000
<b>Total of consolidated financial statements</b>	<b>550,000</b>	<b>660,000</b>	<b>(110,000)</b>
<b>Total</b>	<b>3,550,000</b>	<b>3,360,000</b>	<b>190,000</b>

Remark: \* Two quarterly audit fees were incurred for the consolidated financial statements in the fiscal year 2022..

The remuneration agreed upon for the Company auditors for 2023 does not include non-audit fees, which will be charged to the Company as they are incurred. In the event that the registered auditor appointed to the Company is unable to complete their duties, EY Office Limited would appoint another registered auditor employed by EY Office Limited in their place.

In 2022, EY Office Limited was appointed as the Company auditor and received a payment of Baht 3,360,000, with non-audit fees totaling Baht 1,685.04.

The proposed auditor has no relationship or conflict of interest with the Company, its subsidiaries, Company executives, major shareholders, or any other connected parties. Therefore, the proposed auditor is positioned to act independently and provide impartial advice on Company finances.

After careful consideration, the Board of Directors proposes that the 2023 Annual General Meeting of the Shareholders deliberate and vote on the appointment of EY Office Limited as Company auditors for 2023. Mr. Chatchai Kasemsrithanawat, a Certified Public Accountant with Registration No. 5813, is designated to conduct the audit and offer advice on Company finances. The remuneration for performing the annual audit and checking quarterly financial reports is set at Baht 3,550,000, excluding non-audit fees, which will be charged to the Company as necessary.

The Moderator subsequently provided attendees with the chance to pose questions or offer observations on the matter under discussion. Attendees were guided on utilizing the E-AGM system for this purpose. However, no questions were raised nor comments submitted by shareholders or their proxies. Consequently, the Moderator proceeded to conduct a vote on approving the appointment of the Company auditors and set their remuneration for 2023.

The Moderator communicated to the participants that the approval of this resolution necessitated a majority of the votes cast by those attending and voting at the Meeting. Subsequently, detailed instructions were provided to shareholders on how to utilize the E-AGM system for casting their votes.

**Resolutions** : By a unanimous vote, the meeting resolved to approve both the appointment of the Company auditors for 2023 and their proposed remuneration for carrying out these services, with the following votes recorded:

Shareholders voting	No. of Votes	Percentage
Approve	56,334,122,946	100.0000
Disapprove	0	0.0000
Total (39 persons)	56,334,122,946	100.0000
Abstain	0	-
Voided Ballot	0	-

- Remarks**
1. This resolution required a simple majority of the votes from those attending and voting at the Meeting for passage.
  2. For this agenda, no additional shareholder was registered to vote, bringing the total to 39 voters, with 12 attending in person and 27 attending via proxy. These voters collectively held a total of 56,334,122,946 shares.

#### Agenda 8 Other Matters (if any)

-None-

Following this, the Moderator announced to the Meeting that discussion and voting on the agenda items, as sent to shareholders with their notice to the Annual General Meeting of the Shareholders, was complete. However, should attendees have any further questions, shareholders and proxies were now free to ask or make additional comments as appropriate. The following questions were asked.

#### Questions and answers, and observations

Ms. Rangsimma Question

- Boonyabhumi  
(Shareholder)
1. Is the reverse stock split still proceeding?
  2. If it is proceeding, when is it expected to occur?
  3. The stock price has recently experienced a decline.
  4. Will the Company relocate its registration to the SET?

Ms. Pathamakorn Response

Buranasin  
(Moderator)

The Moderator addressed questions/comments 3 and 4 with the following responses:

- Regarding the recent decline in stock prices, the Company emphasizes its exclusive focus on building income and growing profits, evident in the financial statements and profit and loss accounts for 2022. Market forces, shareholder actions, and investor decisions influence stock prices, and the Company has limited control over sales or purchases of shares. However, the Company actively

monitors financial news and events, ready to issue clarifications if there is a risk of misunderstanding among shareholders or investors.

- Currently, the Company's primary focus is on business expansion. However, in due course and in compliance with the rules and regulations of the SET and the SEC, the Company will consider relocating its listing to the SET.

Following these responses, the Moderator invited Ms. Somruedee Halilamien, Chief Financial Officer, to address questions 1 and 2.

Ms. Somruedee  
Halilamien  
(Chief Financial  
Officer)

Response

Answers to questions 1 and 2:

- The Company is currently exploring the implementation of a reverse stock split, particularly examining its potential impact on future business plans. As part of our ongoing research, the Company is exploring opportunities to enter new business areas. If this expansion becomes more likely, adjusting the capital structure to align with the direction of future business activities may be considered. However, in making decisions related to these matters, our primary focus is always on maximizing shareholder benefit.

Mr. Phumiwat  
Nanthavanich  
(Shareholder)

Question

Does the Company expect to be able to clear its accumulated losses next year?

Mr. Peerapol  
Soontarinka  
(Shareholder)

Question

Does the Company have a plan to turn operations around and to clear its accumulated losses in 2023?

Ms. Somruedee  
Halilamien  
(Chief Financial  
Officer)

Response

The Company's management is committed to clearing up the accumulated losses at the beginning of next year. This remains unchanged from the timeframe announced to shareholders at the previous meeting.

**Quorum at the close of the Meeting**

The Meeting was formally closed at 11.22am, with 13 shareholders present in person at the Meeting and a further 27 shareholder proxies attending, giving a total of 40 individuals present at the Meeting's close. These controlled 56,334,192,946 shares from a total of 64,992,438,156 issued and paid-up shares, or 86.6781% of the total.

*-Mr. Van Hoang Dau-*

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(Mr. Van Hoang Dau)

Chairman of the Board of Directors



The 2023 Annual Report (Form 56-1 One Report), along with the financial statements,  
the Auditor's Report, as of December 31, 2023,  
and Invitation to the 2024 Annual General Meeting of Shareholders,  
in QR Code format



Link : <https://www.set.or.th/set/tsd/meetingdocument.do?symbol=PSG&date=240425>

*Remark: QR Code downloading procedures are in the Enclosure 8.*

Contact Information: Company Secretary Department/ PSG Corporation Public Company Limited  
Tel.: 02-018-7190-8 Fax: 02-018-7199  
Email: [com.sec@psgcorp.co.th](mailto:com.sec@psgcorp.co.th)

Details and profiles of the persons nominated to be directors



**Souphanh Keomixay, Ph.D.**  
**Age** 72 years old  
**Title** Independent Director / Chairman of Nomination and Remuneration Committee  
**Nominated as** Independent Director  
**Date of appointment** October 27, 2021  
**Term/ year as Director** 2 year 5 months  
**Shareholding proportion (%)** - None-

**Education:**

Doctoral degree

- Ph.D. in Economics, Social-Science Academy of Moscow, USSR

Master's degree

- Master's in Economics, University of Donetsk, USSR

**Training:** -

**Work Experience (5 - Year Past Experience):**

2016 – 2020	Minister of Planning and Investment	Lao People's Democratic Republic
2010 – 2016	Governor of Savanna khet	Lao People's Democratic Republic
2005 – 2010	Vice Governor of Savanna khet	Lao People's Democratic Republic

**Other current positions in**

- listed companies -None-
- non-listed companies -None-

**Meeting attendance in 2023:** The Board of Director meetings 4/4  
The Nomination and Remuneration Committee meetings 2/2

**Conflict of interest to the Company** -None-

**Legal dispute in the last 5 years** -None-

Mandatory requirements	Qualifications
Having the following relationships with the Company/its affiliate/its associate company/major shareholder or juristic person that may have conflict of interest at present or in the last 2 months - Being an executive director, an employee, or an advisor on payroll - Being a professional service provider such as an auditor, financial or legal advisor - Having a significant business relationship that may impede independent judgment on the Company's operations such as buying-selling of materials/products/services, borrowing or lending money	-None- -None- -None-
- Family relationship between the director and the executives or major shareholders of the Company/ its subsidiary	-None-

*Remark* The Board of Directors considered and passed the screening of the Nomination and Remuneration Committee and of the opinion that Souphanh Keomixay, Ph.D. is an independent director who is qualified in accordance with laws relating to independent directors.



**Mr. David Van Dau**

**Age** 40 years old

**Title** Director / Member of Risk Management Committee / Member of Nomination and Remuneration Committee / Chairman of Executive Committee / Chief Executive Officer / Authorized Director

**Nominated as** Director

**Date of appointment** October 27, 2021

**Term/ year as Director** 2 year 5 months

**Shareholding proportion (%)** -None-

**Education:**

Bachelor's degree

- Bachelor of Economics, Emory University Atlanta, GA, USA

**Training:**

- Director Accreditation Program Class 173/2020 (DAP) (English Program), Thai Institute of Directors (IOD)

**Work Experience (5 - Year Past Experience):**

2020 – Jul 2021          Director, Executive Committee          Xayaburi Power Company Limited

**Other current positions in**

● **listed companies** (1 company)

2020 - present          Director          CK Power Public Company Limited

● **non-listed companies** (5 companies)

2020 - present          Director, Executive Committee          Nam Ngum 2 Power Company Limited

2020 - present          Director, Executive Committee          SouthEast Asia Energy Company Limited

2018 – present          Director          Luang Prabang Power Company Limited

2015 - present          Director          Lao Coca-Cola Bottling Company Limited

2010 - present          Chief Executive Officer          PT Sole Company Limited

**Meeting attendance in 2023:**

The Board of Director meetings	4/4
The Risk Management Committee meetings	2/2
The Nomination and Remuneration Committee meetings	2/2
The Executive Committee meetings	7/7

**Conflict of interest to the Company** -None-

**Legal dispute in the last 5 years** -None-



**Mr. Prapas Vichakul**

**Age** 68 years old

**Title** Independent Director / Member of Audit Committee

**Nominated as** Independent Director

**Date of appointment** October 27, 2021

**Term/ year as Director** 2 year 5 months

**Shareholding proportion (%)** - None-

**Education:**

Master's degree

- M. Sc. (Geology), New Mexico Institute of Mining and Technology, New Mexico, USA

Bachelor's degree

- B.Sc. (Geology), Chulalongkorn University

**Training:** Director Certification Program (DCP) Class 186/2014, Thai Institute of Directors (IOD)

**Work Experience (5 - Year Past Experience):** -

**Other current positions in**

● **listed companies** (1 company)

2018 - present Independent Director Sahakol Equipment Public Company Limited (SQ)

● **non-listed companies** -None-

**Meeting attendance in 2023:** The Board of Director meetings 4/4

The Audit Committee meetings 5/5

**Conflict of interest to the Company** -None-

**Legal dispute in the last 5 years** -None-

Mandatory requirements	Qualifications
Having the following relationships with the Company/its affiliate/its associate company/major shareholder or juristic person that may have conflict of interest at present or in the last 2 months	
- Being an executive director, an employee, or an advisor on payroll	-None-
- Being a professional service provider such as an auditor, financial or legal advisor	-None-
- Having a significant business relationship that may impede independent judgment on the Company's operations such as buying-selling of materials/products/services, borrowing or lending money	-None-
- Family relationship between the director and the executives or major shareholders of the Company/ its subsidiary	-None-

*Remark* The Board of Directors considered and passed the screening of the Nomination and Remuneration Committee and of the opinion that Mr. Prapas Vichakul is an independent director who is qualified in accordance with laws relating to independent directors.



**Mr. Nopadol Intralib**

**Age** 75 years old

**Title** Independent Director / Member of Nomination and Remuneration Committee / Member of Risk Management Committee

**Nominated as** Independent Director

**Date of appointment** November 9, 2021

**Term/ year as Director** 2 year 4 months

**Shareholding proportion (%)** 0.05%

**Education:**

- Barrister-at-Law, Gray's Inn, London, England
- Barrister-at-Law, Thai Bar Association

Bachelor's degree

- Faculty of Law, Chulalongkorn University (First-Class Honors)

**Training:** -

**Work Experience (5 - Year Past Experience):** -

**Other current positions in**

- **listed companies** -None-
- **non-listed companies** (10 companies)
  - 2003 - present Lawyer/ Managing Director/ Partner The Legists Group Ltd.
  - 1989 - present Interpreter and Translator Specialist Court of Justice
  - Present Director
    - Schmidt Electronics (Thailand) Company Limited
    - Schmidt Biomedtech (Thailand) Company Limited
    - Potters (Thailand) Company Limited
    - SMKT (Thailand) Company Limited
    - Aeroservices (Thailand) Company Limited
    - Emhart Teknologies (Thailand) Company Limited
    - Black and Decker (Thailand) Company Limited
    - Jivanand Anti-Aging Limited

<b>Meeting attendance in 2023:</b>	The Board of Director meetings	4/4
	The Risk Management Committee meetings	2/2
	The Nomination and Remuneration Committee meetings	2/2

**Conflict of interest to the Company** -None-

**Legal dispute in the last 5 years** -None-

**Mr. Nopadol Intralib (continued)**

Mandatory requirements	Qualifications
Having the following relationships with the Company/its affiliate/its associate company/major shareholder or juristic person that may have conflict of interest at present or in the last 2 months - Being an executive director, an employee, or an advisor on payroll - Being a professional service provider such as an auditor, financial or legal advisor - Having a significant business relationship that may impede independent judgment on the Company's operations such as buying-selling of materials/products/services, borrowing or lending money	-None- -None- -None-
- Family relationship between the director and the executives or major shareholders of the Company/ its subsidiary	-None-

*Remark The Board of Directors considered and passed the screening of the Nomination and Remuneration Committee and of the opinion that Mr. Nopadol Intralib is an independent director who is qualified in accordance with laws relating to independent directors.*

The Articles of Association relating to a shareholders' meeting

Chapter 4 - A Meeting of Shareholders

Article 27. The Board of Directors shall hold the Annual General Meeting of Shareholders within 4 months after the end of a fiscal year.

A meeting of shareholders other than the Annual General Meeting of Shareholders mentioned above shall be called an Extraordinary General Meeting of Shareholders. The Board of Directors may call an extraordinary general meeting whenever it deems appropriate, or when one or more shareholders with a total combined shares of no less than 10% of the total paid-up shares request it. However, meeting agenda and reasons for calling the meeting must be clearly indicated in such a request. The Board of Directors must hold an Extraordinary General Meeting of Shareholders within 45 days of receiving such a request from shareholders.

If the Board of Directors fails to hold the meeting within the time frame stated in paragraph 2, shareholders having a total combined shares that meets the criteria may call an extraordinary general meeting within 45 days after the time period specified in paragraph 2 has expired. In this case, the Board of Directors is regarded to have convened the extraordinary general meeting, and the Company is responsible for any expenses incurred as considered necessary.

In case an extraordinary general meeting is called by shareholders stated in paragraph 3 and the number of shareholders attending the meeting do not establish a quorum as defined in Section 30, the shareholders specified in paragraph 3 are liable for any expenses incurred from the arrangement of that particular meeting.

Article 28. "When calling a shareholders' meeting, the Board of Directors shall prepare invitation letters indicating the venue, date, time, and meeting agenda, as well as topics to be discussed, along with reasonable supporting details. Moreover, each agenda item should be accompanied with the Board of Directors' opinion and properly identified as one for acknowledgment, approval, or consideration. Invitation letters shall be sent to shareholders and the registrar at least 7 days in advance, and they must be advertised in newspapers for 3 consecutive days and at least 3 days in advance.

The meeting of shareholders can be held in a venue in the vicinity of the Company's head office, or at other locations in Thailand deemed appropriated by the Board of Directors."

Article 29. Shareholders may appoint others to attend and vote on their behalf at a shareholders' meeting by using a proxy form prescribed by the registrar. Moreover, shareholders must date and sign the proxy forms.

Before attending the meeting, the proxy form must be submitted to the Chairman of the Board or delegated persons at the meeting location.

Article 30. To establish a quorum at a shareholder meeting, there must be at least 25 shareholders and proxy holders (if any) holding at least one-third of the total paid-up shares, or at least one-half of the total number of shareholders and proxy holders (if any) holding at least one-third of the total paid-up shares.

If a quorum is not obtained within one hour of the scheduled time and the meeting is called at the request of shareholders, the meeting will be called off. However, if the meeting is not called at the request of shareholders, it must be rescheduled, and meeting invitations must be distributed to shareholders at least 7 days in advance. A quorum is not necessary for the rescheduled meeting.

A shareholder meeting shall be presided over by the Chairman of the Board of Directors, or in his absence, by the Vice Chairman of the Board of Directors, or in his absence, by one of the shareholders elected by the meeting.

Article 31. For voting purposes, one share shall be entitled one vote, and a resolution of a shareholder meeting requires the following votes:

- (1) In normal circumstances, a majority vote of shareholders present at the meeting and eligible to vote is required. In the event of a tie, the presiding chairman has the right to cast the deciding vote.
- (2) In the following circumstances, a resolution must be approved by no less than three-fourths of the total votes cast by shareholders present at the meeting and eligible to vote:
  - (a) A sale or transfer of all or a substantial portion of the Company's business to a third party;
  - (b) A purchase or acceptance of transfer of another company's or a private company's business;
  - (c) An execution, amendment, or termination of an agreement concerning the leasing of all or a substantial portion of the Company's business, the appointment of another party to run the Company's business, or the merging of the Company's business with another party with the intention of sharing profit and loss;
  - (d) An amendment of the Company's Memorandum of Association or Articles of Association;
  - (e) An increase or reduction of the Company's registered capital, or an issuance of debenture;
  - (f) A merger or dissolution of the Company.

Article 32. The following are the general tasks performed during the Annual General Meeting of Shareholders:

- (1) To review the Board of Directors' report on the Company's operating performance for the preceding fiscal year;
- (2) To review and approve the Company's financial statements for the preceding fiscal year;
- (3) To consider the allocation of profit;
- (4) To elect directors in place of those who retire by rotation, as well as to determine their remuneration;
- (5) To appoint auditors, as well as to determine their remuneration;
- (6) Any other businesses.



Guidelines and required identification document submission  
for attending the 2024 Annual General Meeting of Shareholders  
in the form of Hybrid Meeting (Attending in person and via Electronic Media)

PSG Corporation Public Company Limited would like to inform procedures and guidelines for attending the 2024 Annual General Meeting of Shareholders in the form of Hybrid Meeting (Attending in person and via Electronic Media) as follows:

- 1) Attending the AGM at Mekha 2 Meeting Room, Grande Centre Point Surawong Bangkok, 299 Surawong Road, Bangrak, Bangkok in person (Physical Meeting)

Registration

The Company shall start the registration process for shareholders and/or proxies from 8.00 hrs. on April 25, 2024 at Mekha 2 Meeting Room, Grande Centre Point Surawong Bangkok, please see the map of the Meeting's venue (Enclosure 10).

Procedures for the appointment of proxies are as follows:

- General shareholders may choose to use either Proxy Form A. or Form B.
- Shareholders who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper are recommended to use Proxy Form C.
- The shareholders, who appoint the proxy, shall appoint only one proxy to attend the Meeting and cast a vote. The shareholder cannot split his/her number of shares to different proxies for separate voting.
- The shareholders can appoint either one of the independent directors (as details are provided in Enclosure 6), please use Proxy Form B. and specify the voting for each agenda item. In this respect, for the convenience in reviewing the documents, the shareholders can deliver the proxy form together with the supporting documents for the appointment of proxies to the Company in advance by April 24, 2024 via e-mail [com.sec@psgcorp.co.th](mailto:com.sec@psgcorp.co.th) or via traditional mail to "Company Secretary Department, PSG Corporation Public Company Limited, 11/1, AIA Sathorn Tower, 21<sup>st</sup> floor South Sathorn Road, Yannawa, Sathorn, Bangkok 10120".
- The proxy form must be correctly and clearly filled in and arranged to be signed by the grantor and the proxy as well as affixed with a Baht 20 stamp duty bearing the crossed-out mark and specifying the date such proxy is made. If the original supporting documents are not in English, English translations of such documents are required and must be certified as a true translation by the shareholders or the authorized person of the juristic persons.
- The proxy must present the proxy form and supporting documents, as specified in "Documents and evidence to be presented at the Meeting", at the registration desk for proxies at the Meeting.

Notes: In case a shareholder identifies voting for each agenda item, the independent director acting as a proxy will cast votes as specified in the proxy form. Each shareholder shall only vote by selecting either "Approve" or "Disapprove" or "Abstain"; in other words, a shareholder shall not split the vote casting.

- Such Proxy Forms can be downloaded from the Company's website, [www.psgcorp.co.th](http://www.psgcorp.co.th), or you can request the hard copy from the Company Secretary Department can be reached at [com.sec@psgcorp.co.th](mailto:com.sec@psgcorp.co.th) or by phone at 02-018-7190-8 since April 3, 2024.

**Documents and evidence to be presented at the meeting.**

● **For individual shareholders**

The shareholder attends the meeting in person; to present:

- Notification of Meeting (with QR Code) signed by the shareholder;
- Valid ID card or passport (in case of foreigner), or other government - issued documents, including evidence of name or surname change (if any) of the shareholder.

Appointment of proxy; to present:

- Notification of Meeting (with QR Code) signed by the proxy;
- The proxy form, correctly and completely filled in, signed by the grantor and the proxy with the Baht 20 stamp duty affixed in full;
- Copy of valid ID card or passport (in case of foreigner), or other government - issued documents of the grantor and the proxy, certified as true and correct copy by him/her.

● **For shareholders who are juristic persons**

The authorized person of the juristic person attends the meeting in person; to present:

- Notification of Meeting (with QR Code) signed by the authorized person of the juristic person attending the meeting in person;
- Valid ID card or passport (in case of foreigner), or other government - issued documents of the authorized person of the juristic person attending the meeting in person;
- Copy of an affidavit of the juristic person, issued by the Ministry of Commerce (no longer than 6 months) certified as true and correct copy by the authorized person of the juristic person attending the meeting in person, with the statement showing that such authorized person is empowered to act on behalf of such juristic person as the shareholder.

Appointment of proxy; to present:

- Notification of Meeting (with QR Code) signed by the proxy;
- The proxy form, correctly and completely filled in, signed by the grantor and the proxy with the Baht 20 stamp duty affixed in full;
- Copy of valid ID card or passport (in case of foreigner), or other government - issued documents of the grantor and the proxy, certified as true and correct copy by him/her.
- Copy of an affidavit of the juristic person, issued by the Ministry of Commerce (no longer than 6 months) certified as true and correct copy by the authorized person as the grantor, with the statement showing that such authorized person is empowered to act on behalf of such juristic person as the shareholder.

Appointment of proxy in the case of shareholders who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper.

➤ Documents of custodian

- The Proxy Form C (as enclosed), correctly and completely filled in, signed by the authorized representative of the custodian, who is the grantor, and signed by the proxy with the Baht 20 stamp duty validly affixed;
- Document confirming that the person who signed the proxy form is permitted to operate the custodian business;
- Copy of an affidavit for the registration of the custodian (no longer than 1 year) certified as true and correct copy by the authorized representative of the custodian, with the statement showing that such authorized representative of the custodian, who signed the proxy form as the grantor, is empowered to act on behalf of the custodian along with the juristic person's seal (if any);
- Copy of valid ID card or passport (in case of foreigner), or other government - issued documents of the authorized representative of the custodian, certified as true and correct copy by him/her.

➤ Documents of the shareholder who is a foreign investor.

- Power of Attorney from the shareholder who appoints the custodian to sign the proxy form on his/her behalf;
- Copy of an affidavit for the registration of the shareholder as a juristic person (no longer than 1 year) certified as true and correct copy by the juristic person's representative, with the statement showing that such juristic person's representative, who signed the power of attorney, is empowered to act on behalf of such juristic person shareholder along with the juristic person's seal (if any);
- Copy of valid ID card or passport (in case of foreigner), or other government - issued documents of the juristic person's representative, certified as true and correct copy by him/her.

➤ Documents of proxy

- Notification of Meeting (with QR Code) signed by the proxy;
- Copy of valid ID card or passport (in case of foreigner), or other government - issued documents of the proxy, certified as true and correct copy by him/her.

2) For shareholders who wish to attend the Meeting via electronic media:

shareholders who wish to attend the Meeting via electronic media.

Please complete, sign, and attach the required identification documents for verification of the right to attend the Meeting via electronic media as follows:

● For individual shareholders

- Registration Form for attending the AGM through Electronic Media (Enclosure 9) signed by the shareholder. Please provide "your e-mail address and mobile phone number" clearly which will be used for the registration.

- Copy of valid ID card or passport (in case of foreigner), or other government - issued documents of the shareholder, certified as true and correct copy by him/her.
- **For shareholders who are juristic persons**

The authorized person of the juristic person to attend the meeting via electronic media by him/herself.

  - Registration Form for attending the AGM through Electronic Media (Enclosure 9) signed by the authorized person of the juristic person attending the meeting. Please provide **“your e-mail address and mobile phone number”** clearly which will be used for the registration.
  - Copy of valid ID card or passport (in case of foreigner), or other government - issued documents of the authorized person of the juristic person attending the meeting, certified as true and correct copy by him/her.
  - Copy of an affidavit of the juristic person, issued by the Ministry of Commerce (no longer than 6 months) certified as true and correct copy by the authorized person attending the meeting via electronic media, with the statement showing that such authorized person is empowered to act on behalf of such juristic person as the shareholder.

Kindly submit the registration form for attending the AGM via electronic media along with identification documents (by scanning or photographing) to the Company from April 3, 2024 to April 24, 2024 via e-mail [com.sec@psgcorp.co.th](mailto:com.sec@psgcorp.co.th) or via traditional mail to “Company Secretary Department, PSG Corporation Public Company Limited, 11/1, AIA Sathorn Tower, 21<sup>st</sup> floor South Sathorn Road, Yannawa, Sathorn, Bangkok 10120”. The documents submitted via traditional mail are required to arrive at the Company by April 24, 2024.

**For shareholders who wish to appoint a proxy to attend the Meeting via electronic media:**

In the event that Shareholders are unable to attend the 2024 Annual General Meeting of Shareholders via electronic media, the shareholders can appoint other persons as their proxies and an independent director (as detailed in Enclosure 6 of the invitation to the 2024 Annual General Meeting of Shareholders) to attend the meeting and vote on their behalf.

Procedures for the appointment of proxy are as follows:

- Complete the registration Form for attending the AGM through Electronic Media (Enclosure 9). Please provide **“your e-mail address and mobile phone number”** of proxy which will be used for the registration. (In case of not appointing the Company's independent directors as a proxy).
- General shareholders may choose to use either Proxy Form A. or Form B. only.
- Shareholders who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper are recommended to use Proxy Form C.
- The shareholders, who appoint the proxy, shall appoint only one proxy to attend the Meeting and cast a vote. The shareholder cannot split his/her number of shares to different proxies for separate voting.

- The shareholders can appoint either one of the independent directors (as details are provided in Enclosure 6), please use Proxy Form B. and specify the voting for each agenda item. In case of appointing the independent director as a proxy, Registration Form for attending the AGM through Electronic Media (Enclosure 9) is not required to be submitted.

Notes: In case a shareholder identifies voting for each agenda item, the independent director acting as a proxy will cast votes as specified in the proxy form. Each shareholder shall only vote by selecting either “Approve” or “Disapprove” or “Abstain”; in other words, a shareholder shall not split the vote casting.

- Please complete and sign the proxy form which is available for download on the Company’s website <http://www.psgcorp.co.th/> Investor Relations >> Shareholder Information >> Shareholders’ Meeting or the proxy form enclosed with the invitation to the 2024 Annual General Meeting of Shareholders via traditional mail (as enclosed) as well as completed and signed proxy form by the grantor and the proxy (in case of other persons) with the Baht 20 stamp duty validly affixed.
- The supporting documents which are not originally in Thai or English must be translated into English and certified as a true translation by the shareholders or the authorized person of the juristic persons.

Required documents for the appointment of proxies.

- **Individual shareholders to appoint a proxy**

1. Registration Form for attending the AGM through Electronic Media (Enclose 9) signed by the proxy.
2. The proxy form (either form), correctly and completely filled in, signed by the grantor and the proxy with the Baht 20 stamp duty affixed in full.
3. Copy of valid ID card or passport (in case of foreigner), or other government - issued documents of the grantor, certified as true and correct copy by the grantor.
4. Copy of valid ID card or passport (in case of foreigner), or other government - issued documents of the proxy, certified as true and correct copy by the proxy.

- **Juristic persons to appoint a proxy**

1. Registration Form for attending the AGM through Electronic Media (Enclose 9) signed by the proxy.
2. The proxy form (either form), correctly and completely filled in, signed by the grantor and the proxy with the Baht 20 stamp duty affixed in full.
3. Copy of valid ID card or passport (in case of foreigner), or other government - issued documents of the authorized person, certified as true and correct copy by the authorized person as the grantor.
4. Copy of valid ID card or passport (in case of foreigner), or other government - issued documents of the proxy, certified as true and correct copy by the proxy.
5. Copy of an affidavit of the juristic person, issued by the Ministry of Commerce (no longer than 6 months) certified as true and correct copy by the authorized person as the grantor, with the statement showing that such authorized person is empowered to act on behalf of such juristic person as the shareholder.

- Appointment of proxy in the case of shareholders who are foreign investors and have appointed a custodian in Thailand to be a share depository and keeper

➤ Documents of custodian

- The Proxy Form C (as enclosed), correctly and completely filled in, signed by the authorized representative of the custodian, who is the grantor, and signed by the proxy with the Baht 20 stamp duty validly affixed;
- Document confirming that the person who signed the proxy form is permitted to operate the custodian business;
- Copy of an affidavit for the registration of the custodian (no longer than 1 year) certified as true and correct copy by the authorized representative of the custodian, with the statement showing that such authorized representative of the custodian, who signed the proxy form as the grantor, is empowered to act on behalf of the custodian along with the juristic person's seal (if any);
- Copy of valid ID card or passport (in case of foreigner), or other government - issued documents of the authorized representative of the custodian, certified as true and correct copy by him/her.

➤ Documents of the shareholder who is a foreign investor.

- Power of Attorney from the shareholder who appoints the custodian to sign the proxy form on his/her behalf;
- Copy of an affidavit for the registration of the shareholder as a juristic person (no longer than 1 year) certified as true and correct copy by the juristic person's representative, with the statement showing that such juristic person's representative, who signed the power of attorney, is empowered to act on behalf of such juristic person shareholder along with the juristic person's seal (if any);
- Copy of valid ID card or passport (in case of foreigner), or other government - issued documents of the juristic person's representative, certified as true and correct copy by him/her.

➤ Documents of proxy

- Registration Form for attending the AGM through Electronic Media (Enclose 9) signed by the proxy.
- Copy of valid ID card or passport (in case of foreigner), or other government - issued documents of the proxy, certified as true and correct copy by him/her.

Attending the meeting via electronic media

When the Company receives all required documents, the Company will verify the documents in order to confirm the meeting attendance. Once the verification is completed, Quidlab Co., Ltd. ("Quidlab"), the meeting system control provider of the Company which has been certified by the Electronic Transactions Development Agency (ETDA), will send you an e-mail with your username, password, and weblink for logging in to the electronic meeting system to your e-mail address which has been provided to the Company.



Please keep the username and password as confidential information which shall not be disclosed to others. The shareholders hereby accept that the attendance, voting, and/or any actions carried out by using such username and password shall be deemed as having been attended and voted by shareholders with legally valid and binding effect. In the case that the username and password are lost, or you have not received it within 17.00 hrs. of 24 April 2024, please contact the Company immediately.

Please carefully study/read the electronic meeting user manual, which will be sent with your username and password, by email from Quidlab. The system will be opened 2 hours prior to the Meeting. However, the streaming live/ live broadcast will begin at 10.00 hrs. only.

If you have any technical queries or problems in using/ accessing the electronic meeting system before or during the Meeting, please contact Quidlab via the following channels: Tel. 02-013-4322 or 084-100-1211 or E-mail [info@quidlab.com](mailto:info@quidlab.com) or other channels specified in the e-mail sent by Quidlab

### 3) Voting

For casting the vote during the Meeting, a shareholder may cast his or her vote in each agenda to either “Approve”, “Disapprove”, or “Abstain” from voting. For the shareholders who do not vote in any agenda, the system will automatically count your vote as “approve”.

#### Remarks:

- In case of any changes of Title/ Name/ Surname, copy of evidence of such changes, certified as true and correct copy, shall be submitted.
- In case the submitted documents are incomplete, incorrect, or non-compliant with the requirements stated herein, the Company reserves the right to reject the registration.
- Concerning the proxy granting, you are required to submit original proxy form, registration form as well as other required documents or evidence proving the status of the shareholder or the shareholder's representative entitled to attend the 2024 Annual General Meeting of Shareholders, with a signature affixed to certify as a true and correct copy to the Company via traditional mail to “Company Secretary Department, PSG Corporation Public Company Limited, 11/1, AIA Sathorn Tower, 21<sup>st</sup> floor, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120”. Such documents are required to arrive at the Company by April 24, 2024, so that the Company's staff can complete the documents review prior to the commencement of the meeting. However, shareholders can send the document in advance for reviewing via electronic media: [com.sec@psgcorp.co.th](mailto:com.sec@psgcorp.co.th)
- Each shareholder shall not split the number of shares held, granting proxy to several proxies to split votes and the shareholder shall grant a proxy equivalent to the number of shares held. The shareholder shall not grant proxy less than the total number of shares held, except in case of proxy to be custodian per Proxy Form C., available for download on the Company's website: <http://www.psgcorp.co.th> under the section Investor Relations >> Shareholder Information >> Shareholders' Meeting.



4) The submission of questions prior to the E-AGM

In order to protect rights and gain the optimum benefit from the meeting, if shareholders have any inquiries on certain agenda of this meeting, they are able to submit those questions in advance via inquiry form for the 2024 Annual General Meeting of Shareholders, which is available for download on the Company's website: <http://www.psgcorp.co.th> under the section Investor Relations >> Shareholder Information >> Shareholders' Meeting and send those questions to the Company's e-mail [com.sec@psgcorp.co.th](mailto:com.sec@psgcorp.co.th) by April 22, 2024.



Definition of an independent director

PSG Corporation Public Company Limited defines the term “independent director” in accordance with the minimum requirements established by the Securities and Exchange Commission and the Stock Exchange of Thailand, and the Notification of Capital Market Supervisory Board, regarding the application of offering newly issued shares as the following details:

An independent director is defined as a director who does not have any commercial or related interests that could compromise their ability to make impartial decisions. In accordance with the regulations of the Securities and Exchange Commission, independent directors must possess the following qualifications: -

- 1) Must not hold more than 1% of the total number of shares in the Company, its parent Company, subsidiary companies, associated companies, major shareholders, or entities that control the Company. The shareholdings of any related individuals of the independent director will also be considered.
- 2) Must not have been or currently be an executive director, employee, staff member, or advisor on payroll, or a controlling person of the Company, its parent Company, subsidiary companies, associated companies, same-level subsidiary companies, major shareholders, or entities that control the Company. This restriction does not apply if the individual has not held such positions for at least two years prior to the date of application to the SEC Office. However, this restriction does not apply to individuals who have previously served as government officials or advisors to a government unit that is a major shareholder of the Company or an entity controlling the Company.
- 3) Must not be a blood relative or legally registered as a parent, spouse, sibling, or child, including the spouse or child of any other directors, executives, major shareholders, controllers, or individuals nominated as directors, executives, or controlling persons of the Company or its subsidiaries.
- 4) Must not have or have had a business relationship with the Company, its parent Company, subsidiary companies, associated companies, major shareholders, or entities that control the Company that could impede the exercise of impartial judgment. This restriction does not apply if the individual has retired from such a position for at least two years prior to the date of application to the SEC Office.

A "business tie" as mentioned in the first paragraph, refers to any transaction that results in the Company or its counterparty owing the other party an amount equal to or greater than three percent of the Company's net tangible assets or Baht 20 million, whichever is lower. This includes common business transactions such as renting or leasing real estate or assets, providing, or receiving financial assistance in the form of loans, guarantees, or using assets as collateral, and other similar transactions. The calculation of the value of such transactions is governed by the Capital Market Supervisory Board's Notification on Rules for Connected Transactions. Additionally, debt obligations incurred one year prior to the start of the commercial relationship with the same individual are also included in this calculation.

- 5) Must not have served as an auditor of the Company, its parent Company, subsidiary companies, associated companies, major shareholders, or entities that control the Company and must not be a shareholder, controlling entity, or partner of the contracted audit firm for the Company, its parent Company, subsidiary companies, associated companies, major shareholders, or entities that control the Company. This restriction does not apply if the individual has retired from such a position for at least two years prior to the date of application to the SEC Office.
- 6) Must not have provided professional services of any kind, such as legal or financial advice, and must not have received service fees of more than Baht 2 million per year from the Company, its parent Company, subsidiary companies, associated companies, major shareholders, or entities that control the Company. They must also not be a major shareholder, controlling person, or partner in such a service provider, unless they have ended such relationships for at least two years prior to the date of application for SEC approval.
- 7) Must not be a director appointed to represent the Company's directors, major shareholders, or shareholders affiliated with a major shareholder.
- 8) Must not operate a business that has the same nature as the Company or its subsidiaries and competes directly with them or must not be a significant partner in a partnership, director involved in management, staff member, employee, consultant receiving a regular salary, or shareholder owning more than 1% of the total voting shares in other companies that conduct businesses similar to the Company or its subsidiaries.
- 9) Must not have any other qualities that prevent them from independently expressing opinions on the Company's operations.

The independent director may subsequently be assigned by the Board of Directors after being appointed as an Independent Director, with the characteristics specified in Clauses 1 to 9, to decide on the operation of the Company, a parent Company, a subsidiary Company, an associated Company, a same-level subsidiary, a major shareholder, or an entity controlling the Company, in the form of a collective decision.

profile of independent directors proposed as proxy at  
the 2024 Annual General Meeting of Shareholders

Name	Position	Age	Address	Conflicts of Interest on the Agenda
1. Pol.Gen.Chaiwat Getvorachai, Ph.D.	- Independent Director - Chairman of the Audit Committee	64	15 Soi Wat Weluwanaram 9, Songprapa Road, Don Muang sub-district, Don Muang district, Bangkok 10210	-
2. Khammany Inthirath, Ph.D.	- Independent Director - Member of the Audit Committee - Chairman of the Risk Management Committee	68	House No. 401, Unit No. 29, Donkoy Village, Sisattanak District, Vientiane, Lao PDR	-
3. Damp Sukontasap, Ph.D.	- Independent Director - Member of the Audit Committee	66	138/20 Soi Paholyothin 2, Paholyothin Road, Samsen-Nai sub-district, Payathai district, Bangkok 10400	-

หนังสือมอบฉันทะ แบบ ก.  
**Proxy Form A.**  
(แบบทั่วไปซึ่งเป็นแบบที่ง่ายและไม่ซับซ้อน)  
(General and Simple Form)

(ปิดอากรแสตมป์ 20 บาท)

(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholder registration numberเขียนที่ \_\_\_\_\_  
Written at  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_ อยู่เลขที่ \_\_\_\_\_ ซอย \_\_\_\_\_  
I/We \_\_\_\_\_ nationality \_\_\_\_\_ residing/located at no. Soi \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_  
Road Tambol/Kwaeng Amphur/Khet Province  
รหัสไปรษณีย์ \_\_\_\_\_  
Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท ทีเอสจี คอร์ปอเรชั่น จำกัด (มหาชน) (“บริษัท”)  
Being a shareholder of PSG Corporation Public Company Limited (“Company”)  
โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
Holding the total number of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follows  
 หุ้นสามัญ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes  
 หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preference share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)  
Hereby appoint (Please choose one of following)

กรุณาเลือกข้อ 1. กรุณาทำเครื่องหมาย  
✓ ที่  1. ระบุชื่อผู้รับมอบอำนาจ  
If you make proxy by choosing No.1,  
please mark ✓ at  1. and give the  
details of proxy (proxies).

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name age years residing/located at no.  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road Tambol/Kwaeng Amphur/Khet  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province Postal Code

หรือ/Or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name age years residing/located at no.  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road Tambol/Kwaeng Amphur/Khet  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province Postal Code

คนหนึ่งคนใดเพียงคนเดียว  
Anyone of these persons

กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย ✓ ที่  2. และเลือกกรรมการอิสระคนใดคนหนึ่ง

If you make proxy by choosing No. 2, please mark ✓ at  2. and choose one of these members of the Independent Directors.

2. มอบอำนาจให้กรรมการอิสระคนใดคนหนึ่งของบริษัท คือ

Appoint any one of the following members of the Independent Directors of the Company

พล.ต.อ.ดร.ชัยวัฒน์ เกตุวรชัย Pol. Gen. Chaiwat Getvorachai, Ph.D หรือ/Or

ดร. คัมณี อินทร์วิราช Khammany Inthirath, Ph.D หรือ/Or

ดร. คามพ์ สุคนธทรัพย์ Damp Sukontasap, Ph.D

(รายละเอียดประวัติกรรมการอิสระ ปรากฏตามสิ่งที่ส่งมาด้วย 6 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้น ประจำปี 2567) (Details of members of the Independent Directors of the Company are specified in Enclosure 6 of the Notice of the 2024 Annual General Meeting of Shareholders)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบอำนาจคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบอำนาจแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

In this regard, in the case where any of such members of the Independent Directors is unable to attend the meeting, the other members of the Independent Directors shall be appointed as a proxy instead of the member of the Independent Directors who is unable to attend the meeting.

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันที่ 25 เมษายน 2567 เวลา 10.00 น. ณ ห้องประชุม เมก้า 2 โรงแรมแกรนด์ เซนเตอร์ พอยต์ สурวงค์ 299 ถนนสุรวงค์ แขวงสุริยวงค์ เขตบางรัก กรุงเทพมหานคร 10500 ในรูปแบบการประชุมระบบ Hybrid (แบบมาประชุมด้วยตนเองและผ่านสื่ออิเล็กทรอนิกส์) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As my/our proxy ("proxy") to attend and vote on my/our behalf at the **2024 Annual General Meeting of Shareholders on April 25, 2024 at 10.00 hrs. at Mekha 2 Meeting Room, Grande Centre Point Surawong Bangkok, 299 Surawong Road, Bangrak, Bangkok 10500 in the form of Hybrid Meeting (Attending in person and via Electronic Media)**, or such other date, time and place as the meeting may be held.

กิจการใดที่ผู้รับมอบอำนาจได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบอำนาจไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบอำนาจให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed .....ผู้มอบอำนาจ/Grantor  
(.....)

ลงชื่อ/ Signed .....ผู้รับมอบอำนาจ/Proxy  
(.....)

ลงชื่อ/ Signed .....ผู้รับมอบอำนาจ/Proxy  
(.....)

ลงชื่อ Signed .....ผู้รับมอบอำนาจ/Proxy  
(.....)

#### หมายเหตุ/Remarks

ผู้ถือหุ้นที่มอบอำนาจจะต้องมอบอำนาจให้ผู้รับมอบอำนาจเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบอำนาจหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.



หนังสือมอบฉันทะ แบบ ข.  
Proxy Form B.  
(แบบที่กำหนดรายการต่างๆ ที่จะมอบฉันทะที่ละเอียดชัดเจนและตายตัว)  
(Form with fixed and specific details authorizing proxy)

(ปิดอากรแสตมป์ 20 บาท)  
(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholder registration number

เขียนที่ \_\_\_\_\_  
Written at  
วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_  
Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_ อยู่เลขที่ \_\_\_\_\_ ซอย \_\_\_\_\_  
I/We \_\_\_\_\_ nationality \_\_\_\_\_ residing/located at no. Soi \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_  
รหัสไปรษณีย์ \_\_\_\_\_  
Postal Code

(2) เป็นผู้ถือหุ้นของบริษัท ทีเอสจี คอร์ปอเรชั่น จำกัด (มหาชน) (“บริษัท”)  
Being a shareholder of PSG Corporation Public Company Limited (“Company”)  
โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้  
Holding the total number of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follows  
 หุ้นสามัญ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes  
 หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preference share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes

(3) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)  
Hereby appoint (Please choose one of following)

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย  
✓ ที่  1. ระบุชื่อผู้รับมอบอำนาจ  
If you make proxy by choosing  
No.1, please mark ✓ at  1. and  
give the details of proxy (proxies).

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years residing/located at no. \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code

หรือ/Or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years residing/located at no. \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code

คนหนึ่งคนใดเพียงคนเดียว Anyone of these persons

กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย  
✓ ที่  2. และเลือกกรรมการอิสระ  
คนใดคนหนึ่ง  
If you make proxy by choosing No.  
2, please mark ✓ at  2. and  
choose one of these members of  
the Independent Directors.

2. มอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัท คือ  
Appoint any one of the following members of the Independent Directors of the Company  
 พล.ต.อ.ดร.ชัยวัฒน์ เกตุวรชัย Pol. Gen. Chaiwat Getvorachai, Ph.D หรือ/Or  
 ดร. คัมภี อินทร์ธีราช Khammany Inthirath, Ph.D หรือ/Or  
 ดร. ดามพ์ สุคนธทรัพย์ Darnp Sukontasap, Ph.D

(รายละเอียดประวัติกรรมการอิสระ ปรากฏตามสิ่งที่ส่งมาด้วย 6 ของหนังสือเชิญประชุมสามัญ  
ผู้ถือหุ้น ประจำปี 2567) (Details of members of the Independent Directors of the Company  
are specified in Enclosure 6 of the Notice of the Annual General Meeting of Shareholders  
for the year 2024)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

In this regard, in the case where any of such members of the Independent Directors is unable to attend the meeting, the other members of the Independent Directors shall be appointed as a proxy instead of the member of the Independent Directors who is unable to attend the meeting.

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันที่ 25 เมษายน 2567 เวลา 10.00 น. ณ ห้องประชุม เมก้า 2 โรงแรมแกรนด์ เซนเตอร์ พอยต์ สุรวงศ์ 299 ถนนสุรวงศ์ แขวงสุริยวงศ์ เขตบางรัก กรุงเทพมหานคร 10500 ในรูปแบบการประชุมระบบ Hybrid (แบบมาประชุมด้วยตนเองและผ่านสื่ออิเล็กทรอนิกส์) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As my/our proxy ("proxy") to attend and vote on my/our behalf at the Annual General Meeting of Shareholders for the year 2024 on April 25<sup>th</sup>, 2024 at 10.00 hrs. at Mekha 2 Meeting Room, Grande Centre Point Surawong Bangkok, 299 Surawong Road, Bangrak, Bangkok 10500 in the form of Hybrid Meeting (Attending in person and via Electronic Media), or such other date, time and place as the meeting may be held.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2566

Agenda 1 To consider and certify the minutes of the Annual General Meeting of Shareholders for the year 2023.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

จดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทในรอบปีที่ผ่านมา สิ้นสุดวันที่ 31 ธันวาคม 2566

Agenda 2 To acknowledge the report of the Company's operating performance for the year ending December 31, 2023.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

จดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 3 พิจารณานุมัติงบการเงินประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2566

Agenda 3 To consider and approve the Company's Financial Statements for the year ending December 31, 2023.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

จดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 4 พิจารณานุมัติจัดสรรเงินกำไรเป็นทุนสำรองตามกฎหมาย และงดการจ่ายเงินปันผลสำหรับผลการดำเนินงานของบริษัทประจำปี 2566

Agenda 4 To consider and approve the appropriation of profit as a legal reserve and the omission of dividend payment for the operational performance in the year 2023.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

จดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 5  
Agenda 5

พิจารณาอนุมัติแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ

To consider and approve the appointment of the directors replacing those retiring by rotation.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  จดออกเสียง  
Approve Disapprove Abstain

เลือกตั้งกรรมการทั้งหมด

Election of entire nominated directors

เห็นด้วย  ไม่เห็นด้วย  จดออกเสียง  
Approve Disapprove Abstain

เลือกตั้งกรรมการเป็นรายบุคคล

Election of each nominated directors

1. ชื่อกรรมการ ดร.สุพรรณ แก้วมีชัย

Director's name Souphanh Keomixay, Ph.D.

เห็นด้วย  ไม่เห็นด้วย  จดออกเสียง  
Approve Disapprove Abstain

2. ชื่อกรรมการ นายเดวิด แวน ดา

Director's name Mr. David Van Dau

เห็นด้วย  ไม่เห็นด้วย  จดออกเสียง  
Approve Disapprove Abstain

3. ชื่อกรรมการ นายประภาส วิชากุล

Director's name Mr. Prapas Vichakul

เห็นด้วย  ไม่เห็นด้วย  จดออกเสียง  
Approve Disapprove Abstain

4. ชื่อกรรมการ นายนพดล อินทรลิบ

Director's name Mr. Nopadol Intralib

เห็นด้วย  ไม่เห็นด้วย  จดออกเสียง  
Approve Disapprove Abstain

วาระที่ 6  
Agenda 6

พิจารณาอนุมัติค่าตอบแทนกรรมการ ประจำปี 2567

To consider and approve the directors' remuneration for the year 2024.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  จดออกเสียง  
Approve Disapprove Abstain

วาระที่ 7  
Agenda 7

พิจารณาอนุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชี ประจำปี 2567

To consider and approve the appointment of the Company's external auditors and fix their remuneration for the year 2024.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  จดออกเสียง  
Approve Disapprove Abstain

วาระที่ 8  
Agenda 8

พิจารณาอนุมัติการแก้ไขเปลี่ยนแปลงวัตถุประสงค์การใช้เงินเพิ่มทุนที่ได้รับจากการเสนอขายหุ้นสามัญเพิ่มทุนให้แก่บุคคลในวงจำกัด (Private Placement)

To consider and approve the change of utilization purposes of proceeds from capital increase by private placement (PP)

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  จดออกเสียง  
Approve Disapprove Abstain



**วาระที่ 9 พิจารณาเรื่องอื่นๆ (ถ้ามี)**
**Agenda 9 Other matters (if any)**
 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

 ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

 เห็นด้วย

Approve

 ไม่เห็นด้วย

Disapprove

 งดออกเสียง

Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ใช่เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In the event that I/we have not specified my/our voting intention on any agenda item or have 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed .....ผู้มอบฉันทะ/Grantor

(.....)

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy

(.....)

ลงชื่อ Signed .....ผู้รับมอบฉันทะ/Proxy

(.....)

**หมายเหตุ/Remarks**

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.

2. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำข้อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

In case where the statement exceeds those specified above, additional details may be specified in the Attachment to this Proxy Form B. provided.



ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข.

Attachment to Proxy Form B.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท พีเอสจี คอร์ปอเรชั่น จำกัด (มหาชน)

A proxy is granted by a shareholder of PSG Corporation Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันที่ 25 เมษายน 2567 เวลา 10.00 น. ณ ห้องประชุม เมก้า 2 โรงแรมแกรนด์ เซนเตอร์ พอยท์ สурวงค์ 299 ถนนสุรวงศ์ แขวงสุริยวงศ์ เขตบางรัก กรุงเทพมหานคร 10500 ในรูปแบบการประชุมระบบ Hybrid (แบบมาประชุมด้วยตนเองและผ่านสื่ออิเล็กทรอนิกส์) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the Annual General Meeting of Shareholders for the year 2024 on April 25<sup>th</sup>, 2024 at 10.00 hrs. at Mekha 2 Meeting Room, Grande Centre Point Surawong Bangkok, 299 Surawong Road, Bangrak, Bangkok 10500 in the form of Hybrid Meeting (Attending in person and via Electronic Media), or such other date, time and place as the meeting may be held

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

จดออกเสียง

Approve

Disapprove

Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

จดออกเสียง

Approve

Disapprove

Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

จดออกเสียง

Approve

Disapprove

Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย

ไม่เห็นด้วย

จดออกเสียง

Approve

Disapprove

Abstain



แบบหนังสือมอบฉันทะ แบบ ค.

Proxy Form C.

(ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น)

(For the shareholders who are specified in the register as foreign investor and has appointed a custodian in Thailand to be a share depository and keeper)

(ปิดอากรแสตมป์ 20 บาท)

(Please attach stamp duty of Baht 20)

เลขทะเบียนผู้ถือหุ้น \_\_\_\_\_  
Shareholder registration number

เขียนที่ \_\_\_\_\_

Written at

วันที่ \_\_\_\_\_ เดือน \_\_\_\_\_ พ.ศ. \_\_\_\_\_

Date Month Year

(1) ข้าพเจ้า \_\_\_\_\_ สัญชาติ \_\_\_\_\_ อยู่เลขที่ \_\_\_\_\_ ซอย \_\_\_\_\_  
I/We \_\_\_\_\_ nationality \_\_\_\_\_ residing/located at no. \_\_\_\_\_ Soi \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_  
Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_ Province \_\_\_\_\_  
รหัสไปรษณีย์ \_\_\_\_\_  
Postal Code \_\_\_\_\_

ในฐานะผู้ประกอบธุรกิจเป็นผู้รับฝากและดูแลหุ้น (Custodian) ให้กับ \_\_\_\_\_

As the custodian of

ซึ่งเป็นผู้ถือหุ้นของบริษัท พีเอสจี คอร์ปอเรชั่น จำกัด (มหาชน) (“บริษัท”)

who is a shareholder of PSG Corporation Public Company Limited (“Company”)

โดยถือหุ้นจำนวนทั้งสิ้นรวม \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง ดังนี้

Holding the total number of \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes as follows

หุ้นสามัญ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
ordinary share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes

หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และออกเสียงลงคะแนนได้เท่ากับ \_\_\_\_\_ เสียง  
preference share \_\_\_\_\_ shares and have the rights to vote equal to \_\_\_\_\_ votes

(2) ขอมอบฉันทะให้ (กรุณาเลือกข้อใดข้อหนึ่ง)

Hereby appoint (Please choose one of following)

กรณีเลือกข้อ 1. กรุณาทำเครื่องหมาย  
✓ ที่  1. ระบุชื่อผู้รับมอบอำนาจ  
If you make proxy by choosing  
No.1, please mark ✓ at  1. and  
give the details of proxy (proxies).

1. ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ age \_\_\_\_\_ years residing/located at no. \_\_\_\_\_

ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_

Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_

จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_

Province \_\_\_\_\_ Postal Code \_\_\_\_\_

หรือ/Or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_

Name \_\_\_\_\_ age \_\_\_\_\_ years residing/located at no. \_\_\_\_\_

ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_

Road \_\_\_\_\_ Tambol/Kwaeng \_\_\_\_\_ Amphur/Khet \_\_\_\_\_

จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_

Province \_\_\_\_\_ Postal Code \_\_\_\_\_

คนหนึ่งคนใดเพียงคนเดียว

Anyone of these persons

กรณีเลือกข้อ 2. กรุณาทำเครื่องหมาย  
✓ ที่  2. และเลือกกรรมการอิสระ  
คนใดคนหนึ่ง

If you make proxy by choosing No.  
2, please mark ✓ at  2. and  
choose one of these members of  
the Independent Directors.

2. มอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัท คือ

Appoint any one of the following members of the Independent Directors of the Company

พล.ต.อ.ดร.ชัยวัฒน์ เกตุวรชัย Pol. Gen. Chaiwat Getvorachai, Ph.D หรือ/OR

ดร. คัมณี อินทธีราช Khammany Inthirath, Ph.D หรือ/OR

ดร. คามพ์ สุคนธ์ทรัพย์ Damp Sukontasap, Ph.D

(รายละเอียดประวัติกรรมการอิสระ ปรากฏตามสิ่งที่ส่งมาด้วย 6 ของหนังสือเชิญประชุมสามัญ  
ผู้ถือหุ้น ประจำปี 2567) (Details of members of the Independent Directors of the Company  
are specified in Enclosure 6 of the Notice of the 2024 Annual General Meeting of  
Shareholders)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการ  
อิสระที่ไม่สามารถเข้าประชุม

In this regard, in the case where any of such members of the Independent Directors is unable to attend the meeting, the other members of the  
Independent Directors shall be appointed as a proxy instead of the member of the Independent Directors who is unable to attend the meeting.

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันที่ 25 เมษายน 2567  
เวลา 10.00 น. ณ ห้องประชุม เมก้า 2 โรงแรมแกรนด์ เซนเตอร์ พอยต์ สูรวังค์ 299 ถนนสุรวงศ์ แขวงสุริยวงศ์ เขตบางรัก กรุงเทพมหานคร 10500 ใน  
รูปแบบการประชุมระบบ Hybrid (แบบมาประชุมด้วยตนเองและผ่านสื่ออิเล็กทรอนิกส์) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

As my/our proxy ("proxy") to attend and vote on my/our behalf at the **2024 Annual General Meeting of Shareholders on April 25, 2024 at 10.00 hrs. at Mekha 2 Meeting Room, Grande Centre Point Surawong Bangkok, 299 Surawong Road, Bangrak, Bangkok 10500 in the form of Hybrid Meeting (Attending in person and via Electronic Media)**, or such other date, time and place as the meeting may be held.

(3) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะเข้าร่วมประชุมและออกเสียงลงคะแนนในครั้งนี้ ดังนี้

I/We grant my/our proxy to attend this Meeting and cast votes as follows:

มอบฉันทะตามจำนวนหุ้นทั้งหมดที่ถือและมีสิทธิออกเสียงลงคะแนนได้

Grant all of my/our proxy in accordance with the amount of shares with voting right I/we hold

มอบฉันทะบางส่วน คือ

Grant certain of my/our proxy as follows:

หุ้นสามัญ \_\_\_\_\_ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ \_\_\_\_\_ เสียง  
ordinary share shares and have the rights to vote equal to votes

หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และมีสิทธิออกเสียงลงคะแนนได้ \_\_\_\_\_ เสียง  
preference share shares and have the rights to vote equal to votes

รวมสิทธิออกเสียงลงคะแนนทั้งหมด \_\_\_\_\_ เสียง

Total voting right Votes

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้

In this Meeting, I/we grant my/our proxy to consider and vote on my/our behalf as follows:

(ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

(a) The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2566

Agenda 1 To consider and certify the minutes of the Annual General Meeting of Shareholders for the year 2023.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทในรอบปีที่ผ่านมา สิ้นสุดวันที่ 31 ธันวาคม 2566

Agenda 2 To acknowledge the report of the Company's operating performance for the year ending December 31, 2023.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 3  
Agenda 3

**พิจารณาอนุมัติงบการเงินประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2566**

To consider and approve the Company's Financial Statements for the year ending December 31, 2023.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 4  
Agenda 4

**พิจารณาอนุมัติจัดสรรเงินกำไรเป็นทุนสำรองตามกฎหมาย และงดการจ่ายเงินปันผลสำหรับผลการดำเนินงานของบริษัทประจำปี 2566**

To consider and approve the appropriation of profit as a legal reserve and the omission of dividend payment for the operational performance in the year 2023.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 5  
Agenda 5

**พิจารณาอนุมัติแต่งตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ**

To consider and approve the appointment of the directors replacing those retiring by rotation.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

เลือกตั้งกรรมการทั้งหมด

Election of entire nominated directors

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

เลือกตั้งกรรมการเป็นรายบุคคล

Election of each nominated directors

1. ชื่อกรรมการ ดร.สุพรรณ แก้วมีชัย

Director's name Souphanh Keomixay, Ph.D.

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

2. ชื่อกรรมการ นายเดวิด แวน ดา

Director's name Mr. David Van Dau

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

3. ชื่อกรรมการ นายประภาส วิชากุล

Director's name Mr. Prapas Vichakul

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

4. ชื่อกรรมการ นายนพดล อินทรลิบ

Director's name Mr. Nopadol Intralib

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 6  
Agenda 6

**พิจารณาอนุมัติค่าตอบแทนกรรมการ ประจำปี 2567**

To consider and approve the directors' remuneration for the year 2024.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

- วาระที่ 7 **พิจารณาอนุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชี ประจำปี 2567**  
Agenda 7 To consider and approve the appointment of the Company's external auditors and fix their remuneration for the year 2024.  
 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.  
 ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
- วาระที่ 8 **พิจารณาอนุมัติการแก้ไขเปลี่ยนแปลงวัตถุประสงค์การใช้เงินเพิ่มทุนที่ได้รับจากการเสนอขายหุ้นสามัญเพิ่มทุนให้แก่บุคคลในวงจำกัด (Private Placement)**  
Agenda 8 To consider and approve the change of utilization purposes of proceeds from capital increase by private placement (PP)  
 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.  
 ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
- วาระที่ 9 **พิจารณาเรื่องอื่นๆ (ถ้ามี)**  
Agenda 9 Other matters (if any)  
 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.  
 ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve in accordance with my/our intention as follows:  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช้เป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
If the proxy does not vote consistently with my/our voting intentions as specified herein, such vote shall be deemed incorrect and is not made on my/our behalf as the Company's shareholders.
- (6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้หรือระบุไว้ไม่ชัดเจนหรือในกรณีที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
In the event that I/we have not specified my/our voting intention on any agenda item or have 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.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ  
Any acts performed by the proxy in this meeting, except in the event that the proxy does not vote consistently with my/our voting intentions as specified herein, shall be deemed to be the actions performed by myself/ourselves.

ลงชื่อ/Signed .....ผู้มอบฉันทะ/Grantor  
(.....)

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ/ Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)

ลงชื่อ Signed .....ผู้รับมอบฉันทะ/Proxy  
(.....)

**หมายเหตุ/Remarks**

1. หนังสือมอบฉันทะแบบ ค. นี้ ใช้เฉพาะกรณีที่ผู้ถือหุ้นที่ปรากฏชื่อในทะเบียนเป็นผู้ลงทุนต่างประเทศและแต่งตั้งให้คัสโตเดียน (Custodian) ในประเทศไทยเป็นผู้รับฝากและดูแลหุ้นให้เท่านั้น  
This Proxy form C. is only used for the shareholder who is specified in the register as a foreign investor and has appointed a custodian in Thailand to be a share depository and keeper.
2. หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ  
The documents needed to be attached to this Proxy form are:
  - (1) หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน  
Power of attorney from the shareholder empowering the custodian to sign this Proxy form on his/her behalf
  - (2) หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)  
Document confirming that the person who signed the proxy form is permitted to operate the custodian business
3. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
The shareholder appointing the proxy shall appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot split his/her votes to different proxies to vote separately.
4. ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ  
In case where the statement exceeds those specified above, additional details may be specified in the Attachment to Proxy Form C. provided.



ใบประจำต่อแบบหนังสือมอบฉันทะแบบ ค.  
Attachment to Proxy Form C.

การมอบฉันทะในฐานะเป็นผู้ถือหุ้นของบริษัท พีเอสจี คอร์ปอเรชั่น จำกัด (มหาชน)  
A proxy is granted by a shareholder of PSG Corporation Public Company Limited

ในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันที่ 25 เมษายน 2567 เวลา 10.00 น. ณ ห้องประชุม เมก้า 2 โรงแรมแกรนด์ เซนเตอร์ พอยต์ สูรวงศ์ 299 ถนนสุรวงศ์ แขวงสุริยวงศ์ เขตบางรัก กรุงเทพมหานคร 10500 ในรูปแบบการประชุมระบบ Hybrid (แบบมาประชุมด้วยตนเองและผ่านสื่ออิเล็กทรอนิกส์) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the 2024 Annual General Meeting of Shareholders on April 25, 2024 at 10.00 hrs. at Mekha 2 Meeting Room, Grande Centre Point Surawong Bangkok, 299 Surawong Road, Bangrak, Bangkok 10500 in the form of Hybrid Meeting (Attending in person and via Electronic Media), or such other date, time and place as the meeting may be held

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

The proxy shall have the right on my/our behalf to consider and approve independently as it deems appropriate.

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve in accordance with my/our intention as follows:

เห็นด้วย \_\_\_\_\_ เสียง  ไม่เห็นด้วย \_\_\_\_\_ เสียง  งดออกเสียง \_\_\_\_\_ เสียง  
Approve Votes Disapprove Votes Abstain Votes



Guidelines for downloading an invitation to attend the 2024 Annual General Meeting of Shareholders  
and the 2023 Annual Report (Form 56-1 One Report)

The Thailand Securities Depository Co., Ltd., as a securities registrar under the Stock Exchange of Thailand has developed a system which allows SET Listed Companies to send the shareholders documents regarding the General Meeting of Shareholders and the Annual Report in the form of E-books accessible through QR Code, thus allows the shareholders to access the information with ease. The aforementioned documents can be downloaded using the QR Code by following the steps below:

For iOS System

1. Tap on the camera application on your mobile phone.
2. Point the camera in the direction of the QR code to scan it.
3. A notification will appear on top of the screen. Click on the notification to view the invitation to attend the 2024 Annual General Meeting of Shareholders and the 2023 Annual Report (form 56-1 One Report).

Remark:

If the notification does not appear, use other application, such as QR Code Reader, Facebook, and Line, to scan the QR Code.

For Android System

1. Tap on apps such as QR Code Reader, Facebook, or Line, on your mobile phone.

How to scan the QR Code with Line application

➔ Open Line application and click on "Add friend" ➔ Choose QR Code ➔ Scan the QR Code

2. Scan the QR Code to view the invitation to attend the 2024 Annual General Meeting of Shareholders and the 2023 Annual Report (form 56-1 One Report)

**Contact Information:** Company Secretary Department/ PSG Corporation Public Company Limited  
Tel.: 02-018-7190-8 Fax: 02-018-7199  
Email: [com.sec@psgcorp.co.th](mailto:com.sec@psgcorp.co.th)

**แบบฟอร์มลงทะเบียนสำหรับการเข้าร่วมประชุมสามัญผู้ถือหุ้นผ่านสื่ออิเล็กทรอนิกส์****Registration form for attending the AGM through electronic media**เลขทะเบียนผู้ถือหุ้น..... เขียนที่.....  
Shareholder registration number Written atวันที่.....เดือน.....พ.ศ.....  
Date Month Yearข้าพเจ้า.....  
I/We,สัญชาติ.....อยู่บ้านเลขที่.....ถนน.....ตำบล/แขวง.....  
Nationality Residing at No. Road Sub-districtอำเภอ/เขต.....จังหวัด.....รหัสไปรษณีย์.....  
District Province Postal Codeอีเมล.....โทรศัพท์มือถือ.....  
E-mail Mobile Phoneหมายเลขบัตรประจำตัวประชาชน/หนังสือเดินทาง.....  
Identification Card/Passport numberเป็นผู้ถือหุ้นของ บริษัท พีเอสจี คอร์ปอเรชั่น จำกัด (มหาชน) ("บริษัท")  
Being a shareholder of PSG Corporation Public Company Limited ("Company")โดยถือหุ้นจำนวนทั้งสิ้นรวม.....หุ้น และออกเสียงลงคะแนนได้เท่ากับ.....เสียง  
Holding the total number of shares and have the rights to vote equal to votes

ข้าพเจ้าขอยืนยันเข้าร่วมประชุมและลงมติออกเสียงลงคะแนนในการประชุมสามัญผู้ถือหุ้น ประจำปี 2567 ในวันที่ 25 เมษายน 2567 เวลา 10.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ กรุณาส่งลิงค์เข้าร่วมประชุมเฉพาะบุคคลสำหรับเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ตามกฎหมายที่เกี่ยวข้อง โดย

I confirm to attend the meeting and vote at the Annual General Meeting of Shareholders for the year 2024 on April 25<sup>th</sup>, 2024 at 10.00 hrs. via electronic media. Please send individual link to attend the Meeting through electronic media in accordance with relevant laws.

เข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ด้วยตนเองและขอให้บริษัทส่งลิงค์เข้าร่วมประชุมเฉพาะบุคคล เพื่อเข้าร่วมประชุม รวมถึงคู่มือการใช้งานในระบบมาที่ e-mail : .....  
Attend the Meeting through electronic media by myself and ask the company to send individual link to attend the Meeting and including the system access manual to e-mail.

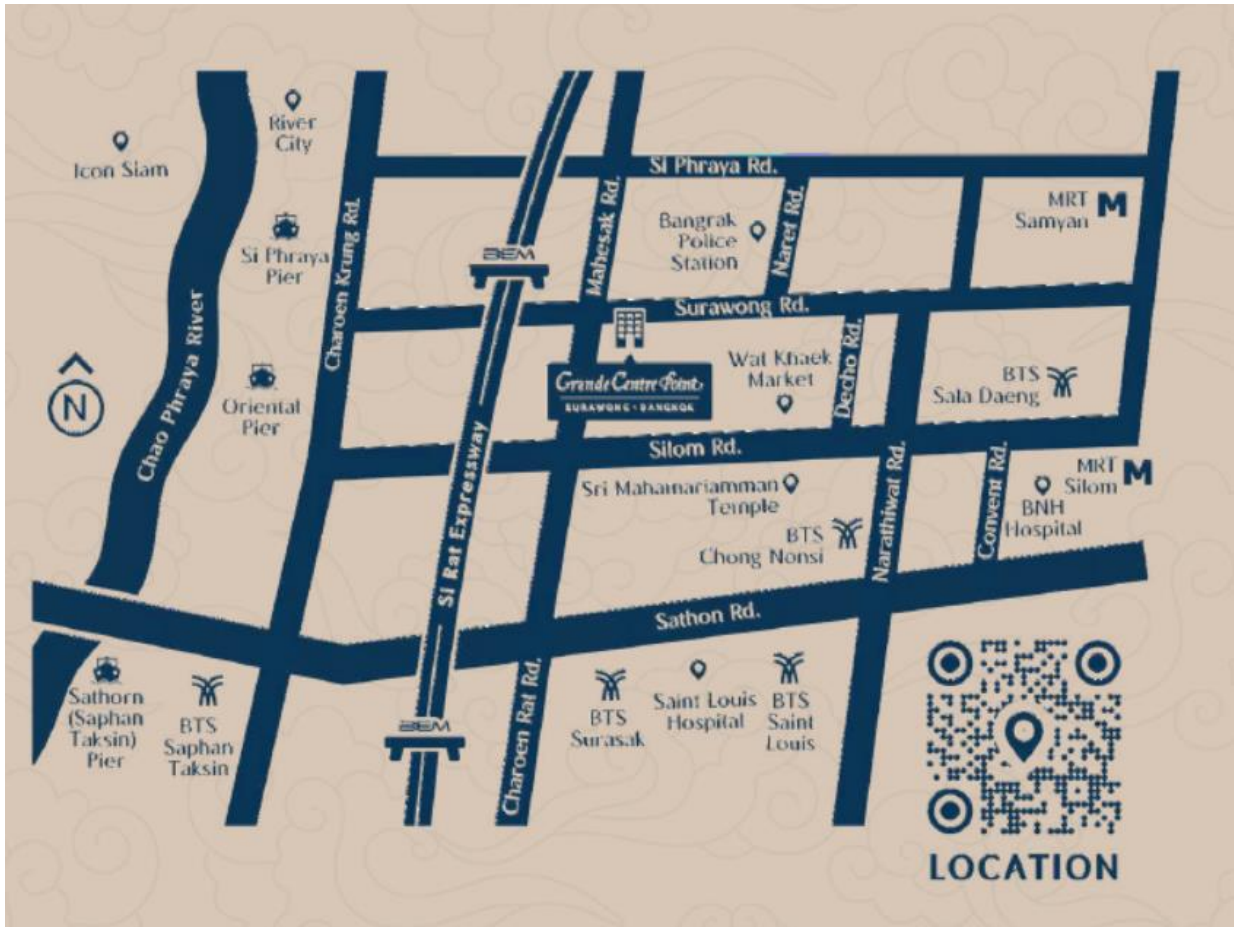
มอบฉันทะให้ นาย / นาง / นางสาว .....  
Hereby appoint Mr. / Mrs. / Miss .....  
เข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์แทน และขอให้บริษัทส่งลิงค์เข้าร่วมประชุมเฉพาะบุคคล เพื่อเข้าร่วมประชุม รวมถึงคู่มือการใช้งานในระบบมาที่ e-mail : .....  
Attend the Meeting through electronic media and proxy ask the company to send individual link to attend the Meeting and including the system access manual to e-mail.

โดยลงทะเบียนแจ้งความประสงค์โดยส่งแบบฟอร์มลงทะเบียนนี้มายังบริษัท หรือโดยสแกนหรือถ่ายรูปส่งมาที่อีเมล:  
[com.sec@psgcorp.co.th](mailto:com.sec@psgcorp.co.th) ภายในวันที่ 24 เมษายน 2567

Register via sending this form to the Company or scanning or taking photos and send them to Email: [com.sec@psgcorp.co.th](mailto:com.sec@psgcorp.co.th) by April 24<sup>th</sup>, 2024.

ลงชื่อ/Signed.....ผู้ถือหุ้น/Shareholder  
(.....)

Map of the 2024 Annual General Meeting of Shareholders' Venue



The 2024 Annual General Meeting of Shareholders of PSG Corporation Public Company Limited  
 on April 25, 2024 at 10.00 hrs. (registration for attendance begins at 8.00 hrs.)  
 in the form of Hybrid Meeting (Attending in person and via Electronic Media)  
 at Mekha 2 Meeting Room, Grande Centre Point Surawong Bangkok, Surawong Road, Bangrak, Bangkok

Directions to the Meeting Venue

- BTS Skytrain : Sala Daeng Station, Surasak Station, Saphan Taksin Station

Shuttle Van Service

**At Sala Daeng Station**

- Please take exit 1
- Wait in front of Don Don Donki (Thaniya Building)
- Shuttle Van service run every 30 minutes, starting at 7:30 hrs.

- Remark:
- For shareholders who wish to attend the meeting in person, for your convenience, please bring the registration form with barcode on the meeting date.
  - No gift will be provided to the shareholders and proxies attending the meeting.