



Invitation to  
the 2025 Annual General Meeting of Shareholders

PSG CORPORATION PUBLIC COMPANY LIMITED

Thursday, April 24, 2025, 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,  
299 Surawong Road, Bangrak, Bangkok

March 25, 2025

Subject: Invitation to the 2025 Annual General Meeting of Shareholders

To: Shareholders of PSG Corporation Public Company Limited

- Enclosures:
1. A copy of the minutes of the 2024 Annual General Meeting of Shareholders
  2. The 2024 Annual Report (Form 56-1 One Report), along with the financial statements and the Auditor's Report, as of December 31, 2024, in QR Code format
  3. Details and profiles of individuals nominated for directorship
  4. Draft Articles of Association of the Company (Including Subsequent Amendments)
  5. The Articles of Association related to a shareholders' meeting
  6. Guidelines for attending the 2025 Annual General Meeting of Shareholders in the form of Hybrid Meeting (Attending in person and via Electronic Media)
  7. Definition of an independent director, and profiles of independent directors nominated as proxies
  8. Proxy Forms (Form A., Form B., and Form C.)
  9. Guidelines for downloading the invitation to attend the 2025 Annual General Meeting of Shareholders and the 2024 Annual Report (Form 56-1 One Report)
  10. Registration form for attending the 2025 Annual General Meeting of Shareholders via Electronic Media (E-AGM)
  11. Map of the venue for the 2025 Annual General Meeting of Shareholders

PSG Corporation Public Company Limited (the "**Company**") will convene the 2025 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 for Thursday, April 24, 2025, at 10:00 hrs. The main meeting will take place at Mekha 2 Room, Grande Centre Point Surawong Bangkok, 299 Surawong Road, Bang Rak, Bangkok 10500. The agenda items are listed as follows:

**Agenda Item 1 To consider and certify the minutes of the 2024 Annual General Meeting of Shareholders.**

Facts & Reasons: The Company prepared and filed a copy of the minutes of the 2024 Annual General Meeting of Shareholders, which was held on April 25, 2024, 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 has reviewed the minutes of the 2024 Annual General Meeting of Shareholders, held on April 25, 2024, and is of the view that they have been correctly and completely recorded. The Board recommends that the 2025 Annual General Meeting of Shareholders approve them.

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

**Agenda Item 2 To acknowledge the report of the Company's operating performance for the year ending December 31, 2024.**

Facts & Reasons: The Company summarized its operating performance and key developments for the fiscal year 2024 in the Annual Report (Form 56-1 One Report), which can be downloaded using the QR Code provided in **Enclosure 2**, which is enclosed with this invitation.

Board of Directors' opinion: The Board of Directors has considered and recommended that the 2025 Annual General Meeting of Shareholders acknowledge the Company's operating performance and key developments for the fiscal year 2024, the summary of which is included in the 2024 Annual Report (Form 56-1 One Report), accessible via the QR Code provided in **Enclosure 2**.

Notes: This agenda item is for shareholders' acknowledgement; thus, required no voting.

**Agenda Item 3 To consider and approve the Company's Financial Statements for the year ending December 31, 2024.**

Facts & Reasons: The Company has prepared the financial statements for the year ending December 31, 2024. 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 (1992) (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 at the Annual General Meeting of Shareholders in the following year.

Therefore, the Board of Directors recommends that the 2025 Annual General Meeting of Shareholders approve the Company's financial statements for the fiscal year ending December 31, 2024, the details of which are presented in the 2024 Annual Report (Form 56-1 One Report), accessible via the QR Code provided in **Enclosure 2**. Key concerns can be summarized as follows.

*(THB million)*

Items	Consolidated Financial Statements		Separate Financial Statements	
	2024	2023	2024	2023
Total assets	4,886.34	3,933.35	4,740.06	3,667.20
Total liabilities	396.11	876.35	395.20	719.81
Shareholders' equity	4,490.23	3,057.01	4,344.85	2,947.35
Total revenues	3,556.37	2,750.75	3,556.33	2,750.74
Net profit (loss)	1,438.75	1,316.42	1,398.51	1,229.38
Net profit (loss) per share (THB)	0.0221	0.0203	0.0215	0.0189

Board of Directors' opinion: The Board of Directors considered and recommended that the 2025 Annual General Meeting of Shareholders approve the financial statements for the fiscal year ending December 31, 2024, which were audited by an auditor from EY Office Limited, examined by the Audit Committee, and approved by the Board of Directors.

The details of the financial statements are presented in the 2024 Annual Report (Form 56-1 One Report), which can be downloaded using the QR Code provided in **Enclosure 2**.

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

**Agenda Item 4 To consider and approve the appropriation of profit as a legal reserve and the suspension of dividend payment from the Company's operating performance for the year 2024.**

Facts & Reasons: According to Section 116 of the Public Limited Companies Act B.E. 2535 (1992) 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 at least 10 percent of the registered capital.

In 2024, the Company has a net profit (Separate Financial Statements) in the amount of THB 1,398.51 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 2024 as a legal reserve in the amount of THB 69,925,261.42, equivalent to 5 percent of the net profits for the year 2024. When combined with the existing legal reserve of THB 15,795,942, as of December 31, 2024, the Company's legal reserve will have increased to THB 85,721,203.42, equivalent to 0.14 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 the Company's and shareholders' benefits.

In this regard, the Company has considered the operating performance and financial status, taking into account all stakeholders. It is noted that at the end of 2024, the Company has accumulated profits that have not been allocated (after deducting the legal reserve) in the amount of THB 1,328.6 million. When calculated

for dividend payment, the amount is considered insignificant. 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 Annual General Meeting of Shareholders consider refraining from paying dividends for the Company's operating performance for the year 2024. The details are summarized in the following table.

Separate Financial Statements	2024	2023
1) Net profit for the year (THB Million)	1,398.6	1,229.4
2) Deduct additional legal reserve (THB Million)	69.9	10.3
3) <b>Total legal reserve</b> (THB Million)	85.7	15.8
4) Net profit after deducting legal reserve (THB Million)	1,328.6	195.1
5) No. of shares (million shares)	64,992.4	64,992.4
6) Earnings per share (THB)	0.022	0.019

Board of Directors' opinion: The Board of Directors considered and deemed it appropriate to propose to the 2025 Annual General Meeting of Shareholders to approve the allocation of profits as a legal reserve in the amount of THB 69,925,261.42 and refrain from paying dividends for the Company's operating performance for the year 2024.

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

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

Facts & Reasons: According to Section 71 of the Public Limited Companies Act B.E. 2535 (1992) (including subsequent amendments) and Article 15 of the Company's Articles of Association, one-third of all directors must retire by rotation at each Annual General Meeting of Shareholders, and those retiring by rotation may be re-elected to the Board of Directors. The following three (3) directors will retire by rotation at the 2025 Annual General Meeting of Shareholders:

Name	Position
1. Mr. Van Hoang Dau	Chairman of Board of Directors
2. Pol. Gen. Chaiwat Getvorachai, Ph.D.	Independent Director and Chairman of Audit Committee
3. Mr. Dhana Bubphavanich	Director and Member of Executive 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 Companies Act B.E. 2535 (1992) (including subsequent amendments), Securities and Exchange Act B.E. 2535 (1992) (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 2025 Annual General Meeting of Shareholders approve the reappointment of the three (3) directors who would retire by rotation to serve on the Board of Directors for another term.

As the Company has provided shareholders with the opportunity to nominate qualified candidates for director appointments in advance, no shareholder has submitted any nominations for consideration.

Board of Directors' opinion: The Board of Directors, excluding those with conflicts of interest, considered each director's qualifications and recommended that the 2025 Annual General Meeting of Shareholders approve the reappointment of the following three directors who would retire by rotation, namely Mr. Van Hoang Dau, Pol. Gen. Chaiwat Getvorachai, Ph.D., and Mr. Dhana Bubphavanich, to serve on the Board of Directors for another term. In addition, the details and profiles of the persons nominated to be directors are provided in **Enclosure 3**.

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

**Agenda Item 6 To consider and approve the directors' remuneration for the year 2025.**

Facts & Reasons: According to the Public Limited Companies Act B.E. 2535 (1992) (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 remain in effect until revised. 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, 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 to the 2025 Annual General Meeting of Shareholders to approve the 2025 directors' remuneration with the following details:

Committee	Meeting Allowance for the year 2025 (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 2025 remains unchanged from the rate set in 2024 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 other than those presented above.

Board of Directors' opinion: Considering the duties and responsibilities of directors, the Board of Directors resolved to recommend that the 2025 Annual General Meeting of Shareholders approve the remuneration for directors in 2025, as outlined above.

Please note that in 2024, the monetary remuneration for the Board of Directors in the form of meeting allowances was THB 2,504,000, and there were no other forms of compensation provided.

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

**Agenda Item 7** To consider and approve the appointment of the Company's external auditors and fix their remuneration for the year 2025.

Facts & Reasons According to Section 120 of the Public Limited Companies Act B.E. 2535 (1992) (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 the 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 the fiscal year 2025:

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 four 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 2025 and 2024:

Auditors' Fee	2025 (proposed)	2024	Difference
The Company's financial statements:			
Annual audit fees	2,090,000	1,980,000	110,000
Quarterly financial statement review fees (3 quarters)	1,410,000	1,320,000	90,000
<b>Total of the Company's financial statements</b>	<b>3,500,000</b>	<b>3,300,000</b>	<b>200,000</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>4,050,000</b>	<b>3,850,000</b>	<b>200,000</b>

The proposed audit fees for 2025 are exclusive of other non-audit fees. Additionally, if the above-mentioned auditor is unable to perform their duties, EY Office Limited must replace them with other certified auditors.

In 2024, EY Office Company Limited served as the auditor for the Company. The audit fee amounted to THB 3,850,000, with additional expenses totaling THB 12,902.24, and other service fees for ESG consulting services amounting to THB 1,900,000. For its subsidiary, there was an audit fee of USD 12,000, 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 recommended that the 2025 Annual General Meeting of Shareholders approve the appointment of an auditor from the proposed list, namely 1) Mr. Chatchai Kasemsrithanawat (C.P.A. Registration No. 5813), and/or 2) Ms. Chonlaros Suntasvaraporn (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 the fiscal year 2025 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 2025, not exceeding THB 4,050,000, excluding out-of-pocket expenses (non-audit fees).

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

*Since the matters to be proposed for consideration at the Shareholders' Meeting under Agenda Items 8 and 9 are interrelated, the approval of each agenda item shall be conditional upon the approval of the other. If the matter under Agenda Item 8 is not approved by the Shareholders' Meeting, Agenda Item 9 will not be considered. Likewise, if the matter under Agenda Item 9 is not approved by the Shareholders' Meeting, the approval previously granted for Agenda Item 8 shall be revoked. In such a case, both Agenda Items 8 and 9 shall be considered as not approved by the Shareholders' Meeting.*

**Agenda Item 8** To consider and approve the change in the Company's par value by means of reverse stock split and the amendment of Clause 4. of the Memorandum of Association of the Company to be in line with the change of the Company's par value.

Facts & Reasons As of December 31, 2024, the Company's separate financial statements recorded a total share discount of THB 62,272,362,796. This resulted from past capital increases through share offerings conducted before 2022. Due to consecutive years of financial losses, accumulated deficits, and liquidity challenges, the Company had to increase its registered capital multiple times to secure sufficient funding for its operations. As a result, shares were issued at a price lower than their par value, leading to the recognition of a share discount, which is recorded as a deduction under shareholders' equity.

However, since 2022, the Company has undergone a business restructuring, allowing it to recover from financial difficulties and achieve sustainable growth. Despite this progress, the Company's financial statements continue to reflect



a significant share discount, which may create misconceptions regarding its actual financial position and paid-up capital.

The Company therefore intends to eliminate its entire share discount through a reverse stock split and capital reduction. However, under applicable laws and the Company's Articles of Association, capital reduction may not exceed three-fourths of the paid-up capital at any given time. Based on the current paid-up capital of THB 64,992,438,156, the Company may reduce its capital by up to THB 48,744,328,617 in a single round. Therefore, to fully offset the share discount of THB 62,272,362,796, the process must be conducted in three rounds to comply with legal requirements.

In the first round, the Company will proceed with a capital reduction to offset only a portion of the share discount, up to the maximum amount permitted by law. After this process, the remaining share discount will be THB 13,528,034,179.

In this regard, the Company will consider eliminating the remaining share discount at an appropriate time to ensure that its financial statements no longer reflect a share discount. This will enhance investor clarity and allow the financial statements to more accurately reflect the Company's actual paid-up capital.

However, the reverse stock split and the capital reduction processes are purely accounting adjustments. These actions will:

- Not result in any cash return to shareholders from the capital reduction.
- Not affect the Company's assets or shareholders' equity.
- Not impact the Company's fundamental operations.

The Company remains committed to executing its strategic business plan to deliver continuous returns to shareholders.

In light of the foregoing, it is therefore deemed appropriate to propose that the 2025 Annual General Meeting of Shareholders consider and approve the change in the par value of the Company's shares through a reverse stock split, from the existing par value of THB 1 per share to THB 4 per share. This will result in a reduction in the number of issued and paid-up ordinary shares from 64,992,438,156 shares to 16,248,109,539 shares, as follows:

Details	<u>Before</u> Reverse Stock Split (Par Value of THB 1 Per Share)	<u>After</u> Reverse Stock Split (Par Value of THB 4 Per Share)
Registered Capital	THB 64,992,438,156	THB 64,992,438,156
Paid-up Capital	THB 64,992,438,156	THB 64,992,438,156
Number of Registered Shares	64,992,438,156 Shares	16,248,109,539 Shares
Number of Paid-up Shares	64,992,438,156 Shares	16,248,109,539 Shares

Additionally, the change in the par value of the Company's shares through a reverse stock split will result in a reduction in the number of shares held by each shareholder, at a ratio of 4 existing ordinary shares to 1 new ordinary share. This will enhance the stability of the share price and attract interest from institutional investors or long-term investors, thereby benefiting the Company and all shareholders.

Regarding the calculation of the change in the par value of the Company's shares through a reverse stock split at the aforementioned ratio, certain shareholders may have fractional shares that are insufficient to be converted into new shares. As a result, any fractional shares arising from the calculation will be rounded down. The Company shall appoint Thailand Securities Depository Company Limited (the "TSD"), the Company's share registrar, to carry out the calculation in accordance with the TSD's system.

However, to protect the rights of shareholders who may be affected by the rounding of fractional shares after the calculation, shareholders may purchase or sell fractional shares (Odd Lot) in the Stock Exchange of Thailand to ensure they have a sufficient number of shares for the reverse stock split calculation before the effective date of the change in the par value of the Company's shares. For shareholders who hold an insufficient number of shares to be converted into new shares due to rounding down after the calculation, the Company will provide cash compensation for the rounded-down fractional shares at a price equal to the volume-weighted average price (VWAP) of the Company's shares on the Market for Alternative Investment (MAI) over the past 7 consecutive trading days prior to the 2025 Annual General Meeting of Shareholders, which falls between April 11, 2025 to April 23, 2025. Each affected shareholder may request compensation for the rounded-down fractional shares through the following methods:

- (1) Collect the compensation for the rounded-down fractional shares in person at the Company's head office; or
- (2) Submit a request for the compensation for the rounded-down fractional shares to be transferred to the shareholder's bank account by sending a written request via postal mail to the Company's head office address or via email to [com.sec@psgcorp.co.th](mailto:com.sec@psgcorp.co.th). The request must include valid identification documents of the shareholder (e.g., a copy of a national ID card, government official card, state enterprise employee card, passport, or company affidavit), along with a copy of the bank account details for receiving the transfer. Therefore, the bank account holder's name must match the shareholder's name. The Company will process the compensation payment within 15 days after verifying the accuracy of the submitted information.

Shareholders must request the compensation within 1 month from the date the company registers the change in the par value with the Department of Business Development, Ministry of Commerce (“Department of Business Development”), which is expected to take place during the 4<sup>th</sup> to 5<sup>th</sup> week of April 2025. The Company will announce further details via the Stock Exchange of Thailand’s disclosure system and the Company’s website. If any affected shareholder fails to collect the compensation or does not submit a request for the payment via bank transfer within the specified period, the Company will consider that the shareholder has waived their right to receive the compensation.

In order to be in line with the change in the par value of the Company’s shares through a reverse stock split above, it is deemed appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company by replacing with the following particulars:

“Clause 4. Registered Capital	64,992,438,156	(Sixty-four thousand nine
	Baht	hundred ninety-two million,
		four hundred thirty- eight
		thousand, one hundred
		fifty-six Baht)
Divided Into	16,248,109,539	(Sixteen thousand two
	Shares	hundred forty-eight million,
		one hundred nine thousand,
		five hundred thirty-nine
		shares)
Par Value Per Share	4 Baht	(Four Baht)
	Divided Into	
Ordinary Share	16,248,109,539	(Sixteen thousand two
	Shares	hundred forty-eight million,
		one hundred nine thousand,
		five hundred thirty-nine
		shares)
Preferred Share	- Share	( - )”

In addition, an authorized person(s) designated by the authorized directors to proceed with the registration of the amendment to the Memorandum of Association of the Company to the Department of Business Development shall have the authority to modify or revise wordings as necessary to comply with the registrar’s order.

Board of Directors' opinion: Considering facts, reasons, and aforementioned impacts, the Board of Directors was of the view that the matter is appropriate to propose the 2025 Annual General Meeting of Shareholders to consider and approve the change in the par value of the Company's shares through a reverse stock split, from the existing par value of THB 1 per share to THB 4 per share. This will result in a reduction in the number of the Company's shares by 48,744,328,617 shares, from the existing 64,992,438,156 shares with a par value of THB 1 per share, to 16,248,109,539 shares with a par value of THB 4 per share and the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the change in the par value of the Company's shares through a reverse stock split, as well as the authorization of any related actions.

Notes: A resolution for this agenda item must be approved by three-fourths of the total shareholders who attend and vote at the meeting, with abstentions included in the calculation.

**Agenda Item 9** To consider and approve the reduction of the Company's registered and paid-up capital and the amendment of Clause 4. of the Memorandum of Association of the Company to be in line with the reduction of registered and paid-up capital.

Facts & Reasons As the Company intends to eliminate its entire share discount by using the surplus from the capital reduction to offset the share discount, as detailed in Agenda Item 8. However, the reduction in paid-up capital is an accounting adjustment and does not involve any capital refund to the Company's shareholders. As a result, it will not lead to a decrease in the Company's assets or shareholders' equity, nor will it impact the Company's fundamentals. The Company remains committed to its business operations plan and its goal of generating returns for shareholders.

Therefore, it is deemed appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the capital reduction by three-fourths of the total capital in order to use the surplus from the capital reduction to offset the share discount. The Company will proceed with the reduction of its registered and paid-up capital (to the maximum amount permitted by law) by THB 48,744,328,617 from the existing registered and paid-up capital of THB 64,992,438,156 by reducing the par value of the Company's shares from THB 4 per share to THB 1 per share. Following this capital reduction to offset the share discount, the Company's registered and paid-up capital will be THB 16,248,109,539, with the remaining share discount amount of THB 13,528,034,179, while the number of ordinary shares will remain unchanged.

Details as of December 31, 2024	<u>Before</u> Capital Reduction (Par Value of THB 4 Per Share)	<u>After</u> Capital Reduction (Par Value of THB 1 Per Share)
Registered Capital	THB 64,992,438,156	THB 16,248,109,539
Paid-up Capital	THB 64,992,438,156	THB 16,248,109,539
Number of Registered Shares	64,992,438,156 Shares	16,248,109,539 Shares
Number of Paid-up Shares	64,992,438,156 Shares	16,248,109,539 Shares
Share Discount	THB 62,272,362,796	THB 13,528,034,179
Shareholders' Equity	THB 4,490,229,161	THB 4,490,229,161

The Company will further consider proceeding with the change in the par value of the Company's shares through a reverse stock split and an additional reduction of its registered and paid-up capital at an appropriate time to fully offset the share discount.

Furthermore, in order to be in line with the reduction of the Company's registered and paid-up capital, it is deemed appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the amendment to Clause 4. of the Memorandum of Association of the Company by replacing with the following particulars:

“Clause 4. Registered Capital	16,248,109,539 Baht	(Sixteen thousand two hundred forty-eight million, one hundred nine thousand, five hundred thirty-nine Baht)
Divided Into	16,248,109,539 shares	(Sixteen thousand two hundred forty-eight million, one hundred nine thousand, five hundred thirty-nine shares)
Par Value Per Share	1 Baht Divided Into	(One Baht)
Ordinary Share	16,248,109,539 shares	(Sixteen thousand two hundred forty-eight million, one hundred nine thousand, five hundred thirty-nine shares)
Preferred Share	- share	( - )”

In addition, an authorized person(s) designated by the authorized directors to proceed with the registration of the amendment to the Memorandum of Association of the Company to the Department of Business Development shall have the authority to modify or revise wordings as necessary to comply with the registrar's order.

Additionally, the procedures and timeline for the change in the par value of the shares and the reduction of the registered and paid-up capital to offset the share discount of the Company are as follows:

No.	Procedure	Date	Remarks
1.	The 2025 Annual General Meeting of Shareholders	April 24, 2025	-
2.	Register the change in the par value of the Company's shares through a reverse stock split, the amendment to the Articles of Association, the resolution of the capital reduction, and the amendment to the Memorandum of Association to the Department of Business Development	4 <sup>th</sup> to 5 <sup>th</sup> week of April 2025	Within 14 days from the date the 2025 Annual General Meeting of Shareholders resolves to approve the change in the par value of shares and the capital reduction
3.	Notify the Company's creditors of the capital reduction resolution and publish the resolution in a newspaper or on the Company's website		
4.	Due date for the payment of the fractional shares resulting from the change in the par value of shares	4 <sup>th</sup> to 5 <sup>th</sup> week of May 2025	Within 1 month from the registration date of the change in the par value of shares through a reverse stock split to the Department of Business Development (as per Item 2)
5.	Due date for the submission of creditors' objections	4 <sup>th</sup> week of June to 1 <sup>st</sup> week of July 2025	After the 2-month period from the date the creditors receive the notice of the capital reduction resolution (as per Item 3)
6.	Register the capital reduction by decreasing the par value of the Company's shares and the amendment to the Memorandum of Association to the Department of Business Development	5 <sup>th</sup> week of June to 1 <sup>st</sup> week of July 2025	Within 14 days from the expiration of the creditor objection period (2 months) as per Item 5, provided that no creditors have objected, or in the case of objections, the Company has settled the debt or provided security for it

No.	Procedure	Date	Remarks
7.	Notify shareholders in writing and publish the registration of the capital reduction (as per Item 6) in a newspaper or on the Company's website	5 <sup>th</sup> week of June to 1 <sup>st</sup> week of July 2025	Within 14 days from the date of registration of the capital reduction

**Remark:** The procedures and timeline for the change in the par value of the Company's shares and the reduction of the registered and paid-up capital to offset the share discount of the Company may be adjusted based on the operational circumstances and appropriateness, in accordance with the relevant laws.

**Board of Directors' opinion:** Considering facts, reasons, and aforementioned impacts, the Board of Directors was of the view that the matter is appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the reduction of the Company's registered and paid-up capital by THB 48,744,328,617 from the existing registered and paid-up capital of THB 64,992,438,156 to THB 16,248,109,539 by reducing the par value of the Company's shares from THB 4 per share to THB 1 per share and the amendment to Clause 4. of the Memorandum of Association of the Company to be in line with the reduction of the registered and paid-up capital, as well as the authorization of any related actions.

**Notes:** A resolution for this agenda item must be approved by three-fourths of the total shareholders who attend and vote at the meeting, with abstentions included in the calculation.

**Agenda Item 10 To consider and approve the amendment of the Company's Articles of Association.**

**Facts & Reasons**

1. In order to facilitate the process related to the reverse stock split and the reduction of the paid-up capital through the change in the par value of shares, as detailed in Agenda Items 8 and 9 above, it is deemed appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the removal of the provision related to the par value of the Company's shares as specified in Article 4 of the Company's Article of Association, with the details as follows:

Existing Article of Association	New Article of Association
Article 4. The Company's shares are ordinary shares with a par value of THB 1 per share and are name shares.	Article 4. The Company's shares are ordinary shares <del>with a par value of THB 1 per share</del> and are name shares <u>with each share having an equal value.</u>



Existing Article of Association	New Article of Association
<p>All shares of the Company must be fully paid up in a single payment.</p> <p>Subscribers or purchasers of shares shall not offset any debts with the Company, except in the case where the Company undertakes a debt restructuring by issuing new shares to settle debts with creditors under a debt-to-equity conversion scheme, with approval from the Shareholders' Meeting in accordance with applicable laws.</p> <p>The issuance of shares for debt settlement and the debt-to-equity conversion scheme mentioned in the previous paragraph shall be in accordance with the criteria and procedures specified in the relevant laws.</p> <p>The Company's shares are indivisible. If two or more individuals jointly hold or subscribe for shares, one of them must be designated to exercise the rights as a shareholder or subscriber, as the case may be.</p> <p>The Company may issue debentures, convertible debentures, preferred shares, or any other securities provided under the laws on securities and the stock exchange, and offer them for sale to shareholders, any individual, or the public. The conversion of convertible debentures or preferred shares into ordinary shares shall be carried out in accordance with the provisions of applicable laws.</p>	<p>All shares of the Company must be fully paid up in a single payment.</p> <p>Subscribers or purchasers of shares shall not offset any debts with the Company, except in the case where the Company undertakes a debt restructuring by issuing new shares to settle debts with creditors under a debt-to-equity conversion scheme, with approval from the Shareholders' Meeting in accordance with applicable laws.</p> <p>The issuance of shares for debt settlement and the debt-to-equity conversion scheme mentioned in the previous paragraph shall be in accordance with the criteria and procedures specified in the relevant laws.</p> <p>The Company's shares are indivisible. If two or more individuals jointly hold or subscribe for shares, one of them must be designated to exercise the rights as a shareholder or subscriber, as the case may be.</p> <p>The Company may issue debentures, convertible debentures, preferred shares, or any other securities provided under the laws on securities and the stock exchange, and offer them for sale to shareholders, any individual, or the public. The conversion of convertible debentures or preferred shares into ordinary shares shall be carried out in accordance with the provisions of applicable laws.</p>

2. To align the Company's Articles of Association with the amendments to the laws related to the electronic meetings and advertising, including the transmission of documents or notices via electronic means, in accordance with the Royal Decree on Electronic Meetings B.E. 2563 (2020), and the Public Company Limited Act (No. 4) B.E. 2565 (2022), it is deemed appropriate to propose to the 2025 Annual General Meeting of Shareholders to consider and approve the amendment of Articles 27, 28, 29, and 39 of the Company's Article of Association, with the details as follows:

Existing Article of Association	New Article of Association
<p>Article 27. The Board of Directors shall hold the Annual General Meeting of Shareholders within 4 months after the end of a fiscal year.</p> <p>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 not less than 10% of the total paid-up shares request it. However, meeting agendas 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.</p> <p>If the Board of Directors fails to hold the meeting within time frame stated in paragraph 2, shareholders having a total combined shares that meet the criteria may call an</p>	<p>Article 27. The Board of Directors shall hold the Annual General Meeting of Shareholders within 4 months after the end of a fiscal year.</p> <p>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 not less than 10% of the total paid-up shares request it. However, meeting agendas 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.</p> <p>If the Board of Directors fails to hold the meeting within time frame stated in paragraph 2, shareholders having a total combined shares that meet the criteria may call an</p>

Existing Article of Association	New Article of Association
<p>Extraordinary General Meeting within 45 days after the 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.</p> <p>In case an Extraordinary General Meeting is called by shareholders stated in paragraph 3 and the number of shareholders attending the meeting does not establish a quorum as defined in Article 30, the shareholders specified in paragraph 3 are liable for any expense incurred from the arrangement of that particular meeting.</p>	<p>Extraordinary General Meeting within 45 days after the 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.</p> <p>In case an Extraordinary General Meeting is called by shareholders stated in paragraph 3 and the number of shareholders attending the meeting does not establish a quorum as defined in Article 30, the shareholders specified in paragraph 3 are liable for any expense incurred from the arrangement of that particular meeting.</p> <p><u>In this regard, the shareholder meeting via electronic means can be conducted in accordance with the rules and procedures specified in the relevant laws or notifications.</u></p>
<p>Article 28. When calling a shareholders' meeting, whether through physical or electronic means, 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</p>	<p>Article 28. When calling a shareholders' meeting, whether through physical or electronic means, 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</p>

Existing Article of Association	New Article of Association
<p>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.</p> <p>The meeting of shareholders may be held at a venue near the Company's head office, or at other locations in Thailand deemed appropriate by the Board of Directors. Alternatively, the meeting may be conducted via electronic means, in accordance with the criteria and procedures specified by law.</p>	<p>consideration. Invitation letters shall be sent to shareholders and the registrar at least 7 days in advance, and they must be advertised in newspapers <u>or electronic means in accordance with the criteria specified in the relevant laws</u>, for 3 consecutive days <u>and no less than 3 days prior to the meeting date</u>.</p> <p>The meeting of shareholders may be held at a venue near the Company's head office, or at other locations in Thailand deemed appropriate by the Board of Directors. Alternatively, the meeting may be conducted via electronic means, in accordance with the criteria and procedures specified by law.</p>
<p>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.</p> <p>Before attending the meeting, the proxy form must be submitted to the Chairman of the Board or delegated persons at the meeting location.</p>	<p>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.</p> <p>Before attending the meeting, the proxy form must be submitted to the Chairman of the Board or delegated persons at the meeting location.</p> <p><u>In the case where a shareholder grants a proxy to another person to attend the meeting on their behalf, the proxy may be granted via electronic means, provided that secure and reliable procedures are followed to ensure the proxy is granted by the shareholder in</u></p>

Existing Article of Association	New Article of Association
	<u>accordance with the rules and procedures specified in the relevant laws or notifications.</u>
<p>Article 39. Dividends shall not be distributed from any funds other than profits. In the case where the Company still has accumulated losses, no dividends shall be distributed.</p> <p>Except in the case of preferred shares as otherwise specified in the Article of Association, dividends shall be distributed in proportion to the number of shares, with each share having an equal amount.</p> <p>The distribution of dividends must be approved by the shareholders' meeting.</p> <p>The Board of Directors may declare interim dividends to shareholders occasionally, when it is deemed that the Company has sufficient profits to do so, and shall report such interim dividends to the shareholders' meeting at the next meeting.</p> <p>The payment of dividends shall be made within 1 month from the date of the resolution by the shareholders' meeting or the Board of Directors, as the case may be. In this regard, a written notice shall be sent to the shareholders, and an announcement of the dividend payment shall be published in a newspaper for at least 3 consecutive</p>	<p>Article 39. Dividends shall not be distributed from any funds other than profits. In the case where the Company still has accumulated losses, no dividends shall be distributed.</p> <p>Except in the case of preferred shares as otherwise specified in the Article of Association, dividends shall be distributed in proportion to the number of shares, with each share having an equal amount.</p> <p>The distribution of dividends must be approved by the shareholders' meeting.</p> <p>The Board of Directors may declare interim dividends to shareholders occasionally, when it is deemed that the Company has sufficient profits to do so, and shall report such interim dividends to the shareholders' meeting at the next meeting.</p> <p>The payment of dividends shall be made within 1 month from the date of the resolution by the shareholders' meeting or the Board of Directors, as the case may be. In this regard, a written notice shall be sent to the shareholders, and an announcement of the dividend payment shall be published in a newspaper <u>or via electronic means</u></p>

Existing Article of Association	New Article of Association
<p>days. No interest shall be charged to the Company if the dividend payment is made within the time period prescribed by law.</p>	<p><u>in accordance with the criteria specified in the relevant laws</u> for at least 3 consecutive days. No interest shall be charged to the Company if the dividend payment is made within the time period prescribed by law.</p>

In this regard, an authorized person(s) designated by the authorized directors to proceed with the registration of the amendment to the Company's Article of Association to the Department of Business Development shall have the authority to modify or revise wordings as necessary to comply with the registrar's order.

Board of Directors' opinion: The Board of Directors considered and deemed it appropriate to propose the 2025 Annual General Meeting of Shareholders to consider and approve the amendment of the Company's Article of Association, with the details provided in **Enclosure 4** (Draft Articles of Association of the Company (including subsequent amendments)), which had been sent to all shareholders along with the this invitation, as well as the authorization of any related actions.

Notes: A resolution for this agenda item must be approved by three-fourths of the total shareholders who attend and vote at the meeting, with abstentions included in the calculation.

**Agenda Item 11 Other Matters (if any)**

Notes: To propose an agenda item in addition to those specified in the invitation letter, it must be supported by at least one-third of the total paid-up shares.

**Information for Shareholders**

- Shareholders are cordially invited to attend the 2025 Annual General Meeting of Shareholders, which will be held as a Hybrid Meeting (both in person and via electronic media), in accordance with the applicable meeting regulations. The meeting is scheduled for Thursday, April 24, 2025, at 10:00 hrs. The main meeting will take place at the Mekha 2 Room, Grande Centre Point Surawong, Bangkok, 299 Surawong Road, Bangrak, Bangkok, 10500.
- For shareholders attending the meeting in person, registration will begin at 8:00 hrs, with the meeting scheduled to commence at 10:00 hrs.

- Shareholders wishing to attend the meeting via electronic media can register from April 2, 2025, to April 23, 2025. Shareholders or their proxies may participate in the meeting via the URL provided in the registration emails.
- The record date to determine shareholders' right to attend the 2025 Annual General Meeting of Shareholders was March 11, 2025.
- Shareholders or their proxies wishing to attend the 2025 Annual General Meeting of Shareholders may do so by following the registration procedures outlined in Enclosure 6.
- Shareholders unable to attend the meeting may appoint a proxy to attend and vote on their behalf by submitting a proxy form (Enclosure 8), along with other required documents, via traditional mail to the Company Secretary Department, PSG Corporation Public Company Limited, No. 11/1 AIA Sathorn Tower, 21st Floor, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120. The original documents must be received by the company no later than April 23, 2025. Guidelines for attending the meeting via electronic media are provided in Enclosure 6.
- To protect the rights and benefits of shareholders unable to attend the meeting, those wishing to appoint an independent director of the company (whose name and relevant information are detailed in Enclosure 7) may do so by submitting Proxy Form B (Enclosure 8), along with other required documents, via traditional mail to the Company Secretary Department, PSG Corporation Public Company Limited, No. 11/1 AIA Sathorn Tower, 21st Floor, South Sathorn Road, Yannawa, Sathorn, Bangkok 10120. The original documents must be received by the company no later than April 23, 2025. Guidelines for attending the 2025 Annual General Meeting of Shareholders via electronic media are specified in Enclosure 6.

Please be informed accordingly.

Yours faithfully,

*-Mr. Van Hoang Dau-*

(Mr. Van Hoang Dau)

Chairman of the Board of Directors

**Minutes of the 2024 Annual General Meeting of Shareholders**  
**PSG Corporation Public Company Limited**  
**in the form of a Hybrid Meeting**  
**at Grande Centre Point Surawong Bangkok,**  
**299 Surawong Road, Bangrak, Bangkok 10500**  
**April 25, 2024**

**Quorum at the opening of the Meeting**

At 10:00 hrs., 11 shareholders attended the meeting in person, holding 309,934,306 shares; 7 shareholders attended via electronic media, holding 26,051,127,100 shares; and 29 proxies attended, holding 27,076,200,280 shares, representing a total of 47 shareholders. Together, they held 53,437,261,686 shares out of the total issued and paid-up shares of 64,992,438,156, equivalent to 82.2207% of the total issued shares. Accordingly, a quorum was constituted.

**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. Pol. Gen. Chaiwat Getvorachai, Ph.D. | Independent Director / Chairman of Audit Committee   |
| 4. Khammany Inthirath, Ph.D.            | Independent Director / Chairman of Risk Management Committee / Member of Audit Committee   |
| 5. Souphanh Keomixay, Ph.D.             | Independent Director / Chairman of Nomination and Remuneration Committee   |
| 6. Mr. Prapas Vichakul                  | Independent Director / Member of Audit Committee   |
| 7. Mr. Nopadol Intralib                 | Independent Director / Member of Nomination and Remuneration Committee / Member of Risk Management Committee                           |
| 8. Darnp Sukontasap, Ph.D.              | Independent Director / Member of Audit Committee   |
| 9. Mr. Dhana Bubphavanich               | Director / Member of Executive Committee   |
| 10. Chaiyod Chirabowornkul, Ph.D.       | Director / Member of Executive 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. Ms. Aojjai Poensamut      | Director of Business Development Department  |
| 5. Mr. Apisit Boonquarmdee   | Director of Construction Management Division |

**Auditor in attendance**

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



### Preliminary proceedings

Mr. Van Hoang Dau, Chairman of the Board of Directors, acting as the Chairman of the meeting (the “Chairman”), welcomed the shareholders to the 2024 Annual General Meeting of Shareholders. The shareholders were informed that the meeting was convened in a hybrid format, with some attending in person and others via electronic media. Ms. Pathamakorn Buranasin, Chief of the CEO Office and Company Secretary, was appointed as the Moderator (the “Moderator”) and tasked with taking the minutes of the meeting.

The Moderator informed the meeting that, at that time, 11 shareholders were attending in person, holding 309,934,306 shares; 7 shareholders were attending via electronic media, holding 26,051,127,100 shares; 29 proxies were attending in person, holding 27,076,200,280 shares; and no proxies were attending via electronic media. In total, 47 shareholders were present, collectively holding 53,437,261,686 shares out of 64,992,438,156 issued and paid-up shares, equivalent to 82.2207% of the total issued shares. Accordingly, a quorum was constituted in compliance with the Public Limited Companies Act B.E. 2535 (1992) (including subsequent amendments) and the Company’s Articles of Association. The quorum requirement stipulates that either (i) at least 25 shareholders and proxies (if any) must be present at the meeting, collectively holding no less than one-third of the total issued shares, or (ii) at least half of the total number of shareholders, holding no less than one-third of the total issued shares, must be in attendance.

The Chairman then assigned the Moderator to introduce the Board of Directors, sub-committees, top executives, and the Company’s auditor, all of whom were present. The Moderator also explained the procedures for vote casting, vote counting, and questioning.

The Moderator introduced the ten directors attending the meeting, representing 100% of the Company’s Board of Directors, followed by an introduction of the top executives and the Company’s auditor.

To ensure transparency and best practices in the shareholders’ meeting, the Moderator requested a volunteer from among the shareholders present in the meeting room to serve as a witness for the vote counting. Mr. Surasak Chaichana volunteered to act as the vote-counting observer.

Before commencing the meeting, the Moderator informed attendees that the proceedings would be recorded on video, including those attending via electronic media. All recordings would be conducted in compliance with legal requirements and the Company’s privacy policy.

In line with good corporate governance, the Moderator reiterated the procedures for vote casting, vote counting, and questioning to ensure the meeting proceeded in accordance with the Company’s Articles of Association.

1. To cast votes, the number of voting rights of each shareholder shall be equivalent to number of shares held in the Company, whereby one share is equivalent to one vote.
2. Before the resolution of each agenda item, the Moderator will provide shareholders and proxies with the opportunity to ask questions as appropriate. Shareholders or proxies wishing to ask questions must



state their full name and indicate whether they are attending in person or by proxy before speaking to ensure accurate minutes are recorded.

3. If no participants raise questions within two minutes, the Company will proceed with the meeting. Additionally, any questions or opinions not relevant to the current agenda item will be deferred to a later agenda.
4. To cast votes for each agenda, it must be undertaken within the given time (within 1 minute). In the event that a vote was not cast within the one-minute period, a default response would be recorded as "Approve".
5. Voting for the appointment of directors to the Board shall be conducted on an individual basis.
6. Votes will be counted immediately after being cast, and the Moderator will announce the results for each agenda item. However, if there is a delay in vote counting, the Chairman or Moderator may proceed to the next agenda item without waiting for the count to be completed. In such cases, the voting results will be announced at the next available opportunity.
7. The Company will collect votes by tallying the total votes cast by shareholders attending in person, shareholders voting via the electronic voting system, and shareholders who submitted their votes in advance via proxy form.

#### Procedures for Attending the Annual General Meeting of Shareholders in Person

- 1) A barcode system was utilized for the registration and vote counting process.
- 2) Staff would provide ballots to shareholders at the registration desk for: (i) shareholders attending the meeting in person; (ii) proxies attending the meeting as per Form A; and (iii) proxies attending the meeting as per Form B, if the shareholder had indicated that the proxies were authorized to cast votes on each agenda as they saw fit. However, proxies would not receive a ballot if the relevant shareholder had already cast their vote via the form. In this case, the votes would be recorded according to the returned form when the proxy registered at the meeting.
- 3) Shareholders attending in person were requested to raise their hands if they had a question, allowing staff to provide them with a microphone.
- 4) To cast votes for each agenda, the Moderator would ask if any shareholders or proxies disapproved or abstained. If they wished to do so, they were required to mark the "Disapprove" or "Abstain" box on the ballot and sign it. Shareholders were then to raise their hands for the staff to collect the ballots.
- 5) Shareholders could vote on each agenda under discussion by indicating on the ballots provided in advance of the meeting whether they voted "Approve," "Disapprove," or "Abstain." These ballots were to be signed and returned to the staff once the meeting adjourned.



- 6) If shareholders wished to change their vote, they should inform the staff. The original vote would then be crossed out and countersigned. However, if the agenda had been closed for voting, shareholders would no longer be able to cast or change their votes.

#### Procedures for Attending the Annual General Meeting of Shareholders via Electronic Media

For shareholders and proxies who registered in advance, the Company provided a video demonstration outlining how they could attend the meeting, cast their votes, and ask questions via electronic media for their convenience. The details are as follows:

- Vote Casting Methods
  - To cast votes, those using the E-Voting system should select the voting option from the menu bar on the left side of the screen and choose the agenda for which they wish to cast a vote.
  - For each agenda, shareholders must select one of the following options: "Approve," "Disapprove," or "Abstain."
  - After casting their vote, shareholders must confirm their vote by clicking the 'Send' button. A pop-up window will appear to confirm the vote.
  - If shareholders or proxies wish to change their vote, they may repeat the process. However, if the agenda has been closed for voting, they will no longer be able to cast or change their votes.
- In case shareholders or proxies would like to ask questions, they could do so by the 2 following methods:
  - Asking questions through text message
    - >> Shareholders should select the "Ask a question" option from the menu bar. This will take them to a chat screen where they can enter their message and press "Enter" to submit the inquiry to the system.
  - Asking questions through voice conversation
    - >> Shareholders should press the "Raise Hand" button on the menu bar to request the staff to allow them to ask questions. They must then press "Unmute" and turn on the microphone on their device. If a shareholder is unable to speak through the microphone (within 1 minute), they are asked to submit their question via the chat box instead, so the Moderator can read their questions aloud on their behalf.

As the quorum was constituted, the Chairman then opened and proceeded with the meeting in accordance with the agenda outlined in the invitation to the 2024 Annual General Meeting of Shareholders, which had been sent to shareholders prior to the meeting, as follows:

**Agenda item No. 1 To Consider and Certify the Minutes of the 2023 Annual General Meeting of Shareholders**

The Chairman requested the Moderator to inform the meeting that the Company had prepared the minutes of the 2023 Annual General Meeting of Shareholders, held on April 24, 2023, and had submitted them to the Ministry of Commerce and a copy to the Stock Exchange of Thailand ("SET") in conformity with the legislation. The minutes were also published on the Company's website and delivered to shareholders along with the invitation to this meeting.

The Board of Directors considered and agreed that the minutes of the 2023 Annual General Meeting of Shareholders, held on April 24, 2023, had been correctly and completely recorded. Therefore, they resolved to propose them to the meeting for approval.

Following this, the Moderator provided shareholders and proxies attending the meeting in person and via electronic media with the opportunity to ask questions and express opinions on related issues. The Moderator also informed the meeting of the procedures for questioning and expressing opinions. However, none of the shareholders or proxies raised further questions or expressed opinions. The Moderator, therefore, asked the meeting to consider and certify the minutes of the 2023 Annual General Meeting of Shareholders, as stated above.

The Moderator informed the meeting that the resolution for this agenda item must be approved by a majority vote of the shareholders who attend and vote at the meeting. The Moderator also explained the procedures for vote casting.

**The Meeting's Resolution** The meeting unanimously resolved to certify the minutes of the 2023 Annual General Meeting of Shareholders, held on April 24, 2023, with the details as stated in all aspects, with the following votes:

Shareholders Voting	Number of Votes	Percentage
Approved	53,449,037,488	100.0000
Disapproved	0	0.0000
Abstained	0	-
Void Ballot (s)	0	-

- Remarks**
1. A resolution for this agenda item must be approved by a majority vote of the shareholders who attend and vote at the meeting.
  2. There were 6 additional shareholder registrations. The total number of shareholders attending the meeting for this agenda item was 53, representing a total of 53,449,037,488 shares.

**Agenda item No. 2 To Acknowledge the Report on the Company's Operating Performance for the Year Ending December 31, 2023**

The Chairman informed the meeting that before presenting the Company's operating performance, he would like to invite the Chief Executive Officer to update the meeting on the progress of the Company's projects.

Thereafter, Mr. David Van Dau, the Chief Executive Officer, provided updates on the Company's projects as follows:

The Company's Operating Performance

- Since 2021, the Company's operating performance has steadily improved. As shown in the presentation, the Company's assets increased by 204%, income rose by 6,067%, and net profits grew by 2,186% compared to 2021. Moreover, in the second quarter of 2022, as the shareholders' equity exceeded 50% of paid-up capital, the Company was able to remove the Stock Exchange of Thailand's caution symbol (C). In addition, the Company and its subsidiary achieved their highest-ever performance in 2023, allowing them to eliminate accumulated losses ahead of schedule. After incurring losses for several years, the Group recorded an accumulated profit of Baht 299.5 million.
- Throughout 2023, the Company undertook a new construction project involving the development of new communities and public utilities, collectively referred to as 'Resettlement Works,' valued at Baht 5 billion. As a result, the Company currently has two ongoing construction projects, with a combined work backlog exceeding Baht 9,500 million.

Following this, Mr. David Van Dau invited Mr. Apisit Boonquarmdee, the Director of the Construction Management Division, to provide an update on the Company's construction projects, as follows:

- **Progress of Xekong Power Plant Expansion Phase 1 Construction ("XPPL EP1")**
  - The Company has entered into an Engineering, Procurement, and Construction (EPC) contract for work on the XPPL project in Xekong District, Lao PDR. The project includes the construction of coal warehouses, accommodation for executives and staff, a recreational building, a canteen, toilets, and internal and external roads within the construction site to support transportation and the expansion of XPPL's coal production capacity.
  - The projected completion time is 43 months, from April 1, 2022, to October 30, 2025.
  - The total project value is USD 239,959,502.12, excluding value-added tax.

In 2023, good progress was made on the XPPL project, and according to the S-curve demonstrated in the presentation, the construction progress throughout the year is as follows:

- Over the first three quarters of 2023, the XPPL project progressed significantly ahead of schedule.
- In the fourth quarter, construction progress remained slightly ahead of schedule despite frequent rainfall. However, there was no significant impact on the Company's overall performance. In the first quarter of 2024, the Company continued construction as planned.
- Overall, the project progress is 2.23% or 29 days ahead of the planned schedule.
- In 2024, the Company expects revenue to be comparable to the previous year, with continuous revenue recognition from the XPPL project until its completion in 2025.

- **Progress of the Resettlement Development Site Construction (“Resettlement”)** - This additional construction project, acquired by the Company in 2023, includes the following details:
  - The project is located in Jompetch Province, Lao PDR.
  - The project is governed by a Turnkey Contract covering the construction of new communities, including villages, temples, schools, community buildings, agricultural areas, and public utilities such as roads, water supply systems, and power transmission lines. The project aims to accommodate displaced individuals due to the construction of the hydropower project.
  - The total construction period is 55 months, from June 1, 2023, to December 31, 2027.
  - The total project value is Baht 5 billion, excluding value-added tax.

According to the S-curve presented:

- In 2023, construction progress for the Resettlement project closely followed the planned schedule.
- The overall project progress is 1.04% or 17 days ahead of schedule.
- In 2024, the Company expects a fivefold increase in revenue compared to the previous year and will continue recognizing revenue from the Resettlement project until its completion in 2027.

Mr. David Van Dau then presented the report outlining the new business opportunities for the Company as follows:

**New Business Opportunities: Investments in Renewable Energy**

The Company is exploring business opportunities in the renewable energy sector. By leveraging its long-accumulated expertise in construction, the Company sees significant room for long-term growth and strong potential for the development of sustainable sources of income for shareholders. The three main factors underpinning the Company's plans for developing its activities in the renewable energy market are as follows:

- **Factor 1: The Clean Energy Transition**

The world is confronting a climate crisis, and in response, it is attempting to cut its consumption of fossil fuels and switch to greater reliance on renewable energy, which has resulted in its growing importance. There are several sources of renewable energy, including solar and wind power; however, these face a common problem regarding the stability of electricity generation. Fluctuations in the amount of electricity generated affect the power system's stability. To address this issue, energy storage has significant importance for increasing the proportion of electricity generated from renewable energy systems.

- **Factor 2: The Stabilizer of Renewable Energy**

Pumped Storage Hydropower has great potential to help stabilize electricity generation from renewable energy systems. This is widely recognized as an appropriate, efficient, and cost-effective utility-scale energy storage technology. Moreover, Pumped Storage Hydropower (PSH) is highly beneficial for stabilizing electricity generation, particularly electricity generated from renewable energy systems, which are contributing a larger proportion of total electricity generation.

- Factor 3: Vast Renewable Energy Studies in Lao PDR

The Company has been granted permission to conduct studies and develop large-scale renewable energy projects from the Lao PDR government, including a feasibility study related to the development of a PSH project in 214 locations across Lao PDR, and the right to develop and construct any sites that the Company deems promising. In addition to its work on PSH, the Company has also been granted permission to conduct a feasibility study into the development of a large-scale solar energy project on a 7,000-hectare site in Attapeu province in the south of Lao PDR. This project has the potential to install electricity generation capacity of over 3,500 megawatts.

In conclusion, the Company has conducted feasibility studies related to PSH and solar energy projects in Lao PDR. The Company aims to export electricity generated from renewable energy to neighboring countries of Lao PDR, including Thailand, Vietnam, China, Singapore, and Cambodia, as well as distribute it within Lao PDR itself. However, although the Company has continuously conducted feasibility studies on new business opportunities and projects over the past year, several external factors have hindered the Company's progress on renewable energy and other businesses.

Following this, Mr. David Van Dau requested Ms. Aojjai Poensamut, the director of the business development department, to report on the progress of joint projects with Keppel Infrastructure and CSG, with details as follows:

- **Progress of Collaboration Project with Keppel Infrastructure to Conduct a Feasibility Study in Exporting Renewable Energy from Lao PDR to Singapore**

On October 25, 2022, the Company signed an MOU with Keppel Energy Pte Ltd ("KE") to jointly study the potential of exporting renewable energy from Lao PDR to Singapore. The project progress was as follows:

Energy Procurement Plan of Keppel Infrastructure

As part of Keppel Infrastructure's plan, it intends to purchase renewable energy from the Company's power plant project in Lao PDR, as well as from independent power producers in Cambodia.

These plans specify that the electricity will be delivered through a high-voltage subsea cable system from the south of Cambodia to Singapore.

Project's Pre-Feasibility Study Conducted by the Company

The Company has conducted a pre-feasibility study of the renewable energy project in Lao PDR. The details are as follows:

- Site: The project will be located in the south of Lao PDR, close to the electricity transmission point on the Lao-Cambodia border.

- Production Capacity:
  - The Pumped Storage Hydropower project will have a generating capacity of 1,300-1,700 megawatts and will be located in Attapeu and Champasak provinces in Lao PDR.
  - The solar energy project will have a generating capacity of 2,900-3,800 megawatts and will also be located in Attapeu province in Lao PDR.
- Transmission Point: This will be located on the Lao-Cambodia border in Champasak province in Lao PDR. It will be necessary to construct around 250 kilometers of a 500-kilowatt high-voltage transmission line from the electricity generation source to the transmission point on the Lao-Cambodia border.

#### Notes and Key Considerations

1. At present, the project is still in the stage of conducting a pre-feasibility study.
  2. The Company is in the process of negotiating with Keppel Infrastructure over the scope of work for a detailed feasibility study.
  3. Any decision to invest in further development of this project will depend on the positive outcome of the detailed feasibility study and on Keppel Infrastructure securing an importer's license from the Energy Market Authority of Singapore.
- **Progress on Cooperative Efforts Between the Company and China Southern Power Grid Yunnan International Co., Ltd. (CSG-YNIC) to Research the Development of Pumped Storage Hydropower and Other Renewable Energy Projects in Lao PDR**

Details on China Southern Power Grid ("CSG") and CSG-YNIC are as follows:

- China Southern Power Grid ("CSG") is a large Chinese state-owned power generator headquartered in Guangzhou, Guangdong province.
- CSG is also involved in electricity generation and distribution and has invested in power stations in five provinces in southern China: (i) Guangdong, (ii) Yunnan, (iii) Guangxi, (iv) Guizhou, and (v) Hainan.
- CSG-YNIC is a subsidiary of CSG headquartered in Yunnan, and in addition to its operations in that province, CSG-YNIC is also a major investor in electricity infrastructure in Lao PDR.

The Company signed a memorandum of understanding with CSG-YNIC on December 27, 2023. This MOU sets out the framework for cooperation between the two companies to conduct the feasibility study for developing Pumped Storage Hydropower projects and other sources of renewable energy in Lao PDR. This electricity would be distributed within Lao PDR itself and exported to neighboring countries. The scope of the work falls into two phases as follows:

1. Study Phase: This will assess the overall market, identify target customers, and evaluate investment possibilities in this area.



2. Development Phase: This will involve securing sources of capital, developing the project, and undertaking construction work.

Joint efforts between the Company and CSG-YNIC are still in the early stages, and the two companies are currently researching high-potential target markets for the export of electricity. Selection of development sites will be based on the location of these markets and the extent of current and future power transmission infrastructure.

Following initial discussions, two markets that the Company and CSG-YNIC have identified for further research and investigation are as follows:

- Locations in the south of Lao PDR, for export to Cambodia.
- Locations in the north of Lao PDR, for export to China.

The Company is closely coordinating with CSG-YNIC to move forward with the feasibility studies.

Mr. David Van Dau then asked Ms. Somruedee Halilamien, the Chief Financial Officer, to report to the meeting on the Company's operating performance for the year ending December 31, 2023. This was as per the details stated in the 2023 Annual Report (Form 56-1 One Report), which had been delivered to the shareholders together with the invitation to this meeting as follows:

- In 2023, the Company and its subsidiary ("the Group") generated total revenues of Baht 2,750.7 million and net profits of Baht 1,316.4 million, increases of 162% and 144%, respectively, from the year 2022.
- In the fourth quarter of 2023, the Group generated revenue from construction contracts of Baht 1,642.0 million, comprised of USD 45.3 million (or equivalent to Baht 1,563.1 million) from the XPPL EP1 project and Baht 78.9 million from the Resettlement project. The revenues in the fourth quarter of 2023 were higher than in the previous quarter due to the Company being able to finalize changes to the XPPL EP1 project at the start of the fourth quarter, thus enabling it to expedite construction work at several locations simultaneously, including the Pakxai Coal Warehouse and the Lalay stockpile area earthwork. The Company also accelerated exploration required for the Resettlement project, allowing it to begin work as planned.
- In 2023, the revenue from the XPPL EP1 project totaled USD 75.4 million (or equivalent to Baht 2,597.7 million), while the total income from the Resettlement project was valued at Baht 136.9 million. As of December 31, 2023, the Company recognized 43.4% and 2.7% of total revenue from the XPPL EP1 and Resettlement projects, respectively.
- As of the end of 2023, the XPPL EP1 project had a USD 135.7 million backlog. It is expected that 31% and 26% of income from this project will be recognized in 2024 and 2025, respectively.
- For the Resettlement project, the backlog stands at Baht 4,863.1 million. The Company expects to recognize its revenue in the following proportions over the next four years: 20%, 28%, 28%, and 21% of the total project value, respectively.

In summary, the Company's operating performance for 2023 was as follows:

- The Group remained profitable throughout 2023, with net profits increasing by 144% compared to the previous year, totaling Baht 1,316.4 million, which helped offset accumulated losses of Baht 1,006.6 million as of December 31, 2022. As a result, the Group reported cumulative profits of Baht 299.5 million after accounting for reserves, as required by law.
- Exchange rate losses were largely attributable to the conversion of foreign currencies into Thai Baht. These remain unrealized at present.
- Additionally, the Group continues to experience ongoing growth. Growth in assets has largely been driven by the Company's construction work, while liabilities have also expanded, though these are mostly to contractors in line with the completion of project work. The debt-to-equity ratio currently stands at just 0.29 times, and the Company remains liquid and fully able to complete operations.

The Moderator reported to the meeting that, in addition to focusing on expanding the business and driving income growth, the Company also places a strong emphasis on good corporate governance. The Company has taken a firm anti-corruption stance, with policies and guidelines in place to ensure a zero-tolerance approach to corruption across the enterprise. These details have been published on the Company's website and communicated to executives and staff at all levels. The Group has adopted these principles as shared best practices, and monitoring compliance with these policies is ongoing. The Company is pleased to report that, for the year 2023, there were no reports of non-compliance with these rules.

In this regard, 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. A summary of these is included in the 2023 Annual Report (Form 56-1 One Report), which had been delivered to shareholders together with the invitation to this meeting.

Following this, the Moderator provided shareholders and proxies attending the meeting in person or via electronic media the opportunity to ask questions and express opinions on the discussed matters. The Moderator informed the meeting of the procedures for questioning and expressing opinions, and the shareholders and proxies asked questions and expressed opinions as follows:

**Questions/Answers/Opinions**

Ms. Nopparat	<u>Question</u>
Jungjaroennorasuk (Shareholder attending the meeting in person)	“Due to the amount of work the Company undertakes in Lao PDR and the current weak economic conditions in the country that may impact the Company's business, what proportion of work is undertaken in Lao PDR, and what measures has the Company put in place to hedge against risks arising from this issue?”

Mr. David Van Dau Answer  
(Chief Executive Officer) “Thank you for the insightful question. At present, the Company operates two construction projects in Lao PDR, namely the XPPL EP1 and the Resettlement project. The latter is part of a large-scale Pumped Storage Hydropower project, which is undertaken by a potential investor — a foreign publicly listed company — supported by a major Thai commercial bank with a strong reputation. Therefore, investment funds are not reliant on sources within Lao PDR, so the project is not significantly impacted by Lao PDR’s economic conditions. Secondly, the XPPL EP1 project is an export-based coal mine, for which the Company is paid in US dollars. These two projects thus generate income in both Thai Baht and US dollars. Therefore, the Company is not affected by negative economic conditions or high inflation in Lao PDR. To further mitigate risk, the Company is also researching new business opportunities.”

Mr. Taweekiat Suetorsak Question  
(Shareholder attending the meeting in person) “For how many years has the Company been granted permission to conduct feasibility studies on the Pumped Storage Hydropower project in Lao PDR?”

Mr. David Van Dau Answer  
(Chief Executive Officer) “The Company signed the MOU in 2022, which is set to expire in June 2024. However, the Company is currently negotiating an extension of the expiration date. Upon completion of the research phase outlined by the MOU, negotiations regarding the project development agreement (PDA) and the concession agreement will begin.”

Mr. Taweekiat Suetorsak Opinion  
(Shareholder attending the meeting in person) “At the next opportunity, the Company should prepare an operating performance report, indicating the share of income derived from each business segment for shareholders’ acknowledgment.”

Mr. David Van Dau Acknowledgment  
(Chief Executive Officer)

Following this, the Moderator informed the meeting that, as the Company provided shareholders the opportunity to submit questions in advance, Mr. Suwichan Charoenponpoj, a Company shareholder, had submitted the following question:

Mr. Suwichan Charoenponpoj Question  
(Shareholder submitting a question in advance) “What is the Company’s operating performance for the first quarter, and what are the expectations for operating performance this year?”

Ms. Somruedee Answer  
 Halilamien (Chief Financial Officer) “As shown in the earlier presentation, the Company expects that this year, income from construction contracts will rise by 29% compared to the previous year. For the first quarter’s performance, it can initially be stated that it was as planned. However, a formal announcement will be made in mid-May once the interim report has been considered and approved by the Board of Directors.”

Thereafter, the Moderator inquired whether there were additional questions or opinions from any shareholders or proxies; however, there were no further questions or opinions on this agenda.

The meeting was then informed that, as this agenda was for acknowledgment, no resolution was required.

**The Meeting’s Acknowledgement** The meeting acknowledged the report on the Company’s performance for the year ending December 31, 2023, as detailed above.

**Agenda item No. 3 To Consider and Approve the Company’s Financial Statements for the Year Ending December 31, 2023**

The Chairman assigned the Moderator to report to the meeting.

The Moderator reported to the meeting that, in accordance with the Public Limited Companies Act B.E. 2535 (1992) (including subsequent amendments) and the Company’s Articles of Association, the Company was required to prepare financial statements and a comprehensive profit and loss statement at the end of the fiscal year for approval by the Annual General Meeting of Shareholders in the following year. The Company prepared the financial statements for the year ending December 31, 2023, which had been audited by an auditor from EY Office Limited and examined by the Audit Committee and the Board of Directors. The details were presented in the 2023 Annual Report (Form 56-1 One Report), which had been delivered to the shareholders together with the invitation to this meeting 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

The Board of Directors considered and recommended that the Annual General Meeting of Shareholders approve the financial statements for the fiscal year ending December 31, 2023, which had been audited by an auditor from EY Office Limited, examined by the Audit Committee, and approved by the Board of Directors. The details were presented in the 2023 Annual Report (Form 56-1 One Report), which had been delivered to the shareholders together with the invitation to this meeting.

Following this, the Moderator provided shareholders or proxies, who were attending the meeting in person or via electronic media, the opportunity to ask questions and express opinions on the discussed matter. The Moderator informed the meeting of the procedures for questioning and expressing opinions. However, there were no shareholders or proxies asking further questions or expressing opinions on this agenda. As a result, the Moderator recommended that the meeting approve the financial statements for the year ending December 31, 2023, as aforementioned.

The Moderator, therefore, informed the meeting that a resolution for this agenda must be approved by a majority vote of shareholders attending and voting at the meeting and explained the procedures for casting votes.

**The Meeting's Resolution** The meeting unanimously resolved to approve the Company's financial statements for the year ending December 31, 2023, as detailed.

Shareholders Voting	Number of Votes	Percentage
Approved	53,449,037,916	100.0000
Disapproved	0	0.0000
Abstained	0	-
Void Ballot(s)	0	-

- Remarks**
1. The resolution for this agenda was adopted by the majority vote of shareholders attending the meeting and casting their votes.
  2. There were 3 additional shareholders registration. The total number of shareholders attending the meeting in this agenda was 56, representing the total of 53,449,037,916 shares.

**Agenda item No. 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**

The Chairman assigned the Moderator to report to the meeting.

The Moderator reported to the meeting that, in accordance with Section 116 of the Public Limited Companies Act B.E. 2535 (1992) (including subsequent amendments) 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 any accumulated losses brought forward (if any), until this legal reserve reaches no less than 10 percent of the registered capital.

In 2023, the Company had a net profit (separate financial statements) of Baht 1,229.4 million, and the legal reserve had not yet reached the full amount of 10 percent of the Company's registered capital. To comply with the relevant laws and the Company's Articles of Association, it was proposed that the Annual General Meeting of Shareholders approve 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). When combined with the existing legal reserve of Baht 5,526,839, as of December 31, 2023, the Company's legal reserve would increase 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 the legal reserve, subject to operating performance, accumulated losses, cash flow sufficient to pay dividends, business expansion plans, obligations, and future appropriateness, as determined by the Board of Directors, in order to maximize the Company's and shareholders' benefits.

In this regard, the Company has considered the operating performance and financial status, taking into account all stakeholders. It was noted that at the end of 2023, the Company had accumulated profits that had not been allocated (after deducting the legal reserve and accumulated losses carried forward) in the amount of Baht 195.1 million. When calculated for dividend payment, this amount is considered insignificant. Additionally, it was considered more appropriate for such net profits to be used to increase the financial stability of the Company. For these reasons, it was proposed that the Annual General Meeting of Shareholders consider and approve the allocation of profits as a legal reserve and the omission of dividend payments. For the Company's operating performance 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	-

The Board of Directors considered and deemed it appropriate to propose that the Annual General Meeting of Shareholders approve 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 operational performance in 2023.

Following this, the Moderator provided shareholders or proxies, who were attending the meeting in person or via electronic media, the opportunity to ask questions and express opinions on the discussed matter. The Moderator informed the meeting of the procedures for questioning and expressing opinions. The following question was raised:

**Questions/Answers/Opinions**

Mrs. Nopparat Question  
 Jungjaroennorasuk “If operations proceed as planned next year and income reaches the target that  
 (Shareholder attending has been set, will the Company consider making dividend payments?”  
 the meeting in person)

Ms. Somruedee Answer  
 Halilamien “As stated by the Moderator, dividend payments will depend on a range of factors,  
 (Chief Financial Officer) including the Company’s financial status. However, if profits are sufficiently strong,  
 the Company may consider making annual or periodic dividend payments, as  
 appropriate.”

Following this, the Moderator informed the meeting that, as the Company had provided shareholders the opportunity to submit questions in advance, two shareholders had sent questions regarding dividend payments that were similar in nature to the question previously asked. The Company responded to these questions with answers similar to the one given above.

The Moderator then provided shareholders or proxies, who were attending the meeting in person or via electronic media, the opportunity to ask further questions and express opinions. However, no further questions or opinions were raised on this agenda. As a result, the Moderator recommended that the meeting approve the appropriation of profit as a legal reserve and the omission of dividend payment for the operational performance in 2023, as proposed.

The Moderator informed the meeting that a resolution for this agenda must be approved by a majority vote of shareholders attending and voting at the meeting and explained the procedures for casting votes.

The Meeting’s Resolution The meeting unanimously resolved to approve the appropriation of profit as a legal reserve and the omission of dividend payment for the operational performance in 2023, as proposed.

Shareholders Voting	Number of Votes	Percentage
Approved	53,449,167,916	100.0000
Disapproved	0	0.0000
Abstained	0	-
Void Ballot(s)	0	-

- Remarks**
1. The resolution for this agenda was adopted by the majority vote of shareholders attending the meeting and casting their votes.
  2. There was one additional shareholder registration. The total number of shareholders attending the meeting for this agenda was 57, representing a total of 53,449,167,916 shares.

**Agenda item No. 5 To Consider and Approve the Appointment of Directors Replacing Those Retiring by Rotation**

The Chairman assigned the Moderator to report to the meeting.

The Moderator informed the meeting that, in accordance with Section 71 of the Public Limited Companies Act B.E. 2535 (1992) (including subsequent amendments) and Article 15 of the Company’s Articles of Association, one-third of all directors must retire by rotation at each Annual General Meeting of Shareholders. Those retiring by rotation may be re-elected to the Board of Directors. At this Annual General Meeting of Shareholders, four directors were due to retire by rotation. While these directors had a special interest in this agenda item, they were exempt from the conflict-of-interest and voting restrictions on their own reappointment under the Public Limited Companies Act B.E. 2535 (1992) (including subsequent amendments). Nevertheless, in strict adherence to corporate governance principles, the Company requested that the four directors due to retire by rotation temporarily leave the meeting and refrain from voting on this agenda item. If the Annual General Meeting of Shareholders resolved to approve their reappointment, the Company would invite them to rejoin the meeting. Following this, the four retiring directors temporarily left the meeting.

The Moderator then informed the meeting that the following four directors were retiring 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

Three of these directors were also members of the Nomination and Remuneration Committee, leading to a conflict of interest in the nomination process. Therefore, the Board of Directors, rather than the Nomination and Remuneration Committee, conducted the selection process for their reappointment. The Board of Directors performed a rigorous screening process, evaluating candidates based on their qualifications, knowledge, expertise, experience, integrity, and ethical standards, as well as the diversity of the Board.

Excluding those with conflicts of interest, the Board of Directors determined that the four retiring directors possessed the necessary knowledge, experience, and expertise beneficial to the Company’s operations. They were also found to have no disqualifications under the Public Limited Companies Act B.E. 2535 (1992) (including subsequent amendments), the Securities and Exchange Act B.E. 2535 (1992) (including subsequent amendments), or any other applicable regulations. Therefore, the Board passed a resolution recommending that the 2024 Annual General Meeting of Shareholders approve the reappointment of the four retiring directors for another term. Their profiles and qualifications were provided in Enclosure 3, which was included with the meeting invitation.



The Moderator then informed the meeting that a resolution for this agenda must be approved by a majority vote of shareholders with voting rights at the meeting. The reappointment would be conducted on an individual basis. In cases where a director had been granted proxy votes by shareholders, the director was allowed to vote normally unless the shareholder had specified otherwise in the proxy form.

Following this, the Moderator provided shareholders or proxies, whether attending in person or via electronic media, with the opportunity to ask questions or express opinions on the matter. The Moderator explained the procedures for questioning and expressing opinions. However, no shareholders or proxies raised any further questions or comments regarding this agenda. As a result, the Moderator recommended that the meeting approve the appointment of directors replacing those retiring by rotation, as detailed above.

**The Meeting's Resolution** The meeting resolved to approve the appointment of directors replacing those retiring by rotation, with individual votes cast for each director as follows:

- 5.1 Approval of the appointment of **Souphanh Keomixay, Ph.D.** as a director for another term, with the following voting results:

Shareholders Voting	Number of Votes	Percentage
Approved	53,416,898,850	99.9393
Disapproved	32,426,065	0.0607
Abstained	1	-
Void Ballot(s)	0	-

- 5.2 Approval of the appointment of **Mr. David Van Dau** as a director for another term, with the following voting results:

Shareholders Voting	Number of Votes	Percentage
Approved	53,439,790,861	99.9822
Disapproved	9,534,054	0.0178
Abstained	1	-
Void Ballot(s)	0	-

- 5.3 Approval of the appointment of **Mr. Prapas Vichakul** as a director for another term, with the following voting results:

Shareholders Voting	Number of Votes	Percentage
Approved	53,449,324,916	100.0000
Disapproved	0	0.0000
Abstained	0	-
Void Ballot(s)	0	-

5.4 Approval of the appointment of Mr. Nopadol Intralib as a director for another term, with the following voting results:

Shareholders Voting	Number of Votes	Percentage
Approved	53,415,824,916	100.0000
Disapproved	0	0.0000
Abstained	33,500,000	-
Void Ballot(s)	0	-

- Remarks**
1. The resolution for this agenda was adopted by a majority vote of the shareholders attending the meeting and casting their votes.
  2. There was one additional shareholder registration during this agenda item. The total number of shareholders attending the meeting was 58, representing a total of 53,449,324,916 shares.
  3. Following the meeting's resolution to reappoint the four directors, they rejoined the meeting to participate in the consideration of subsequent agenda items.

#### Agenda item No. 6 To Consider and Approve the Directors' Remuneration for the Year 2024

The Chairman assigned the Moderator to report to the meeting.

The Moderator informed the meeting that, in accordance with the Public Limited Companies Act B.E. 2535 (1992) (including subsequent amendments) and the Company's Articles of Association, directors are entitled to receive remuneration from the Company in the form of monetary compensation, meeting allowances, bonuses, or any other benefits as stipulated in the Articles of Association or as approved by a shareholders' meeting. Such remuneration may be a fixed sum or determined based on pre-defined criteria and may be set on an occasional basis or remain in effect until revised. Furthermore, directors are also entitled to other allowances and welfare benefits as per the Company's regulations.

As reviewed and proposed by the Nomination and Remuneration Committee, and considering factors such as the size of the business and the roles and responsibilities of the Board of Directors, the Board determined that the proposed remuneration was at an appropriate level when benchmarked against other comparable listed companies. It was also deemed sufficient to retain qualified directors.

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

Committee	Meeting Allowance for the year 2024 (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

The directors' remuneration for the year 2024 remains unchanged from the rate set in 2023, which has been in place since 2015 (excluding the meeting allowance for attending a shareholders' meeting, as approved by the 2023 Annual General Meeting of Shareholders). Additionally, any member of the Executive Committee who is also a Company management officer will not be entitled to a meeting allowance for attending Executive Committee meetings. Meeting allowances will only be paid to directors who attend meetings, and no additional compensation will be provided beyond what has been specified above.

In 2023, the total monetary remuneration for the Board of Directors, in the form of meeting allowances, amounted to Baht 2,229,000, with no other forms of compensation provided.

Taking into account the duties and responsibilities of the directors, the Board of Directors proposed that the 2024 Annual General Meeting of Shareholders approve the directors' remuneration for 2024 as detailed above.

Following this, the Moderator provided shareholders and proxies attending the meeting, either in person or via electronic media, the opportunity to ask questions and express opinions on the matter. The Moderator also informed the meeting of the procedures for questioning and expressing opinions. However, as there were no further questions or opinions expressed, the Moderator recommended that the meeting approve the directors' remuneration for the year 2024 as proposed.

The Moderator then informed the meeting that a resolution for this agenda item must be approved by at least two-thirds of the total shareholders attending and voting at the meeting and explained the voting procedures.

**The Meeting's Resolution** The meeting unanimously resolved to approve the directors' remuneration for the year 2024 as proposed, with the following voting results:

Shareholders Voting	Number of Votes	Percentage
Approved	53,449,334,692	100.0000
Disapproved	0	0.0000
Abstained	0	-
Void Ballot(s)	0	-

- Remarks**
1. This agenda item must be approved by at least two-thirds of the total shareholders attending and voting at the meeting.
  2. There were three additional shareholders registration during this agenda item. The total number of shareholders attending the meeting in this agenda was 61, representing the total of 53,449,334,692 shares.

**Agenda item No. 7 To Consider and Approve the Appointment of the Company's External Auditors and Fix Their Remuneration for the Year 2024**

The Chairman assigned the Moderator to report to the meeting.

The Moderator informed the meeting that, in accordance with Section 120 of the Public Limited Companies Act B.E. 2535 (1992) (including subsequent amendments) and the Company's Articles of Association, the Annual General Meeting of Shareholders must pass a resolution to appoint the Company's auditors and determine their remuneration.

The Audit Committee considered various factors, including the auditors' credibility, independence, auditing expertise, experience in financial statement audits, knowledge of accounting standards, timeliness in submitting audited financial statements, and the appropriateness of the remuneration. After review, the Board of Directors agreed to appoint one of the following auditors from EY Office Limited to serve as the Company's auditor and provide an opinion on the Company's financial statements for the 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. Kittiphon Kiatsomphop C.P.A. Registration No. 8050

The designated auditor has served as the Company's auditor for three consecutive years, complying with the Securities and Exchange Commission's criteria for auditor rotation.

The following table compares the annual 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 do not include non-audit fees, which will be charged to the Company as incurred. The audit fees cover only the consolidated and separate financial statements, excluding the audit fee for the subsidiary. Additionally, if the above-mentioned auditors are unable to perform their duties, EY Office Limited must replace them with other certified auditors.

In 2023, EY Office Limited served as the Company's auditor. The audit fee amounted to Baht 3,550,000, with additional expenses of Baht 7,101.70. No other service fees were incurred. For the Company's subsidiary, the audit fee was USD 11,500, with no additional expenses recorded. Notably, the same auditing office handled audits for both the Company and its subsidiary.

Furthermore, the proposed auditors have no relationships or conflicts of interest with the Company, its subsidiary, executives, major shareholders, or other connected persons. They are independent auditors who provide an impartial opinion on the Company's financial statements.

As recommended by the Audit Committee, the Board of Directors reviewed and agreed that the 2024 Annual General Meeting of Shareholders should appoint one of the proposed auditors from EY Office Limited—namely, Mr. Chatchai Kasemsrithanawat, Ms. Chonlaros Suntiasvaraporn, or Mr. Kittiphan Kiatsomphop—as the Company's auditors for the fiscal year 2024. The Board also proposed that shareholders approve the annual audit and quarterly review fees for 2024, not exceeding Baht 3,850,000, excluding out-of-pocket expenses (non-audit fees).

Following this, the Moderator provided shareholders and proxies attending the meeting, either in person or via electronic media, the opportunity to ask questions or express opinions on the matter. The Moderator also explained the procedures for questioning and expressing opinions. However, as no shareholders or proxies raised any questions or expressed opinions, the Moderator recommended that the meeting approve the appointment of the Company's external auditors and their remuneration for the year 2024 as proposed.

The Moderator then informed the meeting that this agenda item required approval by a majority vote of shareholders attending and voting at the meeting and explained the voting procedures.

**The Meeting's Resolution** The meeting unanimously resolved to approve the appointment of the Company's external auditors and fix their remuneration for the year 2024 as proposed, with the following voting results:

Shareholders Voting	Number of Votes	Percentage
Approved	53,449,334,692	100.0000
Disapproved	0	0.0000
Abstained	0	-
Void Ballot(s)	0	-

- Remarks**
1. The resolution for this agenda item must be approved by a majority vote of the shareholders attending and voting at the meeting.
  2. No additional shareholder registrations were recorded during this agenda item. The total number of shareholders attending the meeting remained 61, representing a total of 53,449,334,692 shares.

**Agenda item No. 8 To Consider and Approve the Change of Utilization Purposes of Proceeds from Capital Increase by Private Placement (PP)**

The Chairman assigned the Moderator to report to the meeting.

The Moderator reported the meeting that, 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: Baht

Objectives	Amount received	Amount spending ending 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 thus 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.

Considering the factors presented above, the Board of Directors deems it appropriate to propose the 2024 Annual General Meeting of Shareholders to consider and approve the changes to the purposes and plans for utilizing the increased capital obtained through the offering of common shares via Private Placement which aims to enhance flexibility in fund utilization for business expansion.

Following this, the Moderator provided shareholders or proxies, who are attending the meeting in person or via electronic media, the opportunities to question and express opinions on the discussed matter. The Moderator informed the meeting the procedures of questioning and expressing opinions; however, there were no shareholders or proxies asking further questions or expressing opinions in this agenda. As a result, the Moderator recommended the meeting to approve the change of utilization purposes of proceeds from capital increase by Private Placement (PP) as proposed above.

The Moderator then informed the meeting that a resolution for this agenda must be approved by a majority vote of shareholders attending and voting at the meeting and informed the meeting the procedures of vote casting.

**The Meeting's Resolution** The meeting unanimously resolved to approve the change of utilization purposes of proceeds from capital increase by Private Placement, with the following voting results:

Shareholders Voting	Number of Votes	Percentage
Approved	53,449,334,692	100.0000
Disapproved	0	0.0000
Abstained	0	-
Void Ballot(s)	0	-

**Remarks** 1. The resolution for this agenda shall be adopted by the majority votes of the shareholders attending the meeting and casting their votes.



2. No additional shareholder registrations were recorded during this agenda item. The total number of shareholders attending the meeting remained 61, representing a total of 53,449,334,692 shares.

**Agenda item No. 9 Other Matters (if any)**

-None-

Thereafter, the Chairman informed the meeting that all agenda items stipulated in the invitation to the 2024 Annual General Meeting of Shareholders had been fully considered and resolved. The Moderator was then requested to read additional questions submitted in advance by shareholders.

The Moderator informed the meeting that shareholders had been given the opportunity to submit questions in advance. In this regard, two shareholders had submitted the following questions:

**Questions/Answers/Opinions**

- |  |  |
|--|--|
| Ms. Rangsima                                   | <u>Questions</u>   |
| Boonyabhumi                                    | 1. "Will the reverse stock split be completed this year?"  |
| (Shareholder submitting a question in advance) | 2. "Could the Company publish the updates on ongoing projects on the Company's website?"   |
| Ms. Somruedee                                  | <u>Answer</u>  |
| Halilamien                                     | Answer to question 1:  |
| (Chief Financial Officer)                      | - "After researching this issue, the Company has decided to proceed with the reverse stock split. The Company is currently seeking legal advice on the appropriate steps to take, and concrete progress should be visible in the near future. However, when making decisions on such matters, our primary focus is always on maximizing the benefits for the Company and its shareholders. As soon as there are any updates, shareholders will be informed." |
| Ms. Pathamakorn                                | <u>Answer</u>  |
| Buranasin                                      | Answer to question 2:  |
| (the Moderator)                                | - "Thank you, Khun Rungsima, for your feedback and suggestion. The Company will now publish quarterly updates on construction projects that are currently in progress. Other relevant information will also be published periodically as appropriate."   |
| Mr. Suwichan                                   | <u>Questions</u>   |
| Charoenpornpoj                                 | 1. "Will the Company be impacted by the ongoing war in other countries?"   |
| (Shareholder submitting a question in advance) | 2. "What are the Company's business goals in the future?"  |

Mr. David Van Dau      Answers

(Chief Executive Officer)      Answers to question 1 and 2:

1. "At present, the Company has not been significantly impacted by the ongoing war."
2. "As stated in Agenda Item 2, the Company's short-term plans focus on a backlog of Baht 9,500 million in construction projects, which are expected to be completed between 2025 and 2027. Over the longer term, the Company is exploring potential opportunities in the Pumped Storage Hydropower sector. In the mid-term, the Company is considering two additional projects-one within its core construction business and another in a different industry. However, these matters are still under review, and further details cannot be disclosed at this time. The Company will keep shareholders informed as soon as there is greater clarity on these projects."

Following this, the Moderator provided shareholders and proxies, whether attending in person or via electronic media, the opportunity to ask further questions or express opinions on the discussed matters. However, no additional questions or opinions were raised.

The Chairman then declared that, as there were no further questions, the 2024 Annual General Meeting of Shareholders was officially closed. The Chairman thanked all shareholders for their attendance and participation.

Remark:

PSG Corporation Public Company Limited convened the 2024 Annual General Meeting of Shareholders as a Hybrid Meeting, with some shareholders attending in person and others via electronic media. To comply with the Standards for Maintaining Security of Meetings via Electronic Means B.E. 2563 (2020) and relevant guidelines, the Company utilized the Electronic Meeting system provided by Quidlab Company Limited. This system, which complies with the "e-Meeting" standards set by the Electronic Transactions Development Agency, enabled shareholders and proxies to view the live broadcast, submit questions, cast votes, and receive real-time voting results for each agenda item.

Quorum

The meeting adjourned at 11:52 hrs. The attendance was recorded as follows:

- 21 shareholders attended in person, holding 310,745,827 shares.
- 7 shareholders attended via electronic media, holding 26,051,127,100 shares.
- 33 proxies attended, holding 27,087,461,765 shares.

This represented a total of 61 shareholders, collectively holding 53,449,334,692 shares, equivalent to 82.2393% of the total issued and paid-up shares (64,992,438,156 shares).

*-Mr. Van Hoang Dau-*

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(Mr. Van Hoang Dau)

Chairman of the Board of Directors

The 2024 Annual Report (Form 56-1 One Report), including the financial statements and the Auditor's Report as of December 31, 2024, along with the Invitation to the 2025 Annual General Meeting of Shareholders, is provided in QR Code format.



Link : <https://www.set.or.th/set/tsd/meetingdocument.do?symbol=PSG&date=250424>

*Remark: QR Code downloading procedures are in Enclosure 9.*

**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**



**Mr. Van Hoang Dau**  
**Age** 65 years old  
**Title** Chairman of the Board of Directors / Authorized Director  
**Nominated as** Director  
**Date of appointment** October 27, 2021  
**Term/ year as Director** 3 years 5 months  
**Shareholding proportion (%)** -None-

**Education:**

- General, Atlanta Technical School, GA, USA

**Training:** -

**Other current positions in**

- Listed companies -None-
- Non-listed companies -None-

**Work experience (5-year past experience):**

2016 - 2020 Director, CK Power Public Company Limited  
 2010 - 2020 Director, Xayaburi Power Company Limited  
 2008 - 2020 Director, Nam Ngum 2 Hydroelectric Power Company Limited  
 2008 - 2020 Director, Southeast Asia Energy Company Limited

**Meeting attendance in 2024:** The Board of Directors meetings 4/4

**Current position in other businesses which may have a conflict of interest with the Company:** -None-

**Qualified according to the law on public limited companies and does not have prohibited characteristics:** -Qualified-

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



Pol. Gen. Chaiwat Getvorachai, Ph.D.

Age 65 years old

Title Independent Director / Chairman of Audit Committee

Nominated as Independent Director

Date of appointment October 27, 2021

Term/ year as Director 3 years 5 months

Shareholding proportion (%) 0.03%

**Education:**

Doctoral Degree Ph.D. in Criminal Justice Administration and Society, Suan Dusit Rajabhat University

Master's Degree Master of Arts (Political Science#2), Ramkhamhaeng University

Bachelor's Degree Bachelor of Public Administration, Royal Police Cadet Academy

**Training:**

- Director Certification Program (DCP) Class 117/2009, Thai Institute of Directors (IOD)
- Executive Staff Course (Police Operations Division), Class 17, Police College
- Superintendent Course, Class 30, Police College
- Senior Public Administration Course, Class 44, Damrong Rajanupab Institute, Office of the Permanent Secretary, Ministry of Interior
- Advanced Police Administration Course, Class 24, Institute of Police Administration Development, Police College
- Corporate Governance Program for State Enterprise Directors and Senior Executives, Class 4, King Prajadhipok's Institute
- National Defense Course for Public-Private Sectors, Class 23, National Defense College, Institute of Defense Studies
- Senior Justice Administration Executives Program Class 17, Judicial Training Institute
- Senior Executive Program (SEP), Class 18, Thailand Capital Market Academy
- Senior Executive Program in Energy Science (TEA. Class 9), Thailand Energy Academy

**Other current positions in**

● **Listed companies** (1 company)

Millennium Group Corporation (Asia) Public Company Limited

Jan. 2022 - Present Chairman of the Nomination and Remuneration Committee

Dec. 2021 - Present Independent Director

● **Non-listed companies** (1 company)

Dec. 2024 - Present Director, Alpha X Company Limited

**Work experience (5-year past experience):**

- Nov. 2023 - 2023 Chairman of Subcommittee to Determine the Criteria for and Assessment of the TAT Governor's Performance, Tourism Authority of Thailand (TAT)
- 2019 - 2023 Qualified Director, Broadcasting and Telecommunications Research and Development Fund for Public Interest
- 2017 - 2021 Advisor of the Committee, The Olympic Committee of Thailand under the Royal Patronage of H.M the King
- 2019 - 2020 Director, TOT Public Company Limited
- 2018 - 2020 Deputy Chief of Police, Royal Thai Police
- 2017 - 2020 Director, The Fuel-Related Offenses Suppression Center, Royal Thai Police
- 2016 - 2018 Assistant Commissioner General, Royal Thai Police
- 2015 - 2016 Commissioner of Provincial Police 1, Royal Thai Police

**Meeting attendance in 2024:** The Board of Directors meetings 4/4  
The Audit Committee meetings 4/4

**Current position in other businesses which may have a conflict of interest with the Company:** -None-

**Qualified according to the law on public limited companies and does not have prohibited characteristics:** -Qualified-

**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 years - 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, 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 Pol. Gen. Chaiwat Getvorachai, Ph.D. is an independent director who is qualified in accordance with laws and regulations relating to independent directors.



**Mr. Dhana Bubphavanich**

**Age** 57 years old

**Title** Director / Member of Executive Committee

**Nominated as** Director

**Date of appointment** October 27, 2021

**Term/ year as Director** 3 years 5 months

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

**Education:**

Master's Degree Master of Science (MS), Finance, Pace University, USA

Bachelor's Degree Bachelor of Business Administration in Accounting and Finance, Thammasat University

**Training:**

- Director Accreditation Program (DAP) Class 87/2011, Thai Institute of Directors (IOD)
- E-learning CFO's Orientation Course for New IPOs (Thai Version), 2024, SET

**Other current positions in**

● **Listed companies** (1 company)

Sernsang Power Corporation Public Company Limited

2023 - present Member of Risk Management Committee

2022 - Present Member of Nomination and Remuneration Committee

2015 - Present Independent Director and Member of Audit Committee

● **Non-listed companies** (2 companies)

Mar. 2025 - present Senior Vice President (Finance), Thai Namthip Corporation Public Company Limited

2023 - present Member of Risk Management Committee, Poondin Company Limited

**Work experience (5-year past experience):**

2022 – Mar. 2025 Senior Vice President (Finance), Thai Namthip Corporation Company Limited

2018 - 2022 Senior Vice President (Finance), Thai Namthip Company Limited

2011 - 2022 Director, Master Car Rental Company Limited

2015 - 2021 Director, The Whitespace Company Limited

**Meeting attendance in 2024:** The Board of Directors meetings 4/4

The Executive Committee meetings 5/6

**Current position in other businesses which may have a conflict of interest with the Company:** -None-

**Qualified according to the law on public limited companies and does not have prohibited characteristics:** -Qualified-

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

**Articles of Association  
of  
PSG Corporation Public Company Limited**

**Chapter 1  
General Provisions**

Article 1. These Articles of Association shall be called the Articles of Association of PSG Corporation Public Company Limited.

Article 2. The term "Company" in these Articles of Association refers to PSG Corporation Public Company Limited.

Article 3. Any matters not specified in these Articles of Association shall be governed by the provisions of the Public Limited Companies Act and other applicable laws.

**Chapter 2  
Issuance and Transfer of Shares**

Article 4. The Company's shares are ordinary shares and are name shares with each share having an equal value.

All shares of the Company must be fully paid up in a single payment.

Subscribers or purchasers of shares shall not offset any debts with the Company, except in the case where the Company undertakes a debt restructuring by issuing new shares to settle debts with creditors under a debt-to-equity conversion scheme, with approval from the Shareholders' Meeting in accordance with applicable laws.

The issuance of shares for debt settlement and the debt-to-equity conversion scheme mentioned in the previous paragraph shall be in accordance with the criteria and procedures specified in the relevant laws.

The Company's shares are indivisible. If two (2) or more individuals jointly hold or subscribe for shares, one of them must be designated to exercise the rights as a shareholder or subscriber, as the case may be.

(Signed ) \_\_\_\_\_ Applicant for Registration

([●])



The Company may issue debentures, convertible debentures, preferred shares, or any other securities provided under the laws on Securities and Exchange, and offer them for sale to shareholders, any individual, or the public. The conversion of convertible debentures or preferred shares into ordinary shares shall be carried out in accordance with the provisions of applicable laws.

Article 5. The Company shall issue share certificates to shareholders within two (2) months from the date the registrar registers the Company or from the date the payment for shares is fully received in the case of newly issued shares after the Company's registration.

Each share certificate of the Company shall bear the signature or printed signature of at least one (1) director. However, the Board of Directors may authorize the share registrar, as per the Securities and Exchange laws, to sign or print their signature on behalf of the directors, subject to the procedures prescribed by the share registrar.

If the Company appoints the Thailand Securities Depository Company Limited as its share registrar, the procedures related to share registration shall be in accordance with the rules set by the share registrar.

Article 6. The Company's shares are freely transferable without restriction, except where such transfer results in non-Thai nationals holding more than forty-nine percent (49%) of the total issued shares. If any share transfer would cause foreign shareholding to exceed this limit, the Company has the right to refuse the registration of such share transfer.

Article 7. Subject to Article 6 of these Articles of Association, a share transfer is deemed valid when the transferor endorses the share certificate by specifying the name of the transferee, signs the certificate along with the transferee, and delivers the share certificate to the transferee.

A share transfer is effective against the Company only when the Company receives a request for registration of the transfer. It becomes effective against third parties only when the Company has registered the transfer.

Upon receiving a transfer registration request, if the Company finds that the transfer is legally valid, it shall register the transfer within fourteen (14) days from the date of the request. If the transfer is invalid, the Company shall notify the applicant within seven (7) days.

When the Company's shares are listed on the Stock Exchange of Thailand, the transfer of shares shall comply with the Securities and Exchange laws.

(Signed ) \_\_\_\_\_ Applicant for Registration

([●])

The transfer of other securities, whether or not listed on the Stock Exchange of Thailand, shall also comply with the Securities and Exchange laws.

Article 8. If a transferee wishes to obtain a new share certificate, they must submit a written request to the Company, signed by the transferee and at least one (1) witness. The request must be accompanied by the original share certificate or other proof of entitlement. If the Company deems the transfer valid, it shall register the transfer within seven (7) days from the date of the request and issue a new share certificate within one (1) month.

Article 9. If a share certificate is defaced or materially damaged, the shareholder may request a new certificate by surrendering the original. In such cases, the Company shall issue a new certificate within fourteen (14) days of the request. If a share certificate is lost or destroyed, the shareholder must provide evidence of having reported the loss to the police. Upon receipt of such evidence, the Company shall issue a new share certificate within fourteen (14) days.

If a shareholder dies or becomes bankrupt, the rightful successor must present the original share certificate along with legally valid documents. The Company shall register the successor as a shareholder and issue a new certificate within one (1) month of receipt of such evidence.

Article 10. The Company may charge a fee for issuing a new share certificate to replace one that has been lost, defaced, or damaged, as well as for providing a certified copy of the shareholder register, whether in whole or in part, at the rate prescribed by law.

Article 11. The Company shall not hold its own shares or accept them as collateral, except in the case of a share repurchase under the Public Limited Companies Act (No. 2) B.E. 2544 (2001).

A share repurchase must be approved by the Shareholders' Meeting, except where the repurchase does not exceed ten percent (10%) of the paid-up capital, in which case the Board of Directors has the authority to approve it.

The repurchase, disposal, and write-off of repurchased shares shall comply with the relevant ministerial regulations.

Article 12. The Company may close the share transfer register for a period of up to twenty-one (21) days prior to each Shareholders' Meeting, provided that an announcement is made at the Company's head office and all branch offices at least fourteen (14) days in advance.

(Signed ) \_\_\_\_\_ Applicant for Registration

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**Chapter 3**  
**Board of Directors**

Article 13. The Board of Directors shall consist of at least five (5) directors, and not less than half of the total number of directors must reside in the Kingdom. Directors must possess the qualifications as prescribed by law.

Directors shall not become a partner in an ordinary partnership, a general partner in a limited partnership, or hold a directorship in any private company or other company conducting the same business and competing with the Company, unless such directorship has been disclosed to the Shareholders' Meeting before the resolution for appointment.

In conducting the Company's business, directors must perform their duties in compliance with the law, the Company's objectives, and its Articles of Association, as well as the resolutions of Shareholders' Meetings, with honesty and care to safeguard the Company's interests.

A director must notify the Company without delay if they have a direct or indirect interest in any contract entered into by the Company during the fiscal year or if they hold shares or debentures in the Company or its affiliates, specifying any increase or decrease in the number of shares held during the fiscal year.

Article 14. Directors shall be elected at the Shareholders' Meeting by a majority vote based on the following criteria and procedures:

- (1) Each shareholder shall have one vote per share held.
- (2) Each shareholder shall vote for individual candidates for the position of director.
- (3) Candidates receiving the highest number of votes in descending order shall be elected as directors according to the number of positions available. In the case where candidates receive an equal number of votes exceeding the number of directors to be elected, the Chairman of the Meeting shall cast the deciding vote.

Article 15. At every Annual General Meeting, one-third (1/3) of the directors shall retire. If the number of directors cannot be divided exactly into three parts, the number closest to one-third shall retire.

In the first and second years following the Company's registration, the retiring directors shall be selected by drawing lots. In subsequent years, the directors who have held office the longest shall retire. Retiring directors may be re-elected.

(Signed ) \_\_\_\_\_ Applicant for Registration

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Article 16. Directors are entitled to remuneration from the Company, including rewards, meeting allowances, gratuities, bonuses, or other benefits, as determined by the Articles of Association or as approved by the Shareholders' Meeting. The remuneration may be fixed or based on criteria established from time to time or for an indefinite period until changed. Directors are also entitled to allowances and benefits according to the Company's regulations.

The provisions in the first paragraph shall not affect the rights of employees or staff members of the Company who have been appointed as directors to receive remuneration and benefits in their capacity as employees or staff members.

Article 17. In addition to retirement by rotation, a director shall vacate their position upon:

- (1) Death
- (2) Resignation
- (3) Loss of qualifications or possession of prohibited characteristics as prescribed by law
- (4) Removal by a resolution of the Shareholders' Meeting
- (5) Removal by a court order

Article 18. A director who wishes to resign shall submit a resignation letter to the Company. The resignation shall be effective from the date the letter reaches the Company.

A resigning director specified in the first paragraph may also notify the registrar of their resignation.

Article 19. If a director's position becomes vacant for reasons other than retirement by rotation, the Board of Directors shall appoint a qualified person who does not have any prohibited characteristics under the law to fill the vacancy at the next Board Meeting unless the remaining term of the director is less than two (2) months. The appointed person shall serve only for the remaining term of the director they replace.

A resolution of the Board of Directors regarding this matter must be approved by not less than three-fourths (3/4) of the remaining directors.

(Signed ) \_\_\_\_\_ Applicant for Registration

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Article 20. The Shareholders' Meeting may pass a resolution to remove any director from office before the expiration of their term with a vote of not less than three-fourths (3/4) of the shareholders present and entitled to vote, holding at least half of the total shares of the shareholders present.

Article 21. The Board of Directors shall elect one director as the Chairman of the Board.

If deemed appropriate, the Board may elect one or more directors as Vice-Chairman. The Board of Directors may delegate one or more directors to act on its behalf.

Article 22. A Meeting of the Board of Directors shall require the attendance of at least half of the total number of directors to constitute a quorum. If the Chairman is absent or unable to perform his duties, the Vice-Chairman shall act as the Chairman. If there is no Vice-Chairman or they are unable to perform their duties, the attending directors shall elect one among themselves to preside over the Meeting.

Resolutions shall be passed by a majority vote.

Each director has one vote, except for any director with a conflict of interest in the matter under consideration, who shall have no voting rights. In the event of a tie, the Chairman shall cast a deciding vote.

Article 23. The Board of Directors shall meet at least once every three (3) months.

Meetings may be held at the Company's head office or any other location deemed appropriate, or via electronic means in compliance with the relevant legal requirements.

Article 24. For Board Meetings, whether in person or via electronic means, the Chairman or an authorized delegate shall send a notice of the meeting to directors at least seven (7) days in advance, except in cases of urgency to protect the Company's interests, in which case other notification methods and a shorter notice period may be used. For electronic meetings, the Company may send the notice via email.

Two or more directors may request the Chairman to call a Board Meeting. If such a request is made, the Chairman or their authorized delegate must schedule a Meeting within fourteen (14) days of receiving the request.

Article 25. The authorized signatories binding the Company shall be two directors signing jointly with the Company's seal affixed.

However, the Shareholders' Meeting or the Board of Directors' Meeting may determine specific directors who are authorized to sign on behalf of the Company with the Company's seal affixed.

(Signed ) \_\_\_\_\_ Applicant for Registration

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Article 26. The Board of Directors may delegate authority to other individuals to manage the Company's affairs under its supervision or grant powers as deemed appropriate, for a specified period. The Board may also revoke, withdraw, alter, or amend such powers.

#### Chapter 4 Shareholders' Meetings

Article 27. The Board of Directors shall hold the Annual General Meeting of Shareholders within four (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 not less than ten percent (10%) of the total paid-up shares request it. However, meeting agendas 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 forty-five (45) days of receiving such a request from shareholders.

If the Board of Directors fails to hold the Meeting within time frame stated in paragraph 2, shareholders having a total combined shares that meet the criteria may call an Extraordinary General Meeting within forty-five (45) days after the 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 does not establish a quorum as defined in Article 30, the shareholders specified in paragraph 3 are liable for any expense incurred from the arrangement of that particular Meeting.

In this regard, the Shareholder's Meeting via electronic means can be conducted in accordance with the criteria and procedures specified in the relevant laws or notifications.

Article 28. When calling a Shareholders' Meeting, whether in person or via electronic means, the Board of Directors shall prepare the notice indicating the venue, date, time, and meeting agendas, 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. The notice of the meeting shall be sent to shareholders and the registrar at least seven (7) days in advance, and they must be advertised in newspapers or electronic means in accordance with the criteria specified in the relevant laws, for three (3) consecutive days and no less than three (3) days prior to the meeting date.

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The Meeting of Shareholders may be held at a venue near the Company's head office, or at other locations in Thailand deemed appropriate by the Board of Directors. Alternatively, the Meeting may be conducted via electronic means, in accordance with the criteria and procedures specified by law.

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.

In the case where a shareholder grants a proxy to another person to attend the Meeting on their behalf, the proxy may be granted via electronic means, provided that secure and reliable procedures are followed to ensure the proxy is granted by the shareholder in accordance with the criteria and procedures specified in the relevant laws or notifications.

Article 30. A Shareholders' Meeting shall constitute a quorum if at least twenty-five (25) shareholders, including proxies (if any), attend the Meeting and collectively hold no less than one-third (1/3) of the total issued shares. Alternatively, a quorum is established if at least half of all shareholders, including proxies, attend the Meeting and collectively hold no less than one-third (1/3) of the total issued shares.

If, after the scheduled time has passed by one (1) hour, the Meeting still fails to meet the quorum requirements:

- (a) If the Meeting was convened at the request of shareholders, it shall be canceled.
- (b) If the Meeting was not convened at the request of shareholders, it shall be rescheduled, and a new notice shall be sent to shareholders at least seven (7) days prior to the new meeting date. The new meeting shall not require a quorum.

The Chairman of the Board shall preside over the Shareholders' Meeting. If the Chairman is absent or unable to perform his duties, the Vice Chairman shall preside. If there is no Vice Chairman or if the Vice Chairman is unable to perform his duties, the Meeting shall elect one attending shareholder to act as the Chairman.

Article 31. Each share carries one voting right. Resolutions of the Shareholders' Meeting shall be passed as follows:

(1) For regular matters, by a majority vote of shareholders present and vote at the Meeting. In case of a tie, the Chairman of the Meeting shall cast an additional deciding vote.

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(2) For significant matters, by at least three-fourths (3/4) of the votes of shareholders present and eligible to vote, including:

- (a) Sale or transfer of all or significant parts of the Company's business to another party.
- (b) Acquisition or acceptance of transfer of another Company's business by the Company.
- (c) Entering into, amending, or terminating agreements regarding the lease of all or significant parts of the Company's business, authorizing another party to manage the Company's business, or merging with another entity to share profits and losses.
- (d) Amendments to the Memorandum of Association or Articles of Association.
- (e) Increase or reduction of capital or issuance of debentures of the Company.
- (f) Mergers or dissolution of the Company.

Article 32. The Annual General Meeting shall conduct the following business:

- (1) Considering the Board of Directors' report on the Company's operating performance for the past fiscal year.
- (2) Considering and approving the balance sheet and a profit and loss statement for the past fiscal year.
- (3) Considering the allocation of profits and reserves.
- (4) Electing directors in place of those retiring by rotation and determining their remuneration.
- (5) Appointing the auditor and determining the auditor's fees.
- (6) Considering other matters.

Article 33. In the event that the Company or its subsidiary enters into a connected transaction or a transaction involving the acquisition or disposition of assets of the Company or its subsidiary, as defined and regulated by the notifications of the Stock Exchange of Thailand applicable to such transactions of listed companies, the Company shall comply with the criteria and procedures specified in such notifications accordingly.

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**Chapter 5**  
**Accounting, Finance, and Auditing**

Article 34. The Company's fiscal year shall commence on January 1 and end on December 31 of each year.

Article 35. The Company shall prepare and maintain accounting records and conduct audits in accordance with applicable laws. The Company shall prepare a balance sheet and a profit and loss statement at least once every twelve (12) months, corresponding to the Company's fiscal year.

All books and accounts of the Company shall be maintained Thai with accompanying English translations and shall comply with generally accepted accounting standards in Thailand and relevant legal requirements.

Article 36. The Board of Directors shall prepare a balance sheet and a profit and loss statement as of the end of the Company's fiscal year for submission to the Annual General Meeting of Shareholders for approval. The Board of Directors shall ensure that the financial statements are audited by the auditor prior to submission to the Shareholders' Meeting.

Article 37. The Board of Directors shall distribute the following documents to shareholders together with the notice of the Annual General Meeting:

- (1) A copy of the audited balance sheet and profit and loss statement, together with the auditor's report.
- (2) The annual report of the Board of Directors.

Article 38. The auditor shall attend every Shareholders' Meeting where the balance sheet, profit and loss statement, or any accounting-related matters of the Company are considered, to provide explanations to shareholders regarding the audit process. The Company shall send the auditor all reports and documents that shareholders are entitled to receive in such meetings. The auditor must not be a director, employee, staff member, or hold any other position within the Company.

The auditor shall have the authority to examine the Company's accounts, documents, and any other evidence related to income, expenditures, assets, and liabilities during the Company's business hours. The auditor shall also have the right to request explanations or clarifications from the Company's directors, employees, and staff members as necessary for the fulfillment of their duties. The auditor shall prepare a report on the balance sheet and accounts to be presented at the Annual General Meeting of Shareholders. The report shall indicate whether the balance sheet has been accurately prepared and whether it fairly represents the Company's actual financial condition.

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Article 39. Dividends shall not be distributed from any funds other than profits. In the case where the Company still has accumulated losses, no dividends shall be distributed.

Except in the case of preferred shares as otherwise specified in the Article of Association, dividends shall be distributed in proportion to the number of shares, with each share having an equal amount.

The distribution of dividends must be approved by the Shareholders' Meeting.

The Board of Directors may declare interim dividends to shareholders occasionally, when it is deemed that the Company has sufficient profits to do so, and shall report such interim dividends to the Shareholders' Meeting at the next meeting.

The payment of dividends shall be made within one (1) month from the date of the resolution of the Shareholders' Meeting or the Board of Directors' Meeting, as the case may be. In this regard, a written notice shall be sent to the shareholders, and an announcement of the dividend payment shall be published in a newspaper or via electronic means in accordance with the criteria specified in the relevant laws for at least three (3) consecutive days. No interest shall be charged to the Company if the dividend payment is made within the time period prescribed by law.

Article 40. In the event that the Company has not yet sold all of its registered shares or has registered an increase in capital, the Company may pay dividends in whole or in part in the form of newly issued ordinary shares to shareholders, subject to approval by the Shareholders' Meeting.

Article 41. The Company shall allocate at least five percent (5%) of its annual net profits, after deducting accumulated losses (if any), as a statutory reserve until the reserve reaches at least ten percent (10%) of the Company's registered capital.

Upon approval by the Shareholders' Meeting, the Company may transfer other reserves, statutory reserves, or share premium reserves, in that order, to offset accumulated losses of the Company.

## Chapter 6

### Capital Increase and Capital Reduction

Article 42. The Company may increase its registered capital by issuing new shares, which may be offered in whole or in part. The newly issued shares may be offered to existing shareholders in proportion to their shareholding, to the public, or to specific individuals, in whole or in part, provided that:

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(1) All existing shares have been issued and fully paid up, except for the remaining shares reserved for convertible debentures or warrants.

(2) The Shareholders' Meeting has passed a resolution with a vote of not less than three-fourths (3/4) of the total votes of shareholders present and entitled to vote.

(3) The resolution to increase capital is registered with the registrar within fourteen (14) days from the date of the Shareholders' Meeting resolution.

For the allocation of newly issued shares in the first paragraph, the Shareholders' Meeting may authorize the Board of Directors to determine the share price, number of shares, and the date of issuance and sale.

Article 43. The Company may reduce its registered capital by lowering the par value of each share, decreasing the number of shares, or eliminating unsold registered shares. However, the registered capital shall not be reduced to less than one-fourth (1/4) of the total capital.

If the Company has accumulated losses that remain after being offset in accordance with Article 41, the Company may reduce its capital below one-fourth (1/4) of the total capital.

The capital reduction in the first paragraph, whether by lowering the par value or decreasing the number of shares, shall require approval from the Shareholders' Meeting by a vote of not less than three-fourths (3/4) of the total votes of shareholders present and entitled to vote. The Company must register the resolution within fourteen (14) days from the date of the Shareholders' Meeting resolution.

## Chapter 7

### Additional Provisions

Article 44. The Company's seal is as follows:

[Use the existing seal ]

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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 four (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 not less than ten percent (10%) of the total paid-up shares request it. However, meeting agendas 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 forty-five (45) days of receiving such a request from shareholders.

If the Board of Directors fails to hold the Meeting within time frame stated in paragraph 2, shareholders having a total combined shares that meet the criteria may call an Extraordinary General Meeting within forty-five (45) days after the 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 does not establish a quorum as defined in Article 30, the shareholders specified in paragraph 3 are liable for any expense incurred from the arrangement of that particular Meeting.

Article 28. When calling a Shareholders' Meeting, whether in person or via electronic means, the Board of Directors shall prepare the notice indicating the venue, date, time, and meeting agendas, 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. The notice of the meeting shall be sent to shareholders and the registrar at least seven (7) days in advance, and they must be advertised in the newspapers, for three (3) consecutive days.

The Meeting of Shareholders may be held at a venue near the Company's head office, or at other locations in Thailand deemed appropriate by the Board of Directors. Alternatively, the Meeting may be conducted via electronic means, in accordance with the criteria and procedures specified by law.

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. A Shareholders' Meeting shall constitute a quorum if at least twenty-five (25) shareholders, including proxies (if any), attend the Meeting and collectively hold no less than one-third (1/3) of the total issued shares. Alternatively, a quorum is established if at least half of all shareholders, including proxies, attend the Meeting and collectively hold no less than one-third (1/3) of the total issued shares.

If, after the scheduled time has passed by one (1) hour, the Meeting still fails to meet the quorum requirements:

- (a) If the Meeting was convened at the request of shareholders, it shall be canceled.
- (b) If the Meeting was not convened at the request of shareholders, it shall be rescheduled, and a new notice shall be sent to shareholders at least seven (7) days prior to the new meeting date. The new meeting shall not require a quorum.

The Chairman of the Board shall preside over the Shareholders' Meeting. If the Chairman is absent or unable to perform his duties, the Vice Chairman shall preside. If there is no Vice Chairman or if the Vice Chairman is unable to perform his duties, the Meeting shall elect one attending shareholder to act as the Chairman.

Article 31. Each share carries one voting right. Resolutions of the Shareholders' Meeting shall be passed as follows:

- (1) For regular matters, by a majority vote of shareholders present and vote at the Meeting. In case of a tie, the Chairman of the Meeting shall cast an additional deciding vote.
- (2) For significant matters, by at least three-fourths (3/4) of the votes of shareholders present and eligible to vote, including:
  - (a) Sale or transfer of all or significant parts of the Company's business to another party.
  - (b) Acquisition or acceptance of transfer of another Company's business by the Company.
  - (c) Entering into, amending, or terminating agreements regarding the lease of all or significant parts of the Company's business, authorizing another party to manage the Company's business, or merging with another entity to share profits and losses.
  - (d) Amendments to the Memorandum of Association or Articles of Association.
  - (e) Increase or reduction of capital or issuance of debentures of the Company.
  - (f) Mergers or dissolution of the Company.



Article 32. The Annual General Meeting shall conduct the following business:

- (1) Considering the Board of Directors' report on the Company's operating performance for the past fiscal year.
- (2) Considering and approving the balance sheet and a profit and loss statement for the past fiscal year.
- (3) Considering the allocation of profits and reserves.
- (4) Electing directors in place of those retiring by rotation and determining their remuneration.
- (5) Appointing the auditor and determining the auditor's fees.
- (6) Considering other matters.

Guidelines and Required Identification Documents  
for Attending the 2025 Annual General Meeting of Shareholders  
(Hybrid Meeting: In-Person and Electronic Attendance)

PSG Corporation Public Company Limited would like to outline the procedures and guidelines for attending the 2025 Annual General Meeting of Shareholders (AGM) in a Hybrid Meeting format (attending in person and via electronic media) as follows:

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

Registration

The Company will begin the registration process for shareholders and/or proxies at 8:00 AM on April 24, 2025, at Mekha 2 Meeting Room, Grande Centre Point Surawong Bangkok. Please refer to the Meeting venue map (Enclosure 11).

Procedures for the Appointment of Proxies:

- General shareholders may use either Proxy Form A or Proxy Form B.
- Shareholders who are foreign investors and have appointed a custodian in Thailand to hold shares on their behalf are recommended to use Proxy Form C.
- Shareholders appointing a proxy must appoint only one proxy to attend the Meeting and cast votes on their behalf. Splitting shares among multiple proxies for separate voting is not permitted.
- Shareholders may appoint one of the independent directors (details provided in Enclosure 7) as their proxy using Proxy Form B, specifying their voting instructions for each agenda item. To facilitate document review, shareholders may submit the completed proxy form along with supporting documents in advance by April 23, 2025, 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 completed accurately and signed by both the grantor and the proxy, affixed with a THB 20 stamp duty, crossed out, and dated. If the original supporting documents are not in Thai or English, an English translation is required, certified as a true translation by the shareholder or an authorized person of the juristic entity.
- The proxy must present the proxy form and supporting documents at the registration desk on the day of the Meeting, as specified in the “Documents and Evidence to be Presented at the Meeting” section.

Notes: If a shareholder specifies voting instructions for each agenda item, the independent director acting as the proxy will vote as instructed in the proxy form. Shareholders must vote by selecting either “**Approve,**” “**Disapprove,**” or “**Abstain**”; splitting votes for a single agenda item is not allowed.

- Proxy Forms can be downloaded from the Company's website at [www.psgcorp.co.th](http://www.psgcorp.co.th) or requested in hard copy from the Company Secretary Department via email at [com.sec@psgcorp.co.th](mailto:com.sec@psgcorp.co.th) or by phone at 02-018-7190-8 starting from April 2, 2025.

#### Documents and Evidence to Be Presented at the Meeting

- **For Individual Shareholders**

If attending the meeting in person, the shareholder must present:

- The Notification of Meeting (with QR Code), signed by the shareholder.
- A valid ID card or passport (for foreign shareholders) or other government-issued documents, including evidence of a name or surname change (if applicable).

If appointing a proxy, the following documents must be presented:

- The Notification of Meeting (with QR Code), signed by the proxy.
- A completed and signed proxy form, duly executed by both the grantor and the proxy, with a Baht 20 stamp duty affixed in full.
- A copy of a valid ID card or passport (for foreign shareholders) or other government-issued documents of both the grantor and the proxy, certified as a true and correct copy by the respective individual.

- **For Shareholders Who Are Juristic Persons**

If the authorized representative of the juristic person attends the meeting in person, they must present:

- The Notification of Meeting (with QR Code), signed by the authorized representative.
- A valid ID card or passport (for foreign representatives) or other government-issued documents of the authorized representative.
- A copy of the juristic person's affidavit, issued by the Ministry of Commerce (no older than six months), certified as a true and correct copy by the authorized representative. The affidavit must confirm that the representative is empowered to act on behalf of the juristic person as its shareholder.

If appointing a proxy, the following documents must be presented:

- The Notification of Meeting (with QR Code), signed by the proxy.
- A completed and signed proxy form, duly executed by both the grantor and the proxy, with a Baht 20 stamp duty affixed in full.
- A copy of a valid ID card or passport (for foreign representatives) or other government-issued documents of both the grantor and the proxy, certified as a true and correct copy by the respective individual.
- A copy of the juristic person's affidavit, issued by the Ministry of Commerce (no older than six months), certified as a true and correct copy by the grantor. The affidavit must confirm that the grantor is empowered to act on behalf of the juristic person as its shareholder.



For Shareholders Who Are Foreign Investors and Have Appointed a Custodian in Thailand as a Share Depository and Keeper

➤ Documents Required from the Custodian:

- The Proxy Form C (as enclosed), duly completed and signed by the authorized representative of the custodian (the grantor) and the proxy, with a stamp duly validly affixed.
- A document confirming that the individual signing the proxy form is authorized to operate a custodian business.
- A copy of the custodian's affidavit (issued within the past year) certified as a true and correct copy by the custodian's authorized representative. The affidavit must confirm that the authorized representative who signed the proxy form is empowered to act on behalf of the custodian. If applicable, the juristic person's seal must be affixed.
- A copy of a valid ID card or passport (for foreign representatives) or other government-issued documents of the custodian's authorized representative, certified as a true and correct copy by the respective individual.

➤ Documents Required from the Shareholder (Foreign Investor):

- A Power of Attorney authorizing the custodian to sign the proxy form on behalf of the shareholder.
- A copy of the shareholder's affidavit (if a juristic person), issued within the past year, certified as a true and correct copy by the shareholder's authorized representative. The affidavit must confirm that the representative who signed the Power of Attorney is empowered to act on behalf of the shareholder. If applicable, the juristic person's seal must be affixed.
- A copy of a valid ID card or passport (for foreign representatives) or other government-issued documents of the shareholder's authorized representative, certified as a true and correct copy by the respective individual.

➤ Documents Required from the Proxy:

- The Notification of Meeting (with QR Code), signed by the proxy.
- A copy of a valid ID card or passport (for foreign proxies) or other government-issued documents of the proxy, certified as a true and correct copy by the respective individual.

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 10), signed by the shareholder. Please clearly provide "your e-mail address and mobile phone number" which will be used for registration.

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

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

  - Registration Form for attending the AGM through Electronic Media (Enclosure 10), signed by the authorized person of the juristic person attending the meeting. Please clearly provide **"your e-mail address and mobile phone number"**, which will be used for registration.
  - A copy of a valid ID card or passport (for foreigners) or other government-issued documents of the authorized person of the juristic person attending the meeting, certified as a true and correct copy by him/her.
  - A copy of an affidavit of the juristic person, issued by the Ministry of Commerce (no longer than six months), certified as a true and correct copy by the authorized person attending the meeting via electronic media. The affidavit must state that the authorized person is empowered to act on behalf of the 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 2, 2025 to April 23, 2025 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". Documents submitted via traditional mail must arrive at the Company by April 23, 2025.

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

If shareholders are unable to attend the 2025 Annual General Meeting of Shareholders via electronic media, they may appoint another person as their proxy, including an independent director (as detailed in Enclosure 7 of the invitation to the 2025 Annual General Meeting of Shareholders), to attend the meeting and vote on their behalf.

**Procedures for the appointment of a proxy are as follows:**

- Complete the Registration Form for attending the AGM through Electronic Media (Enclosure 10). Please clearly provide **the proxy's e-mail address and mobile phone number**, which will be used for registration. (This is required unless appointing the Company's independent directors as a proxy.)
- General shareholders may choose to use either Proxy Form A or Proxy Form B.
- Shareholders who are foreign investors and have appointed a custodian in Thailand to act as a share depository and keeper are recommended to use Proxy Form C.
- A shareholder appointing a proxy must appoint only one proxy to attend the Meeting and cast votes. The shareholder cannot split his/her number of shares among multiple proxies for separate voting.

- If appointing an independent director as a proxy (as detailed in Enclosure 7), please use Proxy Form B and specify the voting instructions for each agenda item. In this case, the Registration Form for attending the AGM through Electronic Media (Enclosure 10) does not need to be submitted.

Notes: If a shareholder specifies voting instructions for each agenda item, the independent director acting as a proxy will cast votes as instructed in the proxy form. Each shareholder must vote by selecting either "Approve," "Disapprove," or "Abstain"; splitting votes is not allowed.

- Please complete and sign the proxy form, which is available for download on the Company's website at <http://www.psgcorp.co.th> / under Investor Relations > Shareholder Information > Shareholders' Meeting. Alternatively, the proxy form enclosed with the invitation to the 2025 Annual General Meeting of Shareholders may be used. The completed and signed proxy form (in case of appointing another person as a proxy) must be affixed with a Baht 20 stamp duty.
- Supporting documents not originally in Thai or English must be translated into English and certified as a true translation by the shareholder or the authorized person of the juristic person.

Required documents for the appointment of proxies:

- **Individual shareholders appointing a proxy:**

1. Registration Form for attending the AGM through Electronic Media (Enclosure 10), signed by the proxy.
2. A correctly and completely filled-in proxy form (any type), signed by the grantor and the proxy, affixed with a Baht 20 stamp duty.
3. A copy of a valid ID card or passport (for foreigners) or other government-issued documents of the grantor, certified as a true and correct copy by the grantor.
4. A copy of a valid ID card or passport (for foreigners) or other government-issued documents of the proxy, certified as a true and correct copy by the proxy.

- **Juristic persons appointing a proxy:**

1. Registration Form for attending the AGM through Electronic Media (Enclosure 10), signed by the proxy.
2. A correctly and completely filled-in proxy form (any type), signed by the grantor and the proxy, affixed with a Baht 20 stamp duty.
3. A copy of a valid ID card or passport (for foreigners) or other government-issued documents of the authorized person, certified as a true and correct copy by the grantor.
4. A copy of a valid ID card or passport (for foreigners) or other government-issued documents of the proxy, certified as a true and correct copy by the proxy.
5. A copy of an affidavit of the juristic person, issued by the Ministry of Commerce (no longer than six months), certified as a true and correct copy by the authorized person as the grantor. The affidavit must state that the authorized person is empowered to act on behalf of the 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 (as the grantor), and signed by the proxy, with a Baht 20 stamp duty validly affixed.
- A document confirming that the person who signed the proxy form is authorized to operate the custodian business.
- A copy of the affidavit for the registration of the custodian (issued within the past year), certified as a true and correct copy by the authorized representative of the custodian. The affidavit must state that the 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).
- A copy of a valid ID card or passport (for foreigners) or other government-issued documents of the authorized representative of the custodian, certified as a true and correct copy by him/her.

➤ Documents of the shareholder who is a foreign investor.

- A Power of Attorney from the shareholder authorizing the custodian to sign the proxy form on his/her behalf.
- A copy of the affidavit for the registration of the shareholder as a juristic person (issued within the past year), certified as a true and correct copy by the juristic person's representative. The affidavit must state that the juristic person's representative, who signed the Power of Attorney, is empowered to act on behalf of the shareholder, along with the juristic person's seal (if any).
- A copy of a valid ID card or passport (for foreigners) or other government-issued documents of the juristic person's representative, certified as a true and correct copy by him/her.

➤ Documents of the Proxy

- The Registration Form for attending the AGM through Electronic Media (Enclosure 10), signed by the proxy.
- A copy of a valid ID card or passport (for foreigners) or other government-issued documents of the proxy, certified as a true and correct copy by him/her.

**Attending the Meeting via Electronic Media**

Once the Company receives all required documents, it will verify them to confirm meeting attendance. Upon completing the verification, Quidlab Co., Ltd. ("Quidlab"), the Company's meeting system control provider, certified by the Electronic Transactions Development Agency (ETDA), will send you an email containing your username, password, and a weblink for logging into the electronic meeting system. The email will be sent to the address provided to the Company.



Please keep the username and password confidential and do not disclose them to others. Shareholders acknowledge that attendance, voting, and any actions carried out using the provided username and password shall be deemed as having been lawfully conducted by the shareholder and will have legally binding effects. If the username and password are lost or have not been received by 17:00 hrs. on April 23, 2025, please contact the Company immediately.

Please carefully review the electronic meeting user manual, which will be sent via email along with your username and password from Quidlab. The system will be accessible two hours before the meeting; however, the live streaming/broadcast will begin at 10:00 hrs.

For technical inquiries or issues before or during the meeting, please contact Quidlab via the following channels: Tel 02-013-4322 or 080-008-7616 or E-mail [info@quidlab.com](mailto:info@quidlab.com) or through other channels specified in the email from Quidlab.

### 3) Voting

During the meeting, shareholders may cast their vote on each agenda item by selecting “Approve,” “Disapprove,” or “Abstain.” If a shareholder does not cast a vote, the system will automatically count it as “Approve.”

#### Notes:

- In case of a change in title, name, or surname, a certified true copy of the supporting document must be submitted.
- If the submitted documents are incomplete, incorrect, or non-compliant with the stated requirements, the Company reserves the right to reject the registration.
- For proxy granting, the original proxy form, registration form, and all other required documents or evidence proving the status of the shareholder or the shareholder’s representative entitled to attend the 2025 Annual General Meeting of Shareholders must be signed and submitted 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”. These documents must arrive at the Company by April 23, 2025, to allow time for review before the meeting. However, shareholders may submit the documents in advance for review via email at: [com.sec@psgcorp.co.th](mailto:com.sec@psgcorp.co.th)
- A shareholder cannot split their shares among multiple proxies for separate voting. The proxy must be granted for the total number of shares held. The only exception is for a custodian acting as a proxy under **Proxy Form C**, which can be downloaded from the Company’s website: <http://www.psgcorp.co.th> under the section Investor Relations >> Shareholder Information >> Shareholders’ Meeting.



#### 4) Submission of Questions Prior to the E-AGM

To protect shareholder rights and ensure the maximum benefit from the meeting, shareholders may submit questions related to meeting agenda items in advance. The inquiry form for the 2025 Annual General Meeting of Shareholders 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 21, 2025.

### 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 a director who has no 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 meet the following qualifications:

- 1) Must not hold more than 1% of the total shares in the Company, its parent company, subsidiaries, associated companies, major shareholders, or controlling entities. 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, advisor on payroll, or a controlling person of the Company, its parent company, subsidiaries, associated companies, same-level subsidiaries, major shareholders, or controlling entities. This restriction does not apply if the individual has not held such positions for at least two years prior to applying to the SEC Office. However, it 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 a controlling entity.
- 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, subsidiaries, associated companies, major shareholders, or controlling entities that could impede impartial judgment. They must also not have been, or currently be, a major shareholder or a controlling person of an entity with a business relationship with the Company, its parent company, subsidiaries, associated companies, major shareholders, or controlling entities. This restriction does not apply if the individual has retired from such a position for at least two years prior to applying to the SEC Office.

A "business relationship" as mentioned in the first paragraph, refers to any transaction resulting in financial obligations between the Company and its counterparty amounting to three percent or more of the Company's net tangible assets or at least Baht 20 million, whichever is lower. This includes transactions such as renting or leasing assets or services, providing or receiving financial assistance in the form of loans or guarantees, or using assets as collateral. The valuation of such transactions follows 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 are also considered.

- 5) Must not have served as an auditor of the Company, its parent company, subsidiaries, associated companies, major shareholders, or controlling entities, nor be a shareholder, controlling person, or partner of the Company's contracted audit firm. This restriction does not apply if the individual has retired from such a position for at least two years prior to applying to the SEC Office.
- 6) Must not have provided professional services, such as legal or financial advisory services, or received service fees exceeding Baht 2 million per year from the Company, its parent company, subsidiaries, associated companies, major shareholders, or controlling entities. They must also not be a major shareholder, controlling person, or partner of such a service provider unless they have retired from such a position for at least two years prior to applying to the SEC Office.
- 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 with the same nature as the Company or its subsidiaries that competes directly with them. Additionally, they must not be a significant partner in a partnership, a director involved in management, a staff member, an employee, a consultant receiving a regular salary, or a shareholder owning more than 1% of the total voting shares in another company conducting a similar business in direct competition with the Company or its subsidiaries.
- 9) Must not have any other characteristics that would prevent them from independently expressing opinions on the Company's operations. After being appointed as an independent director, the individual may subsequently be assigned by the Board of Directors, provided they meet the qualifications specified in Clauses 1 to 9, to participate in collective decision-making regarding the operations of the Company, its parent company, subsidiaries, associated companies, same-level subsidiaries, major shareholders, or controlling entities.



Profiles of Independent Directors Proposed as Proxies  
at the 2025 Annual General Meeting of Shareholders

Name	Position	Age	Address	Conflicts of Interest on the Agenda
1. Khammany Inthirath, Ph.D.	- Independent Director - Member of Audit Committee - Chairman of Risk Management Committee	69	401, Unit 29, Donkoy Village, Sisattanak District, Vientiane, Lao PDR	-
2. Souphanh Keomixay, Ph.D.	- Independent Director - Chairman of Nomination and Remuneration Committee	73	530, Unit 37, Nalaow Village, Sikhottabong District, Vientiane, Lao PDR	-
3. Mr. Prapas Vichakul	- Independent Director - Member of Audit Committee	69	51/218 Muang Ake Village, Moo 7, Lak Hok Sub-district, Mueang Pathum Thani District, Pathum Thani, 12000	-
4. Mr. Nopadol Intralib	- Independent Director - Member of Risk Management Committee - Member of Nomination and Remuneration Committee	76	191/12 Soi Ramkhamhaeng 110, Saphan Sung Sub-district, Saphan Sung District, Bangkok 10240	-
5. Damp Sukontasap, Ph.D.	- Independent Director - Member of Audit Committee	67	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 at No. \_\_\_\_\_ Soi \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_  
Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_ 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 at No.  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road Sub-district District  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province Postal Code

หรือ/Or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name Age years Residing at No.  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road Sub-district District  
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. มอบฉันทะให้กรรมการอิสระคนใดคนหนึ่งของบริษัท คือ  
Appoint any one of the following members from the Independent Directors of the Company
- ดร. คัมฉิ อินทร์ธีราช Khammany Inthirath, Ph.D หรือ/Or
  - ดร. สุพรรณ แก้วมิชัย Souphanh Keomixay, Ph.D หรือ/Or
  - นายประภาส วิชากุล Mr. Prapas Vichakul หรือ/Or
  - นายนพดล อินทรลิป Mr. Nopadol Intralib หรือ/Or
  - ดร. คามพ์ สุคนธ์ทรัพย์ Damp Sukontasap, Ph.D.

(รายละเอียดประวัติกรรมการอิสระ ปรากฏตามสิ่งที่ส่งมาด้วย 7 ของหนังสือเชิญประชุมสามัญผู้ถือหุ้น ประจำปี 2568) (The details of the members of the Independent Directors of the Company are provided in Enclosure 7 of the Notice for the 2025 Annual General Meeting of Shareholders.)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

In the event that any independent director who has been granted a proxy is unable to attend the meeting, the remaining independent directors shall act as the proxy on their behalf.

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 ในวันที่ 24 เมษายน 2568 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 **2025 Annual General Meeting of Shareholders, to be held on April 24, 2025 at 10.00 hrs. at Mekha 2 Meeting Room, Grande Centre Point Surawong Bangkok, 299 Surawong Road, Bangrak, Bangkok 10500, the meeting will be conducted in a hybrid format (both in-person and via electronic means)** or on any other date, time, and venue as may be postponed.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any actions performed by the proxy at this meeting, except in the case where the proxy does not vote in accordance 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

ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนน ไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The shareholder appointing the proxy may appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot divide his/her votes among 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 at No. \_\_\_\_\_ Soi \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_  
Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_ 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 at No.  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road Sub-district District  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province Postal Code

หรือ/Or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name Age years Residing at No.  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road Sub-district District  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province Postal Code

คนหนึ่งคนเดียวเพียงคนเดียว 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 from the Independent Directors of the Company  
 ดร. คัมณี อินทธีราช Khammany Inthirath, Ph.D หรือ/Or  
 ดร. สุพรรณ แก้วมีชัย Souphanh Keomixay, Ph.D หรือ/Or  
 นายประกาศ วิชากุล Mr. Prapas Vichakul หรือ/Or  
 นายนพดล อินทริลิบ Mr. Nopadol Intralib หรือ/Or  
 ดร. ดามพ์ สุกนธทรัพย์ Damp Sukontasap, Ph.D.

(รายละเอียดประวัติกรรมการอิสระ ปรากฏตามสิ่งที่ส่งมาด้วย 7 ของหนังสือเชิญประชุมสามัญ  
ผู้ถือหุ้น ประจำปี 2568) (The details of the members of the Independent Directors of the Company  
are provided in Enclosure 7 of the Notice for the 2025 Annual General Meeting of Shareholders.)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการอิสระที่ไม่สามารถเข้าประชุม

In the event that any independent director who has been granted a proxy is unable to attend the meeting, the remaining independent directors shall act as the proxy on their behalf.

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 ในวันที่ 24 เมษายน 2568 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 2025 Annual General Meeting of Shareholders, to be held on April 24, 2025 at 10.00 hrs. at Mekha 2 Meeting Room, Grande Centre Point Surawong Bangkok, 299 Surawong Road, Bangrak, Bangkok 10500, the meeting will be conducted in a hybrid format (both in-person and via electronic means) or on any other date, time, and venue as may be postponed.

(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 matters independently as it deems appropriate.

(ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy the authority to vote according to my/our desire as follows:

วาระที่ 1 พิจารณารายงานผลการประชุมสามัญผู้ถือหุ้น ประจำปี 2567

Agenda 1 To consider and certify the minutes of the 2024 Annual General Meeting of Shareholders.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

จดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทในรอบปีที่ผ่านมา สิ้นสุด ณ วันที่ 31 ธันวาคม 2567

Agenda 2 To acknowledge the report of the Company's operating performance for the year ending December 31, 2024.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

จดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 3 พิจารณานุมัติงบประมาณประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2567

Agenda 3 To consider and approve the Company's Financial Statements for the year ending December 31, 2024.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย

ไม่เห็นด้วย

จดออกเสียง

Approve

Disapprove

Abstain

วาระที่ 4 พิจารณานุมัติจัดสรรเงินกำไรเป็นทุนสำรองตามกฎหมาย และการงดจ่ายเงินปันผล สำหรับผลการดำเนินงานของบริษัทประจำปี 2567

Agenda 4 To consider and approve the appropriation of profit as a legal reserve and the suspension of dividend payment from the Company's operating performance for the year 2024.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve matters in accordance with my/our intentions 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.

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

เลือกตั้งกรรมการทั้งหมด

Election of all nominated directors

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

เลือกตั้งกรรมการเป็นรายบุคคล

Election of each nominated director

1. ชื่อกรรมการ นายแวน ฮวง ดา

Director's name: Mr. Van Hoang Dau.

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

2. ชื่อกรรมการ พล.ต.อ.ดร. ชัยวัฒน์ เกตุวรชัย

Director's name: Pol. Gen. Chaiwat Getvorachai, Ph. D.

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

3. ชื่อกรรมการ นายธนา บุษผาวณิช

Director's name: Mr. Dhana Bubphanich

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 6  
Agenda 6

**พิจารณาอนุมัติค่าตอบแทนกรรมการ ประจำปี 2568**

To consider and approve the directors' remuneration for the year 2025.

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 7  
Agenda 7

**พิจารณาอนุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชี ประจำปี 2568**

To consider and approve the appointment of the Company's external auditors and fix their remuneration for the year 2025.

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

วาระที่ 8  
Agenda 8

**พิจารณาอนุมัติการเปลี่ยนแปลงมูลค่าหุ้นที่ตราไว้ของบริษัทโดยการรวมหุ้น และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท  
ข้อ 4. เพื่อให้สอดคล้องกับการเปลี่ยนแปลงมูลค่าหุ้นที่ตราไว้ของบริษัทโดยการรวมหุ้น**

To consider and approve the change in the Company's par value by means of reverse stock split and the amendment of Clause 4. of the Memorandum of Association of the Company to be in line with the change of the Company's par value.

ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 9** พิจารณานุมัติการลดทุนจดทะเบียนและทุนชำระแล้วของบริษัท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้สอดคล้องกับการลดทุนจดทะเบียนและทุนชำระแล้วของบริษัท

Agenda 9 To consider and approve the reduction of the Company's registered and paid-up capital and the amendment of Clause 4. of the Memorandum of Association of the Company to be in line with the reduction of registered and paid-up capital.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 10** พิจารณานุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัท

Agenda 10 To consider and approve the amendment of the Company's Articles of Association.

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

**วาระที่ 11** พิจารณาเรื่องอื่นๆ (ถ้ามี)

Agenda 11 Other matters (if any)

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้องและไม่ถือเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
If the proxy does not vote in accordance with my/our voting intentions as specified herein, such a vote shall be deemed incorrect and 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 it, or in case the meeting considers or passes resolutions on matters other than those specified above, including any amendments or additions of facts, the proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะ ให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any actions performed by the proxy at this meeting, except in the case where the proxy does not vote in accordance 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 may appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot divide his/her votes among different proxies to vote separately.

2. ในกรณีที่ผู้มีวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบประจำต่อแบบหนังสือมอบฉันทะแบบ ข. ตามแนบ

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



**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 2568 ในวันที่ 24 เมษายน 2568 เวลา 10.00 น. ณ ห้องประชุม เมก้า 2 โรงแรมแกรนด์ เซนเตอร์ พอยต์ สурวงค์ 299 ถนนสุรวงศ์ แขวงสุริยวงค์ เขตบางรัก กรุงเทพมหานคร 10500 ในรูปแบบการประชุมระบบ Hybrid (แบบมาประชุมด้วยตนเองและผ่านสื่ออิเล็กทรอนิกส์) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the 2025 Annual General Meeting of Shareholders, to be held on April 24, 2025 at 10.00 hrs. at Mekha 2 Meeting Room, Grande Centre Point Surawong Bangkok, 299 Surawong Road, Bangrak, Bangkok 10500, the meeting will be conducted in a hybrid format (both in-person and via electronic means) or on any other date, time, and venue as may be postponed.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

 ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

 เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

 ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

 เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

 ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

 เห็นด้วย ไม่เห็นด้วย งดออกเสียง

Approve

Disapprove

Abstain

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no. Re :

 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

 ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

 เห็นด้วย ไม่เห็นด้วย งดออกเสียง

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 at No. \_\_\_\_\_ Soi \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ/เขต \_\_\_\_\_ จังหวัด \_\_\_\_\_  
Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_ 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 at No. \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
จังหวัด \_\_\_\_\_ รหัสไปรษณีย์ \_\_\_\_\_  
Province \_\_\_\_\_ Postal Code \_\_\_\_\_

หรือ/Or

ชื่อ \_\_\_\_\_ อายุ \_\_\_\_\_ ปี อยู่บ้านเลขที่ \_\_\_\_\_  
Name \_\_\_\_\_ Age \_\_\_\_\_ years Residing at No. \_\_\_\_\_  
ถนน \_\_\_\_\_ ตำบล/แขวง \_\_\_\_\_ อำเภอ \_\_\_\_\_  
Road \_\_\_\_\_ Sub-district \_\_\_\_\_ District \_\_\_\_\_  
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 from the Independent Directors of the  
Company

- ดร. คัมณี อินทร์ธีราช Khammany Inthirath, Ph.D หรือ/Or  
 ดร. สุพรรณ แก้วมีชัย Souphanh Keomixay, Ph.D หรือ/Or  
 นายประภาส วิชากุล Mr. Prapas Vichakul หรือ/Or  
 นายนพดล อินทรลิป Mr. Nopadol Intralib หรือ/Or  
 ดร. ดามพ์ สุกนธทรัพย์ Damp Sukontasap, Ph.D.

(รายละเอียดประวัติกรรมการอิสระ ปรากฏตามสิ่งที่ส่งมาด้วย 7 ของหนังสือเชิญประชุมสามัญ  
ผู้ถือหุ้น ประจำปี 2568) (The details of the members of the Independent Directors of the Company  
are provided in Enclosure 7 of the Notice for the 2025 Annual General Meeting of Shareholders.)

ทั้งนี้ ในกรณีที่กรรมการอิสระผู้รับมอบฉันทะคนใดคนหนึ่ง ไม่สามารถเข้าประชุมได้ ให้กรรมการอิสระที่เหลือเป็นผู้รับมอบฉันทะแทนกรรมการ  
อิสระที่ไม่สามารถเข้าประชุม

In the event that any independent director who has been granted a proxy is unable to attend the meeting, the remaining independent  
directors shall act as the proxy on their behalf.

เป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมสามัญผู้ถือหุ้น ประจำปี 2568 ในวันที่ 24 เมษายน 2568  
เวลา 10.00 น. ณ ห้องประชุม เมก้า 2 โรงแรมแกรนด์ เซนเตอร์ พอยต์ สรวังต์ 299 ถนนสรวังต์ แขวงสุริยวงส์ 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 2025 Annual General Meeting of Shareholders, to be held on April 24,  
2025 at 10.00 hrs. at Mekha 2 Meeting Room, Grande Centre Point Surawong Bangkok, 299 Surawong Road, Bangrak, Bangkok 10500, the  
meeting will be conducted in a hybrid format (both in-person and via electronic means) or on any other date, time, and venue as may be postponed.

- (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 และสิทธิออกเสียงลงคะแนนได้ \_\_\_\_\_ เสียง

Ordinary share shares and have the rights to vote equal to votes

หุ้นบุริมสิทธิ \_\_\_\_\_ หุ้น และสิทธิออกเสียงลงคะแนนได้ \_\_\_\_\_ 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 matters independently as it deems appropriate.

- (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

(b) To grant my/our proxy the authority to vote according to my/our desire as follows:

**วาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้น ประจำปี 2567**

Agenda 1 To consider and certify the minutes of the 2024 Annual General Meeting of Shareholders.

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve

Disapprove

Abstain

**วาระที่ 2 รับทราบรายงานผลการดำเนินงานของบริษัทในรอบปีที่ผ่านมา สิ้นสุด ณ วันที่ 31 ธันวาคม 2567**

Agenda 2 To acknowledge the report of the Company's operating performance for the year ending December 31, 2024.

- ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

- ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง

Approve

Disapprove

Abstain

- วาระที่ 3**  
**Agenda 3**
- พิจารณาอนุมัติงบการเงินประจำปีสิ้นสุด ณ วันที่ 31 ธันวาคม 2567**  
To consider and approve the Company's Financial Statements for the year ending December 31, 2024.
- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right, on my/our behalf, to consider and approve matters independently as it deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve matters in accordance with my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
- วาระที่ 4**  
**Agenda 4**
- พิจารณาอนุมัติจัดสรรเงินกำไรเป็นทุนสำรองตามกฎหมาย และการงดจ่ายเงินปันผล สำหรับผลการดำเนินงานของบริษัทประจำปี 2567**  
To consider and approve the appropriation of profit as a legal reserve and the suspension of dividend payment from the Company's operating performance for the year 2024.
- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right, on my/our behalf, to consider and approve matters independently as it deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve matters 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.
- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right, on my/our behalf, to consider and approve matters independently as it deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve matters in accordance with my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
- เลือกตั้งกรรมการทั้งหมด  
Election of all nominated directors
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
- เลือกตั้งกรรมการเป็นรายบุคคล  
Election of each nominated director
1. ชื่อกรรมการ นายแวน ฮวง ดา  
Director's name: Mr. Van Hoang Dau.  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
2. ชื่อกรรมการ พล.ต.อ.ดร. ชัยวัฒน์ เกตุวรชัย  
Director's name: Pol. Gen. Chaiwat Getvorachai, Ph. D.  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
3. ชื่อกรรมการ นายธนา บุษผาวณิช  
Director's name: Mr. Dhana Bubphavanich  
 เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain
- วาระที่ 6**  
**Agenda 6**
- พิจารณาอนุมัติค่าตอบแทนกรรมการ ประจำปี 2568**  
To consider and approve the directors' remuneration for the year 2025.
- ให้ผู้รับมอบอำนาจมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right, on my/our behalf, to consider and approve matters independently as it deems appropriate.
- ให้ผู้รับมอบอำนาจออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve matters in accordance with my/our intention as follows:
- เห็นด้วย  ไม่เห็นด้วย  งดออกเสียง  
Approve Disapprove Abstain

- วาระที่ 7**      **พิจารณาอนุมัติแต่งตั้งผู้สอบบัญชี และกำหนดค่าสอบบัญชีประจำปี 2568**  
Agenda 7      To consider and approve the appointment of the Company's external auditors and fix their remuneration for the year 2025.  
 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right, on my/our behalf, to consider and approve matters independently as it deems appropriate.  
 ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve matters in accordance with my/our intention as follows:  
 เห็นด้วย                                       ไม่เห็นด้วย                                       งดออกเสียง  
Approve    Disapprove    Abstain
- วาระที่ 8**      **พิจารณาอนุมัติการเปลี่ยนแปลงมูลค่าหุ้นที่ตราไว้ของบริษัทโดยการรวมหุ้น และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท**  
ข้อ 4. เพื่อให้สอดคล้องกับการเปลี่ยนแปลงมูลค่าหุ้นที่ตราไว้ของบริษัทโดยการรวมหุ้น  
Agenda 8      To consider and approve the change in the Company's par value by means of reverse stock split and the amendment of Clause 4. of the Memorandum of Association of the Company to be in line with the change of the Company's par value.  
 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right, on my/our behalf, to consider and approve matters independently as it deems appropriate.  
 ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve matters in accordance with my/our intention as follows:  
 เห็นด้วย                                       ไม่เห็นด้วย                                       งดออกเสียง  
Approve    Disapprove    Abstain
- วาระที่ 9**      **พิจารณาอนุมัติการลดทุนจดทะเบียนและทุนชำระแล้วของบริษัท และการแก้ไขเพิ่มเติมหนังสือบริคณห์สนธิของบริษัท ข้อ 4. เพื่อให้**  
สอดคล้องกับการลดทุนจดทะเบียนและทุนชำระแล้วของบริษัท  
Agenda 9      To consider and approve the reduction of the Company's registered and paid-up capital and the amendment of Clause 4. of the Memorandum of Association of the Company to be in line with the reduction of registered and paid-up capital.  
 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right, on my/our behalf, to consider and approve matters independently as it deems appropriate.  
 ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve matters in accordance with my/our intention as follows:  
 เห็นด้วย                                       ไม่เห็นด้วย                                       งดออกเสียง  
Approve    Disapprove    Abstain
- วาระที่ 10**      **พิจารณาอนุมัติการแก้ไขเพิ่มเติมข้อบังคับของบริษัท**  
Agenda 10      To consider and approve the amendment of the Company's Articles of Association.  
 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right, on my/our behalf, to consider and approve matters independently as it deems appropriate.  
 ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve matters in accordance with my/our intention as follows:  
 เห็นด้วย                                       ไม่เห็นด้วย                                       งดออกเสียง  
Approve    Disapprove    Abstain
- วาระที่ 11**      **พิจารณาเรื่องอื่นๆ (ถ้ามี)**  
Agenda 11      Other matters (if any)  
 ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร  
The proxy shall have the right, on my/our behalf, to consider and approve matters independently as it deems appropriate.  
 ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้  
The proxy shall have the right to approve matters in accordance with my/our intention as follows:  
 เห็นด้วย                                       ไม่เห็นด้วย                                       งดออกเสียง  
Approve    Disapprove    Abstain
- (5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้น ไม่ถูกต้อง และไม่ถือเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น  
If the proxy does not vote in accordance with my/our voting intentions as specified herein, such a vote shall be deemed incorrect and 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 it, or in case the meeting considers or passes resolutions on matters other than those specified above, including any amendments or additions of facts, the proxy shall have the right to consider and vote on my/our behalf as he/she deems appropriate in all respects.



กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

Any actions performed by the proxy at this meeting, except in the case where the proxy does not vote in accordance 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**

- 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.
- หลักฐานที่ต้องแนบพร้อมกับหนังสือมอบฉันทะ คือ  
The documents needed to be attached to this Proxy form are:
  - หนังสือมอบอำนาจจากผู้ถือหุ้นให้คัสโตเดียน (Custodian) เป็นผู้ดำเนินการลงนามในหนังสือมอบฉันทะแทน  
Power of attorney from the shareholder empowering the custodian to sign this Proxy form on his/her behalf
  - หนังสือยืนยันว่าผู้ลงนามในหนังสือมอบฉันทะแทนได้รับอนุญาตประกอบธุรกิจคัสโตเดียน (Custodian)  
Document confirming that the person who signed the proxy form is permitted to operate the custodian business
- ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้  
The shareholder appointing the proxy may appoint only one proxy to attend the meeting and cast a vote. The shareholder cannot divide his/her votes among different proxies to vote separately.
- ในกรณีที่มิวาระที่จะพิจารณาในการประชุมมากกว่าวาระที่ระบุไว้ข้างต้น ผู้มอบฉันทะสามารถระบุเพิ่มเติมได้ในใบปะจําต่อแบบหนังสือมอบฉันทะแบบ ค. ตามแนบ  
In cases where the statement exceeds those specified above, additional details may be provided in the Attachment to this Proxy Form C.



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 2568 ในวันที่ 24 เมษายน 2568 เวลา 10.00 น. ห้องประชุม เมก้า 2 โรงแรมแกรนด์ เซนเตอร์ พอยต์ สурวงค์ 299 ถนนสุรวงศ์ แขวงสุริยวงศ์ เขตบางรัก กรุงเทพมหานคร 10500 ในรูปแบบการประชุมระบบ Hybrid (แบบมาประชุมด้วยตนเองและผ่านสื่ออิเล็กทรอนิกส์) หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

At the 2025 Annual General Meeting of Shareholders, to be held on April 24, 2025 at 10.00 hrs. at Mekha 2 Meeting Room, Grande Centre Point Surawong Bangkok, 299 Surawong Road, Bangrak, Bangkok 10500, the meeting will be conducted in a hybrid format (both in-person and via electronic means) or on any other date, time, and venue as may be postponed.

วาระที่ \_\_\_\_\_ เรื่อง \_\_\_\_\_

Agenda item no.

Re :

ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

The proxy shall have the right to approve matters 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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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

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

ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้า ดังนี้

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

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

Guidelines for Downloading  
the Invitation to Attend the 2025 Annual General Meeting of Shareholders  
and the 2024 Annual Report (Form 56-1 One Report)

The Thailand Securities Depository Co., Ltd., as the securities registrar under the Stock Exchange of Thailand, has developed a system that allows SET-listed companies to send shareholders documents related to the General Meeting of Shareholders and the Annual Report (Form 56-1 One Report) in the form of e-books accessible via QR code. This system enables shareholders to conveniently access the information. The aforementioned documents can be downloaded using the QR code by following the steps below:

For iOS Devices

1. Open the Camera app on your mobile phone.
2. Point the camera at the QR code to scan it.
3. A notification will appear at the top of the screen. Tap the notification to view the invitation to attend the 2025 Annual General Meeting of Shareholders and the 2024 Annual Report (Form 56-1 One Report).

Note:

If the notification does not appear, try using other applications, such as QR Code Reader, Facebook, or LINE, to scan the QR code.

For Android Devices

1. Open an app that supports QR code scanning, such as QR Code Reader, Facebook, or LINE.

To scan the QR Code via Line application

- ➔ Open the LINE app and tap "Add Friend" ➔ Select "QR Code" ➔ Scan the QR Code
2. Scan the QR code to view the invitation to attend the 2025 Annual General Meeting of Shareholders and the 2024 Annual Report (Form 56-1 One Report).



**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 2568 ในวันที่ 24 เมษายน 2568 เวลา 10.00 น. ในรูปแบบการประชุมผ่านสื่ออิเล็กทรอนิกส์ กรุณาส่งลิงค์เข้าร่วมประชุมเฉพาะบุคคลสำหรับเข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ตามกฎหมายที่เกี่ยวข้อง โดย

I confirm my attendance and intention to vote at the 2025 Annual General Meeting of Shareholders on April 24, 2025, at 10:00 hrs. via electronic media. Please send an individual link to attend the Meeting in accordance with relevant laws.

เข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์ด้วยตนเองและขอให้บริษัทส่งลิงค์เข้าร่วมประชุมเฉพาะบุคคล เพื่อเข้าร่วมประชุม รวมถึงคู่มือการใช้งานในระบบมาที่ e-mail : .....  
I will attend the meeting via electronic media myself and kindly request that the company send the individual link to access the meeting, along with the system access manual, to my email.

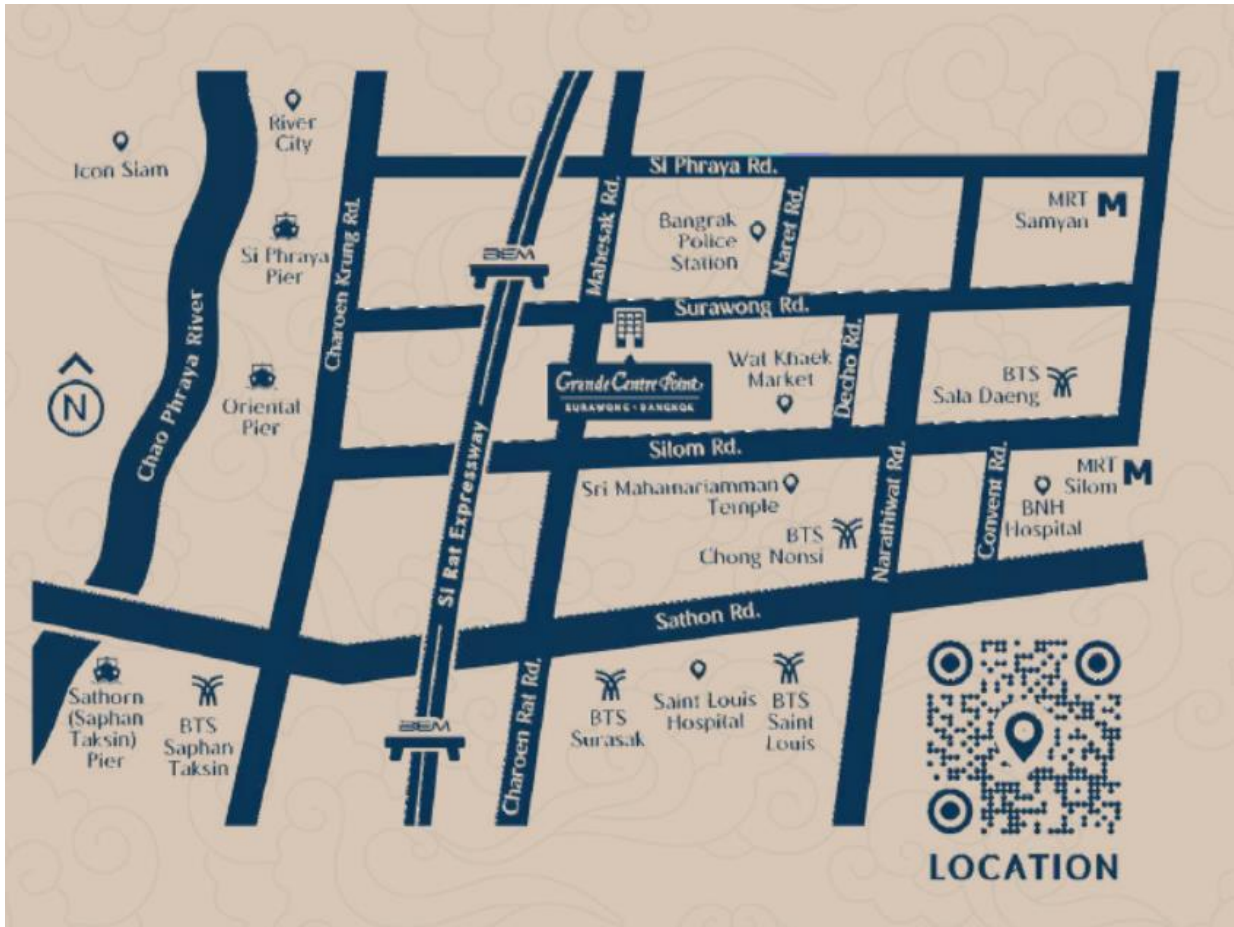
มอบฉันทะให้ นาย / นาง / นางสาว .....  
I hereby authorize Mr. / Mrs. / Miss .....  
เข้าร่วมประชุมผ่านสื่ออิเล็กทรอนิกส์แทน และขอให้บริษัทส่งลิงค์เข้าร่วมประชุมเฉพาะบุคคล เพื่อเข้าร่วมประชุม รวมถึงคู่มือการใช้งานในระบบมาที่ e-mail : .....  
to attend the meeting via electronic media on my behalf and request the company to send the individual link to attend the meeting, along with the system access manual, to my e-mail.

โดยลงทะเบียนแจ้งความประสงค์โดยส่งแบบฟอร์มลงทะเบียนนี้มายังบริษัท หรือโดยสแกนหรือถ่ายรูปส่งมาที่อีเมล:  
[com.sec@psgcorp.co.th](mailto:com.sec@psgcorp.co.th) ภายในวันที่ 23 เมษายน 2568

Please register by sending this form to the company, or by scanning or taking a photo of it and sending it to the Email: [com.sec@psgcorp.co.th](mailto:com.sec@psgcorp.co.th) by April 23, 2025.

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

Map of the 2025 Annual General Meeting of Shareholders' Venue



The 2025 Annual General Meeting of Shareholders of PSG Corporation Public Company Limited

will be held on April 24, 2025, at 10:00 hrs. (registration begins at 8:00 hrs.)

in the form of a Hybrid Meeting (attending in person or 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**

- Take Exit 1
- Wait in front of Don Don Donki (Thaniya Building)
- Shuttle van service operates every 30 minutes, starting from 7:30 hrs.

- Remarks:
- Shareholders attending the meeting in person are advised to bring their registration form with a barcode for convenience.
  - No gifts will be provided to shareholders or proxies attending the meeting.