



Ratch Pathana Energy Public Company Limited
Invitation Letter of the 2025
Annual General Meeting of Shareholders

On Wednesday, April 23, 2025 at 14.00 P.M.

At KingBridge Hall Room, 4th Floor, KingBridge Tower
No. 989 Rama 3 Road, Bangpongpan,
Yannawa, Bangkok 10120

Registration starts at 12:00 p.m.
To facilitate the registration process,
please bring the registration form with barcode
to registration staff at the Meeting

Privacy Notice
For Ratch Pathana Energy Public Company Limited
The 2025 Annual General Meeting of Shareholders

In compliance with Personal Data Protection Act B.E.2562 (2019), Ratch Pathana Energy Public Company Limited would like to inform shareholders and/or proxies about our purpose and management of user's personal information as follows :

Data Controller information: Ratch Pathana Energy Public Company Limited: The contacting details are as appear in the invitation for the Company's AGM.

1. Personal Data : The Company needs to collect your personal data information for the purpose of the 2025 Annual General Meeting of Shareholders and attendance as follows:

1.1 General Personal Data : Name, Age, Address, Telephone Number, Identification Number, Bank Account, e-mail, Fax number, Shareholder ID, Occupation

1.2 Sensitive Personal Data : race, religion, blood group, photograph or motion picture from video recording etc., related to the conduct of the 2025 Annual General Meeting of Shareholders. We, therefore, request you to redact such sensitive personal data. Otherwise, you authorize us to redact such sensitive personal data. In any case, the relevant personal identification document remains in full force and effect. In the event that we are unable to redact such sensitive personal data due to restrictions, we reaffirm that the sole purpose hereof is identity verification and that we have no intention to collect or use any such sensitive personal data.

2. Objectives, Legal basis, and Data Processing : The Company will process the personal data in accordance with the objectives and legal basis as follows :

2.1 Legal basis

- The Company will collect and use your data in item 1.1 and item 1.2 for the purpose of calling, arranging, and conducting the 2025 Annual General Meeting of Shareholders including verifying your identification and sending any related documents and carrying out any action according to the 2025 Annual General Meeting of Shareholders resolutions and the laws as well as carrying out any other activities to comply with the laws and any order of the competent authorities in accordance with Public Limited Companies Act, B. E. 2535(1992), Civil and Commercial Code, and any other laws.

2.2 Legitimate interest

- The Company will collect and use your data in item 1.1 and 1.2 for the purpose of preparing 2025 Annual General Meeting of Shareholders minutes, and keeping evidences of your attendance to the E-AGM as well as recording photographs and motion pictures of the 2025 Annual General Meeting of Shareholders meeting for use in electronic and print reporting as necessary in connection with the legitimate interests of the company and others, not to the extent that you can reasonably expect.

- 3. Source of Personal Data :** The Company will collect your personal data directly from you and from Thailand Securities Depository Co., Ltd.
- 4. Personal Data Disclosure :** The Company may need to disclose your personal data for the purpose of 2025 Annual General Meeting of Shareholders arrangement and 2025 Annual General Meeting of Shareholders attendance as follows :
- Law enforcement agencies: Ministry of Commerce, The Securities and Exchange Commission, Thailand. And The Stock Exchange of Thailand.
 - Electronic and Printing Media for the use of reporting and publicizing the meeting
- 5. Personal Data Storage :** The Company attaches great importance to the security of your personal data by establishing measures to maintain the security of personal data that are appropriate and consistent with the Personal Data Protection Law, as well as establishing appropriate practices to limit access to your personal data to prevent personal data from being illegally used, disclosed, accessed or destroyed.
- 6. Right of Data Owner :** Personal data owner has the rights to access and receive the copy of your personal data, to object the collection, use, or disclosure of the data, to correct your personal data, to erase your personal data within the prescribed period, to restrain from using your personal data, to transfer your personal data to other person, and to complain.

If you would like to exercise any of your rights, please contact the Company and the Company will consider your request and contact you as soon as possible. If the Company fails to comply with the laws related to personal data protection, you can file a complaint to the Office of the Personal Data Protection Commission.



(Translation)

RPE-CSC-25-001

March 21, 2025

Subject Notice of the 2025 Annual General Meeting of Shareholders

Dear Shareholders of Ratch Pathana Energy Public Company Limited

- Enclosures :
1. The copy of the Minutes of the 2024 Annual General Meeting of Shareholders dated April 18, 2024
 2. Profile of the nominated candidates to be Directors in replacement of the retiring Directors by rotation
 3. Definition of Independent Director
 4. Information of the Independent Directors whom the Shareholders can give authorization as their proxy
 5. Articles of Association on chapters as relevant to the Annual General Meeting of Shareholders
 6. List of documents and evidence to be presented prior to attending the meeting, including the regulations of meeting
 7. Proxy form B
 8. Registration Procedure on the Annual General Meeting of Shareholders
 9. Map of the Meeting Venue of the 2025 Annual General Meeting of Shareholders
 10. Procedures to submit questions in advance for the Annual General Meeting of Shareholders
 11. The Annual Report (Form 56-1 One Report) and Sustainability Report for the year 2024 in QR-Code Format
 12. Request Form for the Annual Report (56-1 One Report) in printed format

The board of directors' meeting has resolved to arrange the 2025 Annual General Meeting of Shareholders on Wednesday, April 23, 2025 at 2.00 p.m. The venue will be at KingBridge Hall, 4th Floor, KingBridge Tower, 989 Rama 3 Road, Bangpongpan, Yannawa, Bangkok 10120. The Board had invited the Shareholders to propose their agenda items and/or to nominate qualified candidate(s) to be considered for the election as the Company's Director(s) during November 11, 2024 to December 31, 2024. There was no proposed issue or candidate received during the time. The Board therefore proposes the agendas as follows:



Agenda 1 To approve the Minutes of the 2024 Annual General Meeting of Shareholders dated April 18, 2024

Fact and Rationale : Such minutes were correctly and completely recorded and disclosed on the Company's website, www.ratchpathana.com, within 14 days after the Annual General Meeting of Shareholders and submitted to the Stock Exchange of Thailand and the Minister of Commerce in compliance with the relevant regulations and law (the Enclosure No. 1).

Board of Directors' Opinion : The Minutes as stated above were recorded correctly and should be proposed to the Annual General Meeting of Shareholders for approval.

Voting : Majority votes of the Shareholders attending the Meeting and casting their votes in accordance with the Articles of Association of the Company in Articles 27 (1).

Agenda 2 To acknowledge the Report of the Board of Directors for the year 2024

Fact and Rationale : The Report of the Board of Directors and the operating results of the Company for the year 2024 as provided in the Annual Report (Form 56-1 One Report) and Sustainable Report (available to download in QR-Code format) distributed with the invitation for the Annual General Meeting of Shareholders. were completely prepared in accordance with the requirements of the Securities and Exchange Commission and the Stock Exchange of Thailand (the Enclosure No.11)

Board of Directors' Opinion : The Report for the year 2024 should be proposed to the Annual General Meeting of Shareholders for acknowledgement.

Voting : This agenda is for acknowledgement and voting is not required.

Agenda 3 To approve the Financial Statements ended as of December 31, 2024

Fact and Rationale : The Financial Statements which prepared in accordance with the financial reporting standards which audited by the Certified Public Accountant and endorsed by the Audit Committees and the Board of Directors. The key operating results were summarized below :

(Unit : Million Baht)

Items	Consolidated Financial Statements	Separate Financial Statements
Total Assets	8,430.24	8,607.34
Total Liabilities	4,993.29	5,325.48
Shareholders' Equity	3,436.95	3,281.86
Total Revenues	3,686.28	3,035.86

Items	Consolidated Financial Statements	Separate Financial Statements
Profit attributable to Owners of parent	(241.52)	(262.52)
Basic earnings (loss) per share (Baht)	(0.21)	(0.23)

The information was disclosed in the 2024 Annual Report (Form 56-1 One Report) as the Enclosure No. 11

Board of Directors' Opinion : The Financial Statements should be proposed to the Annual General Meeting of Shareholders for approval.

Voting : Majority votes of the Shareholders attending the Meeting and casting their votes in accordance with the Articles of Association of the Company in Articles 27 (1).

Agenda 4 To approve the appropriation of profit and dividend payment

Fact and Rationale : The Company has a dividend policy to pay out at least 50% of its net profits of the consolidated financial statements attributable to equity holders of the Company in each accounting period. It might occasionally be waived or adjusted if the Board of Directors considers that there are conditions creating the maximum benefit to the Shareholders, such as reserves for debt, or funding for business expansion, or serving any needs during the market changes causing adverse impact to the Company's cash flow in the future.

According to the Public Limited Companies Act B.E. 2535, section 116 and the Articles of Association of the Company, Article 35, the Company shall allocate part of its annual net profits to a reserve fund in an amount of not less than five percent of the annual net profits with the deduction therefrom the amount representing the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than ten percent of the registered capital. The Company reached the legal reserve of THB 100 million, equal to 8.59 percent of the Company's registered capital.

In the year 2024, the net loss of the separate financial statements of the Company was THB (262.52) million. Therefore, the legal reserve was not required for this year. However, the Company had the unappropriated retained earnings of the separate financial statements amounted to THB 759.51 million and the cash and cash equivalents of the consolidated financial statements amounted to THB 433.91 million which be able to allocate dividend payment at THB 0.05 per share for 1,163,695,652 shares in total of THB 58,184,783. This payment was from the retained earnings of the year 2021 which are from the businesses with Board of Investment (BOI) privileges exempted from corporate income tax.

Board of Directors' Opinion : The Board of Directors deem it appropriate to propose to the Annual General Meeting of Shareholders to acknowledge that there is not legal reserve needed on this year and approve the dividend payment at THB 0.05 per share for 1,163,695,652 shares in total of THB 58,184,783, equal to (24.09) percent of its net profits of the consolidated financial statements attributable to owners of the company. The dividend payment complies with the company's dividend payment policy that might occasionally be adjusted by the Board of Directors for creating the maximum benefit to the Shareholders. This payment was from the retained earnings of the year 2021 which are from the business with Board of Investment (BOI) privileges exempted from corporate income tax. The Record Date to determine the list of the Shareholders who are entitled to receive dividend will be on May 2, 2025. The dividend will be paid on May 22, 2025. The comparison of dividend payments is as follows:

Details of Dividend Payment	Unit	2023	2024
1. Net profit (loss) for the year attributable to Owners of parent	(THB million)	92.28	(241.52)
2. Retained earnings Unappropriated	(THB million)	1,080.21	759.51
3. Total shares	(shares)	1,163,695,652	1,163,695,652
4. Dividend payment	(THB/share)	0.050	0.050
5. Total dividend payment	(THB million)	58.18	58.18
6. Dividend payout ratio, comparing to net profit (loss) attributable to Owners of the Company	(%)	63.05	(24.09)

Voting : Majority votes of the Shareholders attending the Meeting and casting their votes in accordance with the Articles of Association of the Company in Articles 27 (1).

Agenda 5 To elect Directors in replacements of the retiring directors by rotation

Fact and Rationale : According to the Articles of Association of the Company on the Article 12, it is stated that, on every Annual General Meeting of Shareholders, one-third of the total directors shall be retired by rotation. If the number of directors is not a multiple of three, directors in a number closest to one-third shall vacate and may be re-elected. Therefore, there are 4 Directors retiring by rotation on this Annual General Meeting of Shareholders namely:

1. Mr. Sakarin Tangkavachiranon Director / Chairman of Executive Committee
Member of Nomination and Remuneration Committee
2. Mrs. Wadeerat Charoencoop Director
3. Mr. Vorayos Thongtan Director / Member of Executive Committee

4. Mr. Veera Srichanachaichok Director / Independent Director /
Member of Audit Committee

The Company had given the Shareholders opportunity to nominate qualified candidate(s) to be considered for the election as the Company's Director(s) in the Annual General Meeting of Shareholder for the year 2025 in advance, during the period of November 11, 2024 – December 31, 2024. The candidates name could be submitted via company website including notification via the electronic system of the Stock Exchange of Thailand which after the above time has elapsed. Nevertheless, there was no shareholder nominating candidate to be considered as company director prior to the said meeting. For the said nomination, careful consideration was exercised by the Nominating and Remuneration Committee in selecting qualified candidates on an individual basis. The members of the Nomination and Remuneration Committee with conflict of interests did not vote to select themselves, in compliance with the existing company rules, nominating policy and criteria relating to such position consideration. Upon careful consideration on the candidates' qualifications in terms of Board diversity and qualifications that were in accordance with the strategy of the Company's business operation by using the analysis of skills, experience, knowledge and expertise of the Board, or Board Skill Matrix.

In this regard, Mr. Veera Srichanachaichok had declared his intention not to continue for another term. Therefore, the Board of Directors, excluding those directors having possible conflict of interest, has carefully considered and resolved to endorse the proposal by the Nomination and Remuneration Committee, to propose to the Annual General Meeting of Shareholders to nominate the 3 retiring directors; Mr.Sakarin Tangkavachiranon, Mrs. Wadeerat Charoencoop and Mr. Vorayos Thongtan, to re-elect these persons to serve another term as Directors and to elect Mr. Dejsiri Sangsingkeo to be a Director replacing the retired directors.

However, according to Section 86 of the Public Limited Companies Act 2535 (1992) (as amended) and Clause 10 of the Company's Articles of Association, directors of the Company are prohibited from engaging in business of the same nature and is competing with the Company's business, becoming a partner in a partnership or limited partnership, or being a director of other companies that operate in business of the same nature and is competing with the Company's business, whether for the director's own benefit or other persons' benefit, unless notified to the shareholder's meeting prior to the appointment of the director.

In this regard, Mr.Sakarin Tangkavachiranon and Mrs. Wadeerat Charoencoop, a nominated director who is re-elected to serve another term as the director of the Company, is the director who were nominated by Ratch Group PCL. ("RATCH") and be the director in RATCH and/or its subsidiaries.

Even so, RATCH and the Company's current engagement in power generation currently do not

directly overlap in practice and do not compete in terms of geography, customers, and sourcing of raw materials. This is due to the power generation business having a fixed location and contracts with clients through entering into power supply agreements with a determined price and other conditions specific to each contract. Furthermore, the Company will set out a clear strategy to define boundaries in business expansion to best suit its competencies in order to prevent the issue of conflicts of interest.

Moreover, The Board of Directors considered that Mr. Dejsiri Sangsingkeo possesses the qualifications of Independent Directors as defined in the Notifications of the Capital Market Supervisory Board and the Stock Exchange of Thailand, and complies with the relevant laws and the prescribed qualifications of the Independent Directors of the Company. They have the full capacity to express their opinions independently and use experience, knowledge and expertise to give useful suggestions in setting strategies and business operations of the Company.

Board of Directors' Opinion : The Board of Directors excluding those directors having possible conflict of interests, has paid careful consideration to the screening process and qualifications of those persons being nominated as Directors on an individual basis according to the criteria and process for the selection of Directors. The persons nominated for the position of Director were qualified to engage with the Company's business. Their knowledge and experiences in accounting, finance, business management, engineering and information technology and abilities benefited to the Company. In addition, the nominated persons who are the member of sub-committees also performed their duties Moreover, persons nominated as Independent Directors of the Company could express opinions independently and in accordance with the relevant regulations. Accordingly, the Board of Directors resolved to endorse the proposal by The Nominating and Remuneration Committee, to nominate the 3 retiring directors; Mr.Sakarin Tangkavachiranon Mrs. Wadeerat Charoencoop and Mr. Vorayos Thongtan to re-elect these persons to serve another term as Directors and to elect Mr. Dejsiri Sangsingkeo to be a Independent Director. (The 4 nominated candidates' profiles are enclosed on the Enclosure No. 2)

Voting : Majority votes of the Shareholders attending the Meeting and casting their votes in accordance with the Articles of Association of the Company in Articles 27 (1).

Agenda 6 To determine the Directors' remuneration

Fact and Rationale : According to the Company's Articles of Association in the Article 13 stated that "the directors have rights to receive remuneration from the Company in the forms of salary, reward, meeting allowance, pension, bonus, or other benefits according to the Articles of Association or the shareholder meeting resolution..." In the year 2024, the Annual

General Meeting of Shareholders approved the directors' remuneration in the amount of not exceeding THB 10 million and delegated the Nomination and Remuneration Committee to allocate. The Directors were totally actual paid THB 3.140 million by annual remuneration THB 0.960 million and allocated THB 2.160 million for the meeting allowance. Such meeting allowance was given to the Board of Directors totaling THB 1.130 million, the Audit Committee totaling THB 0.180 million, the Nomination and Remuneration Committee totaling THB 0.090 million, the Executive Committee totaling THB 0.600 million, the Corporate Governance and Risk Management Committees totaling THB 0.080 million and the Sustainability Committees totaling THB 0.100 million. The details of the remunerations paid to each director were summarized and disclosed in the Annual Report (Form 56-1 One Report) topic "Remuneration details for the Company Directors". In the year 2025, the Company proposed the remuneration for Directors of not exceeding THB 10 million equal to last year.

1. **Annual Remuneration** : Annual Remuneration will be paid to all Directors. The Nomination and Remuneration Committee will allocate the remuneration on the basis of remuneration policy and principle, operational results and propose to the Board of Directors.
2. **Meeting Allowance** : Meeting Allowance will only be paid to the Directors attending the meeting. In case of several meetings of each committee being held in a month, it is agreed that each committee shall be paid only one time a month.

	Position	2024 THB/time	2025 THB/time
2.1 The Board of Directors	Chairman	20,000	20,000
	Director	10,000	10,000
2.2 The Audit Committees	Chairman/Director	10,000	10,000
2.3 The Executive Directors	Chairman/Director	10,000	10,000
2.4 The Nomination and Remuneration Committees	Chairman/Director	5,000	5,000
2.5 The Corporate Governance and Risk Management Committees	Chairman/Director	5,000	5,000
2.6 The Sustainability Committees	Chairman/Director	5,000	5,000

3. **Other Benefits** : -None-

Remuneration of other sub-committees (if any) will be in consideration of the Nomination and Remuneration Committee, based on appropriateness and suitability with duties and responsibilities, then to be proposed to the Board of Directors.

Board of Directors’ Opinion : Agreed with the Nomination and Remuneration Committee’s proposal which considering the Company’s operating results, the remuneration approved by the shareholders, pension and meeting allowance paid, including duty and responsibility. The Board of Directors deem it appropriate to propose the Annual General Meeting of Shareholders to approve the remuneration of the Company’s Directors for the year 2025 at the previously approved amount not exceeding THB 10 million, not including remuneration or fringe benefit that the Directors receive as employees. These remunerations, once approved by the Annual General Meeting of Shareholders, are valid until any changes, and must not exceed the maximum amount approved at the Annual General Meeting of Shareholders.

Voting : Not less than two-thirds (2/3) of the total votes of the Shareholders present at the Meeting and casting their votes according to Section 90 of the Public Limited Companies Act B.E. 2535.

Agenda 7 To approve the appointment of auditors and determination of the auditor’s fee

Fact and Rationale : According to the Company’s Articles of Association, “the Annual General Meeting of Shareholders shall elect the auditors and determine the auditor’s fee. The previous auditors may be re-elected to perform the duties.” In addition, the auditors shall not be a director, staff, and employees or shall not hold any position in the Company. For the year 2024, the appointed auditors were from KPMG Phoomchai Audit Limited which recognized both nationally and internationally. They have a proven record of standardized team and work processes and experience in auditing the financial statements as well.

In the year 2025, the Audit Committees has considered their well performance and ethics on independence of the auditors and agreed by the Board of Directors to propose the shareholders to appoint KPMG Phoomchai Audit Limited to be the auditor and give opinion on the Company’s financial statements

No.	2024		2025		Audited year
	Certified Public Accountant	Registration No.	Certified Public Accountant	Registration No.	
1	Mr.Natthaphong Tantichattanont	8829	Mr.Natthaphong Tantichattanont	8829	2022-2024
2	Ms.Dussanee Yimsuwan	10235	Mr.Yoottapong Soontalinka	10604	She/He has never audited the company’s financial statements
3	Mr.Waiyawat Korsamarnchaiyakij	6333	Ms.Dussanee Yimsuwan	10235	She/He has never audited the company’s financial statements

The audit fee as shown in the table below:

(Unit: THB)

Description	2024	2025
1. Review of the financial statements for quarter 1,2,3	690,000.-	690,000.-
2. Audit fee for the year ended December 31	930,000.-	1,010,000.-
Total	1,620,000.-	1,700,000.-

In addition, The Board of Directors found it appropriate to report to the Annual General Meeting of Shareholders the audit fee of the Company's subsidiaries which have the same auditor of the audit office. The audit fee of the Company and subsidiaries is totaling THB 3,168,500 million, increasing from the previous year (excluding Out-of-pocket expenses at the actual amount).

Other Service Fee : The fee for verifying compliance with conditions applied to the investment promotion certificate (BOI) is THB 70,000 per each certificate (if any).

The audit fees for subsidiaries in the year 2024 might be varied based on the numbers of subsidiaries and actual working hours.

(Unit: THB)

Description	2024	2025
1. Audit fee for verifying compliance with conditions applied to the investment promotion certificate (BOI)	70,000.-	70,000.-
Total	70,000.-	70,000.-

The nominated auditors do not have any relationship and/or conflict of interest with the Company, its subsidiaries, managements, major shareholders, or related persons.

Board of Directors' Opinion : The Board of Directors agreed with the selection and proposal from the Audit Committee based on the consideration of the auditors' professional standard, past performance, ethic, morality and independence in auditing and giving opinion on the Company's financial statement. The auditors and the partners of KPMG Phoomchai Audit Limited are not the Company's shareholders and related companies. Moreover, KPMG Phoomchai Audit Limited has provided only the audit services to the Company. The auditors are also qualifications in accordance with the regulations of the Company and the Securities and Exchange Commission. Therefore, it is appropriate to propose to the Annual General Meeting of Shareholders for approval.



Voting : Majority votes of the Shareholders attending the Meeting and casting their votes in accordance with the Articles of Association of the Company in Articles 27 (1).

Agenda 8 To consider other business (if any)

The Company determines the names of shareholders who are entitled to attend the 2025 Annual General Meeting of Shareholders on March 13, 2025.

Please be informed accordingly and would like to invite all shareholders to attend the 2025 Annual General Meeting of Shareholders on April 23, 2025 at 2:00 p.m. The meeting registration will be available at the meeting venue from 12.00 p.m. onwards, which is 2 hours in advance until the end of the meeting.

The Shareholders who wish to appoint a proxy to another person (Proxies) to attend the 2025 Annual General Meeting of Shareholders, please prepare the proxy form with the complete information and supporting documents according to Enclosure 7 and send the scanned or photographed documents via E-Mail: csecretary@ratchpathana.com (The original documents must be sent to “Company Secretary” Ratch Pathana Energy Public Company Limited, 636 Moo 11, Sukhaphiban 8 Road, Nongkham, Sriracha, Chonburi 20230 Tel. 038-481-555 Ext. 200)

In this regard, if the shareholders are unable to attend the 2025 Annual General Meeting of Shareholders of the Company, you can appoint a proxy to an Independent Director of the Company to attend the meeting by preparing the proxy form with the complete information and supporting documents according to Enclosure 7 and send the scanned or photographed documents via E-Mail: csecretary@ratchpathana.com (The original document must be sent to “Company Secretary” Ratch Pathana Energy Public Company Limited, 636 Moo 11, Sukhaphiban 8 Road, Nongkham, Sriracha, Chonburi 20230 Tel. 038-481-555 Ext. 200) within April 18, 2025.

For your convenience in registration, the shareholders and/or proxies shall bring the Proxy Form containing the shareholder’s name with the barcode, along with valid identification for verification purposes (according to Enclosure 6) to present to the registration officer on the meeting date.



The Company invites shareholders to submit any questions concerning the meeting agendas in advance (Enclosure 10).

By the order of the Board of Directors

.... *Apipong Vischuveskamin*....

(Mr. Apipong Vischuveskamin)
Company Secretary

Minutes of the 2024 Annual General Meeting of Shareholders

Date-Time-Venue

The Meeting was convened on Thursday, April 18, 2024 at 14.00 p.m. via electronic meeting (E-AGM), monitored and broadcasted from the Ratchaburirom room, M floor at RATCH Group PCL., located at 72 Ngamwongwan Road, Bangkok, Muang Nonthaburi, Nonthaburi 11000.

The Meeting commenced at 14.00 p.m.

Mr. Apipong Vischueskamin, Company Secretary, informed that there were 8 shareholders with 980,901 shares attending in person, and there were 20 shareholders attending by proxies with 993,667,844 shares through electronic meeting. As a result, there were 28 shareholders in total, holding 994,648,745 shares equivalent to 85.47% of total issued and paid-up shares (1,163,695,652 shares) of the total 3,522 shareholders as specified, the list of shareholders who are entitled to attend the meeting, the Record Date set on March 13, 2024. The presented shares are considered to be a quorum under Article 26 of the Company's Articles of Association which stipulates that there must be at least 25 shareholders and proxies from shareholders or not less than half of the total number of shareholders and must have at least one-third of the total number of paid-up shares. The registration to attend the Meeting remained open until the Meeting is closed.

Mr. Thanakorn Pakdeenorasirikul, the moderator of the Company's meeting, delivered a welcome speech to shareholders, directors and executives of the Company including all attendees. At this meeting, the Company has followed the recommendations and measures of government agencies to reduce the spread of coronavirus 2019 or COVID-19. Therefore, the meeting was held in the form of an electronic conference or E-AGM through a system that passed the standard setting by the Electronic Transactions Development Agency (ETDA), in accordance with the Royal Decree on Electronic Conference B.E. 2563 (2020) by informing through various channels to be registered in advance. Moreover, the Company would like to clarify the need to store, collect, use, disclose and process personal data of shareholders and/or proxies who attending the Annual General Meeting of Shareholders, following the details of personal data protection or PRIVACY NOTICE in accordance with the Personal Data Protection Act B.E. 2562 (2019)

Before starting the meeting's agendas, the moderator introduced the Company's Directors, Sub-committees, Company Secretaries, Executives, Auditors, Legal Advisors attending the meetings as follows.

Directors attending at the meeting room

- | | |
|---------------------------------|---|
| 1. Mr. Sujarit Patchimnan | Chairman and Chairman of Nomination and Remuneration Committee |
| 2. Ms. Choosri Kietkajornkul | Vice Chairman and member of Nomination and Remuneration Committee |
| 3. Mr. Sakarin Tangkavachiranon | Director, Chairman of the Executive Committee,
and member of Nomination and Remuneration Committee |
| 4. Mrs. Wadeerat Charoencoop | Director |
| 5. Mr. Thirasak Vikitset | Director |

- | | | |
|-----------------|-------------|--|
| 6. Mr. Vorayos | Thongtan | Director, and member of Executive Committee |
| 7. Mr. Natapong | Vanarat | Independent Director, and member of Audit Committee |
| 8. Mr. Chaisak | Yongbanjerd | Independent Director, and member of Corporate Governance and Risk Management Committee |
| 9. Ms. Suvimol | Prataknukul | Director, Managing Director, Chairman of Sustainability Committee, member of Executive Committee, and member of Corporate Governance and Risk Management Committee |

Directors Attending the Meeting via Electronic Meeting (E-AGM)

- | | | |
|------------------|--------------------------|---|
| 1. Mr. Chinapat | Visuttiapat | Independent Director, Chairman of the Audit Committee, and Chairman of Corporate Governance and Risk Management Committee |
| 2. Mr. Nattachak | Pattamasingh Na Ayuthaya | Independent Director, and member of the Audit Committee |
| 3. Mr. Vichai | Kulsomphob | Director and member of Nomination and Remuneration Committee |

The 12 directors attending today's meeting represented 100% of the total number of directors.

Sub-committees and Executives attending the meetings in the broadcasted room

- | | | |
|------------------|----------------|---|
| 1. Mr. Apipong | Vischuveskamin | Company Secretary, member of Corporate Governance and Risk Management Committee, member of Sustainability Committee, Deputy Managing Director-Finance and Management, and Corporate Services Department Manager |
| 2. Mr. Viroj | Theeravatvatee | Member of Executive Committee |
| 3. Mr. Teerayuth | Kaewcoon | Deputy Managing Director - Operations |
| 4. Mr. Nitshanon | Boonyapardz | Deputy Managing Director - Business Development |
| 5. Mr. Nattawut | Yawaprapas | Member of Sustainability Committee, Accounting & Finance Department Manager, and Chief Financial Officer (CFO) |
| 6. Ms. Penpak | Vongrakvanich | Corporate Governance and Risk Management Department Manager |

Sub-committees and Executives attending the meeting via Electronic Meeting (E-AGM)

- | | | |
|-----------------|---------------|--|
| 1. Mr. Sontaya | Tabkhan | Member of Executive Committee |
| 2. Mr. Jaturong | Kornwet | Member of Sustainability Committee, and Project & Engineering Department Manager |
| 3. Mr. Thanawat | Siwasoponpong | Power Plant Management Department Manager |

Attendees at the broadcasted room

Auditors from KPMG Phoomchai Audit Co., Ltd.

- | | |
|--------------------|-----------------|
| 1. Mr. Natthaphong | Tantichattanont |
| 2. Ms. Phornroong | Huangboonrod |

Legal Advisor and Witness who monitoring and counting the votes in the meeting

1. Mr. Vimont Garin Lawyer from Bangkok Inter Law Office Co., Ltd.
2. Ms. Kamonchanok Thongsima from KPMG Phoomchai Audit Co., Ltd.

Attendees via Electronic Meeting (E-AGM)

Rights Protection Volunteer, a proxy from Thai Investors Association

1. Mrs. Phajit Singhachot

The moderator clarified the importance of shareholders, therefore, to promote good corporate governance on the rights and equality of shareholders, the Company carried out as follows.

1. The Company has given shareholders who are unable to attend meetings the opportunity to appoint proxy to Independent Directors and members of the Audit Committee, as the details provided in the Notice of the Annual General Meeting of Shareholders (Enclosure 5).
2. The Company has conducted invitations and informed shareholders for the meeting's information in 3 channels as follows.
 - 2.1 The Company has sent a letter of invitation to the meeting to all shareholders by mailing through the system of the Securities Depository (Thailand) Co., Ltd. (TSD) in QR Code format.
 - 2.2 The Company has published the invitation to the 2024 Annual General Meeting of Shareholders with meeting documents on the Company's website in both Thai and English since March 18, 2024, in order to give shareholders sufficient time to consider the agenda and information for the meeting and allow the shareholders to submit questions in advance to the Company Secretary in order to answer the shareholder's questions in a full and thorough manner.
 - 2.3 The Company announced the meeting to shareholders via newspaper on March 25-27, 2024.

Hereafter, the Company would like to inform shareholders of voting instructions and procedures for each agenda as follows.

1. The casting of the vote in each agenda of the meeting will be in accordance with the Clause 27 of the Company's Articles of Association that whereby 1 share would be equal to 1 vote. In casting votes transparently, shareholders can vote for approval, disapproval, or abstention in each agenda.
2. Because this meeting is held in the form of an electronic meeting. Therefore, no ballots have been printed for the attendees.

The procedures of using the Inventech Connect system:

Registration for attending the meeting

1. Shareholders or the proxies who had the right to attend the meeting must verify their identities to register to the meeting by the method that was determined by the Company.

Voting method (e-Voting)

1. Shareholders enter email and password that you received from your email or request OTP, then click on "Register" button to verify and click on "Join Meeting" button. Once logged in successfully, the screen will display the agenda for the meeting. The shareholders can then select the agenda item to vote on and click the "Vote" button. The system will then display the voting screen, allowing users to choose to vote in agree, disagree or abstain. The shareholders attending the meeting can vote as they wish, and for those who have cast their votes in advance through proxy documents, the voting system will count only the votes of shareholders who voted disagree and/or abstain and then, these votes will then be deducted from the total number of attendees. The remaining number of shares would be "Agree" votes.
2. After the Company declared that the voting system was open, the shareholders must cast their vote via electronic means within 1 minute.
3. In case the shareholder cancels the vote by clicking the "Cancel vote" button. The electronic voting of each agenda can be changed until the time the voting was declared close, so there would not be any void ballot. After the vote was closed, the voting result can be viewed by clicking the "Vote Result" button.
4. In the case of receiving proxies from multiple shareholders, using the same email and phone number for identity verification, the system will consolidate the list of proxies into the same user account. Unless using different email addresses and phone numbers, the system will not consolidate the list of proxies into the same user account. Instead, it will be treated as separate user accounts. If you wish to access another user account, select "User Account" from the menu and press the "Switch Account" button to access the account of another proxies. By switching accounts, the system will not deduct votes from the meeting quorum.
5. In case the shareholders log in to attend the meeting after the meeting has already begun, the shareholders still have the rights to vote on the agenda that have not yet been considered. The Company will count the votes of shareholders present during the meeting as a quorum from the agenda that has been voted for in the minutes of the meeting.
6. In case the shareholder left the Meeting or logged out of the system before the voting for any agenda was closed, their shares would not be in the quorum and their votes would not be counted for such agenda. However, leaving the Meeting or logging out of the system during any agenda will not disqualify the rights of shareholders or the proxies to return to the Meeting and vote for next agenda that have not yet been processed in the system until the voting is closed.

Asking questions method

1. The Company has given shareholders the opportunity to ask questions or make opinions as deemed appropriate via the following 2 channels: 1) Q&A by submitting text message or 2) VDO Conference.
 - 1.1 To submit text message (Q&A), select the "Question" button and select "Send" button. The company will read and answer the questions related to each agenda to the Meeting. If there are many questions that are submitted to the system, the company reserves the right to consider and select questions as appropriate.
 - 1.2 To ask the question via video, select the "Inquire via video and audio" button, then press "OK" to confirm the queue reservation. As for VDO Conference, upon receiving a signal to ask the question, the shareholder would be requested to open the camera and microphone and to state the name and surname, including to identify whether he/she is a shareholder or a proxy before asking the question to record in the minutes of the meeting accurately and completely.
 - 1.3 To ask each question, either through Q&A or through VDO conference, the shareholders are kindly requested to provide their full names and indicate whether you are coming in person or as a proxy before asking questions for the sake of taking minutes of meeting accurately and completely.

In this regard, the Company reserves the right to interrupt and stop sharing the video and audio of any shareholders who ask questions or express impolite comments or defame others, violate any law, violate the rights of other persons, disturb the meeting, or cause distress to other meeting attendants.

2. In case that many shareholders wished to ask the question via VDO Conference, to ensure conducting the Meeting in a concise way, the Company would request the shareholders to ask the question via text message for the officer to consider answering the questions at the end of the meeting or put them on the company's website
3. In case that shareholders encounter problems using the meeting system or voting system, the instructions are provided together with the Notice of the Annual General Meeting of Shareholders for shareholders to follow, or select the menu "Help" in the system to contact the Inventech Call Center staff from the phone number and Line Official as shown on the screen
4. If there is any system failure during the meeting, shareholders will receive an email to re-enter the meeting through the backup system

The moderator invited Mr. Sujarit Patchimnan, the Chairman and the Chairman of the meeting, to open the 2024 Annual General Meeting of Shareholders and assigned Ms. Suvimol Prataknukul, Managing Director, to conduct the meeting in accordance with the agendas as follows.

Agenda 1 To approve the minutes of the 21st Annual General Meeting of Shareholders dated April 21, 2023

Managing Director: proposed to the meeting to consider the Minutes of the 21st Annual General Meeting of Shareholders on April 21, 2023. (The 2023 Annual General Meeting of Shareholders) The details appeared in the copy of the Minutes of the 21st Annual General Meeting of Shareholders which was sent by the Company to all shareholders with an invitation of the 2024 Annual General Meeting of Shareholders. The Company has sent a copy of the minutes of the meeting to the Stock Exchange of Thailand (the "SET") and published on the Company's website (www.sahacogen.com) within 14 days from the date of the Annual General Meeting of Shareholders and submitted to the Department of Business Development, Ministry of Commerce within the period specified by law.

The Board of Directors agreed to propose the meeting to consider and endorse the minutes of such meetings which have been recorded correctly in accordance with the resolutions of the meeting.

Managing Director Provided shareholders with opportunities to ask questions and to make suggestions. It was apparent that there was no shareholder asking any question and other suggestions.

Managing Director then proposed that the Meeting should approve the mentioned meeting minutes with majority votes of the Shareholders attending the Meeting and casting their votes.

Company Secretary: In the Agenda 1, there were additional shareholders attended the meeting. There were 32 shareholders attending in person and by proxies, representing a total of 1,051,789,145 shares of the total issued and paid-up shares of 1,163,695,652 shares. equivalent to 90.38%

Resolutions: Approved the Minutes of the 21st Annual General Meeting of Shareholders (The 2023 Annual General Meeting of Shareholders) as proposed with majority votes of shareholders attending the meeting and casting their votes as follows.

Approval	1,051,789,145	votes	or equal to	100.0000 %
Disapproval	0	votes	or equal to	0.0000 %
Abstention	0	votes	or equal to	0.0000 %
Void Ballot	0	votes	or equal to	0.0000 %
Total	1,051,789,145	votes	or equal to	100.0000 %

Agenda 2 To acknowledge the Board of Directors' report for the year 2023.

Managing Director The Report of the Board of Directors and the operating results of the Company for the year 2023, presented in the 2023 One Report (Form 56-1 One Report) in the form of QR-Code, including the financial statements which has provided in advance with the invitation for the Annual General Meeting of Shareholders and could be summarized as follows.

1. Business development aspect

The Company has ongoing construction projects as follows:

- The construction of SPP Replacement Project is proceeding according to plan, with the commercial operation date (COD) scheduled for 19 April 2024.
- The Company signed a Power Purchase Agreement generating electricity from solar rooftop with Saha Pathana Inter-Holding PCL. to distribute the electricity from solar rooftop to factories in Saha Group Industrial Park, Sriracha. The Commercial Operation Date of 1st phase solar rooftop project started with a total capacity of 0.89 Megawatts to Thai Samsung Electronics Co., Ltd. in December 2023 and approximately 8 Megawatts are currently under construction.
- Sahacogen Green Co., Ltd. (subsidiary) started the Commercial Operation Date (COD) to distribute the electricity from solar rooftop projects to the hospitals in the Principal Healthcare group with a total generation capacity of 0.98 Megawatts.
- Solarist Thungfai Co., Ltd., (subsidiary) signed the 25-year Power Purchase Agreements with the Electricity Generating Authority of Thailand (EGAT) in December to develop and operate a solar farms project. The total contracted capacity of the Project is 27 Megawatts with scheduled commercial operation date (SCOD) within the year 2030.

At the end of the year 2023, the Company had a total capacity of 242 Megawatts of COD in proportion to its shareholding with renewable energy accounting for 12%. In the year 2024, the Company signed Power Purchase Agreements (PPAs) for a total capacity of 228 Megawatts, according to the proportion of shareholding, with renewable energy accounting for 28%.

2. Summary of operating results and financial position for the year 2023

- Total revenue from sales and rendering of services was THB 5,048.07 million decreased by THB 695.99 million or 12.12%, comparing to the year 2022.
 - Revenue for electricity sales to EGAT decreased by THB 673.88 million due to the decrease of the EGAT's natural-gas-indexed electricity selling price.
 - Revenue sales of electricity to industrial customers increased by THB 73.44 million due to the increase in electricity selling price adjusted by the Fuel Adjustment (Ft).
- Cost and Expenses : Total expenses were THB 5,168.05 million, decreased by THB 786.79 million or 13.21% compared to the year 2022, consist of:
 - Cost of sales THB 4,809.20 million, decreased by THB 994.28 million, or 17.13% according to the natural gas price dropping by 22%.

- Administrative expenses THB 358.85 million, increased by THB 207.49 million, or 137.07% due to during the year 2023, the Company recognized an impairment loss of assets related to the damaged asset in amounting to THB 196.65 million. However, the company received insurance compensation income THB 218 million for the incident.
- The profit from an investment in the affiliate company THB 13.06 million, increased by THB 11.08 million.
- Financing expenses THB 135.97 million increased by THB 28.38 million, or 26.38% due to an increase in interest payment on the increment of Interest-Bearing Debt by issued of debenture.
- Corporate income tax benefit THB 36.44 million increased by THB 93.88 million, or 163.44% according to the deferred tax calculation.
- Net profit according to the consolidated financial statements was THB 94.04 million, increased by THB 323.22 million, or 141.04% caused by the decreasing of natural gas prices of 21.8% while the Industrial Users' electricity selling price, adjusted by the Fuel Adjustment (Ft), was raised by 11.3%, including the insurance compensation income less the expenses related to the damaged asset.
- Assets : Total Assets were THB 9,940.79 million which increased from the year 2022 by THB 1,420.02 million or 16.67%. This was mainly the result of the construction new power plants in SPP Replacement project in Saha Group Industrial Park-Sriracha.
- Liabilities : Total Liabilities were THB 6,206.97 million, increased from the year 2022 by THB 1,379.31 million or 28.57% due to the increase of the short-term loans and Trade account receivables.
- Shareholders' Equity : Total Shareholders' Equity was THB 3,733.81 million. This increased from the year 2022 by THB 40.71 million or 1.10%, resulting from the profit of the year minus the dividend paid in the year 2023.

3. Financial Aspect

- Key financial ratio
 - Operating margin 5.02%
 - Liquidity Ratio 0.82 times
 - Debt to equity ratio 1.66 times
 - Net Debt to Equity Ratio 1.12 times
- On May 26, TRIS Rating Co., Ltd. (TRIS Rating) maintained the Company's credit rating and unsubordinated and unsecured debentures at "A" with "Stable" outlook

4. Anti-Corruption Policy

According to the Company's participation in the Private Sector Collective Action against Corruption or CAC on February 18, 2014, and the Company has been continuously accredited for the third times on September 30, 2022. The certification is valid for 3 years. The Company continuously complies with relevant policies and practices. The review of the relevant risk assessment was conducted, and in the year 2023, the subsidiaries received the 3rd recertification from Thailand's Private Sector Collective Action Coalition against Corruption (CAC) on December 30, 2023.

5. Good Corporate Governance and Sustainability Aspect

The Board of Directors, Executives, and employees at all levels value compliance with good corporate governance principles and strive for continuous improvement in order to provide the business with economic growth coupled with the balanced development of society and the environment, the Company is evaluated as follows:

1. The results of the assessment under the Corporate Governance Program of listed companies for the year 2023 are excellent or 5 stars for the fourth consecutive year.
2. The results of the assessment under the AGM CHECKLIST 2023 was 100 full scores for the 14th consecutive years.
3. Thailand Sustainability Investment: The company has been recognized as a sustainable company participating in "SET ESG Rating" for the year 2023 in the resources category. The company is one of the sustainable stocks in the listed company with market capitalization of THB 3,000-10,000 million for 6 consecutive years and has been ranked at level A (Old name : THIS)

Managing Director This Agenda is for acknowledgement and voting is not required. Provided all shareholders with opportunities to ask questions and to make suggestions. It was apparent that there was no shareholder asking any question and other suggestions. This Agenda is for acknowledgement and voting is not required

Resolutions: Acknowledged the Board of Directors' report for the year 2023 as proposed. This agenda is for acknowledgement and voting is not required.

Agenda 3 To approve the Financial Statements ended as of December 31, 2023

Managing Director The Financial Statements ended as of December 31, 2023 were prepared accurately in accordance with the financial reporting standards that have been audited by the certified auditor and endorsed by the Audit Committee and the Board of Directors. The details appeared in page 234 to 315 in the Annual report which has provided with the invitation for the Annual General Meeting of Shareholders for consideration. The key operating results were presented on the screen and should be proposed at the Annual General Meeting of Shareholders for approval.

Consolidated Financial Statements		2022	2023	+/- (%)
Revenues-sales	Million Baht	5,048	5,744	(12%)
Revenues-others	Million Baht	373	30	1,145%
Total	Million Baht	5,421	5,774	(6%)
Total Expenses	Million Baht	5,168	5,955	(13%)
Net Profit (loss)	Million Baht	94.04	(229)	141%
Net Profit (loss) attributable to equity holders of the Company	Million Baht	92.28	(234)	139%
Net Profit (loss) attributable to equity holders of the Company	Baht/Share	0.08	(0.20)	139%
Assets	Million Baht	9,941	8,521	17%
Liabilities	Million Baht	6,207	4,828	29%
Total Shareholders' Equity	Million Baht	3,734	3,693	1%
Registered and paid-up shares	Million Baht	1,163,695,652	1,163,695,652	-
Number of Common Shares	Million Shares	1,163,695,652	1,163,695,652	-
Weighted Average Book Value	Baht/Share	3.14	3.10	1%

Key financial ratio

Consolidated Financial Statements		2023	2022	2021
Operating margin	percent	5.02	(3.67)	4.82
Liquidity Ratio	times	0.82	1.69	0.80
Debt to equity ratio	times	1.66	1.31	0.91
Net Debt to Equity Ratio	times	1.12	0.79	0.48

(Unit : Million Baht)

Item	Consolidated Financial Statements	Separate Financial Statements
Total assets	9,940.79	9,544.86
Total liabilities	6,206.97	5,941.90
Shareholders' equity	3,733.81	3,602.96
Total revenues	5,421.44	4,804.02
Net profit (loss) attributable to equity holders of the Company	92.28	77.42
Earnings per share (Baht)	0.08	0.07

Managing Director Provided shareholders with opportunities to ask questions and to make suggestions. It was apparent that there was no shareholder asking any question and other suggestions. Therefore, the meeting was proposed to vote for approval with majority votes of the Shareholders attending the Meeting and casting their votes.

Company Secretary: In Agenda 3, there was no additional shareholders attended the Meeting. There were 32 shareholders attending in person and by proxies, representing a total of 1,051,789,145 shares of the total issued and paid-up shares of 1,163,695,652 shares.

Resolutions: Approved the financial statements as of December 31, 2023 as proposed with majority votes of the Shareholders attending the Meeting and casting their vote as follows.

Approval	1,051,789,145	votes	or equal to	100.0000 %
Disapproval	0	votes	or equal to	0.0000 %
Abstention	0	votes	or equal to	0.0000 %
Void Ballot	0	votes	or equal to	0.0000 %
Total	1,051,789,145	votes	or equal to	100.0000 %

Agenda 4 To approve the appropriation of profit and dividend payment

Managing Director The Company has a policy of paying dividends in accordance with the conditions specified in the dividend payment policy announced and appeared in the Annual Report (Form 56-1One Report) for the year 2023

"The Company has a policy of paying dividends at the rate of not less than 50% of the net profit attributable to the Company's shareholders according to the consolidated financial statements in each accounting period. The Board of Directors has the power to consider except for not implementing such policies or changing the policy from time to time. This proceeded condition have to give the best interests to shareholders such as used as reserve for loan repayments, used as an investment to expand the Company's business or in case of a change in market conditions. This may affect the Company's cash flow in the future..."

However, according to The Public Limited Companies Act B.E. 2535(1992), section 116 and the Articles of Association of the Company, Article 35, the Company shall allocate part of its annual net profits to a reserve fund in an amount of not less than five percent of the annual net profits with the deduction therefrom the amount representing the accumulated loss carried forwards (if any) until this reserve fund reaches the amount of not less than ten percent of the registered capital. The Company's legal reserve does not reach the legal requirements. In the year 2023, the company has its net profits of the consolidated financial statements attributable to equity holders THB 92.28 million. Therefore, it is considered to allocate the annual net profit from the year 2023 performance as the legal reserve in amount of THB 4.50 million and paid the dividend policy at THB 0.05 per share for 1,163,695,652 shares in totaling of THB 58,184,783 million. This payment was from the unappropriated retained earnings of the year 2021 which are from the businesses with Board of Investment (BOI) privileges exempted from corporate income tax as follows.

Details of Dividend Payment	Unit	2022	2023
1. Net profit (loss) for the year attributable to equity holders of the Company	(THB million)	(233.82)	92.28
2. Retained earnings - Unappropriated	(THB million)	1,091.86	1,120.53
3. Total shares	(shares)	1,163,695,652	1,163,695,652
4. Dividend payment	(THB/share)	0.050	0.050
5. Total dividend payment	(THB million)	58.18	58.18
6. Dividend payout ratio, comparing to net profit (loss) attributable to equity owners of the Company	(%)	(24.88)	63.05

The Record Date was set on May 2, 2024 to determine the list of the Shareholders who are entitled to receive dividend. The dividend will be paid on May 17, 2024.

Managing Director Provided shareholders with opportunities to ask questions and to make suggestions. It was apparent that there was no shareholder asking any question and other suggestions. Therefore, the meeting was proposed to vote for approval with majority votes of the Shareholders attending the Meeting and casting their votes.

Company Secretary: In Agenda 4, there was no additional shareholders attended the meeting. There were 32 shareholders attending in person and by proxies, representing a total of 1,051,789,145 shares of the total issued and paid-up shares of 1,163,695,652 shares.

Resolution: Approved the appropriation of profit and dividend payment as proposed with majority votes of the Shareholders attending the Meeting and casting their vote as follows.

Approval	1,051,789,145	votes	or equal to	100.0000 %
Disapproval	0	votes	or equal to	0.0000 %
Abstention	0	votes	or equal to	0.0000 %
Void Ballot	0	votes	or equal to	0.0000 %
Total	1,051,789,145	votes	or equal to	100.0000 %

Agenda 5 To elect the directors in replacement of the retiring directors by rotation.

Managing Director assigned the company secretary to present this agenda, Company Secretary: According to the Company's Articles of Association on the Clause 12, stated that, on every Annual General Meeting of Shareholders, one-third of the total directors shall be retired by rotation If the number of directors is not a multiple of three, directors in a number closest to one-third shall vacate and may be re-elected.

Therefore, there are 4 Directors retiring by rotation on this Annual General Meeting of Shareholders namely:

- | | | |
|----------------|---------------|--|
| 1. Ms. Choosri | Kietkajornkul | Vice Chairman / Member of Nomination and Remuneration Committee |
| 2. Mr. Vichai | Kulsomphob | Director / Member of Nomination and Remuneration Committee |
| 3. Ms. Suvimol | Prataknukul | Director / Managing Director / Chairman of Sustainability Committee
Member of Executive Committee /
Member of Corporate Governance and Risk Management Committee |
| 4. Mr. Chaisak | Yongbanjerd | Director / Independent Director
Member of Corporate Governance and Risk Management Committee |

The Company had given the Shareholders opportunity to nominate candidates for Directors' election in the Annual General Meeting of Shareholder for the year 2023 in advance, during the period of November 9, 2023 – December 31, 2023 on the Company's website including notification via the electronic system of the Stock Exchange of Thailand which after the above time has elapsed. Nevertheless, there was no shareholder proposed any agenda or nominating candidate to be considered as Company Director prior to the said meeting.

For the said nomination, a careful consideration was exercised by the Nominating and Remuneration Committee in selecting qualified candidates on an individual basis. The members of the Nominating and Remuneration Committee with interests did not vote to select themselves, in compliance with the existing company rules, nominating policy and criteria relating to such position consideration. Upon careful consideration of the candidates' qualifications in terms of Board diversity and qualifications that were in accordance with the strategy of the Company's business operation by using the analysis of skills, experience, knowledge and expertise of the Board, or Board Skill Matrix.

In this regard, the Board of Directors, excluding those directors having possible conflict of interest, has carefully considered and resolved to endorse the proposal by the Nomination and Remuneration Committee, to propose to the Annual General Meeting of Shareholders to re-elect the 4 retiring directors; Ms. Choosri Kietkajornkul, Mr. Vichai Kulsomphob, Ms. Suvimol Prataknukul and Mr. Chaisak Yongbanjerd, to re-elect these persons to serve another term as Directors

However, according to Section 86 of the Public Limited Companies Act 2535 (1992) (as amended) and Clause 10 of the Company's Articles of Association, directors of the Company are prohibited from engaging in business of the same nature and is competing with the Company's business, becoming a partner in a partnership or limited partnership, or being a director of other companies that operate in business of the same nature and is competing with the Company's business, whether for the director's own benefit or other persons' benefit, unless notified to the shareholder's meeting prior to the appointment of the director.

In this regard, Ms. Choosri Kietkajornkul, a nominated director who is re-elected to serve another term as the director of the Company, is the director who nominated by Ratch Group PCL. ("RATCH") and be the director in RATCH and/or its subsidiaries.

Even so, RATCH and the Company's current engagement in power generation currently do not directly overlap in practice and do not compete in terms of geography, customers, and sourcing of raw materials. This is due to the power generation business having a fixed location, contracts with clients through entering into power supply agreements with a determined price and other conditions specific to each contract. Furthermore, the Company will set out a clear strategy to define boundaries in business expansion to best suit its competencies in order to prevent the issue of conflicts of interest.

Moreover, The Board of Directors considered that Mr. Chaisak Yongbanjerd served as an independent director for 2 years, and when combined with the duration of the tenure until completion in this term, there will be a maximum tenure of not more than 9 consecutive years. The director still possesses the qualifications of Independent Directors as required by the relevant laws and in accordance with the prescribed qualifications of the Independent Directors of the Company. They have the full capacity to express their opinions independently and use experience, knowledge and expertise to give useful suggestions in setting strategies and business operations of the Company. The Board of Directors excluding those directors having possible conflict of interests, has paid careful consideration to the screening process and qualifications of those persons being nominated as Directors on an individual basis according to the criteria and process for the selection of Directors. The persons nominated for the position of Director were qualified to engage with the Company's business. Their knowledge and experiences in accounting, finance, business management, engineering and information technology and abilities benefited to the Company. In addition, the nominated persons who are the member of sub-committees also performed their duties. Moreover, persons nominated as Independent Directors of the Company could express opinions independently and in accordance with the relevant regulations. Accordingly, the Board of Directors resolved to endorse the proposal by The Nominating and Remuneration Committee.

The profile and performance of the nominated candidates were enclosed on Enclosure No.3 submitted to shareholders in advance with the Notice of the shareholders' meeting.

Managing Director: Provided shareholders with opportunities to ask questions and to make suggestions. It was apparent that there was no shareholder asking any question and other suggestions. This agenda shall be voted by majority votes of the Shareholders attending the Meeting and casting their votes.

Company Secretary: In Agenda 5, there was no additional shareholders attended the Meeting. There were 32 shareholders attending in person and by proxies, representing a total of 1,051,789,145 shares of the total issued and paid-up shares of 1,163,695,652 shares.

The Meeting was proposed to individually consider for the election of 4 retiring directors to re-elect to serve another term and a new director to the Board of Directors as follows.

Resolution: Approved to elect the directors in replacement of the retiring directors by rotation as proposed with majority votes of the Shareholders attending the Meeting and casting their vote as follows.

1. Ms. Choosri Kietkajornkul				
Approval	1,051,789,145	votes	or equal to	100.0000 %
Disapproval	0	votes	or equal to	0.0000 %
Abstention	0	votes	or equal to	0.0000 %
Void Ballot	0	votes	or equal to	0.0000 %
Total	1,051,789,145	votes	or equal to	100.0000 %
2. Mr. Vichai Kulsomphob				
Approval	1,051,789,145	votes	or equal to	100.0000 %
Disapproval	0	votes	or equal to	0.0000 %
Abstention	0	votes	or equal to	0.0000 %
Void Ballot	0	votes	or equal to	0.0000 %
Total	1,051,789,145	votes	or equal to	100.0000 %
3. Ms. Suvimol Pratakukul				
Approval	1,051,789,145	votes	or equal to	100.0000 %
Disapproval	0	votes	or equal to	0.0000 %
Abstention	0	votes	or equal to	0.0000 %
Void Ballot	0	votes	or equal to	0.0000 %
Total	1,051,789,145	votes	or equal to	100.0000 %
4. Mr. Chaisak Yongbanjerd				
Approval	1,051,789,145	votes	or equal to	100.0000 %
Disapproval	0	votes	or equal to	0.0000 %
Abstention	0	votes	or equal to	0.0000 %
Void Ballot	0	votes	or equal to	0.0000 %
Total	1,051,789,145	votes	or equal to	100.0000 %

In summary, the shareholders voted to re-elect the four directors to be directors for another term in concluded 12 directors.

Therefore, Managing Directors summarized the list of The Board of Directors for the year 2024 consists of 12 members as follows.

1. Mr. Sujarit Patchimnan	2. Ms. Choosri Kietkajornkul
3. Mr. Sakarin Tangkavachiranon	4. Mrs. Wadeerat Charoencoop
5. Ms. Suvimol Pratakukul	6. Mr. Thirasak Vikitset
7. Mr. Vichai Kulsomphob	8. Mr. Vorayos Thongtan

Independent directors of 1 in 3 directors of 4 directors

- | | |
|-----------------------------|--|
| 9. Mr. Chinapat Visuttiapat | 10. Mr. Natapong Vanarat |
| 11. Mr. Chaisak Yongbanjerd | 12. Mr. Nattachak Pattamasingh Na Ayuthaya |

Name and number of Directors who authorized to sign on behalf of the Company:

"Mr. Thirasak Vikitset or Mr. Vichai Kulsomphob or Mr. Vorayos Thongtan Sign with Miss Choosri Kietkajornkul or Mr. Sakarin Tangkavachiranon or Mrs. Wadeerat Charoencoop or Ms. Suvimol Prataknukul. There are two signatures in total with the Company seal."

Agenda 6 To approve the directors' remuneration

Managing Director proposed directors' remuneration according to the Article 13 of the Company's regulations stated that "the directors have rights to receive remuneration from the Company in the forms of salary, reward, meeting allowance, pension, bonus, or other benefits according to the regulation or the shareholder meeting resolution..." In year 2023, the Annual General Meeting of Shareholders approved the directors' remuneration in the amount of not exceeding THB 10 million and delegated the Nomination and Remuneration Committee to allocate. The Directors were totally actual paid THB 3.145 million by annual remuneration THB 1.080 million and allocated THB 2.065 million for the for the meeting allowance. Such meeting allowance was given to the Board of Directors totaling THB 1.150 million, the Audit Committee totaling THB 0.200 million, the Nomination and Remuneration Committee totaling THB 0.040 million, the Executive Committee totaling THB 0.480 million, the Corporate Governance and Risk Management Committees totaling THB 0.085 million and the Sustainability Committees totaling THB 0.110 million. The details of the remunerations paid to each director were summarized and disclosed in the Annual Report (Form 56-1 One Report) topic "Remuneration details for the Company Directors".

For the year 2024, the Board of Directors agreed to the nomination and remuneration committee's proposal which considered from the evaluation result of the Board of Directors, performance, remuneration limit approved by the AGM, the amount of annual compensation and meeting allowances paid in the past year (compared to the performed levels in the same business group), power, duties, and responsibilities. The Company proposed at the Meeting to approve the remuneration of directors in amount of not exceeding THB 10 million as previous year. Moreover, it does not include the compensation or benefits that Directors receive as Executives or employees of the Company as follow.

- **Annual Remuneration:** Annual Remuneration will be paid to all Directors. The Nomination and Remuneration Committee will allocate the remuneration based on remuneration policy and principle, operational results and propose to the Board of Directors.
- **Meeting Allowance:** Meeting Allowance will only be paid to the Directors attending the meeting as follows.

	Position	2023	2024
		Baht/time	Baht/time
1. The Board of Directors	Chairman	20,000	20,000
	Director	10,000	10,000
2. The Audit Committees	Chairman/Director	10,000	10,000
3. The Executive Directors	Chairman/Director	10,000	10,000
4. The Nomination and Remuneration Committees	Chairman/Director	5,000	5,000
5. The Corporate Governance and Risk Management Committees	Chairman/Director	5,000	5,000
6. The Sustainability Committees	Chairman/Director	5,000	5,000

In the event of several meetings of each committee held in a month, it is agreed that each committee shall be paid only once a month.

Remuneration of other sub-committees (if any) will be in the consideration of the Nomination and Remuneration Committee, based on appropriateness and suitability with duties and responsibilities, then to be proposed to the Board of Directors.

- Other Benefits: -None-

These remunerations, once approved by the Annual General Meeting of Shareholders, are valid until any changes and must not exceed the maximum amount approved at the shareholders' meeting.

Managing Director Provided shareholders with opportunities to ask questions and to make suggestions. It was apparent that there was no shareholder asking any question and other suggestions. Therefore, the meeting was proposed to vote for approval with not less than two-thirds (2/3) of the total votes of the Shareholders present at the Meeting and casting their votes according to Section 90 of the Public Companies Act B.E. 2535.

Company Secretary: In Agenda 6, there was no additional shareholders attended the meeting. There were 32 shareholders attending in person and by proxies, representing a total of 1,051,789,145 shares of the total issued and paid-up shares of 1,163,695,652 shares.

Resolutions: Approved the directors' remuneration with not less than two-thirds (2/3) of the total votes of the Shareholders present at the Meeting and casting their votes according to Section 90 of the Public Companies Act B.E. 2535. as follows:

Approval	1,051,789,145	votes	or equal to	100.0000 %
Disapproval	0	votes	or equal to	0.0000 %
Abstention	0	votes	or equal to	0.0000 %
Void Ballot	0	votes	or equal to	0.0000 %
Total	1,051,789,145	votes	or equal to	100.0000 %

Agenda 7 To approve the appointment of auditors and determination of the audit fees

Managing Director proposed the appointment of auditors and determination of the audit fees under Section 120 of the Public Company Act B.E. 2535 (1992), the Annual General Meeting of shareholders shall appoint an auditor and determine the audit fees of the Company every year. In 2023, the Audit Committee's meeting considered and selected auditors as the auditor proposed the services and audit fees based on qualifications in accordance with the Company's regulations and the Securities and, Exchange Commission, independence, working standards, and compared the audit rates of other listed companies at the same level and deemed appropriate for the Board of Directors to present at the shareholders' meeting to approve the appointment of auditors from KPMG Phoomchai Audit Ltd., one of you audits and comments on the Company's financial statements. As listed below:

1. Mr. Natthaphong Tantichattanont Certified Public Accountant No. 8829 and/or
2. Ms. Dussanee Yimsuwan Certified Public Accountant No. 10235 and/or
3. Mr. Waiyawat Korsamarnchaiyakij Certified Public Accountant No. 6333

Mr. Natthaphong Tantichattanont had previously audited the Company's financial statements in the year 2022-2023, while the other two have never audited the Company's financial statements nor offered audit compensation for the fiscal year 2024 as follows:

Description	(Unit : Baht)	
	2023	2024
1. Review of the financial statements for quarter 1,2,3	630,000.-	690,000.-
2. Audit fee for the year ended December 31	840,000.-	930,000.-
Total	1,470,000.-	1,620,000.-

In case the auditor listed above is unable to perform the duties, KPMG Phoomchai Auditor Co., Ltd. will be authorized to appoint other certified auditors of KPMG Phoomchai Audit Ltd. Moreover, if there is any additional work from the usual annual audit, the Board of Directors would be authorized to consider the determination of special expenses on a case-by-case basis. In addition, The Board of Directors found it appropriate to report to the Annual General Meeting of Shareholders the audit fee of the Company's subsidiaries which have the same auditor of the audit office. The audit fee of the Company and subsidiaries totals THB 3,043,500 which increasing from the previous year. (excluding Out-of-pocket expenses at the actual amount)

Other Service Fee : The fee for verifying the compliance with conditions applied to the investment promotion certificate (BOI) is THB 70,000 per each certificate (if any). The audit fees for subsidiaries in 2024 might be varied based on the numbers of subsidiaries and actual working hours.

The nominated auditors do not have any relationship and/or conflict of interest with the Company, its subsidiaries, managements, major shareholders, or related persons.

Managing Director Provided shareholders with opportunities to ask questions and to make suggestions. It was apparent that there was no shareholder asking any question and other suggestions. Therefore, the meeting was proposed to vote for approval with majority votes of the Shareholders attending the Meeting and casting their votes.

Company Secretary: In Agenda 7, there was no additional shareholders attended the meeting. There were 32 shareholders attending in person and by proxies, representing a total of 1,051,789,145 shares of the total issued and paid-up shares of 1,163,695,652 shares.

Resolutions: Approved the appointment of auditors and determination of the audit fees as proposed with majority votes of the Shareholders attending the Meeting and casting their votes.

Approval	1,051,789,145	votes or equal to	100.0000 %
Disapproval	0	votes or equal to	0.0000 %
Abstention	0	votes or equal to	0.0000 %
Void Ballot	0	votes or equal to	0.0000 %
Total	1,051,789,145	votes or equal to	100.0000 %

Agenda 8 To approve the change of the Company's name and the Company's seal, and the amendment to the Memorandum of Association and the Articles of Association of the Company to be in line with the change of the Company's name and the Company's seal

Managing Director proposed the change of the Company's name according to the Board of Director's opinion to be in line with the vision and business strategy and not limiting the business operations which are currently expanding and diversified the scope of business operations. Therefore, it is deemed appropriate to change of the Company's name and the Company's seal, and the amendment to the Memorandum of Association in Clause 1, and the Articles of Association of the Company in Articles 1,2 and 36.to be in line with the change of the Company's name. The details are as follows:



The change of the Company's name

Detail	Present	Proposed Amendment
In Thai	บริษัท สหโคเจน (ชลบุรี) จำกัด (มหาชน)	บริษัท ราชพัฒนา เอ็นเนอร์ยี่ จำกัด (มหาชน)
In English	SAHACOGEN (CHONBURI) PUBLIC COMPANY LIMITED	RATCH PATHANA ENERGY PUBLIC COMPANY LIMITED
Stock Symbol	SCG	-No Change-

The Memorandum of Association in Clause 1 (Company's name):

Present	Proposed Amendment
Company name "บริษัท สหโคเจน (ชลบุรี) จำกัด (มหาชน)" And English name "SAHACOGEN (CHONBURI) PUBLIC COMPANY LIMITED"	Company name "บริษัท ราชพัฒน์นา เอ็นเนอร์ยี จำกัด (มหาชน)" And English name "RATCH PATHANA ENERGY PUBLIC COMPANY LIMITED"

The Articles of Association of the Company:

No.	Existing Provision	Proposed Amendment
Article 1.	These Articles shall be called the Articles of Association of Sahacogen (Chonburi) Public Company Limited.	These Articles Shall be called the Articles of Association of Ratch Pathana Energy Public Company Limited.
Article 2.	The term "Company" herein Articles shall refer to Sahacogen (Chonburi) Public Company Limited.	The term "Company" herein Articles shall refer to Ratch Pathana Energy Public Company Limited.
Article 36.	The Company's seal shall be as follows. 	The Company's seal shall be as follows. 

In addition, it is deemed appropriate to authorize the Board of Directors or person assigned by the Board of Directors to have the authority to perform any acts regarding the change of the Company's name, the Company's seal, and the amendment to the Memorandum of Association and the Articles of Association of the Company to be in line with the change of the Company's name and the Company's seal, as well as the registration of the amendment to the Memorandum of Association and the Articles of Association of the Company, submission of the applications or any related documents to the Department of Business Development and relevant government agencies, the revision or adjustment of wordings in the applications or documents, including any necessary acts according to the laws and regulations, recommendations or opinions of the registrar of the public limited companies and relevant government agencies until its completion.

Managing Director Provided shareholders with opportunities to ask questions and to make suggestions. It was apparent that there was no shareholder asking any question and other suggestions. Therefore, the meeting was proposed to vote for approval with not less than two-thirds (2/3) of the total votes of the Shareholders present at the Meeting and casting their votes. according to Section 31 of the Public Limited Companies Act B.E. 2535.

Company Secretary: In Agenda 8, there was no additional shareholders attended the meeting. There were 32 shareholders attending in person and by proxies, representing a total of 1,051,789,145 shares of the total issued and paid-up shares of 1,163,695,652 shares.

Resolutions: Approved the change of the Company's name and the Company's seal, and the amendment to the Memorandum of Association and the Articles of Association of the Company to be in line with the change of the Company's name and the Company's seal with not less than two-thirds (2/3) of the total votes of the Shareholders present at the Meeting and casting their votes

Approval	1,051,789,145	votes or equal to	100.0000 %
Disapproval	0	votes or equal to	0.0000 %
Abstention	0	votes or equal to	0.0000 %
Void Ballot	0	votes or equal to	0.0000 %
Total	1,051,789,145	votes or equal to	100.0000 %

Agenda 9 To approve the amendment of the Articles of Association of the Company in accordance with the Public Limited Companies Act (No. 4) B.E. 2565

Managing Director: proposed the amendment of the Articles of Association of the Company in accordance with the Public Limited Companies Act (No. 4) B.E. 2565 to be in line with the enactment of the Public Limited Companies Act (No. 4) B.E. 2565 which allows public limited companies to use electronic means to convene the Board of Directors and shareholders' meetings, deliver notices or documents, appoint a proxy at shareholders' meeting. This is to support the development and change in the technology on the Amendment of the Articles of Association of the Company in Article 20, 24, 25, 28, and 34 as follows:

No.	Present	Proposed Amendment
Article 20. Paragraph 1	The Board of Directors shall hold a meeting at least every three (3) months.	The Board of Directors shall hold a meeting at least <u>once every three (3) months</u>
Article 20. Paragraph 2	In summoning a meeting of the Board of Directors, the Chairman or the person authorized by the Chairman shall send a notice of the meeting to the directors not less than seven (7) days prior to the date of the meeting, except in case of urgency to protect the rights or interests of the Company, the notice may be sent by other means and the date of the meeting may be scheduled sooner.	In summoning a meeting of the Board of Directors, the Chairman or the person authorized by the Chairman shall send a notice of the meeting to the directors <u>not less than three (3) days</u> prior to the date of the meeting, except in case of urgency to protect the rights or interests of the Company, the notice may be <u>given via electronic means or other means</u> and the date of the meeting may be scheduled sooner.

No.	Present	Proposed Amendment
Add Article 20. Paragraph 3	-None-	<u>In the above summoning the meeting, the notice of the meeting may be given via electronic means, provided that directors have notified their intention or given consent to receive such notice via electronic means in accordance with the criteria prescribed by law.</u>
Article 20. Paragraph 4	The Board of Directors shall hold a meeting at the head office or such other place as it may determine	The Board of Directors shall hold a meeting at the head office or such other place as it may determine. <u>In this regard, the Board of Directors' meeting may be convened via electronic means in compliance with the criteria prescribed by law regarding electronic meeting. In this case, the Company's head office shall be deemed the venue of such meeting.</u>
Article 20. Paragraph 5	At least two (2) directors may jointly request for the Chairman to summon a meeting of the board, in the case that at least two (2) directors may jointly request for the Chairman to summon a meeting of the board, the Chairman or the director authorized by the Chairman shall schedule the date of the meeting within fourteen (14) days from the date of receiving the request.	At least two (2) directors may jointly request for the Chairman of the board to call a meeting of the board, <u>provided that the agendas and reasons for calling such meeting must be stated in such request.</u> in the case that at least two (2) directors may jointly request for the Chairman to summon a meeting of the board. The Chairman or the director authorized by the Chairman shall proceed to call a meeting and schedule the date of the meeting within fourteen (14) days from the date receiving the request.

No.	Present	Proposed Amendment
Add Article 20. Paragraph 6	-None-	<u>In the case where the Chairman of the Board of Directors does not take action in accordance with the provision in paragraph five, the directors who have made such request may jointly call and schedule the date of a Board of Directors' meeting to discuss the proposed agenda within fourteen (14) days of the end of the period mentioned in paragraph five.</u>
Add Article 20. Paragraph 7	-None-	<u>In the case that there is no Chairman of the Board of Directors for any reasons, the Vice Chairman shall summon the meeting of the Board of Directors. In case that there is no Vice Chairman for any reason, at least two (2) directors may jointly summon the meeting of the Board of Directors.</u>
Article 24. Paragraph 1	In summoning a shareholders' meeting, the Board of Directors shall prepare a notice stating the place, date, time, agenda, and matters to be proposed to the meeting together with adequate details by indicating whether such matters are prepared for acknowledgement, for approval or for consideration, as the case may be, as well as the board's opinions on the said matters. The notice of invitation shall be delivered to the shareholders and registrar not less than seven (7) days prior to the date of the meeting and shall be published in a newspaper for three (3) consecutive days for at least three (3) days prior to the date of the meeting.	(Not Change)

No.	Present	Proposed Amendment
Add Article 24. Paragraph 2	-None-	<u>In this regard, the Board of Directors may send the notice of shareholders' meeting via electronic means, provided that the shareholders have declared their intentions or given consents for receiving the notice via electronic means. Also, the notice of a meeting may be announced via electronic means</u>
Add Article 24. Paragraph 3	-None-	<u>In the case where a shareholders' meeting is called by the shareholders under the Article 23 in paragraph three, the shareholders calling the meeting may send the notice of the meeting to the shareholders via electronic means, provided that shareholders have declared their intentions or consents thereof to the Company or the Board of Directors</u>
Article 24. Paragraph 4	The shareholders' meeting shall be hold in the province where the head office of the Company is located or any other provinces in the Kingdom of Thailand.	(Not change)
Add Article 24. Paragraph 5	-None-	<u>In the case of a shareholders' meeting is convened via electronic means in compliance with the criteria prescribed by law regarding electronic meeting, the Company's head office shall be deemed the venue of such meeting.</u>
Article 25. Paragraph 1	In a shareholders' meeting, a shareholder may appoint any other person to attend the meeting and vote on his/her behalf. The appointment shall be dated and signed by the shareholder and made in writing in a form as specified by the Registrar.	In a shareholders' meeting, a shareholder may appoint any other person <u>who is sui juris</u> as a proxy to attend the meeting and vote on his/her behalf. The appointment shall be dated and signed by the shareholder and made in writing in a form as specified by the Registrar.
Article 25. Paragraph 2	The proxy shall be submitted to the Chairman, director, or a person designed	(Not Change)

No.	Present	Proposed Amendment
	by the chairman at the meeting before attending such meeting.	
Add Article 25. Paragraph 3	-None-	<u>Appointment of a proxy, under paragraph one, may be carried out via electronic means with safe and reliable to ensure that the appointment is made by the shareholders in accordance with the criteria prescribed by law.</u>
Article 28. Paragraph 1	Business to be transacted at the Annual General Shareholders' meeting shall consist of the least the following : (1) To acknowledge the Board of Directors' report on the performance of the company in the previous year. (2) To consider and approve the balance sheet and profit and loss of the company's previous fiscal year. (3) To consider the appropriation of profit and capital reserve; (4) To consider the election of directors to replace those who retire by rotation and determine the remunerations; (5) To consider the appointment of the auditors and the remuneration; (6) other business	Business to be transacted at the Annual General Shareholders' meeting shall consist of the least the following : (1) To acknowledge the Board of Directors' report on the performance of the company in the previous year. (2) To consider and approve the balance sheet and profit and loss of the company's previous fiscal year. (3) To consider the appropriation of profit and capital reserve; (4) To consider the election of directors to replace those who retire by rotation and determine the remunerations; (5) To consider the appointment of the auditors and remuneration <u>determine the auditor's fee</u> ; (6) other business
Article 34 Paragraph 1	No dividends shall be provided otherwise than out of profits. If the Company has incurred retained losses, no dividends may be provided.	No dividends shall be provided <u>paid</u> otherwise than out of profits. If the Company has incurred retained losses, no dividends may be provided <u>paid</u> .

No.	Present	Proposed Amendment
Article 34. Paragraph 2	Dividends shall be distributed according to the number of shares, with each share receiving an equal amount unless the Company issues preferred share and determines different dividends for preferred shares.	(Not change)
Article 34. Paragraph 3	Payment of dividends must be approved by the shareholders' meeting.	(Not change)
Article 34 Paragraph 4	The Board of Directors may from time to time pay interim dividends to shareholders as it appears to be justified by the profits of the Company and report to the shareholders at the next meeting.	(Not change)
Article 34 Paragraph 5	Payments of Dividend shall be made within one (1) month from the date on which the shareholders' meeting or the Board of Directors has passed a resolution , as the case may be. A written notice of payments of dividend shall be sent to the shareholders and published in a newspaper. No interest shall be charged if such dividend payment is made within the period prescribed by law.	Payments of Dividend shall be made within one (1) month from the date on which the shareholders' meeting or the Board of Directors has passed a resolution , as the case may be. A written notice of payments of dividend shall be sent to the shareholders and published in a newspaper <u>or can be undertaken by electronic means according to the criteria prescribed by law.</u> No interest shall be charged if such dividend payment is made within the period prescribed by law.
Add Article 34. Paragraph 6	-None-	<u>The written notice of payments of dividend may be given to the shareholders via electronic means, provided that the shareholders have declared their intention or given consent to receive such notice via electronic means in accordance with the criteria prescribed by law.</u>

In addition, it is deemed appropriate to authorize the Board of Directors or person assigned by the Board of Directors to have the authority to perform any acts regarding the change of the Company's name, the Company's seal, and the amendment to the Memorandum of Association and the Articles of Association of the Company to be in line with the change of the Company's name and the Company's seal, as well as the registration of the amendment to the Memorandum of Association and the Articles of Association of the Company, submission of the applications or any related documents to the Department of Business Development and relevant government agencies, the revision or adjustment of wordings in the applications or documents, including any necessary acts according to the laws and regulations, recommendations or opinions of the registrar of the public limited companies and relevant government agencies until its completion.

Managing Director Provided shareholders with opportunities to ask questions and to make suggestions. It was apparent that there was no shareholder asking any question and other suggestions. Therefore, the meeting was proposed to vote for approval with not less than two-thirds (2/3) of the total votes of the Shareholders present at the Meeting and casting their votes, according to Section 31 of the Public Limited Companies Act B.E. 2535.

Company Secretary: In Agenda 9, there was additional shareholder attended the meeting. There were 33 shareholders attending in person and by proxies, representing a total of 1,051,789,245 shares of the total issued and paid-up shares of 1,163,695,652 shares.

Resolutions: Approved the amendment of the Articles of Association of the Company in accordance with the Public Limited Companies Act (No. 4) B.E. 2565 with not less than two-thirds (2/3) of the total votes of the Shareholders present at the Meeting and casting their votes

Approval	1,051,789,245	votes or equal to	100.0000 %
Disapproval	0	votes or equal to	0.0000 %
Abstention	0	votes or equal to	0.0000 %
Void Ballot	0	votes or equal to	0.0000 %
Total	1,051,789,245	votes or equal to	100.0000 %

Agenda 10 Other business (if any)

Managing Director allowed shareholders to ask questions and to make suggestions. There was a shareholder giving a suggestion as follows.

The shareholders named Mrs. Phaijit Singhachot, a proxy from Thai Investors Association giving the suggestion that, the Thai Investors Association has a policy to encourage listed companies on the Stock Exchange of Thailand to organize both ordinary and extraordinary shareholders' meetings in a format that combines on-site and online meetings (hybrid meeting). This is aimed at facilitating convenient interaction, communication, and inquiries between shareholders, management, and the board of directors. This proposal aligns with the circular issued by the Securities and Exchange

Commission (SEC) No. N.P. (W) 2/2567 regarding cooperation in organizing Ordinary Shareholders' Meetings, dated January 10, 2024. Therefore, we would like to present this proposal for your consideration.

Managing Director clarified that, as the Company held its shareholders' meeting via electronic media (E-Meeting) for the third consecutive year in a Sustainable Event format, emphasizing maximizing resource utilization and minimizing environmental impact. This initiative aims to reduce energy consumption from shareholders transportation and minimize the use of various resources. The Company welcomes and will consider the aforementioned suggestion for the next Annual General Meeting of Shareholders.

Chairman of the Meeting said thank you to the shareholders and closed the meeting.

The meeting closes at 15:31 p.m.

Signature *Apipong Vischuveskamin*

(Mr. Apipong Vischuveskamin)

The Company Secretary / The Meeting Minute Recorder

Attention:

Mr. Sujarit Patchimnan

Chairman of the Meeting

Please consider and approve further distribution.

Signature: *Suvimol Pratakukul*

(Ms. Suvimol Pratakukul)

Managing Director

- Certified true and correct
- Approve to further distribution

Signature: *Sujarit Patchimnan*

(Mr. Sujarit Patchimnan)

Chairman of the Meeting

**Profile of the nominated candidates to be directors in replacement of
the retiring directors by rotation**



Name : Mr.Sakarin Tangkavachiranon
Age : 58 years old
National : Thai
Educations : Master of Public and
Private Management Program (Honor),
National Institute of Development Administration
Bachelor of Engineering (Mechanical Engineering),
Kasetsart University
Director's Certificates : Director Certification Program (DCP) 221/2016
Thai Institute of Directors Association
Position in Director of the Company Board : Director, Chairman of Executive Committee,
Nomination and Remuneration Committee and
Authorized Director
Date of Appointment : 14 December, 2021
Total years of directorship with the Company : 3 years 4 months
Experiences/ Expertise : Engineering and Business administration

Listed Companies				Other Organizations (non-listed companies)	Position in other organization that compete with / related to the Company
Total Number	Position				
2	1. Chief Business Development Officer	RATCH Group PCL.	2020-Present	8	2
	2. Acting Executive Vice President - Related and New Business	RATCH Group PCL.	2024-Present		
	3. Director	Principal Capital PCL.	2021-Present		

Performance in 2024 : 1. Supervised and followed the company's operation in line with the company's objective
 2. Considering business transactions submitted to the Board of Directors' Meetings.
 3. Providing useful advice and suggestions which enhance the company's management efficiency.

Possession of the Company's shares (by person/spouse/minor child) : -None -

Meeting attendance in 2024 : Annual Shareholder Meeting 1/1
 Board of Directors Meeting 8/9
 Executive Director Meeting 12/12
 Nomination and Remuneration Director Meeting 5/5

Proposed Position : Director who was approved from the Nomination and Remuneration Committee and the Board of Directors.

Record of illegal offense : No record of law breaking about wealth which is dishonest.
 No record of being in conflict provided an interest of the company in the previous year.

**Profile of the nominated candidates to be directors in replacement of
the retiring directors by rotation**



Name : Mrs. Wadeerat Charoencoop
Age : 50 years old
National : Thai
Educations : Master of Business Administration
 (Business Administration)
 The University of Washington, USA
 Bachelor of Business Administration (Finance)
 (2nd Class Honor), Chulalongkorn University
Director's Certificates : Director Certification Program (DCP) 276/2019
 Directors Diploma Examination (Exam) 71/2019
 Corporate Governance for Executives (CGE SCCC) 2015
 Directors Diploma Program (Fellow Member) : 9992
 Thai Institute of Directors Association
Position in Director of the Company Board : Director and Authorized Director
Date of Appointment : 14 December, 2021
Total years of directorship with the Company : 3 years 4 Months
Experiences/ Expertise : Finance

Listed Companies				Other Organizations (non-listed companies)	Position in other organization that compete with / related to the Company
Total Number	Position				
2	1. Chief Financial Officer	RATCH Group PCL.	2019-Present	12	2
	2. Director	Bangkok Aviation Fuel Services PCL.	2021-Present		

Performance in 2024 : 1. Supervised and followed the company's operation in line with the company's objective
 2. Considering business transactions submitted to the Board of Directors' Meetings.

3. Providing useful advice and suggestions which enhance the company's management efficiency.

Possession of the Company's shares (by person/spouse/minor child) : -None -

Meeting attendance in 2024 :	Annual Shareholder Meeting	1/1
	Board of Directors Meeting	9/9

Proposed Position : Director who was approved from the Nomination and Remuneration Committee and the Board of Directors.

Record of illegal offense : No record of law breaking about wealth which is dishonest.
No record of being in conflict provided an interest of the company in the previous year.

**Profile of the nominated candidates to be directors in replacement of
the retiring directors by rotation**

Name	: Mr. Vorayos Thongtan
Age	: 43 years old
National	: Thai
Educations	: Master of Business Administration, University of Texas at Dallas, USA Master of Science in Finance (Distinction Honor), University of Texas at Dallas, USA Bachelor of Electrical Engineering (Second Class Honor) Sirindhorn International Institute of Technology, Thammasat University
Director's Certificates	: How to Development a Risk Management Plan (HRP) 20/2018 Director Certification Program (DCP) 272/2019 Subsidiary Governance Program (SGP) 5/2023 Thai Institute of Directors Association
Position in Director of the Company Board	: Director , Executive Committee and Authorized Director
Date of Appointment	: 1 January, 2021
Total years of directorship with the Company	: 4 years 4 months
Experiences/ Expertise	: Engineering and Business administration



Other Listed Companies				Other Organizations (non-listed companies)	Position in other organization that compete with / related to the Company
Total Number	Position				
1	1. Director	Saha Pathana Inter-Holding PCL.	2024 – Present	16	-
	2. President	Saha Pathana Inter-Holding PCL.	2023 – Present		

Performance in 2024 : 1. Supervised and followed the company's operation in line with the company's objective
2. Considering business transactions submitted to the Board of Directors' Meetings.
3. Providing useful advice and suggestions which enhance the company's management efficiency.

Possession of the Company's shares (by person/spouse/minor child) : -None -

Meeting attendance in 2024 :	Annual Shareholder Meeting	1/1
	Board of Directors Meeting	9/9
	Executive Director Meeting	12/12

Proposed Position : Director who was approved from the Nomination and Remuneration Committee and the Board of Directors.

Record of illegal offense : No record of law breaking about wealth which is dishonest.
No record of being in conflict provided an interest of the company in the previous year.

**Profile of the nominated candidates to be directors in replacement of
the retiring directors by rotation**



Name : Mr. Dejsiri Sangsingkeo
Age : 52 years old
National : Thai
Educations : Master of Business Administration (Finance and Marketing), Michigan State University, USA.
 Bachelor of Accountancy, Chulalongkorn University
Director's Certificates : Director Accreditation Program (DAP) 164/2019
 Thai Institute of Directors Association
Experiences/Expertise : Accounting and Financial

Listed Companies		Other Organizations (non-listed companies)	Position in other organization that compete with / related to the Company
Total Number	Position		
None	None	None	None

Performance in 2024 : None as he is nominated to be the Company's Director for the first term of office

Possession of the Company's shares (by person/spouse/minor child) : -None -

Meeting attendance in 2024 : None as he is nominated to be the Company's Director for the first term of office

Proposed Position : Director and Independent Director who was approved from the Nomination and Remuneration Committee and the Board of Directors.

Record of illegal offense : No record of law breaking about wealth which is dishonest.
 No record of being in conflict provided an interest of the company in the previous year.

Being/not being vested interests with any following items with company/parent company/affiliated/associated company/major shareholders or control person of the company at present or during the past two years	
- Being/not being a director who take part in the management, an officer, employees or advisor who receives regular salary	None
- Being/not being professional service providers (e.g., auditor, legal advisors)	None
- Having/not having material business relationships with Company that may affect their independence (e.g., buying/selling of raw materials/goods/services/lending and borrowing)	None
- Being/not being a person who is closed relationship to executive or major shareholders of Company/Subsidiary	None
- Being/not being a director who was appointed for the representative of Company's Director, major shareholders or shareholders who's connected person of major shareholders	None

Definition of Independent Director

Independent Director means a person possessing full qualification and being independent according to the Notification of Capital Market Supervisory Board as follows:

1. Holding shares not more than one (1) per cent of the total voting share of the Company, its affiliates, associated companies, any juristic person, or related companies that might be in conflict with the Company. Moreover, it shall be inclusive of the shares held by the related persons.

2. Not being or having been a director participating in management and not being an employee, a staff member, other type of advisor receiving a regular salary, or controller of the company and its subsidiaries or affiliates, unless having ended such position for at least two years prior to the date of appointment as independent director. This excludes the case that the person was a government officer or a consultant to the government agency which is the majority or controlling shareholder.

3. Not being a natural relative or having a legal relationship such as parents, spouse, relatives, or child, including spouse of a minor child of managers, majority or controlling shareholders, or nominated candidates to the board that might distort independent judgment with management of the company or its affiliates.

4. Not being or having business relation with the company, its subsidiaries or affiliates and its majority or controlling shareholders who might distort his/her independent judgment, including not being or having been a majority shareholder of the person who has business relation with the company, its subsidiaries or affiliates, and its majority or controlling shareholders, unless having ended such relation for at least two years prior to the date of appointment as independent director.

The business relation stated in paragraph 1 includes normal business transaction for business operation, properties leasing, list of properties or service, or financial assistance with receiving or giving loan, securities, or similar matters, which result on the company or contract partner having the obligation to pay the other party more than 3 percents of the tangible fixed assets or more than Bath 20 Million, whichever less. Such debt obligation calculation refers to the Capital Market Advisory Board Notification on related transaction. Such debt obligation includes the debt that incurred during 1 year prior to the business relation to such person.

5. Not being or having been an auditor for the company, its subsidiaries or affiliates and its majority or controlling shareholders or partners of the accounting firm that the company, its subsidiaries or affiliates and its majority or controlling shareholders' auditor work for, unless having ended such position for at least two years prior to the date of appointment as independent director.

6. Not being or having been a professional service provider, including legal or financial consultant, who receive more than Baht 2 million per year from the company, its subsidiaries or affiliates and its majority or controlling shareholders, and not being a majority or controlling shareholder or partner of such service provider, unless having ended such position for at least two years prior to the date of appointment as independent director.

7. Not being a director appointed to be a representative of the Company's director, majority shareholder, or shareholders who have relation with the majority shareholders.

8. Not operating similar business or being a business competitor of the company, its subsidiaries or affiliates and its majority or controlling shareholders or being a director participating in management or an employee, a staff member, other type of advisor receiving a regular salary, or holding shares over 1% of the total shares of such company that operates similar business or being a business competitor of the company, its subsidiaries or affiliates.

9. Not having any other conditions that might distort independent judgment with the management or giving opinions.

The Company shall appoint and select an independent director in compliance with the qualifications notified by the Capital Market Supervisory Board or any changes amended by Capital Market Supervisory Board in the future.

Independent Directors, who are qualified as the mentioned criteria item 1-9 and appointed by shareholders, shall be authorized and assigned by the Board to collectively monitor and manage the Company's business, its affiliates, associated companies, or any juristic person that might be in conflict in the manner of a collective decision.

Information of the Independent Directors whom the shareholders can give
authorization as their proxy



Name : Mr. Chinapat Visuttiapat
Type of Director : Independent Director / Chairman of the Audit Committee / Chairman of the Corporate Governance and Risk Management Committee
Age : 57 years old
Nationality : Thai
Address : 23 Moo 6 Soi Krungtephon 6 Tambon bang Khen, mueang Nonthaburi, Nonthaburi 11000
Special interest that is different from other directors in any agenda proposed in this AGM. : -None-



Name : Mr. Nattachak Pattamasingh Na Ayuthaya
Type of Director : Independent Director / Member of the Audit Committee
Age : 72 years old
Nationality : Thai
Address : 35 Soi Wattananivet 7 ,Samsennok Subdistrict ,Huai Khwang District, Bangkok, 10310
Special interest that is different from other directors in any agenda proposed in this AGM. : -None-



Name : **Mr. Chaisak Yongbanjerd**

Type of Director : Independent Director /
Corporate Governance and Risk
Management Committee

Age : 67 years old

Nationality : Thai

Address : 1188/165 Phaholyothin Road,
Jomthong, Jatuchak, Bangkok
10220

Special interest that is different from other directors in any agenda proposed in this AGM. : -None-

Articles of Association on chapters as relevant to the Annual General Meeting of Shareholders

Chapter 3: Board of Directors

10. The Company shall have the Board of Directors at least five directors, and not less than one half of the total number of directors must have a residence in the Kingdom of Thailand. Their qualifications must be in accordance with the law.

Every director is prohibited from engaging in any business, in any juristic person in similar business nature and in competition with the Company's business, except for informing to the shareholders' meeting before the appointment resolution.

To operate the business of the Company, directors must perform in compliance with the law, the objectives and the articles of association as well as the resolution of the shareholders' meeting with honesty and carefulness to retain the benefit of the Company.

The directors must notify the Company forthwith when the directors have stake either directly or indirectly in any contract made by the Company during the fiscal year or hold shares or debentures in the Company and its affiliates by specifying the total of number of shares increasing or decreasing during fiscal year.

11. The directors shall be appointed by the shareholders' meeting in accordance with the following regulations;

- (1) Each shareholder shall have one vote per share.
- (2) Each shareholder may exercise his whole votes according to (1) to elect one or several candidates as directors, but could not distribute the votes to any person at any number.
- (3) The candidates receiving the highest number of votes in the respective order of the votes shall be elected as directors at such time. In case that the next elected candidates receive equal votes and their number exceeds the number of directors, which should be elected at such time, the Chairman of the meeting shall have a casting vote.

12. At every annual general meeting, one-third of the directors shall retire from office. If the number of directors is not a multiple of three then the number of directors nearest to one-third must retire from the office.

The directors must retire from office in the first and second years after the registration of the Company, which shall be determined by drawing lots. In every subsequent year, the directors who have been longest in office shall retire. The retired shall be eligible for re-election.

13. The directors have the right to receive remuneration from the Company such as salary, rewards, meeting allowances, gratuity, bonus or other fringe benefit under the Articles of Association or considered by the shareholders' meeting, which remuneration may be fixed at an exact amount or dependent on the rules and may be determined periodically or may set the permanent effect until a change becomes effective. Moreover, there shall be allowances and other welfares according to the Company's regulations.

The provision in the foregoing paragraph does not affect the right of the Company's officers or employees who has been elected as directors to receive remuneration and benefits as the position of officers or employees of the Company.

Chapter 4: Shareholders' Meeting

23. The Board of Directors must hold an annual general meeting of shareholders within four (4) months after the end of the accounting year of the Company.

Other shareholders' meetings, apart from the meeting mentioned above, are called extraordinary general meetings. The Board of Directors may summon an extraordinary general meeting whenever they deem appropriate.

One or more shareholders holding shares amounting to not less than ten (10) percent of the total number of shares sold may submit a written request to the Board of Directors for calling an extraordinary general meeting at any time, but the subjects and reasons for calling such meeting shall be clearly stated in such request. In this regard, the Board of Directors shall proceed to call a meeting of shareholders to be held within forty-five (45) days as from the date of receipt of such request from the shareholders.

In case the Board of Directors does not hold the meeting within the period as prescribed under paragraph three, the shareholders who subscribe their names or other shareholders holding the number of shares as required may call such meeting within forty-five (45) days from the completion of such period.

In the case where, are the meeting called by the shareholders' meeting under paragraph four, the number of the shareholders presented does not constituted quorum as prescribed by no.26 the shareholders under paragraph four shall jointly compensate the company for the expenses incurred in arrangements for holding that meeting.

24. In summoning a shareholders' meeting, the Board of Directors shall prepare a notice stating the place, date, time, agenda, and matters to be proposed to the meeting together with adequate details by indicating whether such matters are prepared for

acknowledgement, for approval or for consideration, as the case may be, as well as the board's opinions on the said matters. The notice of invitation shall be delivered to the shareholders and registrar not less than seven (7) days prior to the date of the meeting and shall be published in a newspaper for three (3) consecutive days for at least three (3) days prior to the date of the meeting.

In this regard, the Board of Directors may send the notice of shareholders' meeting via electronic means, provided that the shareholders have declared their intentions or given consents for receiving the notice via electronic means. Also, the notice of a meeting may be announced via electronic means

In the case where a shareholders' meeting is called by the shareholders under the Article 23 in paragraph three, the shareholders calling the meeting may send the notice of the meeting to the shareholders via electronic means, provided that shareholders have declared their intentions or consents thereof to the Company or the Board of Directors

A shareholders' meeting may be held at the locality where the Company's headquarter is located or other localities as deemed appropriate.

In the case of a shareholders' meeting is convened via electronic means in compliance with the criteria prescribed by law regarding electronic meeting, the Company's head office shall be deemed the venue of such meeting.

25. In a shareholders' meeting, a shareholder may appoint any other person who is sui juris as a proxy to attend the meeting and vote on his/her behalf. The appointment shall be dated and signed by the shareholder and made in writing in a form as specified by the Registrar.

The proxy shall be submitted to the Chairman, director, or a person designed by the chairman at the meeting before attending such meeting.

Appointment of a proxy, under paragraph one, may be carried out via electronic means with safe and reliable to ensure that the appointment is made by the shareholders in accordance with the criteria prescribed by law.

26. In the shareholders' meeting, a quorum shall be constituted by at least twenty-five (25) shareholders present in person and by proxy (if any) or half (1/2) of all shareholders representing up to, one-third (1/3) of all issued shares.

If within one (1) hour from the time fixed for the shareholders' meeting the required quorum is not constituted, the meeting called by the request of the shareholders shall be dissolved. If such meeting is not called by the shareholders, another meeting shall be convened and a notice of the meeting shall be sent to the shareholders not later

than seven (7) days prior to the meeting date. At such meeting, no quorum shall be required.

The Chairman of the Board of Directors shall preside over the shareholders' meeting. In the event that the Chairman is unavailable or unable to perform his/her duty, the Vice Chairman shall take the chair. If the Vice Chairman is unavailable or unable to perform his/her duties, the shareholders present at the meeting shall elect one of their members to be the Chairman for that meeting.

27. At each time of voting, one share shall be entitled to one vote and the resolution of a shareholders' meeting is required to carry the following votes:
 - (1) In general circumstances, resolutions shall require a majority of the total of votes cast by shareholders present and vote at the meeting. In the case the vote are tied, the Chairman shall be entitled to cast a decisive vote.
 - (2) In the following circumstances, resolutions shall require at least three-quarter of the total of votes cast by shareholders present and vote at the meeting for the follow mattes:
 - (a) Sale or transfer of the material businesses of the Company, either in whole or in part, to a third party;
 - (b) Purchase or acceptance of the transfer of businesses of other public companies or private companies to the Company;
 - (c) Execution, amendment or termination of agreements in relation to the leasing of the material businesses of the Company, either in whole or in part;
 - (d) Amendment to the memorandums of association or articles of association;
 - (e) Increase or reduction in the capital of the Company or issuance of debentures;
 - (f) Merger or dissolution of the Company;
 - (g) Other matters in accordance with the law
28. Business to be transacted at the Annual General Shareholders' meeting shall consist of the least the following :
 - (1) To acknowledge the Board of Directors' report on the performance of the company in the previous year.
 - (2) To consider and approve the balance sheet and profit and loss of the company's previous fiscal year.
 - (3) To consider the appropriation of profit and capital reserve;
 - (4) To consider the election of directors to replace those who retire by rotation and determine the remunerations;
 - (5) To consider the appointment of the auditors and determine the auditor's fee;
 - (6) other business

Chapter 5: Accounting, Finance and Audit

32. The Board of Directors shall send the following documents to the shareholders together with a notice of an annual shareholders' meeting:
- (1) the copy of audited balance sheets and the statement of earnings together with the report of the independent auditor;
 - (2) the annual report of the Board of Directors

33. The auditor is responsible to attend the shareholders' meeting whenever considering the balance sheet, profit and loss statement, and problems in terms of the Company's accounts in order to provide explanations on accounting audit to the shareholders. The Company shall deliver all related reports and documents necessary of the shareholders to the auditor. The auditor must not be director, officer, employee or any person possessing any occupation in the Company.

The Company shall have the auditor authorize to audit the books and account, and other documents concerned to the income, expenses, including the Company's assets and liabilities at the working hour of the Company. The auditor has his/her right to ask the Company's directors and employees to give further information and explanation. The auditor shall submit the report of balance sheets proposed to the annual shareholders' meeting and state in his/her report as well that the balance sheets and the resulted of operations are presented fairly and concisely or not.

34. No dividends shall be paid otherwise than out of profits. If the Company has incurred retained losses, no dividends may paid.

Dividends shall be distributed according to the number of shares, with each share receiving an equal amount unless the Company issues preferred share and determines different dividends for preferred shares.

Payment of dividends must be approved by the shareholders' meeting.

The Board of Directors may from time to time pay interim dividends to shareholders as it appears to be justified by the profits of the Company and report to the shareholders at the next meeting.

Payments of Dividend shall be made within one (1) month from the date on which the shareholders' meeting or the Board of Directors has passed a resolution , as the case may be. A written notice of payments of dividend shall be sent to the shareholders and published in a newspaper or can be undertaken by electronic means according to the criteria prescribed by law. No interest shall be charged if such dividend payment is made within the period prescribed by law.

The written notice of payments of dividend may be given to the shareholders via electronic means, provided that the shareholders have declared their intention or given consent to receive such notice via electronic means in accordance with the criteria prescribed by law.

35. The Company must allocate not less than five per cent of the annual net profits as statutory reserves, deducting the accumulated losses (if any), until the value of statutory reserves is not less than ten per cent of the Company's registered capital.

**List of documents and evidences to be presented prior to attending the meeting,
including the regulations of meeting**

The registration of the 2025 Annual General Meeting of Shareholders of Ratch Pathana Energy Public Company Limited will be processed with barcode system. For your convenience in registration, shareholders and a proxy shall bring the Proxy Form and/or Invitation letter (Registration form) with barcode on the meeting date.

1. Documents presented prior to attending the meeting.

For general person

- (1) Shareholders who present in person to attend the meeting shall present his/her ID. Card, Government Officer Card, or passport to the officer for registration of the meeting.
- (2) If the shareholders have appointed a proxy to attend the meeting.
 - (2.1) please use the proxy form (form B) in a printed form attached herewith or the proxy form A which shall be download from the company's website (www.ratchpathana.com). Either form shall be completely filled in and signed by both shareholder and a proxy.
 - (2.2) A proxy is required to present his/her I.D. Card, Government Officer Card, or passport to

The officer for registration of the meeting.

In case of juristic person.

- (1) If the shareholder is a juristic person and has appointed a proxy to attend the meeting, please use the proxy form (form B) in a printed form attached herewith or the proxy form A which shall be download from the company's website (www.ratchpathana.com). Either form shall be completely filled in and signed by both the authorized person to act for the juristic person and affix with the seal of the company (if any), and a proxy.
- (2) A proxy is required to present his/her ID. Card, Government Officer Card, or passport to the officer for registration of the meeting

In case of the shareholders are foreign investors and appoint the custodian in Thailand to keep and safeguard the shares.

In case of shareholders have appointed an authorized person to attend the meeting.

- (1) The shareholder shall appoint other person to attend the meeting by filling in the proxy form (form B) in a printed form attached herewith, or duly executing a proxy form A, or a proxy form C which shall be download from the company's website, (www.ratchpathana.com.) Such selected proxy form shall be completely filled in and sign by both the authorized person to act for the custodian, and a proxy. The evidences attached with a proxy form are follows:
 - (1.1) The power of attorney from shareholder assigned to a custodian to sign in the Proxy Form.

- (1.2) The certified letter to confirm that the person who signs in the proxy form gets the consent to do the custodian business.
- (2) The proxy is required to present his/her I.D. Card, Government Officer Card, or passport to the officer for registration of meeting.

2. The regulations for the meeting

- 2.1 In the General Meeting of Shareholders, the shareholders have the rights to ask and recommend in every agenda.
- 2.2 Casting vote in every agenda is opened.
- 2.3 Casting vote is 1 share for 1 vote.

หนังสือมอบฉันทะ (แบบ ข.)
Proxy (Form B.)

อากรแสตมป์
Duty Stamp
20 บาท
20 Baht

เขียนที่ _____

Written at

วันที่ _____ เดือน _____ พ.ศ. _____

Date Month Year

(1) ข้าพเจ้า _____ สัญชาติ _____
I/We Nationality

อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
with address at Road Sub-District

อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____
District Province Postal Code

(2) เป็นผู้ถือหุ้นของ บริษัท ราชพัฒนา เอ็นเนอร์ยี่ จำกัด (มหาชน)

being a shareholder of RATCH PATHANA ENERGY PUBLIC COMPANY LIMITED

โดยถือหุ้นจำนวนทั้งสิ้นรวม _____ หุ้น และออกเสียงลงคะแนนได้เท่ากับ _____ เสียง ดังนี้
holding the total amount of shares with the voting rights of votes as follows;

หุ้นสามัญ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
ordinary share with the voting rights of votes

หุ้นบุริมสิทธิ _____ หุ้น ออกเสียงลงคะแนนได้เท่ากับ _____ เสียง
preferred share shares with the voting rights of votes

(3) ขอมอบฉันทะให้

Hereby appoint

☐ (1) _____ อายุ _____ ปี
Age Years

อยู่บ้านเลขที่ _____ ถนน _____ ตำบล/แขวง _____
with address at Road Sub-District

อำเภอ/เขต _____ จังหวัด _____ รหัสไปรษณีย์ _____ หรือ
District Province Postal Code or

☐ (2) นายชินภัทร วิสุทธิแพทย์ / Mr. Chinapat Visuttiapat อายุ 57 ปี
 Age Years
 อยู่บ้านเลขที่ 23 หมู่ที่ 6 ซอยกรุงเทพนนท์ 6 ถนน - ตำบล/แขวง บางเขน
 with address at Road Sub-District
 อำเภอ/เขต เมืองนนทบุรี จังหวัด นนทบุรี รหัสไปรษณีย์ 11000 หรือ
 District Province Postal Code or

☐ (3) นายณัฐจักร ปัทมสิงห์ ณ อยุธยา / Mr. Nattachak Pattamasingsh Na Ayuthaya อายุ 72 ปี
 Age Years
 อยู่บ้านเลขที่ 35 ซอยวัฒนานิเวศน์ 7 ถนน - ตำบล/แขวง สามเสนนอก
 with address at Road Sub-District
 อำเภอ/เขต ห้วยขวาง จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10310 หรือ
 District Province Postal Code or

☐ (4) นายชัยศักดิ์ ยงบวรเจต / Mr.Chaisak Yongbanjerd อายุ 67 ปี
 Age Years
 อยู่บ้านเลขที่ 1188/165 ถนน พหลโยธิน ตำบล/แขวง จอมพล
 with address at Road Sub-District
 อำเภอ/เขต จตุจักร จังหวัด กรุงเทพมหานคร รหัสไปรษณีย์ 10220
 District Province Postal Code

คนหนึ่งคนใดเพียงคนเดียวเป็นผู้แทนของข้าพเจ้าเพื่อเข้าประชุมและออกเสียงลงคะแนนแทนข้าพเจ้าใน การประชุมผู้ถือหุ้น / การประชุมผู้ถือหุ้นสามัญ / วิสามัญ ประจำปี 2568 ในวันพุธที่ 23 เมษายน 2568 เวลา 14.00 น. ณ ห้องประชุมคิงบริดจ์ ฮอลล์ ชั้น 4 อาคารคิงบริดจ์ ทาวเวอร์ เลขที่ 989 ถนนพระราม 3 แขวงบางโพงพาง เขตยานนาวา กรุงเทพมหานคร 10120 หรือที่จะพึงเลื่อนไปในวัน เวลา และสถานที่อื่นด้วย

as only one of my / our proxy to attend and vote on my / our behalf at / the Annual General / the Extraordinary General Meeting of Shareholders 2025 to be held on Wednesday, April 23, 2025 at 2.00 P.M., at Kingbridge Hall Room, 4th Floor, KingBridge Tower, No. 989 Rama 3 Road, Bangpong pang, Yannawa, Bangkok 10120 or at any adjournment thereof.

(4) ข้าพเจ้าขอมอบฉันทะให้ผู้รับมอบฉันทะออกเสียงลงคะแนนแทนข้าพเจ้าในการประชุมครั้งนี้ ดังนี้
 I / We authorize my / our Proxy to cast the votes according to my / our intentions as follows:

ระเบียบวาระที่ 1 พิจารณารับรองรายงานการประชุมสามัญผู้ถือหุ้นประจำปี 2567

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

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

☐ (A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

☐ (B) The Proxy must cast the votes in accordance with my / our following instruction.

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

ระเบียบวาระที่ 2 รับทราบรายงานของคณะกรรมการบริษัทในรอบปีที่ผ่านมา

Agenda 2 To acknowledge the Report of the Board of Directors for the year 2024.

ระเบียบวาระที่ 3 พิจารณานุมัติงบการเงินสิ้นสุด วันที่ 31 ธันวาคม 2567

Agenda 3 To approve the Financial Statements ended as of December 31, 2024.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

☐ (A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

☐ (B) The Proxy must cast the votes in accordance with my / our following instruction.

☐ เห็นด้วย

Approve

☐ ไม่เห็นด้วย

Disapprove

☐ งดออกเสียง

Abstain

ระเบียบวาระที่ 4 พิจารณานำมติการจัดสรรกำไรและการจ่ายเงินปันผล

Agenda 4

To consider and approve the appropriation of profit and dividend payment.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- ☐ (A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้านี้
- ☐ (B) The Proxy must cast the votes in accordance with my / our following instruction.
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain

ระเบียบวาระที่ 5 พิจารณาเลือกตั้งกรรมการแทนกรรมการที่ต้องออกตามวาระ

Agenda 5

To elect the Directors in replacements of the directors retiring by rotation.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- ☐ (A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้านี้
- ☐ (B) The Proxy must cast the votes in accordance with my / our following instruction.
- ☐ การแต่งตั้งกรรมการทั้งชุด
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain
- ☐ การแต่งตั้งกรรมการเป็นรายบุคคล ดังนี้
To elect each director individually
1. ชื่อกรรมการ _____ นายสาครินทร์ ตั้งกะวชิรานนท์ _____
1. Name of Director _____ Mr.Sakarin Tangkavachiranon _____
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
Approve Disapprove Abstain

2. ชื่อกรรมการ _____นางวดีรัตน์ เจริญคุปต์_____

2. Name of Director _____Mrs.Wadeerat Charoencoop_____

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

3. ชื่อกรรมการ _____นายวรยศ ทองตัน_____

3. Name of Director _____Mr.Vorayos Thongtan_____

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

4. ชื่อกรรมการ _____นายเดชศิริ แสงสิงแก้ว_____

4. Name of Director _____Mr. Dejsiri Sangsingkeo_____

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

ระเบียบวาระที่ 6 พิจารณากำหนดค่าตอบแทนกรรมการบริษัท

Agenda 6

To determine the Directors' remuneration.

☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

☐ (A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.

☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้

☐ (B) The Proxy must cast the votes in accordance with my / our following instruction.

☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐งดออกเสียง
Approve Disapprove Abstain

ระเบียบวาระที่ 7 พิจารณาแต่งตั้งผู้สอบบัญชีและกำหนดจำนวนเงินค่าสอบบัญชี

Agenda 7 To approve the appointment of the auditors and determination of the auditor's fee.

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- ☐ (A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
- ☐ (B) The Proxy must cast the votes in accordance with my / our following instruction.
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
- Approve Disapprove Abstain

ระเบียบวาระที่ 8 พิจารณาเรื่องอื่น ๆ (ถ้ามี)

Agenda 8 To Consider other Business (if any).

- ☐ (ก) ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร
- ☐ (A) The Proxy is entitled to cast the votes on my / our behalf at its own discretion.
- ☐ (ข) ให้ผู้รับมอบฉันทะออกเสียงลงคะแนนตามความประสงค์ของข้าพเจ้าดังนี้
- ☐ (B) The Proxy must cast the votes in accordance with my / our following instruction.
- ☐ เห็นด้วย ☐ ไม่เห็นด้วย ☐ งดออกเสียง
- Approve Disapprove Abstain

(5) การลงคะแนนเสียงของผู้รับมอบฉันทะในวาระใดที่ไม่เป็นไปตามที่ระบุไว้ในหนังสือมอบฉันทะนี้ให้ถือว่าการลงคะแนนเสียงนั้นไม่ถูกต้อง และไม่ใช่ว่าเป็นการลงคะแนนเสียงของข้าพเจ้าในฐานะผู้ถือหุ้น

Vote of the Proxy in any Agenda which is not in accordance with this Form of Proxy shall be invalid and shall not be the vote of the Shareholder.

(6) ในกรณีที่ข้าพเจ้าไม่ได้ระบุความประสงค์ในการออกเสียงลงคะแนนในวาระใดไว้ หรือระบุไว้ไม่ชัดเจน หรือในกรณีที่ที่ประชุมมีการพิจารณาหรือลงมติในเรื่องใดนอกเหนือจากเรื่องที่ระบุไว้ข้างต้น รวมถึงกรณีที่มีการแก้ไขเปลี่ยนแปลงหรือเพิ่มเติมข้อเท็จจริงประการใด ให้ผู้รับมอบฉันทะมีสิทธิพิจารณาและลงมติแทนข้าพเจ้าได้ทุกประการตามที่เห็นสมควร

In case I do not specify the authorization or the authorization is unclear, or if the meeting considers or resolves any matter other than those stated above, or if there is any change or amendment to any fact, the Proxy shall be authorized to consider and vote the matter on my / our behalf as the Proxy deems appropriate.

กิจการใดที่ผู้รับมอบฉันทะได้กระทำไปในการประชุม เว้นแต่กรณีที่ผู้รับมอบฉันทะไม่ออกเสียงตามที่ ข้าพเจ้าระบุในหนังสือมอบฉันทะให้ถือเสมือนว่าข้าพเจ้าได้กระทำเองทุกประการ

For any act performed by the Proxy at the Meeting, it shall be deemed as such acts had been done by me / us in all respects except for vote of the Proxy which is not in accordance with this Proxy Form.

ลงชื่อ/Signed _____ ผู้มอบฉันทะ/Shareholder
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

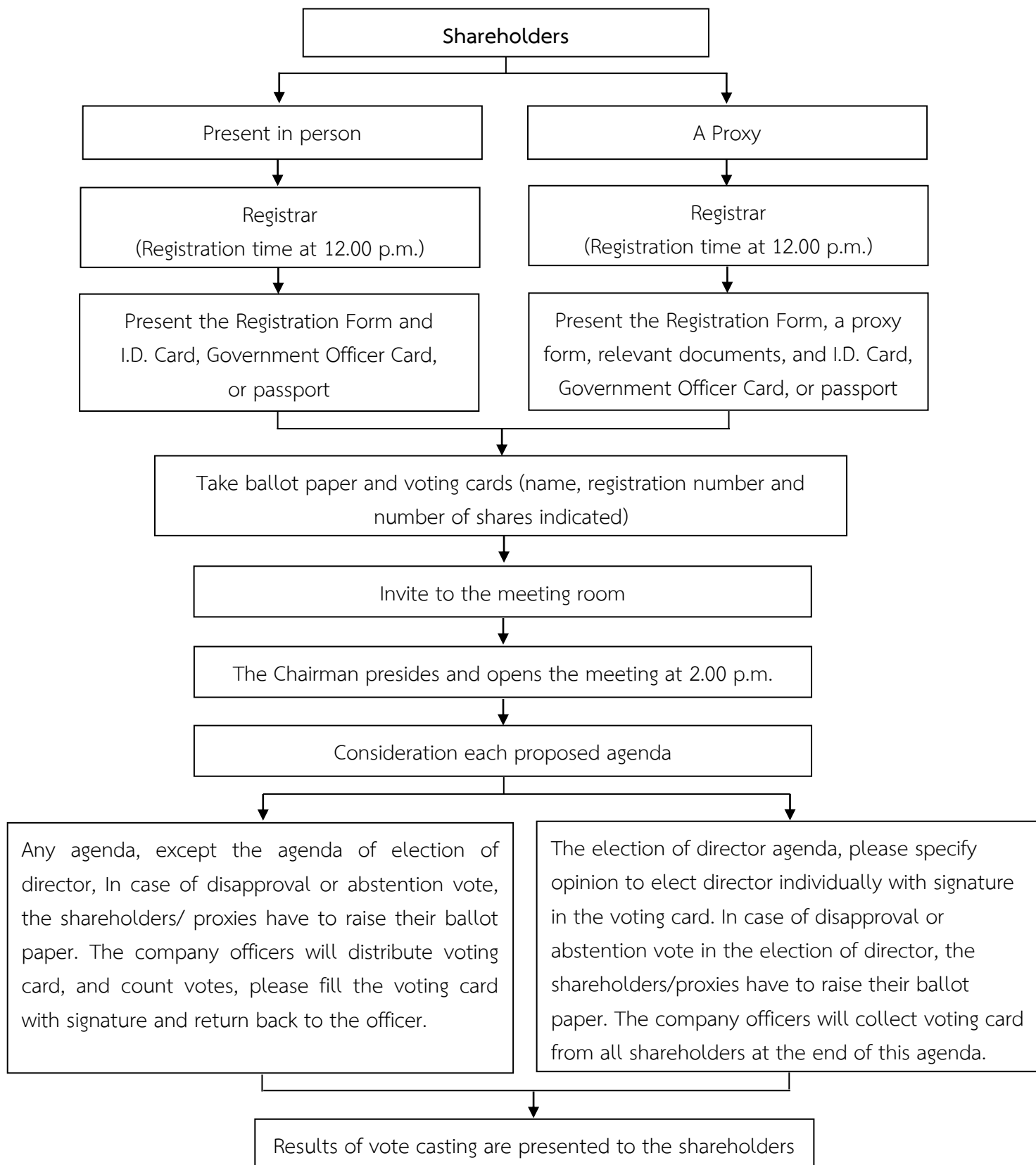
ลงชื่อ/Signed _____ ผู้รับมอบฉันทะ/Proxy
(_____)

หมายเหตุ / Remark

1. ผู้ถือหุ้นที่มอบฉันทะจะต้องมอบฉันทะให้ผู้รับมอบฉันทะเพียงรายเดียวเป็นผู้เข้าประชุมและออกเสียงลงคะแนนไม่สามารถแบ่งแยกจำนวนหุ้นให้ผู้รับมอบฉันทะหลายคนเพื่อแยกการลงคะแนนเสียงได้

The Shareholder appointing the Proxy must authorize only one proxy to attend and vote at the meeting and shall not allocate the number of shares to several proxies to vote separately.

Registration Procedure on the Annual General Meeting of Shareholders

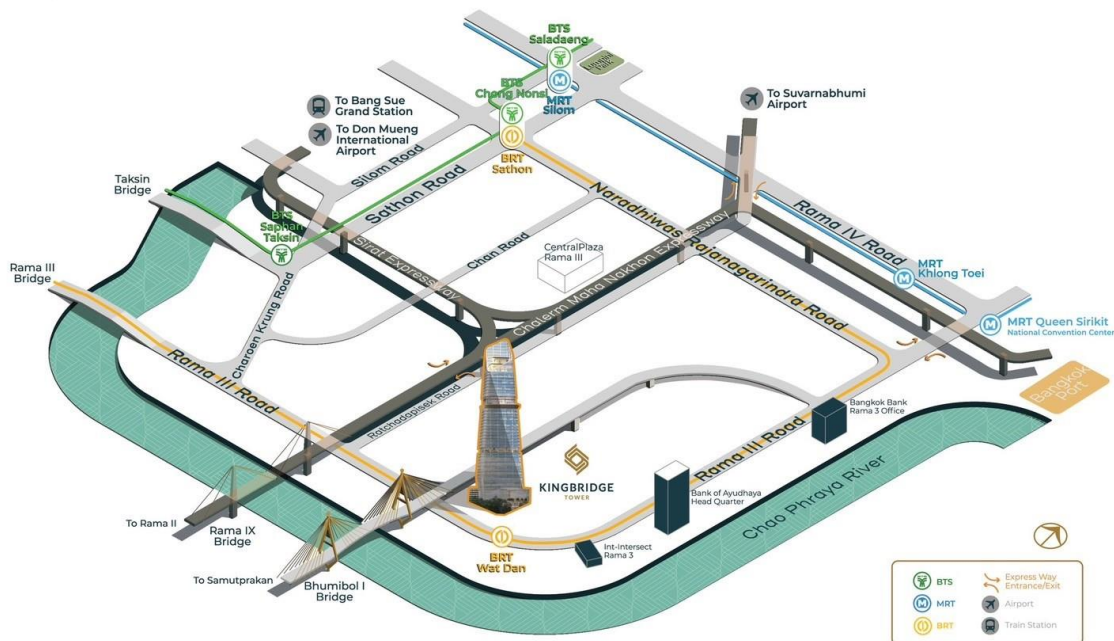


Map of the Meeting Venue of the 2025 Annual General Meeting of Shareholders

KingBridge Tower

989 Rama 3 Road, Bangpangpang, Yannawa, Bangkok 10120

Tel : 087 585 8888



Transportation to the Meeting Venue

Bus Routes: Bus No. 14, 89, 205

MRT Blue Line : Exit at Queen Sirikit National Convention Center Station

Procedures to submit questions in advance for the 2025 Annual General Meeting of Shareholders

In accordance with the policy of the Board of Directors allowing shareholders to participate in corporate governance by providing comments and suggestions, the Company therefore give shareholders the opportunity to submit questions in advance regarding the meeting agenda to the Board of Directors prior to the date of the 2025 Annual General Meeting of Shareholders as following procedures:

1. Identifying yourself with relevant information, and then submitting questions or suggestions

- By providing name, address, telephone number and e-mail address (if any), which can be contacted by the Company.
- Submitting questions/comments for the particular meeting agenda, together with and supporting information or documents (if any).

2. Contact channels provided by the company

- By e-mail address: csecretary@ratchpathana.com
- By registered mail to:

Mr.Apipong Vischuveskamin (The Company Secretary)
Ratch Pathana Energy Public Company Limited
636 Moo 11, Sukhaphiban 8 Road, Nongkharm, Sriracha, Chonburi 20230

3. Question submitting period

The shareholders shall submit their questions in advance regarding the meeting agenda to the Company within April 18, 2025.

4. The Company Secretary shall collect the questions and pass them all to the Managing Director for considerations.

5. The Company shall provide clarification in response to the questions submitted by the shareholders in the Meeting

The 2024 Annual Report (Form 56-1 One Report) in QR-Code Format

To : Shareholders

The Company has prepared the 2024 Annual Report (56-1 One Report) and the 2024 Sustainability Report in electronic version. Please scan the QR Code, which appears below, to access these reports.



Annual Report (56-1 One Report)



Sustainability Report

Request Form for the Annual Report (56-1 One Report) in printed format

To : Shareholders

Ratch Pathana Energy Public Company Limited would like to inform that shareholders who intend to receive the printed Annual Report (56-1 One Report), please fill the details below and send back to the Ratch Pathana Energy Public Company Limited, 636 Moo 11, Sukhaphiban 8 Road, Nongkham Sub-District, Sriracha District, Chonburi 20230. Tel.038-481555 Fax.038-481551 or Email : csecretary@ratchpathana.com The Company will send such report (56-1 One Report) to you soon.

I (elaborate handwriting)_____

Address_____

Name of Contact Person_____

Telephone No._____

Fax. No._____

Email address_____